
DS SMITH HOLDINGS LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 APRIL 2023

DS SMITH HOLDINGS LIMITED

COMPANY INFORMATION

Directors	W B Hicks S Rossi I D C Simm
Company secretary	Z W Stone
Registered number	06739623
Registered office	Level 3 1 Paddington Square London W2 1DL
Auditor	Ernst & Young LLP 1 More London Place London SE1 2AF
Bankers	National Westminster Bank Plc Bishopsgate London ECM2 4AA

DS SMITH HOLDINGS LIMITED

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DS SMITH HOLDINGS LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 30 APRIL 2023

Introduction

The Directors present their strategic report for the year ended 30 April 2023.

Principal activities

The principal activity of the Company is to act as an investment holding company within the DS Smith Group ('the Group'). There has been no significant change in the Company's principal activity in the year under review. The Directors are not aware, at the date of this report, of any likely significant changes in the Company's activities in the forthcoming financial year.

Business review and key performance indicators

The results for the financial year show a loss before taxation of £43,201,000 (2022: £23,385,000). No dividends were paid during the year (2022: £nil). The carrying value of investments at 30 April 2023 was £4,165,636,000 (2022: £4,140,636,000). The movement in profit before tax is due to an increase in finance costs on amounts owed to group undertakings, in comparison to the prior year, offset by a gain resulting from the the settlement of certain costs and obligations arising from the disposal of the Plastics division.

The Company is a wholly owned subsidiary of DS Smith Plc and operates as part of the Group. On this basis the Company's Directors believe that there are no further performance indicators for the Company which might be necessary for an understanding of the development, performance or position of the business. No non-financial KPIs are applicable as the Company is an investment holding company within the Group which does not have any employees, customers or suppliers.

Section 172 (1) statement of the Companies Act 2006

The Directors aim to promote the success of the Company for the benefit of its shareholder and the Group as a whole, taking into account the long-term consequences of its decisions and looking at those decisions through a variety of lenses, an example being the annual impairment assessment on investments in subsidiaries in DS Smith Holdings Limited. This involves the Board and management considering in detail and discussing the interests of the Company's and Group's stakeholders including our customers, our people, our investors, our suppliers, local communities and non-governmental organisations; the importance of maintaining our reputation for high standards of business conduct through our high customer satisfaction results; and the environment. When making decisions during the year the Directors of the Group received relevant information to help them understand the interest and views of these key stakeholder groups and the potential impact these decisions could have on each group. Information included reports regarding financial and operational performance, risk, responsible business matters and the results of specific stakeholder engagement exercises. The Directors of the Company take into account the interests of the parent company and the ultimate parent company when making decisions through regular communications such as the Balance Sheet Committee.

As the Company is an investment holding company within the Group it does not have any direct employees, customers or suppliers. The Directors of this entity make decisions in respect of this Company with regard to its internal stakeholders. For more details on how the Group considers the interests of the Group's employees, the impact actions have on the communities in which the Group operate and the environment, maintaining high standards of business conduct and acting fairly at all times, refer to the Group's annual report which does not form part of this report. A copy of the Group's annual report can be obtained from the address in note 21.

Future developments

The principal activity of the Company is to act as a Group investment holding that is principally party to intra-group transactions. The Directors expect that this will remain the case in the future and that the general level of activity for the Company will remain consistent with 2023.

DS SMITH HOLDINGS LIMITED

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 30 APRIL 2023

Streamlined Energy and Carbon Reporting

The Company and Group will seek to minimise adverse impacts on the environment from its activities, whilst continuing to address health, safety and economic issues. The Company has complied with all applicable legislation and regulations.

The Company is included in the Group reporting of the ultimate parent company which has provided its consolidated CO2 emissions and energy consumption on page 63 of the Strategic report in the Group's 2023 annual report.

Financial risk management objective and policies

As the Company's main purpose is to act as an investment holding company, the financial risks that the Company is exposed to are limited.

Where applicable, the Company follows the DS Smith Group policy. The Company's financial risk management is centralised to capitalise on economies of scale and synergy effects and to minimise operational risks.

Interest rate risk

The Company has interest-bearing liabilities held with DS Smith Plc and arise from the operation of the Group's cash pooling arrangements in the UK. The DS Smith Group treasury function is responsible for identifying and managing interest rate exposure.

Credit risk

The Company's credit risk is primarily attributable to its receivables held on the statement of financial position, all of which are inter-group. Recoverability of these receivables is reviewed regularly against the statement of financial position of the counterparty. If required, credit risk is further mitigated through a letter of support from the ultimate parent undertaking.

