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**FOOD MANUFACTURERS (G.B. COMPANY)**

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**ANNUAL REPORT AND FINANCIAL STATEMENTS**  
**FOR THE PERIOD ENDED 29 DECEMBER 2018**



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FOOD MANUFACTURERS (G.B. COMPANY)

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## FOOD MANUFACTURERS (G.B. COMPANY)

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### STRATEGIC REPORT FOR THE PERIOD ENDED 29 DECEMBER 2018

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The directors present their Strategic Report for the period ended 29 December 2018. The results represent the 52 week period ended 29 December 2018 and the comparatives represent the 52 week period ended 30 December 2017.

#### Principal activities

The company is an investment holding company. FRS102 requires the company to make financial institution disclosures which are included in this Strategic Report.

#### Business review

Both the level of activity and the period end financial position remain satisfactory. The directors expect that these will be sustained for the foreseeable future both for the company and its subsidiary undertakings and that the company will continue as an investment holding company.

As part of a group restructure on 8 March 2018, the company's investment in Wrigley Uno UK Limited was transferred in return for an investment in Mars Wrigley Confectionery UK Limited. In turn this was disposed in return for additional investment in Mars Chocolate UK Holdings Limited.

The Directors are monitoring the impact of the Brexit vote on the Company and the terms on which the United Kingdom may withdraw from the European Union. It is difficult to evaluate all of the potential implications on the Company's operations and the wider economy. However, the directors believe any Brexit implications will have a limited impact on the operations of the business given the principal activity of the Company is that of an investment holding company and the directors will continue to manage business activities.

#### Results and dividends

The profit for the financial period, amounted to £61,753,000 (2017: £716,190,000).

Dividends of £nil have been proposed and paid in the period (2017: £928,571,047), this represents £nil per share (2017: £6.830443 per share). No final dividend has been proposed (2017: £nil). As at 29 December 2018, the company had net assets of £4,152,426 (2017: £3,037,140).

#### Principal risks and uncertainties

From the perspective of the company, the principal risks and uncertainties are integrated with the principal risks of Effem Holdings Limited, the UK group parent company, and are not managed separately. Accordingly, the principal risks and uncertainties of Effem Holdings Limited, which include those of the company, are discussed in the Effem Holdings Limited's annual report which does not form part of this report.

#### Financial key performance indicators ("KPIs")

There are no other KPIs, apart from the pre tax profit and net assets, which are disclosed in the financial statements and as such further analysis is not required for an understanding of the development, performance or position of the business.

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## FOOD MANUFACTURERS (G.B. COMPANY)

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### STRATEGIC REPORT (CONTINUED) FOR THE PERIOD ENDED 29 DECEMBER 2018

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#### Financial risk management

The operations of the company expose it to a variety of financial risk. These are credit risk, liquidity risk and market risk, which includes foreign exchange risk and interest rate risk, as at the period end date. The company seeks to limit the adverse effects on the financial performance of the company by monitoring the impact of these on the performance of the company and addressing them accordingly.

The company acts as an agent for a number of group companies. Under the agency agreements, the company enters into forward foreign exchange contracts to hedge foreign currency exposures on behalf of the fellow subsidiary companies.

#### Foreign currency risk

Foreign exchange risk relates to the risk that the value of financial instruments, and future cash flows associated with these instruments will fluctuate due to changes in exchange rates.

The company enters into forward foreign currency exchange contracts on behalf of fellow subsidiary companies within the group in order to economically hedge exposures in a currency other than their functional currency. These external trades are passed down to the relevant group company through the use of "back to back" trades, which are on identically mirrored terms.

The company is also exposed to foreign currency risk on intercompany receivable balances denominated in ILS and USD. Management monitor exposures arising from foreign currency denominated instruments on an ongoing basis and seek to minimise this risk by ensuring financial instruments are denominated in the functional currency of FMGB where possible.

#### Interest rate risk

Interest rate risk refers to the risk future cash flows associated with a financial instrument will fluctuate due to changes in market interest rates. The company is exposed to interest rate risk on intercompany receivable and payable balances.

Interest on group balances is charged at a rate of up to 3% above either the UK base rate or LIBOR and is reviewed and monitored by management regularly. Given that these balances are intercompany, management do not believe that it is appropriate to use external instruments to manage this exposure.

#### Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss.

The company is exposed to credit risk on loans receivable and derivative financial instruments held with fellow group companies. The exposure is managed at a group level by the directors of Effem Holdings Limited Group and on a portfolio basis. The directors have developed discrete plans for each company within the Group. Performance against these plans is regularly reviewed and the exposure of Food Manufacturers (G.B. Company) monitored. The directors consider that the company's overall exposure to credit risk in relation to fellow group companies is within the acceptable parameters.

The company is also exposed to credit risk on derivative financial instruments held with external counterparties. Exposures to financial institutions are managed by the group treasury team at the Mars Incorporated group level. Counterparty credit limits are set to minimise the concentration of credit risk at the group level and are reviewed on an ongoing basis.

The company's maximum exposure to credit risk at the reporting date is equal to the carrying value of financial assets presented in note 16.

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FOOD MANUFACTURERS (G.B. COMPANY)

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STRATEGIC REPORT (CONTINUED)  
FOR THE PERIOD ENDED 29 DECEMBER 2018

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Liquidity risk

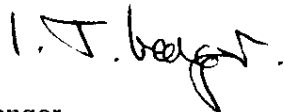
The company's cash flow is a net receipt of cash from its subsidiary undertakings, as the group is cash generative. To the extent necessary it is supported by its ultimate parent company, Mars Incorporated. Group cash flow is monitored on an ongoing basis.

Inter group lending and borrowing is managed at group level to manage liquidity risk. Whilst affiliate loans are repayable on demand the company can recall receivables with affiliates on demand.

Capital risk

The company enters into certain financial instruments to hedge foreign currency exposures on behalf of fellow affiliate companies and is a treasury centre for fellow affiliate companies. The group is cash generative and to the extent necessary it is supported by its ultimate parent company, Mars Incorporated. The directors therefore consider the share capital adequate to meet the company's capital needs. The directors expect that there will be no shares issued in the foreseeable future and therefore no changes in the allocated ordinary share capital. There are no externally imposed capital requirements on the company.

This report was approved by the board on 16 September 2019 and signed on its behalf.



I Langer  
Director

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## FOOD MANUFACTURERS (G.B. COMPANY)

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### DIRECTORS' REPORT FOR THE PERIOD ENDED 29 DECEMBER 2018

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The directors present their annual report on the affairs of the company together with the audited financial statements for the period ended 29 December 2018. The results represent the 52 week period ended 29 December 2018, and the comparatives represent the 52 week period ended 30 December 2017.

#### Directors' responsibilities statement

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

Company law requires the directors to prepare financial statements for each financial period. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law).

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing the financial statements, the directors are required to:

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

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

The directors are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### Results and dividends

The profit for the period, amounted to £61,753,000 (2017: £ 716,190,000).

Dividends of £nil have been proposed and paid in the period (2017: £928,571,047), this represents £nil per share (2017: £6.830443 per share). As at 29 December 2018, the company had net assets of £4,152,426 (2017: £3,037,140).

#### Directors

The directors who served during the period and up the date of signing the financial statements were:

I Langer  
G M Enevoldsen  
D Haines  
A Parton  
D Manzini  
D Watkins  
C Sargeant

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FOOD MANUFACTURERS (G.B. COMPANY)

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DIRECTORS' REPORT (CONTINUED)  
FOR THE PERIOD ENDED 29 DECEMBER 2018

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**Directors' indemnities**

The company maintains liability insurance for its directors and officers, which is a qualifying third party indemnity provision for the purpose of the companies Act 2006. The indemnity was in force throughout the financial period and also at the date of approval of the financial statements.

**Future developments**

Details of future developments are shown in the business review within the Strategic Report.

**Financial risk management**

Details of financial risk management are shown in the Strategic Report.

**Disclosure of information to auditors**

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 auditors are 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 auditors are aware of that information.

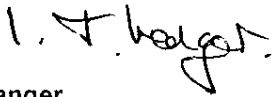
**Going concern**

Details of going concern are shown in the accounting policies.

**Independent auditors**

Under section 487(2) of the Companies Act 2006, PricewaterhouseCoopers LLP will be deemed to have been reappointed as auditors 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the financial statements with the registrar, whichever is earlier.

This report was approved by the board on 16 September 2019 and signed on its behalf.



I Langer  
Director

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## FOOD MANUFACTURERS (G.B. COMPANY)

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### INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF FOOD MANUFACTURERS (G.B. COMPANY)

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## Report on the audit of the financial statements

### Opinion

In our opinion, Food Manufacturers (G.B. Company)'s financial statements:

- give a true and fair view of the state of the company's affairs as at 29 December 2018 and of its profit for the 52 week period (the "period") then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Statement of Financial Position as at 29 December 2018; the Income Statement, the Statement of Changes in Equity for the 52 week period then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

### Conclusions relating to going concern

#### ISAs (UK) require us to report to you when:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of the above matters.

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. For example, the terms on which the United Kingdom may withdraw from the European Union are not clear, and it is difficult to evaluate all of the potential implications on the company's trade, customers, suppliers and the wider economy.

### Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion



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## FOOD MANUFACTURERS (G.B. COMPANY)

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### INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF FOOD MANUFACTURERS (G.B. COMPANY)

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or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

#### **Strategic Report and Directors' Report**

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the period ended 29 December 2018 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

#### **Responsibilities for the financial statements and the audit**

##### **Responsibilities of the directors for the financial statements**

As explained more fully in the Directors' responsibilities statement set out on page 4, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

##### **Auditors' responsibilities for the audit of the financial statements**

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

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditors' report.

##### **Use of this report**

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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**FOOD MANUFACTURERS (G.B. COMPANY)**

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**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF FOOD MANUFACTURERS (G.B. COMPANY)**

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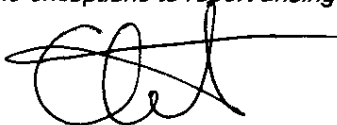
**Other required reporting**

**Companies Act 2006 exception reporting**

Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.



Christopher Hibbs (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Birmingham  
16 September 2019

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FOOD MANUFACTURERS (G.B. COMPANY)

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**INCOME STATEMENT  
FOR THE PERIOD ENDED 29 DECEMBER 2018**

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		Period ended 29 December 2018 £000	Period ended 30 December 2017 £000
Other operating income/(expense)	4	7,851	(55,786)
<b>Operating profit/(loss)</b>		<b>7,851</b>	<b>(55,786)</b>
Income from other fixed asset investments	8	26,298	766,755
Interest receivable and similar income	9	31,175	6,591
Interest payable and similar expenses	10	(1,264)	(247)
<b>Profit before tax</b>		<b>64,060</b>	<b>717,313</b>
Tax on profit	11	(2,307)	(1,123)
<b>Profit for the financial period</b>		<b>61,753</b>	<b>716,190</b>

There were no recognised gains and losses for 2018 or 2017 other than those included in the income statement. Accordingly, no separate statement of comprehensive income is presented.

The notes on pages 13 to 32 form part of these financial statements.

FOOD MANUFACTURERS (G.B. COMPANY)  
REGISTERED NUMBER:01191790

STATEMENT OF FINANCIAL POSITION  
AS AT 29 DECEMBER 2018

	Note	29 December 2018 £000	30 December 2017 £000
<b>Fixed assets</b>			
Investments	13	3,091,532	3,092,806
		<u>3,091,532</u>	<u>3,092,806</u>
<b>Current assets</b>			
Debtors: amounts falling due within one year	16	856,298	870,428
Debtors: amounts falling due after more than one year		1,542,927	10,710
Cash at bank and in hand		1	2,789
		<u>2,399,226</u>	<u>883,927</u>
Creditors: amounts falling due within one year	18	(1,303,862)	(939,593)
<b>Net current assets/(liabilities)</b>		<u>1,095,364</u>	<u>(55,666)</u>
<b>Total assets less current liabilities</b>		<u>4,186,896</u>	<u>3,037,140</u>
Creditors: amounts falling due after more than one year	19	(34,470)	-
<b>Net assets</b>		<u><u>4,152,426</u></u>	<u><u>3,037,140</u></u>
<b>Capital and reserves</b>			
Called up share capital	21	2,382	2,062
Share premium account	21	3,825,090	2,771,877
Retained earnings		324,954	263,201
<b>Total equity</b>		<u><u>4,152,426</u></u>	<u><u>3,037,140</u></u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 16 September 2019.

*I. J. Langer*

**I Langer**  
Director

The notes on pages 13 to 32 form part of these financial statements.

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FOOD MANUFACTURERS (G.B. COMPANY)

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STATEMENT OF CHANGES IN EQUITY  
FOR THE PERIOD ENDED 29 DECEMBER 2018

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	Called up share capital £000	Share premium account £000	Retained earnings £000	Total equity £000
At 31 December 2017	2,062	2,771,877	263,201	3,037,140
<b>Comprehensive income for the period</b>				
Profit for the financial period	-	-	61,753	61,753
Shares issued during the period	320	1,053,213	-	1,053,533
<b>At 29 December 2018</b>	<b>2,382</b>	<b>3,825,090</b>	<b>324,954</b>	<b>4,152,426</b>

The notes on pages 13 to 32 form part of these financial statements.

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FOOD MANUFACTURERS (G.B. COMPANY)

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STATEMENT OF CHANGES IN EQUITY  
FOR THE PERIOD ENDED 30 DECEMBER 2017

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	Called up share capital £000	Share premium account £000	Retained earnings £000	Total equity £000
At 1 January 2017	1,359	-	475,582	476,941
<b>Comprehensive income for the period</b>				
Profit for the financial period	-	-	716,190	716,190
Dividends: Equity capital	-	-	(928,571)	(928,571)
Shares issued during the period	703	2,771,877	-	2,772,580
<b>At 30 December 2017</b>	<b>2,062</b>	<b>2,771,877</b>	<b>263,201</b>	<b>3,037,140</b>

The notes on pages 13 to 32 form part of these financial statements.

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## FOOD MANUFACTURERS (G.B. COMPANY)

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 29 DECEMBER 2018

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#### 1. General information

Food Manufacturers (G.B. Company) ('the Company') is an investment holding company. The company is a private unlimited company and is incorporated in England. The address of its registered office is 3D Dundee Road, Slough, Berkshire, SL1 4LG.

The financial statements of Food Manufacturers (G.B. Company) have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standards 102, "The Financial Reporting Standards applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006.

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all of the years presented, unless otherwise stated.

#### 2. Summary of significant accounting policies

##### 2.1 Basis of preparation of financial statements

The financial statements have been prepared on a going concern basis under the historical cost convention and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland (FRS102) and the Companies Act 2006 as modified by recognition of certain financial assets and liabilities measured at fair value.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity or areas with assumptions and estimates significant to the financial statements are disclosed in note 3.

##### 2.2 Going concern

The Directors are of the opinion that the Company has adequate resources to continue in operational existence for the foreseeable future. The company therefore continues to adopt the going concern basis in preparing its financial statements.

