

**Britvic plc Preliminary Results**  
**25<sup>th</sup> November 2009**

Britvic plc (“Britvic”) today announces its Preliminary Results for the 52 weeks ended 27<sup>th</sup> September 2009 (“the period”). Numbers in this announcement are all quoted before exceptional items, except where stated otherwise.

	52 weeks ended 27 <sup>th</sup> September 2009 £m	52 weeks ended 28 <sup>th</sup> September 2008 £m	% change
Group revenue	978.8	926.5	5.6
<i>GB &amp; International revenue</i>	789.3	725.8	8.7
<i>Britvic Ireland revenue</i>	189.5	200.7	(5.6)
Group operating profit	110.1	96.7	13.9
Group operating profit margin	11.2%	10.4%	80bps
<i>GB &amp; International operating profit</i>	97.9	82.0	19.4
<i>GB &amp; International operating profit margin</i>	12.4%	11.3%	110bps
<i>Britvic Ireland operating profit</i>	12.2	14.7	(17.0)
<i>Britvic Ireland operating profit margin</i>	6.4%	7.3%	(90)bps
Group profit before tax	86.5	70.1	23.4
Group profit after tax	64.2	53.0	21.1
Group profit after tax, after exceptional items	46.8	31.8	47.2
Group EBITDA <sup>(1)</sup>	150.5	142.9	5.3
Adjusted net group debt <sup>(2)</sup>	(366.4)	(388.4)	5.7
Basic earnings per share <sup>(3)</sup>	29.9p	24.8p	20.6
Full year dividend per share	15.0p	12.6p	19.0
Free cashflow <sup>(4)</sup>	69.7	66.2	5.3
Return on invested capital <sup>(5)</sup>	17.9%	16.3%	160bps

**Financial Highlights:**

- Group revenue growth of 5.6%;
- Group operating profit margin improvement of 80 basis points;
- EPS growth of 20.6% to 29.9p;
- Free cashflow up 5.3% to £69.7m;
- Final dividend per share up 23.9% to 10.9p;
- Adjusted net debt to EBITDA of 2.4x, down from 2.7x in 2008 and 3.2x in 2007;
- Agreement with investors in the US private-placement market for the issuance of a further \$250m, subject to documentation and due diligence, in order to rebalance the group’s debt structure;
- Return on Invested Capital of 17.9%, up from 16.3% in 2008;
- GB & International revenue growth of 8.7%;
- GB & International operating profit margin improvement of 110 basis points;
- Britvic Ireland delivers cumulative synergies of €15.3m in line with guidance.

### **Business Highlights:**

- In GB, we continued to outperform the soft drinks market in all key categories with volume and value share gains by each of our six core brands, namely Pepsi, 7Up, Tango, Robinsons, J<sub>2</sub>O and Fruit Shoot;
- Strong through-the-line execution and brand-equity programmes, as well as a successful new product launch programme, which focused on brand extensions and driving pack mix within the existing portfolio;
- A further addition to our brand portfolio in conjunction with PepsiCo, this time covering Lipton Ice Tea;
- Right-sizing of Britvic Ireland's infrastructure leads to cumulative synergies of €27m by the end of 2011, as per guidance.

### **Margin Enhancement:**

- GB & International have delivered a 170 basis-point improvement in operating profit margin since 2006;
- Guidance is now upgraded to an average annual group margin increase of 50 basis points each year to 2013.

The Board is proposing a final dividend per share of 10.9p bringing the full year dividend per share to 15.0p, an increase of 19.0% on the prior year. This reflects the two-times dividend-cover policy, the Board's continuing confidence in the future prospects of the business and the underlying cash-generative nature of its activities.

### **Paul Moody, Chief Executive commented:**

"Britvic's very strong performance has delivered double-digit operating profit and earnings growth. The GB & International business has now achieved eight consecutive quarters of revenue growth since 2006, resulting in revenue CAGR of 6% and operating profit CAGR of 11%.

Over the last year our brands have grown market share across all key categories and our portfolio has been strengthened by successful innovation. We are successfully re-engineering our business in Ireland to take advantage of eventual market recovery, whilst realising expected synergies.

Recent conditions in the GB soft drink market have shown some signs of improvement, although visibility in both GB and Ireland beyond the short term remains limited and we take a cautious view of consumer spending. However, we are encouraged by our strong group performance in the early weeks of the new financial year, building on our track record of top-line, margin and quality earnings growth".

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There will be a live-webcast of the presentation given today at 11.00am by Paul Moody (Chief Executive) and John Gibney (Group Finance Director). The webcast will be available at [www.britvic.com](http://www.britvic.com), with a transcript available in due course. There will also be a conference call today at 2.30pm (9.30am Eastern Standard Time) for investors and analysts with an opportunity to ask questions.

UK Access Number	+44 (0)20 8609 0205
UK Toll Free	0800 358 2705
Pin Number	566466#

A recording of the call will be available for seven days.

UK Toll Access Number	+44 (0)20 8609 0289
UK Toll Free Access Number	0800 358 2189
US Toll Free Access Number	+1 866 676 5865
Conference References	276551#

## **Notes to editors**

Britvic is one of the two leading branded soft drinks businesses in the UK and the Republic of Ireland. The Company is the largest supplier of branded still soft drinks in Great Britain, and the number two supplier of branded carbonates. Britvic's broad portfolio of leading brands includes established names with high brand recognition such as Robinsons, Tango, J<sub>2</sub>O and Fruit Shoot. Included within the portfolio are the PepsiCo brands which Britvic produces, markets, sells and distributes under its exclusive appointments from PepsiCo. This brand and product portfolio enables Britvic to target and satisfy a wide range of consumer demands in all major soft drinks categories, via all available routes to market.