Liquidity risk

The Company actively manages its liquidity risk by short-term debt finance with Group treasury, supported by external borrowings where appropriate, that is designed to ensure the Company has sufficient available funds for operations.

Foreign currency risk

The Company has transactions in foreign currencies which are then translated into the presentation currency, the GBP, for the purposes of the financial statements. The Group treasury function enters into arrangements such as foreign exchange contracts in order to manage the risk arising upon currency translation.

Principal risks and uncertainties

There continues to be global uncertainty within the macroeconomic environment as a result of the war in Ukraine, rising inflation and interest rates and the cost of living crisis. Raw material and other input costs also remain high although energy prices have started to decline. However, these are mitigated by effective supplier arrangements, long-term hedging arrangements and rising packaging prices. The Group has demonstrated resilience in the post-pandemic environment and customer demand remains strong, especially in the FMCG sector. The Group continues to carefully manage our cost base and is confident for the year ahead that sufficient methods are in place to mitigate these increased costs.

DS SMITH HOLDINGS LIMITED

**STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 30 APRIL 2023**

This report was approved by the board on 20 December 2023 and signed on its behalf.

W B Hicks
Director

DS SMITH HOLDINGS LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 30 APRIL 2023

The Directors present their annual report and the the financial statements for the year ended 30 April 2023.

Results and dividends

The loss for the year, after taxation, amounted to £43,201,000 (2022: £31,361,000).

The Company did not pay a dividend for the year ended 30 April 2023 (2022: £nil). There have been no dividends proposed after year end.

Directors

The Directors who held office during the year and to the date of signing the financial statements were:

W B Hicks
S Rossi
I D C Simm

Directors' and officers' indemnity

During the year and up to the date of approval of these financial statements, the ultimate parent company maintained qualifying third-party indemnity arrangements for the Directors and other Officers of the Company.

Political contributions

No political contributions were made during the year (2022: £nil).

Going concern

The financial statements have been prepared using the going concern basis of accounting. In making their assessment on the appropriateness of using the going concern basis, the Directors have considered any material uncertainties relating to events or conditions that may cast significant doubt upon the continuing use of the going concern basis of accounting in future periods. The Directors have considered a period of 12 months from the date the financial statements are authorised for issue.

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out above. The financial position of the Company is as shown in the statement of financial position on page 11. At 30 April 2023, the Company reported net assets of £2,697,399,000 (2022: £2,715,600,000).

The financial Statements have been prepared using the going concern basis of accounting. The Company has been issued a support letter from its ultimate parent company, DS Smith Plc, confirming ongoing financial support in meeting liabilities as they fall due for a period of at least 12 months from the day of approval of accounts. DS Smith Plc has undertaken its own assessment of going concern, which it has confirmed and this is disclosed on page 12 of the DS Smith Plc Half Year Report for the period ended 31 October 2023. The Directors are satisfied that no events took place after the release of the DS Smith Plc Half Year Results that give rise to any uncertainties relating to going concern, and accordingly the directors considered it is appropriate to rely upon this support in making their going concern assessment for these financial statements. The Directors are satisfied that the Company has adequate resources to meet its operational needs for a period of at least 12 months from the day of approval of accounts and accordingly they continue to adopt the going concern basis in preparing the financial statements.

DS SMITH HOLDINGS LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 30 APRIL 2023**

Matters covered in the strategic report

Disclosures required by s416(4) which have been elevated to the strategic report:

- Financial risk management objectives and policies
- Principal risks and uncertainties

Disclosure of information to auditor

Each of the persons who are Directors at the time when this Directors' Report is approved has confirmed that:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the Director has taken all the steps that ought to have been taken as a Director in order to be aware of any 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 s418 of the Companies Act 2006.

Post balance sheet events

In September 2023, DS Smith Holdings Inc (of which DS Smith Holdings Limited is the parent company) paid the final amount of £103 million in settlement of the put option over the remaining outstanding shareholding in Interstate Resources, which was acquired in August 2017.

Auditor

Ernst & Young LLP (EY) were appointed as external auditor to the Company in 2023 and will be proposed for reappointment in accordance with Section 285 of the Companies Act 2006.

This report was approved by the board on 20 December 2023 and signed on its behalf.