The Directors are monitoring the impact of the Brexit vote on the Company and the terms on which the United Kingdom may withdraw from the European Union. It is difficult to evaluate all of the potential implications on the Company's operations and the wider economy. However, the directors believe any Brexit implications will have a limited impact on the operations of the business given the principal activity of the Company is that of an investment holding company and the directors will continue to manage business activities.

##### 2.3 Exemptions for qualifying entities under FRS 102

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to certain conditions, which have been complied with, including notification of, and no objection to, the use of exemptions by the Company's shareholders. The Company has taken advantage of the following exemptions:

(i) from preparing a statement of cash flows, required under FRS102 paragraph 1.12 (b), on the basis that it is a qualifying entity and its intermediate parent company, Wrigley International Holding Company, includes the company's cash flows in its own consolidated financial statements; and

(ii) the requirements of Section 33, Related party Disclosure paragraph 33.7.

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## FOOD MANUFACTURERS (G.B. COMPANY)

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 29 DECEMBER 2018

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#### 2. Summary of significant accounting policies (continued)

##### 2.4 Consolidated financial statements

The company is a wholly owned subsidiary of Effem Holdings Limited and of its ultimate parent, Mars Incorporated. It is included in the consolidated financial statements of Wrigley International Holding Company which are publicly available. Therefore the company is exempt by virtue of section 401 of the Companies Act 2006 from the requirement to prepare consolidated financial statements. These financial statements are the company's separate financial statements.

##### 2.5 Investments in subsidiary undertakings

Investments held as fixed assets are shown at cost less provision for impairment.

##### 2.6 Employee benefits

###### (i) Short term employee benefits

Short term benefits, including holiday pay and other similar non-monetary benefits, are recognised as an expense in the period in which the service is received.

###### (ii) Defined contribution plan

For associates who have joined since 1 January 2003, a defined contribution plan, the Associates Savings Plan ("ASP") is available. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations. The contributions are recognised as an expense when they are due. Amounts not paid are shown in accruals in the statement of financial position. The assets of the plan are held separately from the Company in independently administered funds.

##### 2.7 Financial instruments

The company has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

###### (i) Financial assets

Basic financial assets including amounts owed by related undertakings, loans owed by group undertakings and cash and bank balances are initially recognised at transaction price.

Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in the income statement.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in the income statement.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled or (b) substantially all the risks and rewards of the ownership of the asset are



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## FOOD MANUFACTURERS (G.B. COMPANY)

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 29 DECEMBER 2018

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#### 2. Summary of significant accounting policies (continued)

##### 2.7 Financial instruments (continued)

transferred to another party or (c) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

##### (ii) Financial liabilities

Basic financial liabilities including amounts owed and loans owed to group undertakings that are classified as debt, are initially recognised at transaction price.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

##### (iii) Derivatives

Food Manufacturers (G.B. Company) acts as an agent for a number of group companies and affiliates in the wider Mars Incorporated group. Under the agency agreements, Food Manufacturers (G.B. Company) enters into back to back forward foreign exchange contracts to hedge foreign currency exposures on behalf of the fellow subsidiary companies. These are not basic financial instruments.

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in the income statement in finance costs or income as appropriate.

The fair value of forward foreign exchange contracts is determined using valuation techniques that utilise observable inputs. The key assumptions used in valuing the derivatives are the forward exchange rates.

The company does not apply hedge accounting for derivatives.

##### (iv) Offsetting

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is a legally 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.

##### 2.8 Related party transactions

The company is exempt from disclosing transactions with related parties, which are wholly owned within the group.

##### 2.9 Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. Bank overdrafts, when applicable, are shown within borrowings in current liabilities.

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**FOOD MANUFACTURERS (G.B. COMPANY)**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 29 DECEMBER 2018**

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**2. Summary of significant accounting policies (continued)**

**2.10 Share capital**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares are shown in equity as a deduction, net of tax, from the proceeds.

**2.11 Provisions for liabilities**

A provision is recognised in the statement of financial position when the company has a legal or constructive obligation as result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pretax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. A provision for onerous contracts is recognised when the expected benefits to be derived by the company from a contract are lower than the unavoidable cost of meeting its obligations under the contract.

**2.12 Contingencies**

Contingent liabilities are not recognised, except those acquired in a business combination. Contingent liabilities arise as a result of past events when (i) it is not probable that there will be an outflow of resources or that the amount cannot be reliably measured at the reporting date or (ii) when the existence will be confirmed by the occurrence or non-occurrence of uncertain future events not wholly within the Company's control. Contingent liabilities are disclosed in the financial statements unless the probability of an outflow of resources is remote.

Contingent assets are not recognised. Contingent assets are disclosed in the financial statements when an inflow of economic benefits is probable.

**2.13 Foreign currency translation**

(i) Functional and presentation currency

The Company's functional and presentation currency is the pound sterling and rounded to thousands.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the rate of exchange appropriate to the date of the transaction.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement. All other foreign exchange gains and losses are presented in the income statement.

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**FOOD MANUFACTURERS (G.B. COMPANY)**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 29 DECEMBER 2018**

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**2. Summary of significant accounting policies (continued)**

**2.14 Dividends**

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

**2.15 Current taxation**

Current tax is the amount of income tax payable in respect of the taxable profit for the period or prior periods. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end. The taxation liabilities of certain group companies are reduced wholly or in part by the surrender of losses by fellow group companies.

**2.16 Deferred taxation**

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse.

Deferred tax assets and liabilities are not discounted.

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**FOOD MANUFACTURERS (G.B. COMPANY)**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 29 DECEMBER 2018**

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

The company makes estimates and assumptions concerning the future. The resulting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period are addressed below.

**Critical judgements in applying the Company's accounting policies**

i) Investments

An annual review of investments has been undertaken which includes assessing each subsidiary based on its net assets along with management's knowledge of the business and of its future plans, to establish whether the carrying value of the investment should be impaired, or whether any impairment previously applied to the carrying value should be reversed.

**Key accounting estimates and assumptions:**

i) Investments

The five year forecasts provided by the subsidiaries contain a number of unknowns, so the forecasts will include some level of estimation that is based on historic data and future planned sales and cost increases or reductions.

**4. Other operating income/(expense)**

	29 December 2018 £000	30 December 2017 £000
Other operating income/(expense)	7,851	(55,786)
	<u>7,851</u>	<u>(55,786)</u>

Other operating income comprise service charge £658,000 (expense), revaluation of foreign currency affiliate loan receivable £5,064,000, reversal of impairment of loan to subsidiary £3,468,000 and bank charges £23,000 (expense). (2017: Other operating expense comprise service charge margin on foreign exchange agency agreements £171,000 (income), revaluation of foreign currency affiliate loan receivables (£330,000) and impairment of loan to and investment in subsidiary (£55,627,000)).

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**FOOD MANUFACTURERS (G.B. COMPANY)**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 29 DECEMBER 2018**

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**5. Directors' remuneration**

Employee costs, including directors, are borne by other group companies, Mars Wrigley Confectionery UK Limited, Mars Food UK Limited and Mars Petcare UK. The directors received aggregate emoluments of £126,000 (2017: £93,000) for their services to the company during the period.

Retirement benefits are accruing to 5 directors (2017:7) under the group's defined benefit schemes.

**6. Auditors' remuneration**

	<b>29 December 2018 £000</b>	30 December 2017 £000
Fees payable to the Company's auditor and its associates for the audit of the Company's annual financial statements	<b>202</b>	115
	<b>202</b>	115
<b>Fees payable to the Company's auditor and its associates in respect of:</b>		
Other services relating to taxation	<b>580</b>	432
All other services	-	66
	<b>580</b>	498

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**FOOD MANUFACTURERS (G.B. COMPANY)**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 29 DECEMBER 2018**

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**7. Employees**

Staff costs were as follows:

	<b>29 December 2018 £000</b>	30 December 2017 £000
Wages and salaries	277	529
Social security costs	31	50
Other pension costs	95	166
	<u>403</u>	<u>745</u>

The average monthly number of employees, including the directors, during the period was as follows:

	<b>29 December 2018 No.</b>	30 December 2017 No.
Administration	5	8

**8. Income from investments**

	<b>2018 £000</b>	2017 £000
Income from shares in group undertakings	26,298	766,755
	<u>26,298</u>	<u>766,755</u>

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**FOOD MANUFACTURERS (G.B. COMPANY)**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 29 DECEMBER 2018**

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**9. Interest receivable and similar income**

	<b>29 December 2018 £000</b>	<b>30 December 2017 £000</b>
Interest receivable from group companies	<b>30,630</b>	6,330
Other interest receivable	<b>545</b>	261
	<b>31,175</b>	6,591
	<b>31,175</b>	6,591

**10. Interest payable and similar expenses**

	<b>29 December 2018 £000</b>	<b>30 December 2017 £000</b>
Bank interest payable	<b>924</b>	247
Interest payable to group companies	<b>340</b>	-
	<b>1,264</b>	247
	<b>1,264</b>	247

**11. Taxation**

	<b>2018 £000</b>	<b>2017 £000</b>
<b>Corporation tax</b>		
Current tax on profits for the period	<b>2,359</b>	1,119
Adjustments in respect of previous periods	<b>(67)</b>	-
<b>Foreign tax</b>		
Foreign tax on income for the period	<b>15</b>	4
	<b>15</b>	4
<b>Total current tax</b>	<b>2,307</b>	1,123

**FOOD MANUFACTURERS (G.B. COMPANY)**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 29 DECEMBER 2018**

**11. Taxation (continued)**

**Factors affecting tax charge for the period**

The tax assessed for the period is lower than (2017 - lower than) the standard rate of corporation tax in the UK of 19.00% (2017 - 19.25%). The differences are explained below:

	<b>2018</b>	<b>2017</b>
	<b>£000</b>	<b>£000</b>
Profit before tax	<b>64,060</b>	717,313
Profit multiplied by standard rate of corporation tax in the UK of 19.00 % (2017 - 19.25 %)	<b>12,171</b>	138,083
<b>Effects of:</b>		
Expenses not deductible for tax purposes	<b>(657)</b>	10,708
Adjustments to tax charge in respect of prior periods	<b>(67)</b>	(68)
Non-taxable income	<b>(4,997)</b>	(147,600)
Group relief	<b>(4,143)</b>	-
<b>Total tax charge for the period</b>	<b>2,307</b>	1,123

**Factors that may affect future tax charges**

The Finance Act 2016 included legislation to reduce the rate to 17% from 1 April 2020. The reduction has been enacted at the statement of financial position date and therefore reflected in these statements.

There are no provided or unprovided deferred tax asset/ (liabilities) in the period (2017: £nil).

**12. Dividends**

	<b>29</b>	<b>30</b>
	<b>December</b>	<b>December</b>
	<b>2018</b>	<b>2017</b>
	<b>£000</b>	<b>£000</b>
Interim dividends of £ nil per share paid during the period (2017:£6.830443)	-	928,571
	-	928,571



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FOOD MANUFACTURERS (G.B. COMPANY)

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NOTES TO THE FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 29 DECEMBER 2018

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13. Investments

	Investments in subsidiary companies £000
<b>Cost or valuation</b>	
At 31 December 2017	3,143,210
Additions	1,053,719
Return of capital	(1,054,993)
At 29 December 2018	<u>3,141,936</u>
<b>Impairment</b>	
At 31 December 2017	50,404
At 29 December 2018	<u>50,404</u>
<b>Net book value</b>	
At 29 December 2018	<u>3,091,532</u>
At 30 December 2017	<u>3,092,806</u>

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**FOOD MANUFACTURERS (G.B. COMPANY)**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 29 DECEMBER 2018**

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**Investments (continued)**

**Subsidiary undertakings**

The following were subsidiary undertakings of the company:

<b>Entity Name</b>	<b>Country of Registration</b>	<b>Ownership %</b>	<b>Class of shares</b>
Mars Chocolate UK Holdings Limited* **	England & Wales	100%	Ordinary shares
Mars Wrigley Confectionery UK Limited **	England & Wales	100%	Ordinary shares
Mars Petcare UK Holdings Limited* **	England & Wales	100%	Ordinary shares
Pet Food Holdings Limited	England & Wales	100%	Ordinary shares
Crown Pet Foods Limited	England & Wales	100%	Ordinary shares
Mars Slough UK Holdings Limited **	England & Wales	100%	Ordinary shares
Mars Melton UK Holdings Limited **	England & Wales	100%	Ordinary shares
Mars Food UK Limited **	England & Wales	100%	Ordinary shares
Mars Peterborough UK Holdings Limited **	England & Wales	100%	Ordinary shares
Mars Petcare UK **	England & Wales	100%	Ordinary shares
Wrigley Uno UK Limited*	England & Wales	100%	Ordinary shares
The Wrigley Company Limited	England & Wales	100%	Ordinary shares
Wrigley Candy UK	England & Wales	100%	Ordinary shares
Mars Horsecare Holdings UK Limited* **	England & Wales	100%	Ordinary shares
Mars Horsecare UK Limited **	England & Wales	100%	Ordinary shares
Mars Retail Services UK Limited* **	England & Wales	100%	Ordinary shares
Mars IS UK Limited* **	England & Wales	100%	Ordinary shares
Mars Investments* **	England & Wales	100%	Ordinary shares
Mars Multisales Israel Ltd*	Israel	100%	Ordinary shares
Mars Balkans East DOO*	Serbia	100%	Ordinary shares
PT Mars Food Indonesia*	Indonesia	100%	Ordinary shares
PT Mars Symbioscience Indonesia*	Indonesia	100%	Ordinary shares
Mars Nominees Limited* **	England & Wales	100%	Ordinary shares
Mars Vietnam Company Ltd*	Vietnam	100%	Membership unit
Wrigley Asia Pacific Limited*	Hong Kong	100%	Ordinary shares
Wrigley Middle East FZCO*	United Arab Emirates	100%	Ordinary shares
Mars Company Hong Kong Limited (NAME CHANGED FROM The Wrigley Company HK Limited)*	Hong Kong	100%	Ordinary shares
Mars GCC FZE*	United Arab Emirates	100%	Ordinary shares
Mars Gulf General Trading LLC	United Arab Emirates	49%	Ordinary shares
Mars Peninsula Trading Limited	United Arab Emirates	100%	Ordinary shares

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**FOOD MANUFACTURERS (G.B. COMPANY)**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 29 DECEMBER 2018**

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**Investments (continued)**

<b>Entity Name</b>	<b>Country of Registration</b>	<b>Ownership %</b>	<b>Class of shares</b>
Mars Saudi Arabia for Trading (NAME CHANGED FROM Arabian Peninsula Trading Company)	Saudi Arabia	51%	Ordinary shares
Master Foods Ukraine LLC*	USA	100%	Membership unit
Effem Ukraine LLC*	USA	100%	Membership unit
Wrigley Ukraine LLC	Ukraine	100%	Membership unit
Mars Ukraine LLC	Ukraine	100%	Ordinary shares
Mars Properties LLC	Ukraine	100%	Ordinary shares
Wrigley Overseas Finance BV*	Netherlands	100%	Ordinary shares
Wrigley BV	Netherlands	100%	Ordinary shares
Wrigley Nigeria Limited	Nigeria	100%	Ordinary shares
Wrigley Romania SRL	Romania	100%	Ordinary shares
Wrigley doo Beograd	Serbia	100%	Ordinary shares
Wrigley Hrvatska doo	Croatia	100%	Ordinary shares
Wrigley Slovakia sro	Slovakia	100%	Membership unit
Wrigley Georgia Limited	Georgia	100%	Membership unit
Wrigley Vietnam Company Limited	Vietnam	100%	Membership unit
Wrigley Iberia, LLC	USA	100%	Membership unit
Wrigley Co S.L.U.	Spain	100%	Membership unit
Cafosa Gum S.A.U.	Spain	100%	Membership unit
Wrigley Hungaria Kft	Hungary	100%	Membership unit
Wrigley d.o.o.	Slovenia	100%	Membership unit
Wrigley sro	Czech Republic	100%	Membership unit

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FOOD MANUFACTURERS (G.B. COMPANY)

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NOTES TO THE FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 29 DECEMBER 2018

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**Investments (continued)**

\*Direct subsidiary

\*\*The address of its registered office is 3D Dundee Road, Slough, Berkshire, SL1 4LG.