## **Cautionary note regarding forward-looking statements**

This announcement includes statements that are forward-looking in nature. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Except as required by the Listing Rules and applicable law, Britvic undertakes no obligation to update or change any forward-looking statements to reflect events occurring after the date such statements are published.

## **Reporting Periods**

Britvic Ireland reports on a monthly basis in comparison to the rest of the Britvic group of companies which report on thirteen 4-week periods. There are no immediate plans to change this reporting structure.

## **Market Data**

Take-home market data referred to in this announcement is supplied by AC Nielsen and runs to 26<sup>th</sup> September 2009.

## **Britvic Ireland**

Please note: Irish volumes and ARP shown throughout this announcement refer only to owned brands. Revenue also includes that derived from the sale of third-party brands within the licensed & wholesale division.

## **Definitions**

(1) EBITDA is defined as operating profit before exceptional items, depreciation, amortisation and any impairment of or gain / loss on disposal of fixed assets.

(2) Adjusted net debt is defined as net group debt, adding back the foreign exchange impact of derivatives hedging the balance sheet debt.

(3) Earnings Per Share is based on the number of issued shares excluding any own shares held by Britvic that are used to satisfy various employee share-based incentive programmes. For the financial year 2009, this number of available shares was 214.9m. For the financial year 2008, this number of shares was 214.0m.

(4) Free cashflow is defined as net cashflow excluding movements in borrowings, dividend payments and exceptional items.

(5) Return on invested capital (ROIC) - ROIC is a performance indicator used by Management and defined as operating profit after tax before exceptional items as a percentage of invested capital. Invested capital is defined as non-current assets plus current assets less current liabilities, excluding all balances relating to interest bearing liabilities and all other assets or liabilities associated with the financing and capital structure of the group and excluding any deferred tax balances and effective hedges relating to interest-bearing liabilities. Our previous definition of ROIC included within assets the impact of cross currency interest rate swaps. This has now been adjusted to align with our adjusted net debt definition, giving a more accurate reflection of the true position. This change does not significantly impact on the trends we have seen previously.

All numbers in this announcement other than where stated or included within the financial statements are disclosed before exceptional items.

The auditors have reported on the 2009 and 2008 accounts. Their reports for both years were unqualified and did not contain statements under section 237 (2) or (3) of the Companies Act 1985 or section 498 (2) or (3) of the Companies Act 2006.

## **Business Review**

### **Chief executive's review**

In the 52 weeks ended 27<sup>th</sup> September 2009, Britvic's GB brands have again performed extremely well, growing in revenue and taking both volume and value share in key categories. This is despite the small decline in the soft drinks market, driven by subdued consumer confidence. The GB & International businesses underpinned the performance of the group, with revenue growth of 8.7% to £789.3m. Poor local trading conditions drove a 5.6% revenue decline in Ireland, though the strength of the GB & International businesses delivered total group revenue of £978.8m, up by 5.6% on the prior year.

We have continued to deliver on our point-of-purchase and innovation strategies, delivering another healthy top line whilst maintaining our proactive focus on the cost base. Group operating profit before exceptional items is up 13.9% while profit after tax (PAT) and basic earnings per share (EPS) are both up by more than 20%. These strong results build on our strong track record, ensuring repeated delivery of shareholder returns.

Free cashflow was £69.7m, £3.5m ahead of the prior year number, driven by the ongoing focus on disciplined cash and capital expenditure management. Return on Invested Capital (ROIC) including Britvic Ireland has increased by 160 basis points reflecting the strong management of the group's asset and cost base. The Board is proposing a final dividend per share of 10.9p bringing the full year dividend per share to 15.0p, an increase of 19.0% on the prior year.

### **The GB Take-Home Soft-Drinks Market**

Though relatively resilient, the soft drinks market has not been immune to the slowdown in consumer spending in 2009, with a 0.9% decline in volume over the period.

The move out of carbonates by the UK consumer experienced in 2006 was again countered in 2009 by the ongoing gradual return into carbonates by consumers taking a rational and balanced approach to their soft-drinks repertoire. This was accentuated by consumers looking for enhanced-value propositions, particularly in large-pack carbonates and resulted in the carbonates market increasing in volume terms by 0.8%, driven by the cola and glucose/stimulant categories. Every carbonates category showed value growth in the period.

The stills category declined by 2.5% this year. Notable sub-categories in material decline were smoothies and pure juice. However, there was substantial volume growth within the water plus and dairy categories, and value growth within squash. Plain water also recovered to only a minor decline in the year, with strong growth in the last quarter.

### **The GB Licensed On-Premise Soft-Drinks Market**

The GB Licensed On-Premise soft-drinks market experienced a volume decline of 1.9% for the year to September 2009, though the most recent quarter encouragingly saw a 0.6% volume increase. However, given the pressures within the overall Licensed On-Premise market, we remain cautious on the prospects for a fuller and sustained recovery in the channel.