W B Hicks
Director

DS SMITH HOLDINGS LIMITED

**DIRECTORS' RESPONSIBILITIES STATEMENT
FOR THE YEAR ENDED 30 APRIL 2023**

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

Company law requires the Directors to prepare the financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 101 'Reduced Disclosure Framework'. Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these the financial statements, the Directors are required to:

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

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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

DS SMITH HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DS SMITH HOLDINGS LIMITED

Opinion

We have audited the financial statements of DS Smith Holdings Limited for the year ended 30th April 2023 which comprise the Statement of comprehensive income, the Statement of financial position, the Statement of changes in equity and the related notes 1 to 22, including material accounting policy information. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 101 "Reduced Disclosure Framework applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 30 April 2023 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material

DS SMITH HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DS SMITH HOLDINGS LIMITED

Other information (continued)

misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

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

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 6, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

DS SMITH HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DS SMITH HOLDINGS LIMITED

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are United Kingdom Accounting Standards including FRS 101 "Reduced Disclosure Framework applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice), the Companies Act 2006 and the relevant UK tax compliance regulations.
- We understood how DS Smith Holdings Limited is complying with those frameworks by making enquiries of management and those responsible for legal and compliance procedures. We corroborated our enquiries through our review of board minutes as well as consideration of the results of our audit procedures.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur by considering the programmes and controls that the company has established to address risk identified, or that otherwise prevent, deter and detect fraud; and how senior management monitors those programmes and controls.
- Based on this understanding we designed our audit procedures to identify noncompliance with such laws and regulations. Our procedures involved enquiries of those responsible for legal and compliance procedures; enquiries of management; performing journal entry testing with a focus on manual adjustments and journals indicating unusual transactions. In addition, we completed procedures to conclude on the compliance of the disclosures in the annual report and financial statements with all applicable reporting requirements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Luke Little (Senior statutory auditor)

for and on behalf of Ernst & Young LLP, Statutory Auditor
London
20 December 2023

DS SMITH HOLDINGS LIMITED

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 APRIL 2023

	Note	2023 £000	2022 £000
Other (expenses)/income	4	(1,354)	1,401
Operating (loss)/profit before impairment, interest and tax		(1,354)	1,401
Impairment of investments	6	-	(1,519)
Reversal of provision	11	11,400	-
Operating profit/(loss) before interest and tax		10,046	(118)
Finance income	8	21,640	17,211
Finance costs	9	(74,887)	(40,478)
Loss before tax		(43,201)	(23,385)
Tax expense	10	-	(7,976)
Loss and total comprehensive expense for the financial year		(43,201)	(31,361)

There were no recognised gains and losses for 2023 or 2022 other than those included in the statement of comprehensive income.

The notes on pages 13 to 27 form part of these financial statements.

DS SMITH HOLDINGS LIMITED
REGISTERED NUMBER: 06739623

STATEMENT OF FINANCIAL POSITION
AS AT 30 APRIL 2023

	Note	2023 £000	2022 £000
Non-current assets			
Investments	12	4,165,636	4,140,636
Debtors: amounts falling due after more than one year	13	516,666	473,220
		4,682,302	4,613,856
Current assets			
Debtors: amounts falling due within one year	13	5,111	5,111
Cash and cash equivalents	15	312	299
		5,423	5,410
Current liabilities			
Creditors: amounts falling due within one year	14	(1,982,935)	(1,879,216)
Net current liabilities		(1,977,512)	(1,873,806)
Total assets less current liabilities		2,704,790	2,740,050
Provisions for liabilities			
Provisions	16	(7,391)	(24,450)
		(7,391)	(24,450)
Net assets		2,697,399	2,715,600
Capital and reserves			
Called up share capital	17	448,858	448,858
Share premium account		2,214,919	2,189,919
Retained earnings		33,622	76,823
		2,697,399	2,715,600

The financial statements of DS Smith Holdings Limited (registered number 06739623) were approved and authorised for issue by the board and were signed on its behalf on 20 December 2023.

W B Hicks
Director

The notes on pages 13 to 27 form part of these financial statements.

DS SMITH HOLDINGS LIMITED
REGISTERED NUMBER: 06739623

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 APRIL 2023

	Called up share capital £000	Share premium account £000	Retained earnings £000	Total equity £000
As 30 April 2021	448,858	2,189,919	108,184	2,746,961
Comprehensive expense for the year				
Loss for the year	-	-	(31,361)	(31,361)
Total comprehensive expense for the year	-	-	(31,361)	(31,361)
As 30 April 2022 and at 1 May 2022	448,858	2,189,919	76,823	2,715,600
Comprehensive expense for the year				
Loss for the year	-	-	(43,201)	(43,201)
Total comprehensive expense for the year	-	-	(43,201)	(43,201)
Shares issued during the year (note 18)	-	25,000	-	25,000
As 30 April 2023	448,858	2,214,919	33,622	2,697,399

The notes on pages 13 to 27 form part of these financial statements.