The registered office of Pet Food Holdings Limited is Oak Tree Meadow, Blackworthy, Road, Castle Cary, Somerset, BA7 7PH.

The registered office of Crown Pet Foods Limited is Oak Tree Meadow, Blackworthy, Road, Castle Cary, Somerset, BA7 7PH.

The registered office of Wrigley Uno UK Limited is Estover, Plymouth, Devon, England, PL6 7PR.

The registered office of The Wrigley Company Limited is Estover, Plymouth, Devon, England, PL6 7PR.

The registered office of Wrigley Candy UK is Estover, Plymouth, Devon, England, PL6 7PR.

The registered office of Mars Multisales Israel Ltd is 26 Zarhin Street, Raanana 4366250, Israel.

The registered office of Mars Balkans East DOO is Omladinskih brigada 88, 11000 Belgrade, Serbia.

The registered office of PT Mars Food Indonesia is Wisma Pondok Indah, Tower 3 Lantai 7, Suite 702, Jl. Sultan Iskandar Muda Kav. V-TA. Kel. Pondok Pinang, Kec. Kebayoran Lama, Jakarta Selatan, Indonesia.

The registered office of PT Mars Symbioscience Indonesia is JL. Kima 10 Kav. A6, Daya Bringkanaya, South Sulawesi Province.

The registered office of Mars Vietnam Company Ltd is Floor 15, 72 Le Thanh Ton Street, Ben Nghe Ward, District 1, Ho Chi Minh City, Vietnam.

The registered office of Wrigley Asia Pacific Limited is 23/F, Dorset House, Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong.

The registered office of Wrigley Middle East FZCO is P.O. Box 61211, Jebel Ali Free Zone, , Dubai, United Arab Emirates.

The registered office of Mars Company Hong Kong Limited (NAME CHANGED FROM The Wrigley Company HK Limited) is 23/F, Dorset House, Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong.

The registered office of Mars GCC FZE is between roundabout 6 & 7, Next to Barloworld Logistics, Jebel Ali Free Zone, Dubai, United Arab Emirates.

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**FOOD MANUFACTURERS (G.B. COMPANY)**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 29 DECEMBER 2018**

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**14. Investments (continued)**

The registered office of Mars Gulf General Trading LLC is Mazaya Centre, Sheikh Zayed Road, Dubai, United Arab Emirates.

The registered office of Mars Peninsula Trading Limited is P.O. Box 17139, Plot No. Mo0230 & 236, Jebel Ali Free Zone, Dubai, United Arab Emirates.

The registered office of Mars Saudi Arabia for Trading (NAME CHANGED FROM Arabian Peninsula Trading Company) is P.O. Box 1851, Mukhmal Building, Palestine Street, Apt. 840, Jeddah, 21431, Saudi Arabia.

The registered office of Master Foods Ukraine LLC is 1209 Orange Street, Wilmington, DE 19801.

The registered office of Effem Ukraine LLC is 1209 Orange Street, Wilmington, DE 19801.

The registered office of Wrigley Ukraine LLC is Business Center "Forum Park Plaza", Office 5-102, Building B 9, Moskovskiy Ave, Kyiv, 04073, Ukraine.

The registered office of Mars Ukraine LLC is Kutuzova Str., 127, Brovary, Ukraine.

The registered office of Mars Properties LLC is Kutuzova Str., 127, Brovary, Ukraine.

The registered office of Wrigley Overseas Finance BV is Taylorweg 5, 5466 AE, Veghel, Netherlands.

The registered office of Wrigley BV is Taylorweg 5, 5466 AE, Veghel, Netherlands.

The registered office of Wrigley Nigeria Limited is 7th Floor, Marble House, 1 Kingsway Road, Falomo, Ikoyi, Lagos, Nigeria.

The registered office of Wrigley Romania SRL is 169A Calea Floreasca, Building A, 2nd Floor, Room No. 1, Bucarest, Romania.

The registered office of Wrigley doo Beograd is 90V Omladinskih brigada St., Novi Beograd, Beograd, 11070, Serbia.

The registered office of Wrigley Hrvatska doo is Pile I 1, Zagreb, 10000, Croatia.

The registered office of Wrigley Slovakia sro is Zeleznicna 465, Senica, 905 01, Slovakia

The registered office of Wrigley Georgia Limited is Vaja-Pshavela, ave. 71, Business Center "BCV", Tbilisi, 0186, Georgia.

The registered office of Wrigley Vietnam Company Limited is Block B-5A1-CN, My Phuoc 3 Industrial Park, Ben Cat District, Binh Duong Province, Vietnam.

The registered office of Wrigley Iberia, LLC is 1209 Orange Street, Wilmington DE 19801, United States of America.

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**FOOD MANUFACTURERS (G.B. COMPANY)**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 29 DECEMBER 2018**

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**15. Investment (continued)**

The registered office of Wrigley Co S.L.U. is Plaza de Carlos Trias Bertran 4, 1st Floor , 28020, Madrid, Spain.

The registered office of Cafosa Gum S.A.U. is Calle Altimira 7-17, 08210, Barbera del Valles, Barcelona, Spain.

*The registered office of Wrigley Hungaria Kft is Bocskai ut 134-146, Budapest, H-1113, Hungary.*

The registered office of Wrigley d.o.o. is Letališka cesta 29A, Ljubljana, 1000, Slovenia.

The registered office of Wrigley sro is Praha 4 – Michle, Michelska 1552/58, PSC 141 00, Czech Republic.

**16. Debtors : Amounts falling due within one year**

	<b>29 December 2018 £000</b>	30 December 2017 £000
Other amounts owed by group undertakings	<b>28,793</b>	1,715
Loans owed by group undertakings	<b>800,410</b>	836,839
Prepayments and accrued income	-	342
Financial instruments	<b>27,095</b>	31,532
	<b>856,298</b>	870,428

The other amounts owed by group undertakings relate to trading balances. No interest is paid on short term trading balances. The trading balances are repayable within 28 days.

The loans owed by group undertakings relate to unsecured loans. Interest is charged on unsecured loans at a rate of up to 3% above the UK base rate or LIBOR. £13,970,000 (2017: £nil) of the loans owed by group companies is repayable on demand. £740,163,000 (2017: £1,253,000) of the loan owed by group companies are term loan expiring in less than one year. The remaining intercompany loans are renewable annually unless notice is given of cancellation by either counterparty to the agreement.

Loans owed by group undertakings falling due in less than one year is £800,410,000 (2017: £836,839,000).

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**FOOD MANUFACTURERS (G.B. COMPANY)**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 29 DECEMBER 2018**

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**17. Debtors : Amounts falling due after more than one year**

	<b>29 December 2018 £000</b>	<b>30 December 2017 £000</b>
Loans owed by group undertakings	<b>1,542,927</b>	10,710
	<b>1,542,927</b>	10,710

Loans owed by group undertakings falling due in more than one year but not more than two years is £nil (2017: £2,818,000). Loans owed by group undertakings falling due in more than two years but not more than five years is £1,542,927,000 (2017: £7,892,000).

**18. Creditors: Amounts falling due within one year**

	<b>29 December 2018 £000</b>	<b>30 December 2017 £000</b>
Bank overdrafts	<b>95,988</b>	11,323
Amounts owed to group undertakings	<b>28,530</b>	3,635
Loans owed to group undertakings	<b>1,151,021</b>	892,691
Corporation tax	<b>1,227</b>	412
Other creditors	<b>1</b>	-
Financial instruments	<b>27,095</b>	31,532
	<b>1,303,862</b>	939,593

The other amounts owed to group undertakings relate to trading balances. No interest is paid on short term trading balances. The trading balances are repayable within 28 days.

The loans owed to group undertakings relate to unsecured loans. Interest is charged on unsecured loans and loan notes at a rate of up to 1% above the UK base rate or LIBOR.

All contractual maturities are due to be settled within 1 year.

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**FOOD MANUFACTURERS (G.B. COMPANY)**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 29 DECEMBER 2018**

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**19. Creditors: Amounts falling due after more than one year**

	<b>29 December 2018 £000</b>	<b>30 December 2017 £000</b>
Amounts owed to group undertakings	<b>34,470</b>	-
	<b>34,470</b>	-
	<b>34,470</b>	-

The loans owed to group undertakings relate to unsecured loans. The loans are repayable after two years but not more than five years. Interest is charged on unsecured loans and loan notes at 2% per annum.

**20. Financial instruments**

	<b>29 December 2018 £000</b>	<b>30 December 2017 £000</b>
<b>Financial assets:</b>		
Financial assets measured at fair value through income statement:		
Derivative financial instruments	<b>27,095</b>	31,532
Financial assets measured at amortised cost:		
Cash at bank and in hand	<b>1</b>	2,789
Amounts and loans owed by group undertakings	<b>2,372,131</b>	849,264
	<b>2,399,227</b>	883,585
	<b>2,399,227</b>	883,585



**FOOD MANUFACTURERS (G.B. COMPANY)**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 29 DECEMBER 2018**

18. **Financial instruments (continued)**

	<b>29 December 2018 £000</b>	<b>30 December 2017 £000</b>
<b>Financial liabilities:</b>		
Financial liabilities measured at fair value through the income statement:		
Derivative financial instruments	<b>(27,095)</b>	(31,532)
Financial liabilities measured at amortised cost:		
Other creditors	<b>(1)</b>	-
Amounts and loans owed to group undertakings	<b>(1,214,021)</b>	(896,326)
Bank overdraft	<b>(95,989)</b>	(11,323)
	<b><u>(1,337,106)</u></b>	<b><u>(939,181)</u></b>

Financial assets and liabilities measured at fair value through income statement comprise forward foreign exchange contracts used to hedge foreign currency exposures on behalf of the fellow subsidiary companies. These are measured at fair value, which is determined using valuation techniques that utilise observable inputs, the key inputs used in valuing the derivatives are forward exchange rates. They have been valued in accordance with Level 2 of the hierarchy set out in paragraph 11.27 (a) of FRS102. All resulting hedging gains and losses are borne by the fellow subsidiary companies.

Financial instruments are measured at the carrying amount that best represents the maximum exposure to credit risk.

The operations of the company expose it to a variety of financial risk. These are credit risk, liquidity risk and market risk, which includes foreign exchange risk and interest rate risk, as at the period end date. A further analysis of these risks, including details of exposures to risk and the company's objectives, policies and processes for managing these risks is provided within the Strategic Report presented within pages 1 and 2.

**Sensitivity - Foreign Currency Risk:**

The company is also exposed to foreign currency risk on intercompany receivable balances. A 5% strengthening of GBP would result in profit and equity decreasing by £752,000 (2017: £900,000) due to retranslation of foreign currency receivables.

*Forward exchange contracts are used to hedge foreign currency exposures on behalf of fellow subsidiary companies. These are passed down to subsidiaries through the use of "back to back" trades, which are on identically mirrored terms. As a result, changes in foreign exchange rates would not result in any impact on profit or loss from derivative financial instruments.*

**Sensitivity - Interest Rate Risk:**

The company is exposed to interest rate risk on intercompany receivable and payable balances. A decrease of 0.5% of floating interest rates payable/receivable on intercompany loans would result in a decrease in profit of £ 1,253,000 (2017: £2,733,000).

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**FOOD MANUFACTURERS (G.B. COMPANY)**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 29 DECEMBER 2018**

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**21. Called up share capital**

	29 December 2018 £000	30 December 2017 £000
<b>Shares classified as equity</b>		
<b>Allotted, called up and fully paid</b>		
238,156,320 (2017: 206,197,182) Ordinary shares of £0.01 each	<u>2,382</u>	<u>2,062</u>

The company enters into certain financial instruments to hedge foreign currency exposures on behalf of fellow affiliate companies and is a treasury centre for fellow affiliate companies. The group is cash generative and to the extent necessary it is supported by its ultimate parent company, Mars Incorporated. The directors therefore consider the share capital adequate to meet the company's capital needs. The directors expect that there will be no shares issued in the foreseeable future and therefore no changes in the allocated ordinary share capital. There are no externally imposed capital requirements on the company.

During the period, the company issued 31,959,138 ordinary shares of £.01 each fully paid at a premium of £32.9550 per share. The aggregate share premium on the shares issued amounted to £ 1,053,213,000 (2017; £nil). The proceeds of this share issue were used to acquire the additional investments shown in note 13.

**22. Ultimate parent undertaking and controlling party**

The company's ultimate parent undertaking and controlling party is Mars Incorporated (the largest group to consolidate), a company incorporated in the State of Delaware, USA. The company's immediate parent undertaking is Effem Holdings Limited, a company registered in England and Wales. The company is a wholly owned subsidiary of Wrigley International Holding Company (the smallest group to consolidate) and is included in the consolidated financial statements of that company, a copy of which will be submitted alongside these financial statements and may be obtained from The Registrar of Companies, Companies Registration Office, Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ. Wrigley International Holding Company's registered office is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington DE 19801, United States.

**WRIGLEY INTERNATIONAL HOLDING COMPANY**

**Consolidated Financial Statements**  
**As of December 29, 2018 and December 30, 2017**  
**Together with Report of Independent Auditors**

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### ***Report of Independent Auditors***

To the Board of Directors of Wrigley International Holding Company:

We have audited the accompanying consolidated financial statements of Wrigley International Holding Company and its subsidiaries, which comprise the consolidated balance sheets as of December 29, 2018 and December 30, 2017, and the related consolidated statements of income, comprehensive income, changes in stockholders' investment and cash flows for the years then ended.

#### ***Management's Responsibility for the Consolidated Financial Statements***

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

#### ***Auditors' Responsibility***

Our responsibility is to express an opinion on the consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### ***Opinion***

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Wrigley International Holding Company and its subsidiaries as of December 29, 2018 and December 30, 2017, and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

#### ***Emphasis of Matter***

As discussed in Notes 1 and 13 to the consolidated financial statements, the Company has entered into significant transactions with Mars, Incorporated and its subsidiaries, a related party. Our opinion is not modified with respect to this matter.