## **GB Brand Performance**

Against this general background, Britvic has again outperformed the market in its key categories during the period, with Britvic's GB stills volumes up 3.6% and GB carbonates volumes up 7.9%. A description of the performance of some of the core brands is shown below:

- The cola market was up by 3.3% by volume and up 3.5% in value. Pepsi outperformed this with a 0.7 percentage point increase in market volume share and a 0.5 percentage point increase in market value share.
- The squash market was down 3.1% by volume and up 5.6% in value. Market volumes remain subdued due to the increasing preponderance for own-label squash to be sold in 'double-concentrate' form. Robinsons squash outperformed the market again with a 0.7 percentage point increase in market volume share and a 0.2 percentage point increase in market value share.
- The fruit carbonates market was down by 2.3% by volume and up 1.8% in value. 7Up outperformed this with a 0.7 percentage point increase in market value share. Tango also benefited from its award-winning campaign with 0.7 percentage point increase in market volume share and a 0.3 percentage point increase in market value share.

## **Corporate Responsibility**

Our Corporate Responsibility programme has been further developed in the past year and we have developed a revised vision - progressive brands, responsible business, dedicated people – that reflects our values as a business and is underpinned by four strategic goals that address the most pressing sustainability issues facing Britvic. Environmental performance is a key part of this programme and we continue to build our positive track record. For example, we have achieved year on year reductions in energy and water use (per litre produced), all GB manufacturing sites now operate Environmental Management Systems to ISO 14000, and packaging optimisation remains a priority, such as the light-weighting of our J<sub>2</sub>O bottles, saving 4,000 tonnes of glass per year. Further details of the Britvic Corporate Responsibility Programme are provided later in this statement.

## **Britvic's strategy**

Management action has focused on five main areas:

### **1. Supporting and growing our core brands**

Britvic GB's six core brands are Pepsi, 7Up, Robinsons squash, Tango, Fruit Shoot and J<sub>2</sub>O. They are the key profit drivers of our current GB business and therefore the brands to which we allocate greatest resource. Other supporting brands help to leverage customer relationships with scale and account wins. We continue to invest in our strong total portfolio of brands through both innovation and media, to ensure that they are preferred by consumers. Examples of our successful core GB brand performances are shown below:

The Pepsi brand has continued its volume and value share gains of the cola market, an increase of 0.7 and 0.5 percentage points on last year respectively. The success enjoyed by the brand in the period reflects repeated strong promotional execution across all key customers and the highly successful 'Max-It-For-A-Million' and 'Comes-With-Music' campaigns that, in conjunction with the increased in-store distribution from the successful investment in trade-ready display units has led to real success for the brand again this year. The growth in market share was also achieved against a background of increased competitor activity this summer, though our promotion management meant no adverse impact on our own ARP, despite our continually-growing presence in the discounters sector. Our close working relationship with the brand owner, PepsiCo, has been instrumental in achieving this performance.

Robinsons squash has consolidated its number one position further with volume and value share gains in the squash market, an increase of 0.7 and 0.2 percentage points on last year respectively. Robinsons' best ever Wimbledon, plus excellent brand equity programmes and in-store execution mean that the brand goes from strength to strength as the 10<sup>th</sup> most valued grocery brand within the GB take-home market. Innovation in the form of 'Robinsons Be Natural', plus brand-equity programmes such as the sponsorship of British pantomimes during Christmas 2009, mean that further share gains are well within our grasp.

### **2. Innovating / Developing new products**

The focus of this year's innovation programme in GB was brand extensions and new packaging concepts and flavours to continually match consumer needs and drive an increase in ARP as well as margin for both Britvic and the retailer.

All launches are performing in line with our expectations. The two major new innovation launches this year were Juicy Drench and Robinsons Be Natural. Packaging also plays a significant part of the innovation and product launch programme, with ARP and margin-enhancing new SKUs including:

- J<sub>2</sub>O mixers in the Licensed On-Premise channel;
- 250ml multipacks and 1 litre packs for core brands such as Pepsi;
- Pepsi Raw into single-serve can within the Impulse channel, as well as four-pack glass in take-home grocery.

New pack designs for J<sub>2</sub>O, Pepsi, 7Up, Fruit Shoot and Tango drove material consumer engagement this year, and these successful initiatives helped build both momentum and Britvic's record of great brand management.

To illustrate the success of this year's innovation & product launch programme, all three Juicy Drench SKUs now reside in the top 10 best selling juice drinks in Impulse (Source: AC Nielsen, 12 weeks to w/e 17.10.09)

Britvic signed a further Exclusive Bottling Agreement ("EBA") in Great Britain with PepsiCo covering the Lipton Ice Tea brand. Cold/Hot drinks is one of the world's largest soft-drink categories, and is another example of a category which Britvic can take the lead in building within GB in the medium term.



### **3. Managing efficiency – improving margins and free cash flow**

Against the background of the tough cost environment, we continue to drive costs out of the business.

We have repeated the success of the Product Value Optimisation (PVO) programme, delivering a further £2m of savings in the year in GB, in addition to the £2m delivered in each of 2006, 2007 and 2008. We anticipate delivering a further £2m incremental saving in the 2010 financial year.

Added to this we realised the final incremental annualised savings as a consequence of the outsourcing of the secondary distribution network and vending and chiller re-manufacturing operations outlined in March 2008. We have also realised some of the benefits of the business review in GB and most notably in Ireland, delivering group savings of around £3m this year.

### **4. Britvic Ireland**

In the extremely challenging macro-economic environment, the Irish soft drinks market shows no indication of a return to growth in the short term. ROI grocery market volumes are down 5% in the year, whilst the Licensed On-Premise market is down 19% in the year to August.