DS SMITH HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2023

1. General information

DS Smith Holdings Limited (the "Company") is a private company limited by shares incorporated in the United Kingdom under the Companies Act 2006 and is registered in England and Wales. The address of the Company's registered office is Level 3, 1 Paddington Square, London, United Kingdom, W2 1DL. The nature of the Company's operations and its principal activities are set out in the strategic report.

These financial statements are presented in pounds sterling which is the currency of the primary economic environment in which the Company operates.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and the Companies Act 2006.

FRS 101 sets out an optional reduced disclosure framework which addresses the financial reporting requirements and disclosure exemptions for the individual financial statements of subsidiaries and ultimate parent that otherwise apply the recognition, measurement and disclosure requirements of UK-adopted IFRS Standards.

In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- statement of cash flows and related notes;
- a comparative period reconciliation for share capital;
- disclosures in respect of transactions with wholly owned subsidiaries;
- disclosures in respect of capital management;
- the effects of new but not yet effective IFRSs; and
- disclosures in respect of key management personnel.

As the Group financial statements include the equivalent disclosures, the Company has also taken advantage of the exemptions under FRS 101 available in respect of the following disclosures:

- IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instruments.

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

2.2 Exemption from preparing consolidated financial statements

The Company has taken advantage of the exemption from preparing consolidated financial statements afforded by Section 401 of the Companies Act 2006 because it is a wholly owned subsidiary of DS Smith Plc which prepares consolidated financial statements which are publicly available at the address in note 21.

2.3 Foreign currency translation

Transactions in foreign currencies are recorded using the rate of exchange ruling at the foreign exchange rates ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated using the rate of exchange ruling at that date.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2023

2. Accounting policies (continued)

2.4 Finance income

Finance income is recognised on an accruals basis in the income statement.

2.5 Finance costs

Finance costs are recognised on an accruals basis in the income statement.

2.6 Valuation of investments

The carrying values of the investments in subsidiaries are reviewed on a regular basis to assess whether any impairment in value is required. Impairment testing is performed annually for investment in subsidiaries by comparing the carrying amount of each investment with the relevant subsidiary's consolidated balance sheet. Where the net assets are lower than the investment value, a discounted cash flow or value-in-use is utilised to calculate the present value of the investment to confirm whether any impairment is required. Refer to note 6 for impairment of investments in subsidiary undertakings.

2.7 Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

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

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the reporting date.

Financial assets and liabilities are offset and the net amount reported in the Statement of Financial Position when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2023

2. Accounting policies (continued)

2.8 Financial liabilities

Financial liabilities and equity are classified according to the substance of the financial instrument's contractual obligations, rather than the financial instrument's legal form.

Financial liabilities within the scope of IAS 39 are initially classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

The Group determines the classification of its financial liabilities at initial recognition. All financial liabilities are recognised initially at fair value and in the case of loans and borrowings, plus directly attributable transaction costs

Subsequently, the measurement of financial liabilities depends on their classification as follows:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss includes financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are acquired for the purpose of repurchasing in the near term. Derivatives, including separately embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in profit or loss.

Interest bearing loans and borrowings

Obligations for loans and borrowings are recognised when the Group becomes party to the related contracts and are measured initially at the fair value of consideration received less directly attributable transaction costs.

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method.

Gains and losses arising on the repurchase, settlement or otherwise cancellation of liabilities are recognised respectively in finance revenue and finance cost.

Derecognition of financial liabilities

A liability is derecognised when the contract that gives rise to it is settled, sold, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such as an exchange or modification, this is treated as a derecognition of the original liability, such that the difference in the respective carrying amounts together with any costs or fees incurred are recognised in profit or loss.

DS SMITH HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2023

2. Accounting policies (continued)

2.9 Provisions for liabilities

Provisions are made where an event has taken place that gives the Company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to profit or loss in the year that the Company becomes aware of the obligation, and are measured at the best estimate at the reporting date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Statement of Financial Position.

2.10 Taxation

Income tax on the profit or loss for the year comprises current and deferred tax. Income tax is recognised in profit or loss except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

For the year ended 30 April 2022 and onwards, DS Smith Group entities will no longer receive payment for current year tax losses surrendered or make payment for group relief claimed at the rate of tax prevailing in the year. However, where an entity has negative reserves and losses which will be surrendered to other members of the DS Smith Group, the claimant company will need to make payment for those tax losses at the rate of tax prevailing in the year.