*PricewaterhouseCoopers LLP*

August 23, 2019

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**WRIGLEY INTERNATIONAL HOLDING COMPANY**  
**CONSOLIDATED STATEMENTS OF INCOME**  
**FOR THE YEARS ENDED DECEMBER 29, 2018 AND DECEMBER 30, 2017**  
**USD in thousands**

	<u>2018</u>	<u>2017</u>
Net sales	\$ 16,667,873	\$ 15,738,574
Cost of products sold	10,004,435	9,299,347
	<u>6,663,438</u>	<u>6,439,227</u>
Selling, general and administrative expense	4,183,319	4,107,577
Amortization of intangible assets	236,396	276,612
Impairment of intangible assets	—	7,629
Income from operations	<u>2,243,723</u>	<u>2,047,409</u>
Interest expense	16,446	12,464
Interest (income) expense (from) with Mars, net	(98,601)	112,618
Investment income, net	(39,186)	(7,015)
Foreign exchange loss (income), net	5,713	(72,807)
Gain on sale of business	(127,230)	—
Earnings from equity investment	(79,689)	(129,428)
Income before provision for income taxes	<u>2,566,270</u>	<u>2,131,577</u>
Provision for income taxes	786,950	817,357
Net income	<u>1,779,320</u>	<u>1,314,220</u>
Net income attributable to noncontrolling interests	3,770	802
Net income attributable to Wrigley International Holding Company	<u>\$ 1,775,550</u>	<u>\$ 1,313,418</u>

The accompanying notes are an integral part of these consolidated financial statements.

**WRIGLEY INTERNATIONAL HOLDING COMPANY**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**FOR THE YEARS ENDED DECEMBER 29, 2018 AND DECEMBER 30, 2017**  
**USD in thousands**

	<u>2018</u>	<u>2017</u>
Net income	\$ 1,779,320	\$ 1,314,220
Other comprehensive (loss) income, net of tax:		
Foreign currency translation adjustments	(1,052,264)	1,412,082
Net unrealized change on investments	(57,613)	67,699
Net change in pension and other postretirement benefits	195,540	(166,691)
Total comprehensive income	<u>864,983</u>	<u>2,627,310</u>
Comprehensive income attributable to noncontrolling interests	3,659	802
Comprehensive income attributable to Wrigley International Holding Company	<u>\$ 861,324</u>	<u>\$ 2,626,508</u>

The accompanying notes are an integral part of these consolidated financial statements.

**WRIGLEY INTERNATIONAL HOLDING COMPANY**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**FOR THE YEARS ENDED DECEMBER 29, 2018 AND DECEMBER 30, 2017**  
**USD in thousands**

	<u>2018</u>	<u>2017</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income	\$ 1,779,320	\$ 1,314,220
Adjustments to reconcile net income to net cash provided by operating activities, net of the impact of acquisitions and divestitures:		
Depreciation and amortization	670,665	729,441
Impairments of intangible assets	—	7,629
Foreign exchange loss (income)	5,713	(72,807)
Gain on sale of business	(127,230)	—
Earnings from equity investment	(79,689)	(129,428)
Amortization of deferred financing costs	—	448
Gain on investments	(14,583)	(10,166)
Deferred income taxes	30,040	(186,967)
Changes in current assets and liabilities:		
Changes in accounts receivable	(158,977)	(73,291)
Changes in inventories	(153,933)	(98,044)
Changes in accounts payable and accrued liabilities	417,092	295,683
Changes in accrued interest	—	(2,691)
Changes in income taxes receivable and payable	108,464	393,145
Changes in other current assets and liabilities	3,028	(9,364)
Changes in other noncurrent investments	230	3,984
Changes in other noncurrent associate benefit assets and liabilities	(333,428)	(96,081)
Changes in other noncurrent assets and liabilities	11,112	38,875
Net cash provided by operating activities	<u>2,157,824</u>	<u>2,104,586</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Capital expenditures	(668,361)	(622,727)
Purchases of investments	(8,305)	(105,037)
Sales of investments	130,766	59,422
Acquisition of business	—	(171,197)
Proceeds from sale of business	108,460	—
Other	9,309	10,054
Net cash used in investing activities	<u>(428,131)</u>	<u>(829,485)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Repayments of long-term debt	(725)	—
Dividends paid	(47,854)	(487,147)
Net transfers to Mars	(2,811,787)	(424,034)
Other short-term financing activities	98,293	4,531
Net cash used in financing activities	<u>(2,762,073)</u>	<u>(906,650)</u>
Effect of exchange rate changes on cash and cash equivalents	(19,321)	97,022
Net (decrease) increase in cash and cash equivalents	(1,051,701)	465,473
Cash and cash equivalents at beginning of year	2,184,824	1,719,351
Cash and cash equivalents at end of year	<u>\$ 1,133,123</u>	<u>\$ 2,184,824</u>

The accompanying notes are an integral part of these consolidated financial statements.

**WRIGLEY INTERNATIONAL HOLDING COMPANY**  
**CONSOLIDATED BALANCE SHEETS**  
**AS OF DECEMBER 29, 2018 AND DECEMBER 30, 2017**  
**USD in thousands, except par value and shares**

	<b>2018</b>	<b>2017</b>
<b>ASSETS</b>		
Cash and cash equivalents	\$ 1,133,123	\$ 2,184,824
Investments	456,016	645,536
Due from Mars, net	8,743,355	6,010,306
Accounts receivable, net of allowances of \$21,773 and \$27,657	722,017	630,679
Inventories	1,251,479	1,202,772
Income taxes receivable	80,594	118,190
Prepaid expenses and other	205,424	212,372
Total current assets	12,592,008	11,004,679
Property, plant and equipment, net	3,287,643	3,362,706
Prepaid associate benefit assets	429,966	234,879
Goodwill	5,532,708	5,817,925
Intangible assets, net	579,621	859,377
Deferred income taxes	763,144	789,831
Other assets	756,153	765,476
<b>TOTAL ASSETS</b>	<b>\$ 23,941,243</b>	<b>\$ 22,834,873</b>
<b>LIABILITIES</b>		
Due to banks	\$ 106,237	\$ 9,913
Current installments on long-term debt	963	728
Current portion of accrued associate benefits	17,887	19,805
Accounts payable and accrued liabilities	4,494,286	4,390,481
Income taxes payable	144,767	149,218
Total current liabilities	4,764,140	4,570,145
Long-term debt, less current installments	3,946	4,933
Accrued associate benefits	2,217,016	2,519,951
Deferred income taxes	138,121	111,216
Other liabilities	492,710	492,428
<b>TOTAL LIABILITIES</b>	<b>7,615,933</b>	<b>7,698,673</b>
<b>STOCKHOLDERS' INVESTMENT</b>		
Common stock, par value \$0.01 per share; 106 shares authorized, issued and outstanding	—	—
Additional paid-in capital	17,044,073	16,662,482
Retained earnings	5,617,544	3,899,426
Accumulated other comprehensive loss	(6,382,652)	(5,468,426)
<b>TOTAL WRIGLEY INTERNATIONAL HOLDING COMPANY STOCKHOLDERS' INVESTMENT</b>	16,278,965	15,093,482
Noncontrolling interests	46,345	42,718
<b>TOTAL STOCKHOLDERS' INVESTMENT</b>	16,325,310	15,136,200
<b>TOTAL LIABILITIES AND STOCKHOLDERS' INVESTMENT</b>	<b>\$ 23,941,243</b>	<b>\$ 22,834,873</b>

The accompanying notes are an integral part of these consolidated financial statements.



**WRIGLEY INTERNATIONAL HOLDING COMPANY**  
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' INVESTMENT**  
**FOR THE YEARS ENDED DECEMBER 29, 2018 AND DECEMBER 30, 2017**  
**USD in thousands**

	Additional paid-in capital	Members' investment	Retained earnings	Accumulated other comprehensive loss	Total Wrigley International Holding Company stockholders' investment	Non-controlling interests	Total stockholders' investment
Balance, December 31, 2016	\$ —	\$ 13,025,291	\$ 4,547,788	\$ (6,781,516)	\$ 10,791,563	\$ 5,116	\$ 10,796,679
Conversion from limited liability company to C corporation	13,025,291	(13,025,291)	—	—	—	—	—
Comprehensive income	—	—	1,313,418	1,313,090	2,626,508	802	2,627,310
Affiliate investment	3,637,191	—	—	—	3,637,191	—	3,637,191
Affiliate dividends, net	—	—	(1,961,780)	—	(1,961,780)	—	(1,961,780)
Noncontrolling interest of acquired entity	—	—	—	—	—	36,800	36,800
Balance, December 30, 2017	<u>\$ 16,662,482</u>	<u>\$ —</u>	<u>\$ 3,899,426</u>	<u>\$ (5,468,426)</u>	<u>\$ 15,093,482</u>	<u>\$ 42,718</u>	<u>\$ 15,136,200</u>
Comprehensive income	—	—	1,775,550	(914,226)	861,324	3,659	864,983
Affiliate investment	381,591	—	—	—	381,591	—	381,591
Affiliate dividends, net	—	—	(57,432)	—	(57,432)	—	(57,432)
Payments to noncontrolling interests and other	—	—	—	—	—	(32)	(32)
Balance, December 29, 2018	<u>\$ 17,044,073</u>	<u>\$ —</u>	<u>\$ 5,617,544</u>	<u>\$ (6,382,652)</u>	<u>\$ 16,278,965</u>	<u>\$ 46,345</u>	<u>\$ 16,325,310</u>

The accompanying notes are an integral part of these consolidated financial statements.

WRIGLEY INTERNATIONAL HOLDING COMPANY  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
AS OF DECEMBER 29, 2018 AND DECEMBER 30, 2017  
(USD in thousands, unless otherwise noted)

(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation and Basis of Presentation, Organization and Reorganization

The consolidated financial statements include the accounts of Wrigley International Holding Company (“WIHC” and together, with its subsidiaries, the “Company”), a wholly owned subsidiary of Mars, Incorporated (together with its subsidiaries, “Mars” or with its subsidiaries excluding the Company, the “Parent”). WIHC was established as a Delaware limited liability corporation (“LLC”) on October 9, 2009. In connection with a reorganization of Mars’ legal entity structure, WIHC was converted from a LLC to a corporation on June 2, 2017. The Parent was the sole member prior to the conversion and became the sole stockholder after the conversion.

During the fiscal years ended December 29, 2018 and December 30, 2017, Mars contributed certain subsidiaries to the Company as part of a global reorganization. The contributions were transfers of entities under common control and all periods presented reflect the financial position, results of operations and cash flows of these entities as if they had been contributed to the Company as of October 9, 2009, the date WIHC was established. The consolidated financial statements do not give effect to contributions to the Company subsequent to December 29, 2018.

The consolidated financial statements include subsidiaries in which a controlling interest is maintained and variable interest entities (“VIEs”) for which the Company is the primary beneficiary. For the consolidated subsidiaries in which the Company’s ownership is less than 100 percent, the minority stockholders’ interests are shown as noncontrolling interests (“NCI”). Investments in affiliates over which the Company has significant influence but not a controlling interest are carried on the equity basis. Investments in affiliates over which the Company does not have significant influence are accounted for by the cost method or as available-for-sale securities. All intercompany accounts and transactions are eliminated in consolidation.

The Company’s fiscal year consists of 52 or 53 weeks. The fiscal years ended December 29, 2018 and December 30, 2017 are 52 weeks.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”) requires management to make estimates and assumptions that affect the reported amounts of sales, costs and expenses, assets and liabilities, and disclosure of contingent assets and liabilities at the date of the consolidated financial statements. Actual results could differ from those estimates.

Recent Accounting Pronouncements

There are no standards effective in the current year that have a material impact on the consolidated financial statements. The Company is evaluating the impact on the consolidated financial statements for the following standards effective in future years:

In May 2014, the FASB issued a new accounting standard on revenue recognition. The standard requires an entity to recognize revenue for the transfer of goods or services to customers for an amount the entity expects to be entitled to receive in exchange for those goods or services. The standard is effective for the Company in its fiscal year-end annual 2019 consolidated financial statements. The new accounting standard is not expected to have a material impact on the Company's consolidated financial statements.

In January 2016, the FASB amended accounting standards requiring all equity investments to be measured at fair value with changes in fair value recognized through net income except for investments accounted for under the equity method of accounting or those investments that result in consolidation of the investee. The amendments allow cost method investments to be remeasured at fair value either upon occurrence of an observable price change or upon identification of an impairment. The standard is effective for the Company in its fiscal year-end annual 2019 consolidated financial statements.

In August 2016, the FASB issued a new cash flow classification standard intended to reduce diversity in practice in how certain cash receipts and cash payments are presented and classified in the statement of cash flows. The standard is effective for the Company in its fiscal year-end annual 2019 consolidated financial statements. The guidance requires application using a retroactive transition method.

In October 2016, the FASB issued a new standard related to the income tax consequences of intra-entity transfers of assets other than inventory intended to reduce diversity in practice and to appropriately present the economics of intra-entity asset transfers. Current guidance prohibits the recognition of current and deferred income taxes for an intra-entity asset transfer until the asset has been sold to an outside party. However, the new standard states that an entity should recognize the income tax consequences of an intra-entity transfer of an asset other than inventory when the transfer occurs. This standard is effective for the Company in fiscal year 2019 with early adoption permitted. Entities are required to apply the update on a modified retroactive basis through a cumulative-effect adjustment directly to retained earnings as of the beginning of the period of adoption.

In November 2016, the FASB issued a new cash flow standard intended to reduce diversity in practice in how restricted cash has been classified and presented in the statement of cash flows. The new guidance requires restricted cash and restricted cash equivalents to be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. The standard is effective for the Company in its fiscal year-end annual 2019 consolidated financial statements. The guidance should be applied using a retrospective transition method to each period presented with early adoption permitted.

In March 2017, the FASB issued guidance updating the presentation of net periodic pension and postretirement benefit costs. This update requires that the service cost component be disaggregated from the other components of net periodic benefit costs. In addition, the update requires that only service cost can be included as an associate cost within the operating section of the income statement and only the service cost component will be eligible for capitalization. The guidance will be applied retrospectively to 2018, with a prospective approach taken for capitalization of service costs and is effective for the Company in fiscal year-end annual 2019 consolidated financial statements.

In February 2018, the FASB issued updated guidance related to reporting comprehensive income. The amendments in the update allow for a one-time reclassification from accumulated other comprehensive loss to retained earnings for stranded tax effects as a result from the enactment of the Tax Cuts and Jobs Act of 2017. The update also requires additional disclosure related to income tax effects from accumulated other comprehensive income. The updated guidance is effective for all entities for fiscal years beginning after December 15, 2018. The updated guidance should be applied either in the period of adoption or retrospectively to each period (or periods) in which the effect of the change in the 2017

Tax Act is recognized. The Company does not expect to elect the one-time reclassification, however, will adopt the additional disclosure requirements.