Despite the trading conditions, Britvic Ireland continues to deliver on a synergy programme that was enhanced during the year. Total achieved cumulative synergies to date now amount to €15.3m, with further planned synergies of over €9m coming in 2010 and €2.0m in 2011. These already-guided synergy gains are primarily a result of:

- The implementation of our Business Transformation Programme, begun during the first half of the 2009 financial year;
- The outcome of the January 2009 business review, which restructured and right-sized operations on the island of Ireland. The measures were designed to underpin sustainable business growth and enhance group integration.

The business fundamentals remain strong:

- No. 1 in the Licensed On-Premise market (now >40% volume share) and No. 2 in the ROI Grocery market
- Alignment of business model and systems with Britvic GB from the implementation of the Business Transformation Programme
- From January 2009, investment in the Kylemore production facility in Dublin facilitated the production of Robinsons squash for the Irish market for the first time

In a tough Irish market, core brands have played a significant part in the robust performance of the business. 7Up retains its position as the number two soft drinks brand in the market, whilst Pepsi has become the fastest-growing carbonate brand, up 14% in the period, according to Nielsen.

### **5. Expansion into Europe**

Britvic's European presence centres around Britvic International's main focus of export into the Netherlands and Scandinavia. Our International division delivered another strong performance of 18.5% revenue growth, despite a backdrop of significant double-digit decline in the euro-flight travel sector and traditional tourist markets. The performance was driven by strong in-market activity in Holland where we delivered our highest ever market shares during the summer, strong Robinsons squash activity in the Nordics, and the launch of Fruit Shoot in Sweden in August. In addition we saw volumes materialising from new travel contracts in the airline and shipping sectors, and rapid growth in some new, though opportunistic, export markets such as Turkey and Bulgaria.

Britvic International continues to look at opportunities to further establish Britvic's international presence. Aside from traditional sales into the travel industry and via export, the business remains focused on developing its licensing and franchising arm through brands such as Fruit Shoot and Robinsons. As an example of this strategic intention, the sale of Fruit Shoot in the southern United States through Buffalo Rock continues to meet expectations, albeit within the depressed convenience & gas channel.

## **Medium-Term Revenue Growth Drivers**

Given the strong track record of growth, it is worth noting a number of previous revenue drivers that are likely to continue driving the top line over the medium to long term:

Britvic intends to grow within GB, Ireland, as well as internationally:

- In GB, the drivers of future growth are expected be:

### **1. Market volume growth**

Estimated by Britvic to average 2-3% per year in the medium and long term. We expect this growth will marginally be led by the stills category as consumers renew their focus on health, wellbeing and a 'natural' agenda. Per capita consumption of purchased soft drinks will be in turn driven by:

- Cohorting  
Younger generations drink more purchased soft drinks and less tea, coffee, alcohol, dairy drinks and tap water than previous generations;
- Population Growth  
Over the next 20-25 years, the British population is expected to reach 70m from the current population of around 60m;
- Continuing Trends  
According to Canadean, per-capita soft-drink consumption continues to increase. This is against 10-year declines of 2% for dairy drinks, 4% for hot drinks and 8% for alcoholic drinks.

### **2. Innovation**

Typically adds 1.0-2.0% to Britvic GB's revenue line in a full year;

### **3. ARP Growth**

Derived from promotional management, product/channel mix and headline price increases;

### **4. Distribution Opportunities**

Britvic does not yet have anywhere near-ubiquitous distribution within the GB soft drinks market and particularly under-trades in attractive routes to market such as Convenience, Impulse and Leisure/Catering. With Britvic's balanced and extensive brand portfolio, as well as market-leading consumer insight, there are significant opportunities for GB growth over the medium to long term within other channels.

- In Ireland, the structure of the business is now appropriate for a resized soft-drinks market. Commanding presence in routes to market such as Licensed On-Premise is juxtaposed with significant opportunities in other channels. Category gaps also provide room for material growth, and a strong brand portfolio can only benefit from potential innovation and product launches of GB, PepsiCo and Ireland-specific brands and products. While the soft-drinks market remains challenged in the near term, group-wide systems, processes and infrastructure will keep the synergy programme on track and give Britvic Ireland the right platform to grow when conditions ease.
- Internationally, Britvic is focused on two main routes to build its global presence:
  - Through the already-successful Britvic International business that not only concentrates on export and the travel industry, but is also exploring ways to extend the availability of Britvic's wholly-owned brands worldwide through licensing and franchising arrangements;
  - Through European acquisition of soft-drink businesses and assets in order to drive Britvic's current portfolio and unlock material cost synergies and revenue opportunities across the Continent.

By concentrating on brand management purely within the soft drinks category, a clear growth strategy has led to a material track record of growth that positions us well for longer-term prospects.

## **Summary**

We have grown market share and revenue across all of the categories with a strong performance from both our core and seed brands, despite continued difficult trading conditions.

Our robust top-line performance has again translated into double-digit operating-profit and earnings growth, with another material increase in operating-profit margins. Revenue growth will continue to be driven by an expanding market, successful innovation, management of ARP, as well as significant distribution opportunities. Indeed, our GB & International operating-profit margin increase of 170 basis points over the last three years gives us the confidence required to enhanced our margin guidance, given the strength of our delivery to date.

Together with cost reduction and operating leverage, Britvic is better-equipped to anticipate and react to competitor activity, and we are therefore well-placed to build on our successful track record in the short, medium and long term.

## Financial Review

The following discussion is based on Britvic's results for the 52 weeks ended 27<sup>th</sup> September 2009 ("the period") compared with the same period last year, and all numbers exclude exceptional items.