DS SMITH HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2023

2. Accounting policies (continued)

2.11 Going concern

The financial statements have been prepared using the going concern basis of accounting. In making their assessment on the appropriateness of using the going concern basis, the Directors have considered any material uncertainties relating to events or conditions that may cast significant doubt upon the continuing use of the going concern basis of accounting in future periods. The Directors have considered a period of 12 months from the date the financial statements are authorised for issue.

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out above. The financial position of the Company is as shown in the statement of financial position on page 11. At 30 April 2023, the Company reported net assets of £2,697,399,000 (2022: £2,715,600,000).

The financial Statements have been prepared using the going concern basis of accounting. The Company has been issued a support letter from its ultimate parent company, DS Smith Plc, confirming ongoing financial support in meeting liabilities as they fall due for a period of at least 12 months from the day of approval of accounts. DS Smith Plc has undertaken its own assessment of going concern, which it has confirmed and this is disclosed on page 12 of the DS Smith Plc Half Year Report for the period ended 31 October 2023. The Directors are satisfied that no events took place after the release of the DS Smith Plc Half Year Results that give rise to any uncertainties relating to going concern, and accordingly the directors considered it is appropriate to rely upon this support in making their going concern assessment for these financial statements. The Directors are satisfied that the Company has adequate resources to meet its operational needs for a period of at least 12 months from the day of approval of accounts and accordingly they continue to adopt the going concern basis in preparing the financial statements.

DS SMITH HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2023**

3. Judgements in applying accounting policies and key sources of estimation uncertainty

In the application of the accounting policies, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

In the opinion of the Directors, there are no critical judgements, apart from those involving estimations (which are dealt with separately below), that have been made in the process of applying accounting policies.

Key source of estimation uncertainty

The carrying values of the investments in subsidiaries are reviewed on a regular basis to assess whether any impairment in value is required. Impairment testing is performed annually for investment in subsidiaries by comparing the carrying amount of each investment with the relevant subsidiary's consolidated balance sheet. Where the net assets are lower than the investment value, a discounted cash flow or value-in-use is utilised to calculate the present value of the investment to confirm whether any impairment is required. Refer to note 6 for impairment of investments in subsidiary undertakings.

The calculations of value-in-use are inherently judgemental and require management to make a series of estimates and assumptions. These are: cash flow forecasts (including sales volumes, price and cost assumptions and capital expenditure underlying these forecasts), the determination of a long-term growth rate, the determination of an appropriate pre-tax adjusted discount rate and the impairment assessment.

4. Other (expenses)/income

The other (expenses)/income is stated after charging:

	2023	<i>2022</i>
	£000	<i>£000</i>
Foreign exchange (losses)/gains	(1,354)	<i>1,024</i>
Reversal of provision	-	<i>377</i>
	<u>(1,354)</u>	<i><u>1,401</u></i>

5. Auditor's remuneration

The Auditor's remuneration of £27,076 (2022: £24,840) for the statutory audit of the Company's financial statements for the current and previous year has been borne and not recharged by another Group undertaking. No fees in relation to non-audit services were paid to the Company's auditor in the current or preceding year.

DS SMITH HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2023**

6. Impairment of investments

	2023	<i>2022</i>
	£000	<i>£000</i>
Impairment of investments in subsidiary undertakings	-	1,519
	<u>-</u>	<u>1,519</u>
	<u>-</u>	<u>1,519</u>

In the prior year, the investment in DS Smith Roma Limited was impaired by £1,519,486 due to a reduction in the entity's net assets.

7. Directors' remuneration

All the Directors are remunerated by other group undertakings. It is considered that the level of their qualifying services to the company is negligible compared to their main roles. There are no management charges from these group undertakings for their services. Consequently they determine that given the level of the services required, that the proportion of their salary relating to their services provided to this company is insignificant. Therefore a £nil apportionment is made (2022: £nil).

The Company had no employees during the current and prior year.