*In February 2016, the FASB issued new accounting guidance which requires lessees to recognize virtually all of their leases on the balance sheet by recording right-of-use assets and lease liabilities. Under the new guidance, there will be a dual model for income statement recognition. Operating leases will result in straight-line expense recognition included in either cost of products sold or selling, general and administration expense. Finance leases will result in front-loaded expense recognition included in interest expense and straight-line depreciation expense included in either cost of products sold or selling, general and administration expense. The guidance requires entities to use a modified retrospective approach for leases that exist or are entered into after the beginning of the earliest comparative period in the financial statements. In July 2018, the FASB issued additional guidance that allows for an election to apply the transition requirements at the effective date rather than at the beginning of the earliest comparative period. Entities electing this transition option would recognize a cumulative-effect adjustment to retained earnings in the period of adoption and the comparative periods presented would continue to be in accordance with the current lease standard. The standard is effective for the Company in its fiscal year-end annual 2020 consolidated financial statements.*

*In August 2017, the FASB issued guidance improving financial reporting of hedging relationships to better portray the economic results of an entity's risk management activities for all entities that apply hedge accounting. The update (i) more closely aligns the results of cash flow and fair value hedge accounting with risk management activities through changes to both the designation and measurement guidance for qualifying hedging relationships and the presentation of hedge results in the financial statements, (ii) expands hedge accounting for both nonfinancial and financial risk components, and (iii) refines the measurement of hedge results to better reflect an entity's hedging strategies. The amendment aligns the timing of recognition of hedge results with the earnings effect of the hedged item for cash flow and net investment hedges by including the earnings effect of the hedging instrument in the same income statement line item in which the earnings effect of the hedged item is presented. This guidance will be effective for the Company in fiscal year 2020.*

*In August 2018, the FASB issued guidance clarifying the treatment of costs incurred to implement cloud computing arrangements as a service. This update requires that certain implementation costs related to cloud computing arrangements as a service be capitalized using the criteria in existing internal-use software guidance. Capitalized costs are required to be presented as an asset and expensed over the term of the arrangement. Material capitalized costs are required to be disclosed in a manner consistent with the disclosure requirements of property, plant and equipment. The guidance can be applied retrospectively or prospectively and will be effective for the Company in fiscal year 2021, with early adoption permitted for any period.*

*In June 2016, the FASB issued a new credit loss standard that changes the impairment model for most financial assets and certain other instruments. Under the new guidance, entities are required to use a new forward-looking "expected loss" model which will result in earlier measurement of credit losses than under the current incurred loss model. In November 2018, the FASB issued an update extending the effective date of the standard for the Company to fiscal year 2022, with early adoption permitted as of fiscal year 2019.*

#### Foreign Currency Translation

The Company uses the current rate method of translating foreign currency financial statements, except for countries deemed to be highly inflationary for which a combination of current and historical exchange rates are used and any translation adjustments are included in net income. Gains and losses on translation of equity interests in subsidiaries outside the United States of America ("U.S.") and

intercompany notes of a long-term investment nature are reported in accumulated other comprehensive loss, net of tax, within stockholders' investment on the Consolidated Balance Sheets.

Argentina's 3-year cumulative inflation rate exceeded 100% in 2018. As a result, in 2018, Argentina was considered highly inflationary in accordance with U.S. GAAP. Consequently, the Company transitioned its Argentine operations to highly inflationary status as of June 17, 2018. Accordingly, the functional currency for units in Argentina have changed to the currency of its immediate parent (Euro). This change in functional currency did not have a material impact on the Company's results of operations, financial condition or financial statement disclosures for the period ended December 29, 2018.

#### Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, interest and non-interest bearing bank deposits and securities with original maturities of three months or less.

#### Cash Flows

Cash payments for interest were \$14 million and \$13 million for the years ended December 29, 2018 and December 30, 2017, respectively. Net cash payments for income taxes were \$591 million and \$624 million for the years ended December 29, 2018 and December 30, 2017, respectively.

The Company engaged in significant non-cash financing activities mainly with related parties. These non-cash transactions are described in Note 13 "Related Parties".

#### Revenue Recognition

Revenue is recognized when the earnings process is complete. Generally, this occurs when products are shipped in accordance with terms of agreements, title and risk of loss transfer to customers, collection is probable, and pricing is fixed or determinable. The Company recognizes allowances for estimated returns, discounts, promotions, and incentives in the period when the sale is recognized. The allowances are estimated based on historical experience and other factors and are included in net sales in the Consolidated Statements of Income.

During the years ended December 29, 2018 and December 30, 2017, the Company did not have a customer that accounted for 10 percent or more of net sales.

#### Investments

Investments in debt and equity securities are generally classified as available-for-sale and are reported at fair value, with unrealized gains and losses excluded from income and included as a separate component of accumulated other comprehensive loss, net of tax. Realized gains and losses on the sales of these securities are computed based on the specific identification method and are included in income.

Investments are considered to be impaired when a decline in fair value is judged to be other-than-temporary. The Company considers factors affecting the issuer, factors affecting the industry the issuer operates within, and general debt and equity market trends. The Company considers the length of time an investment's fair value has been below carrying value, the severity of the decline, the near term prospects for recovery to cost, and the Company's intent and ability to hold the investment until maturity or market recovery is realized. If and when a determination is made that a decline in fair value below the cost basis is other-than-temporary, the related investment is written down to its estimated fair value through a charge to earnings.

### Accounts Receivable

Trade accounts receivable are recorded at net realizable value. This value includes an allowance for estimated uncollectible accounts to reflect any loss anticipated on the trade accounts receivable balances. The allowance for doubtful accounts represents the Company's estimate of the amount of probable credit losses in existing accounts receivable, as determined from a review of past due balances and other relevant information.

### Inventories

Inventories are stated at the lower of cost or market. The Company uses the first-in, first-out method in determining the majority of its inventory costs.

Inventories consist of the following as of December 29, 2018 and December 30, 2017:

	2018	2017
Finished goods	\$ 918,964	\$ 868,758
Raw materials	332,515	334,014
	<u>\$ 1,251,479</u>	<u>\$ 1,202,772</u>

### Property, Plant and Equipment

Property, plant and equipment are recorded at cost. Routine repair and maintenance costs are expensed as incurred. Depreciation expense during the years ended December 29, 2018 and December 30, 2017 was \$422 million and \$438 million, respectively.

Depreciation is generally provided on the straight-line method over the estimated useful lives of the related assets for financial reporting purposes. The estimated useful lives of depreciable property, plant and equipment generally are as follows:

Category	Years
Buildings	20
Building improvements and fixtures	12
Machinery and equipment	10
Office equipment	6
Computer equipment	3

### Impairment Evaluation of Long-Lived Assets

The Company reviews property, plant and equipment and finite-lived intangibles for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be fully recoverable. This evaluation includes comparing future undiscounted cash flows relating to the assets, or the appropriate grouping of assets, over the remaining life of such assets to the net book value of those assets. If the projected cash flows are less than the net book value, an impairment loss is measured based on the excess of the net book value over the estimated fair value of the asset.

### Intangible Assets

The Company reviews intangible assets with indefinite lives for impairment annually during the fourth quarter and whenever events or changes in circumstances occur which would indicate the carrying

value of its assets may not be fully recoverable to determine if the current value of intangible assets is impaired. The Company is given the option to make a qualitative evaluation of intangible asset impairment to determine whether it is necessary to calculate the fair value of the intangible assets. The Company makes its qualitative evaluation of its intangible assets by considering, among other things, the overall macroeconomic conditions, industry and market considerations, overall financial performance and other relevant reporting unit specific events. If the Company determines, based on the qualitative evaluation that it is more likely than not that the fair value is less than its carrying amount, the Company would then perform a quantitative analysis. However, if the Company concludes otherwise, the intangible asset is not considered impaired. The Company performs the quantitative analysis by comparing the fair value of the intangible asset to its carrying value. If the intangible asset's fair value exceeds its carrying value, it is not impaired. If the intangible asset's carrying value exceeds its fair value, an impairment loss is recognized to reduce the intangible asset to its fair value.

For finite-lived intangible assets, amortization is generally provided on the straight-line method over the estimated useful lives of the related assets for financial reporting purposes. The estimated useful lives of finite-lived intangible assets are as follows:

Category	Years		
Trademarks	14	to	40
Customer relationships	10	to	15
Patents	8	to	11
Other intangibles (e.g., agreements)	2	to	10

#### Goodwill

The Company assesses its goodwill for impairment annually during the fourth quarter and whenever events or changes in circumstances occur indicating the carrying value of its net assets may not be fully recoverable. The Company is given the option to make a qualitative evaluation of goodwill impairment to determine whether it is necessary to calculate the fair value of its reporting units. The Company makes its qualitative evaluation of its goodwill by considering, among other things, the overall macroeconomic conditions, industry and market considerations, overall financial performance and other relevant reporting unit specific events. Based on the qualitative evaluation, if the Company determines that it is more likely than not that the fair value of a reporting unit is less than its carrying amount, the Company would then perform the two-step impairment test. However, if the Company concludes otherwise, goodwill is not considered impaired.

The first step of the two-step impairment test compares the fair value of each reporting unit with its carrying value. If the fair value of a reporting unit exceeds the carrying value of the net assets assigned to that reporting unit, goodwill is not considered impaired and no further testing is required. If the carrying value of the net assets assigned to that reporting unit exceeds the fair value of the reporting unit, the Company must perform the second step of the impairment test to determine the implied fair value of the reporting unit's goodwill. If the carrying value of the reporting unit's goodwill exceeds its implied fair value, then an impairment loss is recorded to write down the goodwill to its implied fair value. Determining the fair value of a reporting unit involves the use of significant estimates and assumptions. These estimates and assumptions include projected revenue growth rates, operating margins, discount rates, capital expenditures and related depreciation to calculate estimated cash flows. In addition, certain judgments and assumptions are made in allocating shared assets and liabilities to determine the carrying values of reporting units.

### Pension Benefit Costs

The Company recognizes gains and losses resulting from the settlement of pension obligations in certain defined benefit pension plans as they occur. In addition, when a lump sum payment is made for certain defined benefit pension plans, all deferred gains and losses are immediately recognized.

In a fiscal year end that does not coincide with a month-end, the Company measures the assets and obligations of the defined benefit plan using the month-end that is closest to the Company's fiscal year end.

### Software Costs

The Company capitalizes certain costs incurred in the development of internal-use software. Such costs include external direct costs of materials and licenses, payroll and payroll-related costs for associates directly involved in the development of internal-use software, and related interest costs. These capitalized costs are included in other assets on the Consolidated Balance Sheets and are amortized over useful lives of 3 to 5 years on a straight-line basis. Amortization of capitalized software costs is included in selling, general and administrative expense in the Consolidated Statements of Income.

As of December 29, 2018 and December 30, 2017, other assets included capitalized software costs as follows:

	2018	2017
Capitalized software	\$ 180,861	\$ 143,327
Less: accumulated amortization	(107,853)	(100,858)
	<u>\$ 73,008</u>	<u>\$ 42,469</u>

Amortization expense associated with capitalized software during the years ended December 29, 2018 and December 30, 2017 was \$14 million and \$12 million, respectively.

### Advertising Costs

Advertising costs are expensed in the period incurred. Advertising costs of \$612 million and \$628 million for the years ended December 29, 2018 and December 30, 2017, respectively, were included in selling, general and administrative expense.

### Research and Development

Research and development costs are expensed as incurred and include the costs to design, develop, test, deploy, and enhance the Company's products. Research and development costs of \$202 million and \$246 million for the years ended December 29, 2018 and December 30, 2017, respectively, were included in selling, general and administrative expense.

### Distribution Costs

Distribution costs, including shipping and handling costs, are classified as cost of products sold.

### Derivatives

All derivative financial instruments are reported on the Consolidated Balance Sheets at fair value. Changes in fair value are recognized either in net income or other comprehensive income, depending



on whether the derivative is designated as a hedge, the nature of the underlying exposure being hedged, and how effective the derivative is at offsetting price movements in the underlying exposure. Derivatives are used solely for risk management purposes and are either designated as hedges or used as economic hedges. See Note 8, Financial instruments, for additional information.

The Company's operations give rise to exposure to market risks. Generally, derivative financial instruments are utilized to reduce those risks. The Company enters into forward exchange contracts and options for the purchase and sale of foreign currencies as part of the management of its foreign currency exposures. These exposures arise primarily from anticipated purchases of certain raw materials, sales of the Company's products in foreign currencies, debt and interest payments, investments in foreign subsidiaries and intercompany financing activities.

The Company, in the normal course of production, uses large quantities of cocoa, sugar, grains and other commodities. Prices for these commodities fluctuate due to changes in the supply and demand for the commodities and changes in the rates of exchange for the currencies in which they are traded. To hedge price risk associated with its anticipated purchases of these commodities, the Company buys and sells futures contracts for the commodities and forward contracts and options for the related currencies.

Fair values of derivative assets and liabilities not traded either on exchanges or liquid, over-the-counter markets are determined by quantitative models primarily based on market observable inputs, including market interest rate curves and referenced credit spreads. Most market inputs are actively quoted and can be validated through external sources, including brokers, market transactions and third-party pricing services. The Company considers the need to adjust the fair values of derivative assets and liabilities for counterparty credit quality and non-performance risk.

#### Income Taxes

The Company has elected to account for income taxes at the entity level for single member LLCs. As such, while WIHC was converted from a LLC to a corporation in 2017, such conversion has no impact on the income tax accounting within the separate company financial statements.

Deferred income tax assets and liabilities are recognized for the expected future tax consequences of events that have been included in the financial statements or tax returns, and are determined annually based on the difference between financial statement and tax bases of assets and liabilities using enacted tax laws and rates in effect for the year in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amounts expected to be realized. The Company provides U.S. federal income taxes for earnings and certain other estimated future cash amounts of non-U.S. subsidiaries that are expected to be remitted in the foreseeable future.

The Company has not recorded deferred taxes related to the portion of its ownership in foreign subsidiaries which it considers permanently reinvested. The amount of this unrecognized U.S. deferred tax liability is not material. Global intangible low-taxed income ("GILTI") provisions in the U.S. tax code impose a tax on foreign income in excess of a deemed return on tangible assets of foreign corporations. The Company has elected to treat any potential GILTI inclusions as a period cost.

## Fair Value

Fair value is determined based on the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants. Market or observable inputs are the most persuasive source of values, followed by assumptions based on hypothetical transactions in the absence of market inputs.

The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value into the following three levels, in order of reliability, as described below:

Level 1: Quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities;

Level 2: Quoted prices in markets that are not active or financial instruments for which all significant inputs are observable, either directly or indirectly; quoted prices for similar assets or liabilities; and model-derived valuations whose inputs are observable or whose significant value drivers are observable;

Level 3: Significant inputs to the valuation model are unobservable.

Significant transfers between levels are recognized at the end of the reporting period. The carrying amounts of short-term financial instruments, including cash and cash equivalents, receivables, and certain other liabilities are reasonable estimates of fair value due to the short-term nature of these instruments.

## Loans due from and payable to related parties

The Company has various notes payable to and receivable from related parties under common control with its Parent. The Parent generally has the unilateral ability to modify its global intercompany capital structure, which includes modifying intercompany note agreements to accelerate payment. As the Company's related party notes may be modified at the Parent's discretion, these positions are presented on a net basis and classified as current in the Consolidated Balance Sheets unless otherwise disclosed.