### Key performance indicators

The principal key performance indicators that Management uses to assess the performance of the Group in addition to income statement measures of performance are as follows:

- *Volume growth* – increase in number of litres sold by the group relative to prior period.
- *Average Realised Price (ARP)* – average revenue per litre sold.
- *Revenue growth* – increase in sales achieved by the group relative to prior period.
- *Brand contribution margin* – revenue less material costs and all other marginal costs that Management considers to be directly attributable to the sale of a given product, divided by revenue. Such costs include brand specific advertising and promotion costs, raw materials, and marginal production and distribution costs. Management uses the brand contribution margin to analyse Britvic's financial performance, because it provides a measure of contribution at brand level.
- *Operating profit margin* – operating profit before exceptional items and before the deduction of interest and taxation divided by revenue.
- *Free cashflow* – net cash flow excluding movements in borrowings, dividend payments and non cash exceptional items.
- *Return on invested capital (ROIC)* - ROIC is a performance indicator used by Management and defined as operating profit after tax before exceptional items as a percentage of invested capital. Invested capital is defined as non-current assets plus current assets less current liabilities, excluding all balances relating to interest bearing liabilities and all other assets or liabilities associated with the financing and capital structure of the group and excluding any deferred tax balances and effective hedges relating to interest-bearing liabilities. Our previous definition of ROIC included within assets the impact of cross currency interest rate swaps. This has now been adjusted to align with our adjusted net debt definition, giving a more accurate reflection of the true position. This change does not significantly impact on the trends we have seen previously.

### Overview

In the period Britvic outperformed the UK soft drinks market in its key categories and channels with strong revenue growth of 5.6% to £978.8m, driven by a volume increase of 3.9% to 1.7bn litres and an ARP increase of 2.9% to 53.2p. GB & International revenue growth was 8.7% to £789.3m with volumes up 6.5%.

Operating profit before exceptional items for the period was up 13.9% to £110.1m with group operating profit margin up 0.8%. GB & International operating profit was up 19.4% at £97.9m with operating profit margin up to 12.4%, increasing strongly by 110 basis points on the prior year. This takes the GB & International operating profit margin increase over the last three years to 170 basis points. Pre-exceptional Profit After Tax for the 2009 period was £64.2m, up 21.1% on the prior period.

<u>GB Stills</u>	52 weeks ended 27 Sep 2009 £m	52 weeks ended 28 Sep 2008 £m	% change
Volume (millions litres)	496.8	479.6	3.6
ARP per litre	70.5p	69.1p	2.0
Revenue	350.2	331.4	5.7
Brand contribution	156.5	146.7	6.7
Brand contribution margin	44.7%	44.3%	0.4% pts

In stills we have seen an outstanding outperformance against the market across the key categories and channels during the period with revenue growth of 5.7% to £350.2m. Volumes were up 3.6% against a market which was down 2.5%, having been impacted by the recession seen in the UK through most of the year.

This strong performance in Britvic's stills portfolio was driven by:

- The core brands of Fruit Shoot and Robinsons squash consolidating their positions as market leading brands
- J<sub>2</sub>O taking 3.6% value share in the year in the Take-Home market alone
- The major launches of the brand extensions, namely Juicy Drench and Robinsons Be Natural

ARP was up 2.0% with this growth accelerating through the year. This reversal of direction was due to a weak comparable period when consumers moved from the more expensive Licensed On-Premise environment to consuming more soft drinks at home. 2009 also saw the anniversary of the successful launch of lower-than-average priced Drench water, and ARP-accretive innovation launches, and new packs also drove pricing in the year.

Despite a 6.1% increase in direct stills costs and an overall raw material price increase of 4.2%, brand contribution margin increased by 40 basis points due to lower stills A&P compared to the launch-led stronger spend in the previous year.

We continue to minimise both variable and fixed costs using a variety of tools including the PVO programme where product cost is reduced with no detriment to brand quality or equity. PVO saved around £1.0m in 2009 stills, on top of the previous cumulative total across carbonates and stills over 2006-2008 of £6m.

<u>GB Carbonates</u>	52 weeks ended 27 Sep 2009 £m	52 weeks ended 28 Sep 2008 £m	% change
Volume (millions litres)	995.7	922.8	7.9
ARP per litre	41.8p	40.7p	2.7
Revenue	416.7	375.5	11.0
Brand contribution	151.2	143.6	5.3
Brand contribution margin	36.3%	38.2%	(1.9)%pts

Carbonates have delivered an excellent performance over the period with revenue growth of 11.0% to £416.7m. Increasingly effective through-the-line execution and brand-equity programmes have led to double-digit revenue growth this year for each of the core carbonates brands, namely Pepsi, 7Up and Tango brands. Each of these brands increased both volume and value share this year.

ARP was also up by 2.7%, driven mainly by ever-more-effective management of our promotional programmes. Part of this effectiveness has come from improving in-store point of sale delivery.

Brand contribution margin decreased by 1.9%pts. The decrease is mainly a result of the growth of large pack PET and dispense, which have an inherently lower margin. Brand contribution margins were also impacted by the final switch of some fixed costs to variable costs as part of the completion of the outsourcing of the secondary retail distribution network, outlined in March 2008.

Again, we continue to minimise costs using a variety of tools including the PVO programme, which in itself saved around £1.0m in 2009 carbonates on top of the previous cumulative total across carbonates and stills over 2006-2008 of £6m.