8. Finance income

	2023	<i>2022</i>
	£000	<i>£000</i>
Interest receivable on loans to group undertakings	21,631	17,207
Other interest receivable	9	4
	<u>21,640</u>	<u>17,211</u>
	<u>21,640</u>	<u>17,211</u>

9. Finance costs

	2023	<i>2022</i>
	£000	<i>£000</i>
Interest payable on loans from group undertakings	74,887	40,478
	<u>74,887</u>	<u>40,478</u>
	<u>74,887</u>	<u>40,478</u>

DS SMITH HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2023**

10. Tax expense

	2023	<i>2022</i>
	£000	<i>£000</i>
Corporation tax		
UK Corporation tax in respect of prior year charge / (credit)	-	7,976
Total current tax	<u>-</u>	<u>7,976</u>

Factors affecting tax charge / (credit) for the year

The tax assessed for the year is lower than (*2022: higher than*) the standard rate of corporation tax in the UK of 19.5% (*2022: 19%*). The differences are explained below:

	2023	<i>2022</i>
	£000	<i>£000</i>
Loss before tax	<u>(43,202)</u>	<u>(23,385)</u>
Loss before tax multiplied by standard rate of corporation tax in the UK of 19.5% (<i>2022: 19%</i>)	(8,424)	<i>(4,443)</i>
Effects of:		
Adjustments to tax charge in respect of prior periods	-	7,976
Permanent differences	(2,223)	<i>217</i>
Group relief surrendered	10,647	<i>4,226</i>
Total tax charge/ (credit) for the year	<u>-</u>	<u>7,976</u>

Factors that may affect future tax charges

In future years, the tax charge will be affected by subsequently enacted changes in tax rate.

The Finance Act 2021 included a 6% increase in the main UK corporation tax rate to 25% from 1 April 2023, which was substantially enacted on 10 June 2021.

DS SMITH HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2023**

11. Reversal of provision

	2023	<i>2022</i>
	£000	<i>£000</i>
Reversal of provision	(11,400)	-
	(11,400)	-

The settlement of certain costs and obligations arising from the disposal of the Plastics division resulted in a gain of £11.4 million as shown above.

12. Investments

	Investments in subsidiary companies £000
Cost or valuation	
At 1 May 2022	5,815,831
Additions	25,000
At 30 April 2023	5,840,831
Impairment	
At 1 May 2022	1,675,195
At 30 April 2023	1,675,195
Net book value	
At 30 April 2023	4,165,636
<i>At 30 April 2022</i>	<i>4,140,636</i>

The carrying value of each investment in subsidiary was compared with the relevant subsidiary's consolidated balance sheet. Where the net assets were lower than the investment value, a discounted cash flow was used to calculate the present value of the investment to confirm whether any impairment was required. The pre-tax discount rate used by the Company in its discounted cash flow calculation was 11.4% derived from the Group's WACC rate with a country specific risk premium. The discounted cash flow calculation used the latest forecast EBITDA, working capital and capital expenditure for the year ended 30 April 2024, with a growth rate and terminal growth rate of 2% being the relevant inflation rate for the country in which that entity operates. This resulted in total impairment charges of £nil in the year ended 30 April 2023 (2022: £1,519,486).

DS SMITH HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2023**

12. Investments (continued)

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Registered office	Principal activity	Class of shares	Holding
Abbey Corrugated Limited	England and Wales	Dormant	Ordinary	100
Ashton Corrugated (Southern) Limited	England and Wales	Dormant	Ordinary	100
Avonbank Paper Disposal Limited	England and Wales	Dormant	Ordinary	100
Biber Paper Converting Limited	England and Wales	Dormant	Ordinary	100
Calara Holding Limited	England and Wales	Dormant	Ordinary	100
Conew Limited	England and Wales	Dormant	Ordinary	100
Conew Limited	England and Wales	Dormant	Preference	100
Corrugated Products Limited	England and Wales	Dormant	Ordinary	100
D.W. Plastics (UK) Limited	England and Wales	Financing	Ordinary	100
David S. Smith Nominees Limited	England and Wales	Dormant	Ordinary	100
DS Smith (UK) Limited	England and Wales	Holding Company	Ordinary	100
DS Smith Business Services Limited	England and Wales	Shared Service Centre	Ordinary	100
DS Smith Dormant Five Limited	England and Wales	Dormant	Ordinary	100
DS Smith Dormant Five Limited	England and Wales	Dormant	Preference	100
DS Smith Euro Finance Limited	England and Wales	Financing	Ordinary	100
DS Smith Europe Limited	England and Wales	Dormant	Ordinary	100
DS Smith Haddox Limited	England and Wales	Dormant	Ordinary	100
DS Smith Holdings, Inc.*	USA	Holding Company	Ordinary	100
DS Smith International Limited	England and Wales	Holding Company	Ordinary	100
DS Smith Paper Limited	England and Wales	Paper Packaging	Ordinary	100
DS Smith Paper Limited	England and Wales	Paper Packaging	Preference	100
DS Smith Pension Trustees Limited	England and Wales	Dormant	Ordinary	100
St. Regis International Limited	England and Wales	Dormant	Ordinary	100
DS Smith Perch Limited	England and Wales	Financing	Ordinary	100
The Less Packaging Company Limited	England and Wales	Packaging (no longer trading)	Ordinary	100
DS Smith Roma Limited	England and Wales	Dormant	Ordinary	100
DS Smith Supplementary Life Cover Scheme Limited	England and Wales	Dormant	Ordinary	100
Miljoint Limited	England and Wales	Dormant	Ordinary	100
DSS Eastern Europe Limited	England and Wales	Dormant	Ordinary	100
DSS Poznan Limited	England and Wales	Dormant	Ordinary	100
DSSH No.1 Limited	England and Wales	Holding Company	Ordinary	100
DS Smith Ukraine Limited	England and Wales	Holding Company	Ordinary	100
Reed & Smith Limited	England and Wales	Dormant	Ordinary	100