## (2) ACQUISITIONS AND DIVESTITURES

### *Preferred Brands International Inc.*

On November 2, 2017, the Company purchased 100% of Preferred Brands International Inc. Preferred Brands International Inc. and its consolidated subsidiaries ("PBI") operate as a fully integrated manufacturer and marketer of all-natural, ready-to-heat Indian and Asian food products sold primarily under the Tasty Bite brand. PBI's portfolio includes a wide range of vegetarian offerings, including Indian and Asian entrees, spice and simmer meal kits, and organic rice and lentils. While the majority of sales are generated in the U.S. and Canada, PBI also manufactures products that are sold through retailers in the U.K. and Australia and to food service providers in India. PBI owns 74.2% of Tasty Bite Eatables Limited India ("TBEL"). TBEL manufactures all PBI products and has third party sales in Asia.

The Company acquired PBI for \$171 million in cash (net of cash acquired of \$3 million). The Company incurred acquisition-related costs during 2017 of \$6 million which were included in selling, general and administrative expenses in the 2017 Consolidated Statements of Income. Additionally, the

Parent incurred acquisition-related costs of \$1 million and \$6 million for the years ended December 29, 2018 and December 30, 2017, respectively, on behalf of the Company.

The earnings of PBI have been included in the consolidated financial statements of the Company beginning November 2, 2017. The excess of the purchase price over the fair value of the tangible net assets and identifiable intangible assets acquired was recognized as goodwill and is attributable to the growth that the Company expects to realize from this acquisition. Goodwill generated from the acquisition is not deductible for tax purposes.

As of the acquisition date, the purchase price assigned to the acquired assets and assumed liabilities is summarized as follows:

Cash acquired	\$ 2,864
Other current and non-current assets	39,376
Property, plant, and equipment	18,139
Intangible assets:	
Trademarks – finite-lived	16,000
Customer relationships	101,500
Other intangible assets	700
Goodwill	104,012
Total assets acquired	<u>282,591</u>
Total current liabilities assumed	(18,944)
Total long-term liabilities assumed	<u>(52,786)</u>
Net assets acquired	210,861
Noncontrolling interests	(36,800)
Company acquired interests	<u><u>\$ 174,061</u></u>

In 2018, the Company finalized the purchase price allocation of PBI. The primary change from the preliminary purchase price allocation was to reduce finite lived intangible assets by \$19 million, reduce deferred tax liabilities by \$7 million, increase property, plant, and equipment by \$6 million, and increase goodwill by \$7 million. The cumulative impact of the changes in the purchase price allocation was recorded through the 2018 Consolidated Statement of Income.

The estimated useful lives of the identifiable finite-lived intangible assets from the acquisition include the following: trademarks, 14 years; customer relationships, 13 to 14 years; other intangible assets, 3 years.

#### *Divestitures*

On December 27, 2018, the Company sold its drinks business, and the buyer paid \$108 million, net of \$35 million cash sold, as the final sales price. The Company realized a gain of \$127 million from the sale of the business.

### (3) INVESTMENT IN MARS RUSSIA

The Company has a 37.2% ownership interest in Mars Limited Liability Company (“Mars Russia”), a Russian domiciled entity in which the Parent holds a controlling interest. The investment in Mars Russia is classified as an equity method investment as the Company has significant influence over Mars Russia. The investment of \$648 million and \$614 million as of December 29, 2018 and December 30, 2017, respectively, is recorded in other assets in the Consolidated Balance Sheet.

(4) INVESTMENTS

The investments included on the Consolidated Balance Sheets were as follows:

	Location on the Consolidated Balance Sheet	2018	2017
Available-for-sale securities	Investments	\$ 456,016	\$ 645,536
Available-for-sale securities	Other assets	17,421	17,979
Total available-for-sale securities		<u>473,437</u>	<u>663,515</u>
Other long-term investments	Other assets	11,298	13,851
Total investments		<u>\$ 484,735</u>	<u>\$ 677,366</u>

Gross realized gains and losses on the sales of investments were \$14 million and \$1 million, respectively, for the year ended December 29, 2018 and \$9 million and \$0 million, respectively, for the year ended December 30, 2017, and have been included in investment income, net in the Consolidated Statements of Income.

As of December 29, 2018, the Company's investments in available-for-sale debt and equity securities were as follows:

	Cost basis	Unrealized gain	Unrealized loss	Recorded basis
Equity	\$ 329,986	\$ 104,614	\$ (271)	\$ 434,329
Corporate debt	34,382	350	—	34,732
Other	4,376	—	—	4,376
	<u>\$ 368,744</u>	<u>\$ 104,964</u>	<u>\$ (271)</u>	<u>\$ 473,437</u>

As of December 29, 2018, there were no investments with continuous unrealized losses for 12 months or greater. The investments with continuous unrealized losses for less than 12 months and their related fair values were as follows:

	Fair value	Unrealized loss
Equity	\$ 6,561	\$ 271

As of December 29, 2018, the Company's investments in available-for-sale debt securities totaling \$35 million mature between 5 and 10 years.

As of December 30, 2017, the Company's investments in available-for-sale debt and equity securities were as follows:

	Cost basis	Unrealized gain	Unrealized loss	Recorded basis
Equity	\$ 389,039	\$ 162,082	\$ —	\$ 551,121
Corporate debt	88,571	1,239	—	89,810
Other	23,407	—	(823)	22,584
	<u>\$ 501,017</u>	<u>\$ 163,321</u>	<u>\$ (823)</u>	<u>\$ 663,515</u>

As of December 30, 2017, there were no investments with continuous unrealized losses for 12 months or greater. The investments with continuous unrealized losses for less than 12 months and their related fair values were as follows:

	Fair value	Unrealized loss
Other	\$ 18,101	\$ 823

Investments measured at fair value on a recurring basis were categorized as follows at December 29, 2018:

	Level 1	Level 2	Level 3	Total
Equity	\$ 100,592	\$ 333,737	\$ —	\$ 434,329
Corporate debt	—	34,732	—	34,732
Other	—	4,376	—	4,376
	<u>\$ 100,592</u>	<u>\$ 372,845</u>	<u>\$ —</u>	<u>\$ 473,437</u>

Investments measured at fair value on a recurring basis were categorized as follows at December 30, 2017:

	Level 1	Level 2	Level 3	Total
Equity	\$ 105,187	\$ 445,934	\$ —	\$ 551,121
Corporate debt	—	89,810	—	89,810
Other	—	22,584	—	22,584
	<u>\$ 105,187</u>	<u>\$ 558,328</u>	<u>\$ —</u>	<u>\$ 663,515</u>

(5) PENSION AND OTHER POSTRETIREMENT PLANS

The Company sponsors various pension plans, all of which are located outside of the United States. The benefit obligations and related assumptions, plan assets, and funded status of the Company's pension and other postretirement benefit plans as of December 29, 2018 were as follows:

	Pension plans	Other postretirement benefit plans
Benefit obligation	\$ 11,236,604	\$ 14,283
Fair value of plan assets	9,450,306	—
Funded status	<u>\$ (1,786,298)</u>	<u>\$ (14,283)</u>
Accumulated benefit obligation	<u>\$ 10,573,406</u>	N/A

The benefit obligations and related assumptions, plan assets, and funded status of the Company's pension and other postretirement benefit plans as of December 30, 2017 were as follows:

	Pension plans	Other postretirement benefit plans
Benefit obligation	\$ 12,455,287	\$ 16,179
Fair value of plan assets	10,169,873	—
Funded status	<u>\$ (2,285,414)</u>	<u>\$ (16,179)</u>
Accumulated benefit obligation	<u>\$ 11,519,629</u>	<u>N/A</u>

Pension and other postretirement benefit plans with obligations in excess of plan assets as of December 29, 2018 consist of the following:

	Pension plans	Other postretirement benefit plans
Benefit obligation	\$ 3,847,768	\$ 14,283
Fair value of plan assets	1,631,504	N/A

Pension and other postretirement benefit plans with obligations in excess of plan assets as of December 30, 2017 consist of the following:

	Pension plans	Other postretirement benefit plans
Benefit obligation	\$ 4,553,665	\$ 16,179
Fair value of plan assets	2,033,372	N/A

Pension and other postretirement benefit plans with accumulated benefit obligations in excess of plan assets as of December 29, 2018 consist of the following:

	Pension plans	Other postretirement benefit plans
Accumulated benefit obligation	\$ 3,289,964	N/A
Fair value of plan assets	1,463,336	N/A

Weighted-average assumptions to determine benefit obligations:

Discount rate	2.47%	3.63%
Rate of increase in future compensation levels	3.52%	N/A

Pension and other postretirement benefit plans with accumulated benefit obligations in excess of plan assets as of December 30, 2017 consist of the following:

	<u>Pension plans</u>	<u>Other postretirement benefit plans</u>
Accumulated benefit obligation	\$ 3,781,235	N/A
Fair value of plan assets	1,804,674	N/A

Weighted-average assumptions to determine benefit obligations:

Discount rate	2.36%	3.62%
Rate of increase in future compensation levels	3.55%	N/A

Net periodic benefit cost (income), and related assumptions, contributions and benefits paid for the year ended December 29, 2018 were as follows:

	<u>Pension plans</u>	<u>Other postretirement benefit plans</u>
Net periodic benefit cost	\$ 66,500	\$ (1,231)
Employer contribution	373,998	1,017
Participant contributions	528	—
Benefits paid	373,391	1,017

Weighted-average assumptions to determine net periodic benefit cost:

Discount rate	2.36%	3.62%
Expected long-term rate of return on plan assets	7.31%	N/A
Rate of increase in future compensation levels	3.55%	N/A

Net periodic benefit cost (income), and related assumptions, contributions and benefits paid for the year ended December 30, 2017 were as follows:

	<u>Pension plans</u>	<u>Other postretirement benefit plans</u>
Net periodic benefit cost	\$ 139,024	\$ (1,336)
Employer contribution	224,018	923
Participant contributions	486	—
Benefits paid	338,842	923

Weighted-average assumptions to determine net periodic benefit cost:

Discount rate	2.44%	3.75%
Expected long-term rate of return on plan assets	7.38%	N/A
Rate of increase in future compensation levels	3.61%	N/A

During the years ended December 29, 2018 and December 30, 2017, the Company's net periodic benefit costs included losses of \$2 million and \$1 million, respectively, related to the settlement and curtailment of certain pension plan obligations.

For measurement purposes related to the other postretirement benefit plans, a 5% annual rate of increase in the per capita cost of covered healthcare benefits was assumed for the claims of all retirees in the years ended December 29, 2018 and December 30, 2017. The healthcare cost trend rates are projected to remain constant at 5% in 2019 and is reflective of the ultimate trend rate.

Amounts recognized on the Consolidated Balance Sheet as of December 29, 2018 consisted of:

	Pension plans	Other postretirement benefit plans
Prepaid associate benefit assets	\$ 429,966	\$ —
Current portion of accrued associate benefits	18,269	937
Accrued associate benefits, noncurrent	2,197,995	13,346
Accumulated other comprehensive loss:		
Net loss	\$ (3,596,447)	\$ (2,170)
Net prior service (cost) credit	(54,112)	3,344
Deferred income tax	975,340	(217)
Accumulated other comprehensive (loss) income, net of tax	<u>\$ (2,675,219)</u>	<u>\$ 957</u>

Amounts recognized on the Consolidated Balance Sheet as of December 30, 2017 consisted of:

	Pension plans	Other postretirement benefit plans
Prepaid associate benefit assets	\$ 234,879	\$ —
Current portion of accrued associate benefits	17,823	992
Accrued associate benefits, noncurrent	2,502,470	15,187
Accumulated other comprehensive loss:		
Net loss	\$ (3,868,930)	\$ (2,892)
Net prior service (cost) credit	(12,583)	5,385
Deferred income tax	1,009,274	(56)
Accumulated other comprehensive (loss) income, net of tax	<u>\$ (2,872,239)</u>	<u>\$ 2,437</u>



Amounts recognized in other comprehensive income for the year ended December 29, 2018 consisted of:

	<u>Pension plans</u>	<u>Other postretirement benefit plans</u>
Reclassification to net income:		
Amortization of net loss	\$ 270,821	\$ 35
Amortization of prior service cost (credit)	4,461	(1,807)
Other movements during the year:		
Net gain	\$ 1,662	\$ 687
Net prior service cost	(45,990)	(234)
Other comprehensive income (loss), gross	<u>230,954</u>	<u>(1,319)</u>
Deferred income tax	(33,934)	(161)
Other comprehensive income (loss), net of tax	<u>\$ 197,020</u>	<u>\$ (1,480)</u>

Amounts recognized in other comprehensive income for the year ended December 30, 2017 consisted of:

	<u>Pension plans</u>	<u>Other postretirement benefit plans</u>
Reclassification to net income:		
Amortization of net loss (gain)	\$ 291,718	\$ (132)
Amortization of prior service cost (credit)	3,083	(1,742)
Other movements during the year:		
Net loss	\$ (511,673)	\$ (234)
Net prior service (cost) credit	(3,065)	555
Other comprehensive (loss) income, gross	<u>(219,937)</u>	<u>(1,553)</u>
Deferred income tax	54,780	19
Other comprehensive (loss) income, net of tax	<u>\$ (165,157)</u>	<u>\$ (1,534)</u>

The estimated net loss and prior service cost that are expected to be amortized from accumulated other comprehensive loss into net periodic benefit cost during 2019 are \$197 million and \$6 million, respectively. The estimated net loss and prior service credit for other postretirement benefit plans that are expected to be amortized from accumulated other comprehensive loss into net periodic benefit cost during 2019 are \$0 million and \$2 million, respectively.

#### Plan Assets

The Company's expected long-term rate of return on plan assets is determined by the respective plans' current asset allocation and estimated future long-term returns by asset class. Projections of overall expected long-term rate of return on assets assumptions are formulated through a comprehensive process incorporating economic and financial market theory, financial market history, and investment judgment. Assumptions are predicated on, and consistent with, theory and are tested against history for reasonableness.

The risk inherent in each asset class is considered to determine an appropriate return expectation for each asset class. The higher the risk, the higher the risk premium required relative to risk-free assets. The investment return expectation for the portfolio is determined by weighting the expected returns for each asset class by the percentage representation of that asset class within the portfolio and summing the results.

Plan assets for the most significant postretirement benefits have similar investment policies. The Company's pension plans employ a long-term strategy driven by the expectation that equity ownership will outperform debt securities over the long-term and by the principle that a higher funded status warrants a closer match between assets and liabilities. Accordingly, the current target allocation for plan assets is generally 45% - 55% in equity ownership, including publicly traded stock, real estate, and private equity, 40% - 50% in public and private debt securities, and 5% - 15% in hedge funds. For a number of plans this will change in favor of public debt securities once their funded status and/or the level of real interest rates have increased. Currently, most investments are implemented through actively managed strategies as opposed to passive index tracking approaches.

Investment risk is mitigated by maintaining appropriate diversification of investment assets and by restricting deviation from investment policy of predetermined risk control ranges. The plans are permitted to use derivative instruments for investment purposes for hedging underlying asset exposure and for rebalancing the asset allocation.

Certain investments that are measured at fair value using the NAV per share (or its equivalent) practical expedient have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the total retirement plan assets.