<u>International</u>	52 weeks ended 27 Sep 2009 £m	52 weeks ended 28 Sep 2008 £m	% change
Volume (millions litres)	28.8	26.1	10.3
ARP per litre	77.8p	72.4p	7.5
Revenue	22.4	18.9	18.5
Brand contribution	7.6	4.9	55.1
Brand contribution margin	33.9%	25.9%	8.0%pts

Our International division delivered another strong performance of 18.5% revenue growth, despite a backdrop of significant double-digit decline in the euro-flight Travel sector and traditional tourist markets. The performance was driven by strong in-market activity in Holland where we delivered our highest ever market shares during the summer, strong Robinsons squash activity in the Nordics, and the launch of Fruit Shoot in Sweden in August.

In addition we saw volumes materialising from new travel contracts in the airline and shipping sectors, and rapid growth in some new, though opportunistic, export markets such as Turkey and Bulgaria. In addition to the flow-through from the volume and ARP growth, the stark increase in brand contribution has come as a result of lower A&P spend in the Nordics due to the Robinsons brand now establishing itself in the region.

<u>Ireland (GBP)</u>	52 weeks ended 27 Sep 2009 £m	52 weeks ended 28 Sep 2008 £m	% change
Volume (millions litres)	226.1	253.1	(10.7)
ARP per litre	62.2p	56.9p	9.3
Total Revenue	189.5	200.7	(5.6)
Brand contribution	70.8	70.2	0.9
Brand contribution margin	37.4%	35.0%	2.4%pts
EBIT	12.2	14.7	(17.0)
EBIT margin	6.4%	7.3%	(0.9)%pts

<u>Ireland (Euros)</u>	52 weeks ended 27 Sep 2009 €m	52 weeks ended 28 Sep 2008 €m	% change
Volume (millions litres)	226.1	253.1	(10.7)
ARP per litre	71.6c	74.3c	(3.6)
Total Revenue	218.1	262.3	(16.9)
Brand contribution	81.5	91.8	(11.2)
Brand contribution margin	37.4%	35.0%	2.4%pts
EBIT	14.0	19.0	(26.3)
EBIT margin	6.4%	7.2%	(0.8)%pts

*Note: Volumes and ARP include own-brand soft drinks sales and do not include 3<sup>d</sup>-party drink sales included within total revenue and brand contribution. Britvic Ireland shows trading-entity results only and excludes the associated holding company shown in GB.*

Britvic Ireland was challenged by the severe declines in the Irish soft drinks market, seen most notably with the Licensed On-Premise channel, where Britvic Ireland now has over a 40% share. An operating profit of £12.2m was achieved through the cumulative delivery of €15.3m of synergies, which drove a brand contribution margin increase of 240 basis points.

<u>Fixed Costs</u>	52 weeks ended 27 Sep 2009 £m	52 weeks ended 28 Sep 2008 £m	% change
Non-brand A&P	(8.1)	(7.7)	(5.2)
Fixed supply chain	(87.1)	(92.9)	6.2
Selling costs	(102.5)	(101.5)	(1.0)
Overheads and other	(78.3)	(66.6)	(17.6)
<b>Total</b>	<b>(276.0)</b>	<b>(268.7)</b>	<b>(2.7)</b>
<i>Total A&amp;P spend</i>	<i>(52.5)</i>	<i>(54.6)</i>	<i>3.8</i>
<i>A&amp;P as a % of net revenue</i>	<i>5.6%</i>	<i>6.3%</i>	<i>(0.7)%pts</i>

The group's A&P spend was 5.6% of branded revenue (5.7% in GB & International). The reduction was driven by Britvic taking advantage of lower media rates and a higher proportion of activity through less expensive advertising media such as digital and viral marketing. Share of voice increased in the year as Britvic led with major brand equity programmes across not just its six core brands, but with also with seed brands such as Drench and Gatorade. The spend shown does not include that of PepsiCo on their brands franchised with Britvic.

The reduction in fixed supply chain costs of around £6m is due to the completion of the outsourcing of the secondary distribution network, outlined in March 2008, where related fixed supply chain costs are now treated as variable costs. Additionally, the depreciation shown within fixed supply chain costs has declined due to the expiry of the depreciation of the Business Transformation Programme in GB.

Overall therefore, we have maintained very strong and disciplined control over our cost base in response to challenging trading conditions.

Overheads have increased by around £12m, being primarily driven by an increase in performance-related employee bonuses. In addition, we have invested further into the GB business as part of the group restructuring announced earlier in the year, designed to build group capability in line with our expansion plans. There is also a foreign exchange impact, relating to both currency balances in GB and the increased sterling costs on translating flows derived from the Irish business.

#### Exceptional items

During the period, Britvic incurred pre-tax exceptional operating costs and profits which netted to £20.3m in total. The main elements of this comprised:

Cash items of £12.9m were mainly related to group and business-unit restructuring costs as part of the group business review announced on 23<sup>rd</sup> January 2009.

Non-cash items of £7.4m primarily relate to onerous leases and the impairment of properties relating to the closure of three sites in the Britvic Ireland business.

#### Interest

The net finance charge before exceptional items for the period for the group was £23.6m compared with £26.6m in the same period in the prior year. The reduction was for two reasons, namely lower debt balances compared to the previous year, closing adjusted net debt is down by £22.0m, as well as a lower weighted average interest rate, down by nearly 100 basis points to below 5%. The fall in LIBOR and EURIBOR more than compensated for the higher margin paid on refinanced bank facilities secured during the period.