DS SMITH HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2023**

12. Investments (continued)

Subsidiary undertakings (continued)

Name	Registered office	Principal activity	Class of shares	Holding
Treforest Mill plc	England and Wales	Dormant	Ordinary	100
United Shopper Marketing Limited	England and Wales	Dormant	Ordinary	100
Waddington & Duval Limited	England and Wales	Dormant	Ordinary	100
Total Marketing Support Limited	England and Wales	Dormant	Ordinary	100

The registered office address for each of the above subsidiaries, except as noted below, is Level 3, 1 Paddington Square, London, United Kingdom, W2 1DL.

* The registered office address is Corporation Trust Centre, 1209 Orange Street, Wilmington, Newcastle, DE19801, USA.

DS SMITH HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2023**

13. Debtors

	2023	<i>2022</i>
	£000	<i>£000</i>
Amounts falling due after more than one year		
Amounts owed by group undertakings	516,666	<i>473,220</i>
	516,666	<i>473,220</i>

Amounts owed by group undertakings is comprised of a number of loans with interest charged on the loans as follows:

Amounts owed by parent undertaking:

- £36,315,932 (Principal: £36,315,932; interest accrued: £nil) is non interest-bearing and repayable on demand to DS Smith Plc. There is no expectation that this amount will be repaid within 12 months.

Amounts owed by other group undertakings:

- Interest is charged on €21,536 (Principal: £18,963; interest accrued: £711) at 12 month EURIBOR plus 4%, repayable on 29th July 2026 from DS Smith Belita B.V.
- Interest is charged on €25,433,557 (Principal: £22,394,609; interest accrued: £839,279) at 12 month EURIBOR plus 4%, repayable on 29th July 2026 from DS Smith Recycling Benelux BV.
- Interest is charged on €77,717,256 (Principal: £68,431,149; interest accrued: £2,564,583) at 12 month EURIBOR plus 4%, repayable on 29th July 2026 from DS Smith Packaging Holdings B.V.
- Interest is charged on €105,183,378 (Principal: £92,615,460; interest accrued: £3,470,934) at 12 month EURIBOR plus 4%, repayable on 29th July 2026 from DS Smith Packaging Netherlands B.V.
- Interest is charged on €317,370,044 (Principal: £279,448,837; interest accrued: £10,566,007) at 12 month EURIBOR plus 4%, repayable on 29th July 2026 from DS Smith Packaging International BV.

	2023	<i>2022</i>
	£000	<i>£000</i>
Amounts falling due within one year		
Amounts owed by parent undertaking	5,111	<i>5,111</i>
	5,111	<i>5,111</i>

DS SMITH HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2023**

14. Creditors: amounts falling due within one year

	2023	<i>2022</i>
	£000	<i>£000</i>
Amounts owed to group undertakings	1,974,959	<i>1,871,240</i>
Corporation tax	7,976	<i>7,976</i>
	<u>1,982,935</u>	<i><u>1,879,216</u></i>

Amounts owed to group undertakings is comprised of a number of loans with interest charged on the loans as follows:

Amounts owed to parent undertaking, DS Smith Plc:

- Interest is charged on €113,610,615 (Principal: £100,035,762; interest accrued: £328,868) at 1 month EURIBOR plus 1.03%, repayable on 1st February 2024 to DS Smith Plc.
- Interest is charged on €15,936,075 (Principal: £14,031,940; interest accrued: £2,007) at 12 month EURIBOR plus 2.18%, repayable on 30th April 2026 to DS Smith Plc.
- Interest is charged on £1,163,625,354 (Principal: £1,163,625,354; interest accrued: £5,134,498) at 1 month SONIA plus 1.2026%, repayable on 1st February 2024 to DS Smith Plc.