Pension plan assets measured at fair value as of December 29, 2018 were as follows:

Assets at fair value included in the fair value hierarchy

	Level 1	Level 2	Level 3 (g)	Total
Equity securities (a)	\$ 866,739	\$ —	\$ —	\$ 866,739
Government debt securities (b)	45,730	961,856	—	1,007,586
Corporate debt securities (b)	127,788	1,441,117	208	1,569,113
Real estate (c)	48,197	—	—	48,197
Hedge funds (d)	30,700	—	—	30,700
Private equity (e)	37,630	—	—	37,630
Cash and cash equivalents	308,146	—	—	308,146
Other (f)	45,524	84,333	—	129,857
	<u>\$ 1,510,454</u>	<u>\$ 2,487,306</u>	<u>\$ 208</u>	<u>\$ 3,997,968</u>

Investments measured at NAV as a practical expedient for fair value

Equity securities (a)	\$ 1,861,518
Government debt securities (b)	417,841
Corporate debt securities (b)	259,211
Real estate (c)	491,114
Hedge funds (d)	1,452,397
Private equity (e)	969,739
Cash and cash equivalents	518
Investments measured at NAV	<u>5,452,338</u>
Contributions made after measurement date	—
Pension plan assets at fair value as of December 29, 2018	<u>\$ 9,450,306</u>

Pension plan assets measured at fair value as of December 30, 2017 were as follows:

Assets at fair value included in the fair value hierarchy

	Level 1	Level 2	Level 3 (g)	Total
Equity securities (a)	\$ 1,179,017	\$ —	\$ —	\$ 1,179,017
Government debt securities (b)	107,179	948,038	—	1,055,217
Corporate debt securities (b)	180,703	1,353,429	—	1,534,132
Real estate (c)	56,964	—	—	56,964
Hedge funds (d)	23,863	—	—	23,863
Private equity (e)	34,674	—	—	34,674
Cash and cash equivalents	486,629	—	—	486,629
Other (f)	32,469	56,157	12	88,638
	<u>\$ 2,101,498</u>	<u>\$ 2,357,624</u>	<u>\$ 12</u>	<u>\$ 4,459,134</u>

Investments measured at NAV as a practical expedient for fair value

Equity securities (a)	\$ 2,124,045
Government debt securities (b)	407,717
Corporate debt securities (b)	272,912
Real estate (c)	602,950
Hedge funds (d)	1,388,302
Private equity (e)	914,813
Investments measured at NAV	<u>5,710,739</u>
Contributions made after measurement date	—
Non-U.S. pension plan assets at fair value as of December 30, 2017	<u>\$ 10,169,873</u>

- (a) For investments measured at fair value, this asset category is principally actively managed and consists of large cap and small cap equities. For investments valued using NAV per share as a practical expedient, this asset category class is principally comprised of commingled funds. Risk is comprised of both equity market risk and risk associated with active manager decisions.
- (b) For investments measured at fair value, this asset category is principally comprised of publicly traded sovereign debt, corporate credit, asset-backed securities and mortgage-backed securities. Most exposures are actively managed. Sovereign (government) debt is concentrated in both the developed and emerging markets. Sovereign debt exposure, from time to time, may be held in derivative form. Corporate credit is concentrated in investment-grade securities, with some exposure to high yield categories. Asset-backed and mortgage-backed securities are principally standard investment grade securities. A number of European Plans also hold small allocations to non-publicly traded credit instruments. For investments valued using NAV per share as a practical expedient, this asset category is principally comprised of fixed income securities and commingled funds.
- (c) For investments measured at fair value, this asset category is principally comprised of global property securities with quoted market prices. For investments valued using NAV per share as a practical expedient, this asset category consists predominantly of directly held, income producing, properties in the U.K. The U.K. properties, which have been invested on behalf of the U.K. and Dutch Plans, are managed with a value orientation and a focus on cash generation. The U.K. properties are currently concentrated within the retail sectors. The directly held properties for the U.K. and Dutch Plans are valued through independent third party appraisals.
- (d) For investments measured at fair value, this asset category is principally comprised of pooled funds with quoted market prices. For investments valued using NAV per share as a practical expedient, this asset category is comprised of broadly diversified strategies such as hedge funds and multi-asset strategy funds combined in portfolios structured to, under most circumstances, deliver low NAV volatility while delivering returns in line with fund objectives. Hedge fund NAVs are determined by the fund managers

and are not publicly available while multi-asset strategy fund NAVs are often publicly available. NAVs are generally determined, depending on the underlying portfolio positions, through a combination of quoted market prices, market comparable data and model driven approaches.

- (e) For investments measured at fair value, this asset category is principally comprised of pooled funds with quoted market prices. For investments valued using NAV per share as a practical expedient, this asset category consists of investments in limited partnerships with holdings in leveraged buy-outs (“LBOs”), venture capital and co-investments. LBOs comprise the majority of investments at approximately 60% of holdings with the remainder split evenly between venture capital and co-investments. While the portfolio of limited partnership investments is globally diversified, it is also primarily US-based. Partnership valuations are determined by the limited partnerships' general partners based on the valuation of underlying investments and are determined taking the following inputs into consideration: cost, discounted cash flows, and market-based comparable data.
- (f) For investments measured at fair value, this asset category is comprised primarily of derivative financial instruments, principally futures contracts, for risk management purposes, interest rate swaps for interest rate hedging purposes, and forward currency contracts. Forward and futures contracts are carried at fair value based on closing exchange quotations. Interest rate swaps are carried at their market-to-market value. For investments valued using the NAV per share practical expedient, this asset category is comprised primarily of commingled funds that focus on distressed credits and equities, recapitalization opportunities, and dislocations arising from specific events and forced-selling situations.
- (g) The activity for the Level 3 assets is not significant for all years presented.

#### Cash Flows

Contributions by the Company to its funded pension plans and other postretirement benefit plans for the next fiscal year are expected to be \$91 million and \$0 million, respectively; however, actual contributions may be affected by pension asset and liability valuations during the year.

Defined benefit pension and other postretirement benefit plan payments expected in future years are as follows:

	Pension plans	Other postretirement benefit plans
2019	\$ 353,332	\$ 951
2020	354,397	949
2021	367,246	953
2022	380,022	948
2023	395,378	936
2024-2028	2,094,084	3,799

#### Defined Contribution Plans

The Company's contributions to defined contribution retirement plans are based on the compensation of covered associates. The Company's contributions, all of which were charged to expense, were \$46 million and \$49 million for the years ended December 29, 2018 and December 30, 2017, respectively.

### (6) DEBT AND BORROWING ARRANGEMENTS

The long-term debt outstanding as of December 29, 2018 and December 30, 2017 was \$5 million and \$6 million, respectively.

### Debt Maturities and Capitalized Interest

As of December 29, 2018, the Company's long term debt maturities during the next five years are as follows:

2019	\$	963
2020		963
2021		963
2022		869
2023		838
Thereafter		313
Total long-term debt		<u>4,909</u>
Less: debt issuance costs		—
Total long-term debt	\$	<u><u>4,909</u></u>

For the years ended December 29, 2018 and December 30, 2017, the Company incurred interest expense of \$7 million and \$8 million, respectively, which was capitalized as a component of property, plant and equipment on the Consolidated Balance Sheets.

As of December 29, 2018 and December 30, 2017, the Company had short-term borrowings due to banks of \$106 million and \$10 million, respectively. The balances primarily consist of borrowings under a bank overdraft facility that permits gross overdraft borrowings of up to £120 million.

### (7) INCOME TAXES

The Company's results are included in the Mars consolidated U.S. tax return. The U.S. federal and state provisions for income taxes are calculated using an allocation method consistent with the principles of ASC 740, Income Taxes. Specifically, total tax expense recorded in each period reflects an allocation of the Company's share of the current and deferred tax expense reported within the Mars financial statements.

Deferred income tax assets and liabilities arise primarily due to different methods for recording depreciation and amortization for tax and financial reporting purposes, the timing of the recognition of earnings of foreign subsidiaries, associate benefits and other accrued amounts. Valuation allowances are included in the accompanying Consolidated Balance Sheets with the related deferred tax assets. Deferred tax assets have been established for domestic and foreign net operating loss carryforwards and valuation allowances have been provided for those losses and credits that are not expected to be realized. Benefits of net operating loss carryforwards of \$87 million have various expiration dates through the year 2038, and \$34 million have no expiration dates.

As of December 29, 2018 and December 30, 2017, the components of deferred income tax assets and liabilities were as follows:

	2018	2017
Deferred tax assets	<u>\$ 843,690</u>	<u>\$ 903,339</u>
Valuation allowance	80,546	113,508
Net deferred tax assets	<u>763,144</u>	<u>789,831</u>
Deferred tax liabilities	<u>138,121</u>	<u>111,216</u>
Deferred tax assets, net	<u>\$ 625,023</u>	<u>\$ 678,615</u>

As of December 29, 2018 and December 30, 2017, the components of the provision for income taxes were as follows:

	2018	2017
Current tax provision	<u>\$ 756,910</u>	<u>\$ 1,004,324</u>
Deferred tax provision	30,040	(186,967)
Total tax provision	<u>\$ 786,950</u>	<u>\$ 817,357</u>

The effective tax rates are 30.7% and 38.3% for 2018 and 2017, respectively. In general, the effective tax rate varies from the U.S. statutory tax rate primarily due to the completion of accounting for U.S. tax reform and differences related to the taxation of foreign operations.

Reserves for uncertain tax positions have been classified as other non-current liabilities in the Consolidated Balance Sheet unless expected to be paid within one year. The net interest expense and penalties of \$7 million and \$10 million have been included in the Consolidated Statement of Income for the years ended December 29, 2018 and December 30, 2017, respectively. Penalties related to uncertain tax positions are recognized as a component of the provision for income taxes and interest is recognized as a component of interest expense. Total accrued interest and penalties of \$96 million and \$91 million have been included in non-current other liabilities in the Consolidated Balance Sheets as of December 29, 2018 and December 30, 2017, respectively.

The Company is potentially subject to income tax audits in numerous jurisdictions in the U.S. and internationally until the applicable statutes of limitations expire. Tax audits by their nature are often complex and can require several years to complete. Years still open to examination by tax authorities in major jurisdictions include China (2006 onward), Canada (2013 onward), Mexico (2009 onward), U.K. (2016 onward), and the US (2014 onward).

On December 22, 2017, the U.S. Congress enacted the Tax Cuts and Jobs Act of 2017 (“Act”), which significantly revised the U.S. tax code. Significant impacts of the Act included a reduction of the U.S. corporate tax rate from 35% to 21% for tax years beginning after December 31, 2017 and a one-time transition tax on undistributed earnings and profits of foreign subsidiaries. As of December 30, 2017 the company had not completed the accounting for the effects of the Act. In accordance with Staff Accounting Bulletin No. 118 (“SAB 118”), the Company made reasonable estimates related to: (1) the tax effect of the tax rate change which ASC 740 required to be recognized in the period in which the law was enacted; (2) the tax owed on the one-time transition tax; (3) the re-measurement of deferred taxes recorded or disclosed as permanently reinvested for outside basis differences related to unremitted foreign earnings; and (4) the tax effects related to the realizability of future foreign tax credits.

The material components of the provisional amounts recognized as part of the Act in 2017 were as follows:

	2017
Re-measurement of U.S. deferred tax balances	\$ 18,092
One-time transition tax	304,710
Total tax provision	<u>\$ 322,802</u>

SAB 118 allows for adjustments to provisional amounts during a measurement period of one year. In 2018, the Company completed its determination of the accounting implications of the Act, which included recording an additional \$85 million of tax expense related to the one-time transition tax. The total one-time transition tax is \$390 million.

(8) FINANCIAL INSTRUMENTS

The notional amounts of foreign exchange contracts and commodity contracts outstanding at December 29, 2018 were \$2,691 million and \$595 million, respectively. The notional amounts of foreign exchange contracts and commodity contracts outstanding at December 30, 2017 were \$3,013 million and \$422 million, respectively.

As of December 29, 2018, the following derivatives were recorded on the Consolidated Balance Sheet:

	Asset fair value	Liability fair value
Derivatives not designated as hedging instruments:		
Foreign exchange contracts	\$ 16,938	\$ 1,900
Commodity contracts	6,171	493
	<u>\$ 23,109</u>	<u>\$ 2,393</u>

As of December 30, 2017, the following derivatives were recorded on the Consolidated Balance Sheet:

	Asset fair value	Liability fair value
Derivatives not designated as hedging instruments:		
Foreign exchange contracts	\$ 11,823	\$ 7,992
Commodity contracts	89	—
	<u>\$ 11,912</u>	<u>\$ 7,992</u>

The fair value of current derivative assets included within prepaid expenses and other was \$17 million and \$12 million as of December 29, 2018 and December 30, 2017, respectively. The fair value of noncurrent derivative assets included within other assets was \$6 million and \$0 million as of December 29, 2018 and December 30, 2017, respectively. The fair value of current derivative liabilities included within accounts payable and accrued liabilities was \$2 million and \$8 million as of December 29, 2018 and December 30, 2017, respectively. The fair value of noncurrent derivative liabilities included within other liabilities was \$0 million as of December 29, 2018 and December 30, 2017.

### Economic Hedges

The Company enters into certain currency and commodity derivatives that are not designated in hedge relationships, which economically hedge certain risks related to the anticipated purchases of raw materials, the sales of products in foreign currencies and investments in foreign operations. The related gains and losses are recognized immediately on the Consolidated Statements of Income.

The effect of economic hedges on the Consolidated Statements of Income for the years ended December 29, 2018 and December 30, 2017 was:

	Location of (loss) gain recognized in income on derivatives	(Loss) gain recognized in income on derivatives	
		2018	2017
Foreign exchange contracts	Cost of products sold	\$ (16,697)	\$ 8,700
Foreign exchange contracts	Selling, general and administrative expense	8,113	5,480
Foreign exchange contracts	Foreign exchange loss	—	(743)
Commodity contracts	Cost of products sold	8,852	(23,594)
		<u>\$ 268</u>	<u>\$ (10,157)</u>

### Derivative Assets and Liabilities Measured at Fair Value on a Recurring Basis

Assets and liabilities measured at fair value on a recurring basis were as follows as of December 29, 2018:

	Gross amounts of recognized assets/liabilities			Gross amounts offset in the Consolidated Balance Sheet (1)	Net amounts presented in the Consolidated Balance Sheet	Gross amounts not offset in the Consolidated Balance Sheet	
	Level 1	Level 2	Level 3			Cash collateral	Net amount
<u>Assets</u>							
Foreign exchange contracts	\$ —	\$39,073	\$ —	\$ (22,135)	\$ 16,938	\$ —	\$ 16,938
Commodity contracts	6,171	—	637	(637)	6,171	—	6,171
	<u>\$6,171</u>	<u>\$39,073</u>	<u>\$ 637</u>	<u>\$ (22,772)</u>	<u>\$ 23,109</u>	<u>\$ —</u>	<u>\$ 23,109</u>
<u>Liabilities</u>							
Foreign exchange contracts	\$ —	\$24,035	\$ —	\$ (22,135)	\$ 1,900	\$ —	\$ 1,900
Commodity contracts	—	—	1,130	(637)	493	(493)	—
	<u>\$ —</u>	<u>\$24,035</u>	<u>\$1,130</u>	<u>\$ (22,772)</u>	<u>\$ 2,393</u>	<u>\$ (493)</u>	<u>\$ 1,900</u>



Assets and liabilities measured at fair value on a recurring basis were as follows as of December 30, 2017:

	Gross amounts of recognized assets/liabilities			Gross amounts offset in the Consolidated Balance Sheet (1)	Net amounts presented in the Consolidated Balance Sheet	Gross amounts not offset in the Consolidated Balance Sheet	
	Level 1	Level 2	Level 3			Cash collateral	Net amount
<u>Assets</u>							
Foreign exchange contracts	\$ —	\$ 37,756	\$ —	\$ (25,933)	\$ 11,823	\$ —	\$ 11,823
Commodity contracts	89	—	—	—	89	—	89
	<u>\$ 89</u>	<u>\$ 37,756</u>	<u>\$ —</u>	<u>\$ (25,933)</u>	<u>\$ 11,912</u>	<u>\$ —</u>	<u>\$ 11,912</u>
<u>Liabilities</u>							
Foreign exchange contracts	\$ —	\$ 33,925	\$ —	\$ (25,933)	\$ 7,992	\$ —	\$ 7,992
	<u>\$ —</u>	<u>\$ 33,925</u>	<u>\$ —</u>	<u>\$ (25,933)</u>	<u>\$ 7,992</u>	<u>\$ —</u>	<u>\$ 7,992</u>

(1) Amounts represent the impact of legally enforceable master netting agreements that allow the Company to net settle positive and negative positions.