#### Taxation

The tax charge of £22.3m before exceptional items represents an effective tax charge of 25.8%. The effective tax rate as reported in the accounts for the previous year was 24.4%. Including the effect of exceptional items, the effective tax rate was 29.3%, which is lower than last year's rate of 38.6% as 2008 saw the one-off impact from the abolishment of IBAs.

### Earnings per share

Basic EPS for the period, excluding exceptional items, was 29.9p, up 20.6% on the same period last year of 24.8p. Basic EPS (after exceptional items) for the period was 21.8p compared with 14.9p for the same period last year.

### Dividends

The Board is recommending a final dividend for 2009 of 10.9p per share. Together with the interim dividend of 4.1p per share paid on 3<sup>rd</sup> July 2009, this gives a total dividend for the year of 15.0p per share, an increase of 19.0% on the dividend paid last year. Subject to approval at the AGM, the total cost of the dividend for the financial year will be £32.3m and the final dividend will be paid on 12<sup>th</sup> February 2010 to shareholders on record as at 4<sup>th</sup> December 2009.

### Cash flow and net debt

Free cash flow was £69.7m, £3.5m ahead of the prior year number, driven by a continued focus on cash and capital expenditure management. Additional contributions were made to the defined benefit pension scheme of £10.0m in the year as part of the ongoing programme agreed with trustees. At 27<sup>th</sup> September 2009, the Group's net debt was £411m compared to £401.4m at 28<sup>th</sup> September 2008 impacted by an £45.4m adverse movement due to the revaluation of foreign currency-denominated debt. However, this accounting treatment is offset to the tune of £31.6m due to the effective hedging in place on our US-dollar denominated debt. In addition, the majority of the remainder of the adverse movement relates to euro-denominated borrowings which act as a net investment hedge against our euro-investment in Britvic Ireland. The adjusted net debt (taking into account the foreign exchange movements on the derivatives hedging our US Private Placement debt) at 27<sup>th</sup> September 2009 is £366.4m.

### Capital employed

Non-current assets increased in the year from £519.1m to £576.1m due in the main to the retranslation of euro-based intangible assets recognised on the acquisition of Britvic Ireland and the fair value of derivatives.

Depreciation decreased in the year by £5.3m to £30.1m. The reduction on the prior year reflects the level of disposals made in the year and older assets reaching the end of their economic life.

Current assets also increased from £216.3m to £272.3m.

At the same time current liabilities increased from £266.5m to £303.3m driven principally by an increase in trade and other payables.

ROIC, including Britvic Ireland, has improved to 17.9% from 16.3% in 2008 reflecting the continued focus on costs, cash flow and the proactive management of the Group's asset base.

### Share price and market capitalisation

At 27<sup>th</sup> September 2009 the closing share price for Britvic plc was 352p. The group is a member of the FTSE 250 index with a market capitalisation of approximately £764m at the period end.



## Treasury management

The financial risks faced by the Group are identified and managed by a central Treasury department. The activities of the Treasury department are carried out in accordance with Board approved policies and are subject to regular audit and Treasury Committee reviews. The department does not operate as a profit centre.

Key financial risks faced by the Group include exposures to movement in:

- Interest rates
- Foreign exchange
- Commodity prices.

The Treasury department is also responsible for the management of the Group's debt & liquidity, currency risk and cash management.

The Group uses financial instruments to hedge against interest rate and foreign currency exposures in line with policies set by the Treasury department and approved by the Board of Directors. No derivative is entered into for trading or speculative purposes.

At 27 September 2009, the Group's net debt of £411.0m consisted of £180.2m drawn under the Group's committed bank facility and £274.6m of private placement notes. This was netted off with around £39.7m of surplus cash and £4.1m of issue costs of loans.

In November 2009, the Company reached agreement with a number of investors in the U.S. private placement market to raise an additional \$250m of funding for terms of between 5-years and 10-years. This funding is subject to documentation and due diligence which is scheduled to be completed in December 2009. This dollar funding is hedged using cross currency interest rate swaps to meet the Company's desired funding profile and to remove any associated foreign currency risk from the P&L.

## Pensions

The principal Group pension scheme, the Britvic Pension Plan (BPP), has both a defined benefit and a defined contribution section. The defined benefit section of the BPP was closed on 1 August 2002, and since this date new employees have been eligible to join the defined contribution section of the BPP. The latest formal actuarial valuation for contribution purposes was carried out as at 31 March 2007. The amount recognised as an expense in relation to the BPP defined contribution scheme in the income statement for 2009 was £2.9m (2008: £2.0m).

As a result of the acquisition of Britvic Ireland on 29 August 2007, in Northern Ireland the Group inherited a further pension scheme in which its employees participated, the C&C Pension Fund. The name of this scheme has subsequently been changed to the Britvic Northern Ireland Pension Plan (BNIPP), with employees of C&C Group transferring out on 30 June 2008. The BNIPP was closed to new members on 28 February 2006, and since this date new employees have been eligible to join a Stakeholder plan with Legal & General. An actuarial valuation was carried out on 31 December 2008, and is still being finalised.

In the Republic of Ireland (ROI), employees continued to participate in a number of C&C Group pension funds following the acquisition until transferring into two newly formed pension plans called the Britvic Ireland Defined Contribution Pension Plan and the Britvic Ireland Defined Benefit Pension Plan (BIPP) on 1 September 2008. Both Plans are held under trust and operated by Britvic Ireland Pension Trust Limited as trustee. The next actuarial valuation will be carried out on 31 December 2009.

The amount recognised as an expense in relation to the Irish defined contribution schemes in the Income Statement for 2009 was £0.3m (2008: £0.1m).