Amounts owed to other group undertakings:

- Interest is charged on €656,707 (Principal: £578,240; interest accrued: £21,671) at 12 month EURIBOR plus 4%, repayable on 29th July 2025 to DS Smith de Hoop Holding BV.
- Interest is charged on €714,131 (Principal: £628,802; interest accrued: £23,566) at 12 month EURIBOR plus 4%, repayable on 29th July 2025 to DS Smith Recycling Holdings BV.
- Interest is charged on £25,271,444 (Principal: £25,271,444; interest accrued: £121,983) at 3 month SONIA plus 1.2144%, repayable on 30th June 2024 to DS Smith Italy Limited.
- Interest is charged on £34,887,777 (Principal: £34,887,777; interest accrued: £168,400) at 3 month SONIA plus 1.2144%, repayable on demand to W Rowlandson and Company Limited.
- Interest is charged on €6,526,671 (Principal: £5,746,827; interest accrued: £215,373) at 12 month EURIBOR plus 4%, repayable on 29th July 2025 to DS Smith Packaging Barneveld BV.
- Interest is charged on €2,239,579 (Principal: £1,971,981; interest accrued: £73,904) at 12 month EURIBOR plus 4%, repayable on 29th July 2025 to DS Smith Packaging Almelo BV.
- Interest is charged on €433,376,826 (Principal: £381,594,458; interest accrued: £2,850,129) at 12 month EURIBOR plus 4%, repayable on 29th July 2025 to DS Smith Ireland Treasury DAC.
- Interest is charged on £214,200,357 (Principal: £214,200,357; interest accrued: £8,480,895) at 12 month SONIA plus 4%, repayable on 29th July 2025 to DS Smith International Limited.

Following the discontinuation of LIBOR as an interest rate benchmark, from the 1st January 2022 risk free rates were applied to intercompany loans within the DS Smith Group that were impacted by the reform. To ensure the economics of the transactions are consistent before and after the transition a credit adjustment spread was applied to the risk free rates.

DS SMITH HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2023

15. Cash and cash equivalents

	2023 £000	2022 £000
Cash at bank and in hand	312	299
	<u>312</u>	<u>299</u>

16. Provisions

	Other provision £000
At 1 May 2022	24,450
Credited to profit & loss	(11,400)
Utilised in year	(5,659)
At 30 April 2023	<u><u>7,391</u></u>

The provision relates to the estimated liabilities arising from litigation and disputes, and due to the nature of the provision no further information has been disclosed.

17. Called up share capital

	2023 £000	2022 £000
Authorised		
456,932,794 (2022: 456,932,794) Ordinary Shares shares of £1 each	<u>456,933</u>	<u>456,933</u>
Allotted, called up and fully paid		
448,858,475 (2022: 448,858,474) Ordinary Shares shares of £1 each	<u><u>448,858</u></u>	<u><u>448,858</u></u>

DS SMITH HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2023**

18. Share premium

	2023	<i>2022</i>
	£000	<i>£000</i>
Share premium	(2,214,919)	<i>(2,189,919)</i>
	<u>(2,214,919)</u>	<i><u>(2,189,919)</u></i>

On 2 November 2022, the Company issued one share, fully paid up, to the ultimate parent undertaking, DS Smith plc, in exchange for £25,000,000 and therefore creating a share premium of £24,999,999.

19. Contingent liabilities

The Company is a participant in the DS Smith Group's uncommitted overdraft facility with a net limit of £5m. The participants in the facility cross guarantee the overdrawn balances under the facility.

20. Related party transactions

The Company has taken the exemption available under FRS 101 from disclosing related party transactions entered into between two or more members of the DS Smith Group, provided that the fellow group entities are wholly owned by the Group. See note 7 for details of Directors' remuneration.

21. Controlling party

The immediate parent company, the ultimate parent company and the ultimate controlling party is DS Smith Plc, a company incorporated in the United Kingdom and registered in England and Wales.

DS Smith Plc represents both the largest and smallest group of undertakings for which Group financial statements are prepared and of which the Company is a member. Copies of the Group financial statements are available from the Company Secretary of DS Smith Plc at Level 3, 1 Paddington Square, London, United Kingdom, W2 1DL.

22. Post balance sheet events

In September 2023, DS Smith Holdings Inc (of which DS Smith Holdings Limited is the parent company) paid the final amount of £103 million in settlement of the put option over the remaining outstanding shareholding in Interstate Resources, which was acquired in August 2017.