As of December 31, 2016 and December 30, 2017, there were no Level 3 derivative assets or liabilities measured at fair value. For the year ending December 30, 2017, there was no activity recorded for Level 3 derivative assets or liabilities. As of December 29, 2018, changes in Level 3 net derivative assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs were as follows:

Balance, December 30, 2017	\$ —
Total realized/unrealized gains (losses) included in net income (a)	3,478
Purchases, sales and net settlements	(3,971)
Balance, December 29, 2018	<u>\$ (493)</u>

(a) Net Income effects are primarily included in cost of products sold.

(9) PROPERTY, PLANT AND EQUIPMENT, NET

Property, plant and equipment, net consists of the following at December 29, 2018 and December 30, 2017:

	2018	2017
Land	\$ 187,901	\$ 183,671
Buildings and fixtures	1,924,895	1,890,960
Machinery and equipment	4,675,017	4,892,201
Construction in progress	673,979	689,885
	<u>7,461,792</u>	<u>7,656,717</u>
Accumulated depreciation	(4,174,149)	(4,294,011)
	<u>\$ 3,287,643</u>	<u>\$ 3,362,706</u>

(10) GOODWILL AND OTHER INTANGIBLE ASSETS

The changes in the carrying value of goodwill for the years ended December 29, 2018 and December 30, 2017 were as follows:

	2018	2017
Balance, beginning of year:		
Gross carrying amount	\$ 5,833,678	\$ 5,185,789
Accumulated impairment losses	(15,753)	(15,753)
	<u>5,817,925</u>	<u>5,170,036</u>
Goodwill acquired	6,546	97,466
Foreign exchange fluctuations	(291,763)	550,423
Balance, end of year:	<u>\$ 5,532,708</u>	<u>\$ 5,817,925</u>

The gross carrying amount and accumulated amortization by major intangible asset class were as follows:

	2018		2017	
	Gross carrying amount	Accumulated amortization	Gross carrying amount	Accumulated amortization
Finite-lived:				
Trademarks	\$ 714,320	\$ 259,557	\$ 779,334	\$ 280,593
Customer relationships	2,706,913	2,589,550	2,872,235	2,522,918
Patents and technology	11,277	3,902	11,844	2,955
Other	69,623	69,503	43,386	40,956
Total	<u>\$ 3,502,133</u>	<u>\$ 2,922,512</u>	<u>\$ 3,706,799</u>	<u>\$ 2,847,422</u>

Amortization expense for each of the next five years is estimated to be \$32 million, \$32 million, \$32 million, \$31 million and \$31 million.

Based on the Company's annual impairment test of indefinite-lived trademarks, the Company recognized an impairment loss of \$8 million related to a pet nutrition indefinite-lived trademark during the year ended December 30, 2017.

(11) RESTRUCTURING

From time to time, the Company approves and implements restructuring plans to better manage the Company's cost structure and more effectively align certain operations with current business conditions. The Company expects the majority of the restructuring plans to be completed within one year, with plans in certain countries extending beyond one year as a result of compliance with local country laws.

The changes in the accrued restructuring balances consisted of the following:

	Severance and benefits	Other restructuring related costs	Total
Balance, December 31, 2016	\$ 22,677	\$ 6,936	\$ 29,613
Expense	99,025	14,494	113,519
Payments	(45,146)	(16,292)	(61,438)
Foreign exchange fluctuations	2,299	16	2,315
Balance, December 30, 2017	<u>\$ 78,855</u>	<u>\$ 5,154</u>	<u>\$ 84,009</u>
Expense	85,275	13,709	98,984
Payments	(72,736)	(9,591)	(82,327)
Foreign exchange fluctuations	(3,977)	(338)	(4,315)
Balance, December 29, 2018	<u><u>\$ 87,417</u></u>	<u><u>\$ 8,934</u></u>	<u><u>\$ 96,351</u></u>

Restructuring charges of \$80 million and \$19 million were recorded during 2018 in selling, general and administrative expense and cost of products sold, respectively. Included in the 2018 restructuring charges were \$69 million of expenses incurred related to the combination of the Company's Mars Chocolate and Wrigley segments into a new segment called Mars Wrigley Confectionery. The Company expects to incur additional restructuring charges of about \$36 million related to Mars Wrigley Confectionery through 2020.

Restructuring charges of \$96 million and \$18 million were recorded during 2017 in selling, general and administrative expense and cost of products sold, respectively. Included in the 2017 restructuring charges were \$79 million of expenses incurred related to the combination of the Company's Mars Chocolate and Wrigley segments into a new segment called Mars Wrigley Confectionery.

The restructuring liability is included in accounts payable and accrued liabilities, and other liabilities on the Consolidated Balance Sheets.

## (12) COMMITMENTS AND CONTINGENCIES

The Company is party to various lawsuits and actions arising in the course of its business. The Company accrues for litigation and claims when it is probable that a liability has been incurred and the amount of loss can be reasonably estimated. The Company has evaluated claims in accordance with the accounting guidance for contingencies. In the opinion of the Company, based on a number of factors, including advice of outside legal counsel in certain instances, the ultimate resolution of these matters will not have a material adverse effect on the financial position or results of operations or cash flows of the Company. However, it is reasonably possible that some matters could be decided unfavorably to the Company and could require the Company to make payments in amounts that could be material. In the opinion of management, this potential exposure is not reasonably estimable.

The Company has committed to an investment in limited partnerships not to exceed \$20 million, of which \$6 million remains committed and unfunded at December 29, 2018.

The Company has entered into agreements to lease certain office and warehouse facilities and equipment under both capital and operating leases. Amortization of assets recorded under capital leases was included in depreciation expense.

Rental expense under operating leases was \$89 million and \$94 million for the year ended December 29, 2018 and December 30, 2017, respectively. The following is a summary of future minimum lease payments for all capital leases and operating leases as of December 29, 2018:

	Capital leases	Operating leases	Total
2019	\$ 7,522	\$ 86,323	\$ 93,845
2020	7,430	58,842	66,272
2021	7,404	39,692	47,096
2022	7,523	25,058	32,581
2023	7,650	21,804	29,454
Thereafter	88,737	56,825	145,562
Total minimum lease payments	<u>126,266</u>	<u>\$ 288,544</u>	<u>\$ 414,810</u>
Less Interest	<u>(58,482)</u>		
Present value of minimum lease payments	67,784		
Current portion of obligations under capital leases	<u>(7,522)</u>		
Long-term portion of obligations under capital leases	<u>\$ 60,262</u>		

(13) RELATED PARTIES

The Company enters into various transactions with its Parent in the normal course of business or in connection with *integration activities between the two companies*. Such transactions include the purchase and sale of finished product, the sublicensing of Wrigley intellectual property rights, the purchase and sale of property, plant and equipment, and the transfer and cross charging of associate and other charges.

For the years ending December 29, 2018 and December 30, 2017 transactions with related parties were as follows:

In thousands	Location on the Financial Statements	2018	2017
Sales	Net Sales	\$ 1,534,625	\$ 1,482,524
Purchases	Cost of products sold and inventory	\$ 1,998,134	\$ 1,470,244
Shared service costs, management fees, technology fees, and other charges	Selling, general, and administrative expenses	\$ 817,278	\$ 382,681
Interest (income) expense (from) with Mars, net	Interest (income) expense (from) with Mars, net	\$ (98,601)	\$ 112,618

As of December 29, 2018 and December 30, 2017, WIHC has a net receivable due from Mars of \$8,743 million and \$6,010 million, respectively, and is presented within current assets. These assets include the net of accounts receivable, cash management, notes receivable, notes payable, and accounts payable balances. Mars generally has the unilateral ability to modify its global intercompany capital structure, and modify the payment terms for note agreements, accounts receivable and accounts payable.

During the years ended December 29, 2018 and December 30, 2017, WIHC made non-cash dividends to Mars of \$10 million and \$1,475 million, respectively. During the years ended December 29, 2018 and December 30, 2017, Mars made non-cash investments in WIHC of \$290 million and \$3,594 million, respectively. These non-cash dividends and affiliate investments are included in the Consolidated Statement of Stockholders' Investment.

Cash payments for affiliate interest were \$6 million and \$56 million for the years ended December 29, 2018 and December 30, 2017, respectively.

### *Credit facilities*

On December 7, 2015, a Mars subsidiary in China (Mars Foods (China) Co., Ltd) entered into a revolving credit facility to borrow up to ¥950 million from WIHC's Chinese subsidiary (Mars Wrigley Confectionery (China) Ltd). The credit facility matures on December 7, 2020. As of December 29, 2018 and December 30, 2017, the Mars subsidiary in China had borrowings of ¥735 million and ¥0 million, respectively. The borrowings of ¥735 million as of December 29, 2018 bear an interest rate of 2% with an auto-extending maturity date of no later than December 7, 2020.

On April 6, 2017, a Mars subsidiary in China (Mars Foods (China) Co., Ltd) entered into a revolving credit facility to borrow up to ¥650 million from WIHC's Chinese Subsidiary (Mars Wrigley Confectionery (China) Ltd). The credit facility matures on December 7, 2020. As of December 29, 2018 and December 30, 2017, the Mars subsidiary in China had no borrowings outstanding under the agreement.

### (14) ACCUMULATED OTHER COMPREHENSIVE LOSS

The components of accumulated other comprehensive loss, net of tax, at December 29, 2018 and December 30, 2017 were as follows:

	Foreign currency translation adjustments	Unrealized gain on investments	Pension and other postretirement benefits	Total
Balance, December 31, 2016	\$ (4,169,888)	\$ 91,483	\$ (2,703,111)	\$ (6,781,516)
Other comprehensive income before reclassification	1,412,082	77,070	(383,406)	1,105,746
Reclassification from other comprehensive income	—	(9,371)	216,715	207,344
Other comprehensive income, net	<u>1,412,082</u>	<u>67,699</u>	<u>(166,691)</u>	<u>1,313,090</u>
Balance, December 30, 2017	<u>\$ (2,757,806)</u>	<u>\$ 159,182</u>	<u>\$ (2,869,802)</u>	<u>\$ (5,468,426)</u>
Other comprehensive income before reclassification	(1,052,153)	(44,730)	(4,888)	(1,101,771)
Reclassification from other comprehensive income	—	(12,883)	200,428	187,545
Other comprehensive income, net	<u>(1,052,153)</u>	<u>(57,613)</u>	<u>195,540</u>	<u>(914,226)</u>
Balance, December 29, 2018	<u>\$ (3,809,959)</u>	<u>\$ 101,569</u>	<u>\$ (2,674,262)</u>	<u>\$ (6,382,652)</u>

The components of comprehensive income for the year ended December 29, 2018 were as follows:

	Total WIHC	Noncontrolling interests	Total
Net income	\$ 1,775,550	\$ 3,770	\$ 1,779,320
Cumulative translation adjustments, net of tax benefit of \$4,741	(1,052,153)	(111)	(1,052,264)
Unrealized loss on available-for-sale securities:			
Unrealized losses arising during period, net of tax benefit of \$191	(44,730)	—	(44,730)
Less: reclassification of (gains) on investments included in net income, net of tax expense of \$1	(12,883)	—	(12,883)
Net change in pension and other postretirement expense, net of tax expense of \$34,095 (a)	195,540	—	195,540
Comprehensive income	<u>\$ 861,324</u>	<u>\$ 3,659</u>	<u>\$ 864,983</u>

(a) Refer to Note 5, Pension and other postretirement plans, for information related to the prior service costs arising during the period, the net loss arising during the period and amortization of prior service costs included in net periodic pension cost.

The components of comprehensive income for the year ended December 30, 2017 were as follows:

	Total WIHC	Noncontrolling interests	Total
Net income	\$ 1,313,418	\$ 802	\$ 1,314,220
Cumulative translation adjustments, net of tax benefit of \$18,776	1,412,082	—	1,412,082
Unrealized gain on available-for-sale securities:			
Unrealized gains arising during period, net of tax benefit of \$846	77,070	—	77,070
Less: reclassification of (gains) on investments included in net income, net of tax expense of \$50	(9,371)	—	(9,371)
Net change in pension and other postretirement expense, net of tax benefit of \$54,799 (a)	(166,691)	—	(166,691)
Comprehensive income	<u>\$ 2,626,508</u>	<u>\$ 802</u>	<u>\$ 2,627,310</u>

(a) Refer to Note 5, Pension and other postretirement plans, for information related to the prior service costs arising during the period, the net loss arising during the period and amortization of prior service costs included in net periodic pension cost.

(Gains)/Losses reclassified from accumulated other comprehensive loss and recognized in the Consolidated Statements of Income were included in the following financial statement line items during the years ended December 29, 2018 and December 30, 2017:

Description of Accumulated Other Comprehensive Loss Components	Location of (Gain) Loss Recognized in the Statements of Income	Amounts Reclassified from Accumulated Other Comprehensive Loss	
		2018	2017
<b>Unrealized Gain on Investments</b>			
Realized gain on sale of investments	Investment income	\$ (12,884)	\$ (9,421)
	Tax expense	(1)	(50)
	Net of tax	<u>\$ (12,883)</u>	<u>\$ (9,371)</u>
<b>Pension and Other Postretirement Benefits</b>			
Net loss	(b)	\$ 270,856	\$ 291,586
Net prior service cost	(b)	2,654	1,341
Net transition asset	(b)	—	—
	Total before tax	<u>273,510</u>	<u>292,927</u>
	Tax benefit	<u>73,082</u>	<u>76,212</u>
	Net of tax	<u>\$ 200,428</u>	<u>\$ 216,715</u>

(b) Accumulated other comprehensive loss components are included in the computation of net periodic pension cost. See Note 5, Pension and other postretirement plans, for additional detail.

(15) SUBSEQUENT EVENTS

The Company evaluated subsequent events through August 23, 2019, the date the Consolidated Financial Statements were available to be issued, for conditions both existing and not existing as of December 29, 2018 and concluded there were no subsequent events to recognize and no subsequent events to disclose.