## Corporate Responsibility

In May of this year we published our second Corporate Responsibility Report demonstrating our achievements in 2008/09 and highlighting our future plans for 2009/10. We have continued to make good progress in the six months that have passed; testimony to the commitment of the business as a whole and our individual employees to drive forward on this important agenda.

### Our Strategy

Our vision for CR - progressive brands, responsible business, dedicated people - reflects our values as a business and is underpinned by four strategic goals, that reflect the most pressing sustainability issues facing Britvic.

### Optimising the environmental performance of our packaging

We work hard to reduce the environmental impact of our packaging whilst maintaining stringent quality standards. Our packaging strategy focuses on minimising waste, using recycled materials and supporting recycling.

We have removed 11,000 tonnes per year from our total packaging waste. This year we have already beaten our target of reducing a further 5000 tonnes of packaging by December 2010, totaling 8000 tonnes reduced so far. This was achieved through, removing 4000 tonnes of glass from our J<sub>2</sub>O bottle – a 20g reduction in weight and the equivalent to 20 million bottles of J<sub>2</sub>O a year. These reductions have also led to improvements in filling line efficiencies, energy savings of around 10% and the lighter bottles require less fuel to transport too. We will continue our important work in this area further reducing our impacts on the environment.

In May, we announced plans to complete an rPET trial using UK-only recycled content. Initial bottle-manufacturing trials have taken place and further refinement is required. Our target to achieve over 10% UK only rPET average content across all our GB manufactured brands by December 2012 is well under way and could be delivered as early as December 2010.

We are continuing to roll out the easy to understand 'Recycle Now' across all our packs, to help consumers improve their understanding of which packaging can be recycled and to encourage them to recycle more.

We were the first soft drinks company to sign up to WRAP and our post-2010 targets will focus on carbon footprint, for which rPET will have a significant impact.

### Increasing the efficiency of our operations

In the past year, we have strengthened our commitments to the environment in a number of areas and our full environment policy is available via our corporate website.

We have continued to deliver a strong performance against our targets, continually driving improvements.

<b>Targets</b>	<b>2009 Target</b>	<b>2009 Result</b>	<b>2008 Result</b>
Energy kWh per tonne produced	-2%	-9.2%	-1.5%
* Effluent M3 per tonne produced	-2%	+2.5%	-15.8%
Water M3 per tonne produced	-2%	-4.1%	-3.6%
Landfill solid waste Kg per tonne produced	-7%	-23.5%	-19.5%
Accidents frequency rate Per 100,000 hours worked	-10%	-44.5%	-23.2%

NB:

- Since reporting last year we have discovered a calibration issue with our meter readings, which overly stated our 2008 result.
- These figures are in line with the Climate Change Levy.

We are proud of these achievements and some of the work that has gone in at our sites to ensure their success, including power factor correction at both our Rugby and Huddersfield sites, numerous lighting

reduction projects, involving the removal of unnecessary lighting and installing movement sensors and our drive on recycling found a solution for plastic cups meaning a reduction of one landfill skip collection per week.

We remain fully committed and on course to deliver our future goals, which include a 20% reduction in CO<sub>2</sub> emissions by 2010 compared to 1990 (by tonne of product) and a 20% water reduction by 2020 compared to 2007. By January 2010 all our single door chillers will be Hydracarbon (HCO) and by mid 2010 our double door and the rest of our range will follow. We have also been trialing EMS (energy management system) plugs in pilot on-premise accounts and are expecting successful results.

#### Support our local and global communities

We are committed to supporting the communities in which we operate and we do this locally via our community investment programme and globally by committing to high ethical standards throughout our supply chain. Both our community investment and our ethical trading policies are available via our website.

Our charitable giving has grown by 400% since 2006 when we joined the London Benchmarking Group and we are committed to increasing this investment over the next three years through relationships with a number of charitable partners as well as supporting employee fundraising and volunteering. In the past year we have donated the equivalent of £415,000 to charitable organisations, through a combination of funding and in-kind donations. Many of our employees donate via volunteering and giving up their time to their local communities and our IT department made a huge commitment recently at Shire Country Park in Solihull, constructing 286 metres of footpaths and helping the Rangers get the park fit for winter. Our brands too have invested in community projects such as Robinsons Be Natural support of the Woodland Trust offering a number of free memberships to the Woodland Trust Nature Detective Club and raising much needed awareness of their cause.

In terms of our global commitments, since reporting in May the percentage of direct suppliers (those that supply either ingredients or packaging) who have signed up to our ethical trading policy, has increased from 95% to 97% and we remain committed to achieving full compliance by December 2010.

We are also investigating and evaluating accreditation options for our fruit sourcing and conducting a number of audits in those countries we have identified as higher risk in order to make continuous improvements. We have also started work on our indirect supply chain (all other suppliers) in order to gain compliance with our ethical trading policy.

#### Supporting healthy lifestyles and employee wellbeing

Health and wellbeing continues to be a significant public issue and we want to continue to support both our consumers and our employees to lead healthy, balanced lifestyles.

In the past year we have re-launched Fruit Shoot NAS as Low Sugar following consumer feedback and to help make the differences between the Fruit Shoot variants easier to understand. We launched Robinsons Be Natural containing only naturally sourced ingredients and free from artificial colours, flavours, sweeteners and preservatives. In addition we have promoted active and healthy lifestyle programmes through brand activity such as Gatorade's support for the triathlon and Robinsons' association with the Wimbledon Championships. Fruit Shoot launched a campaign encouraging 8 year olds to learn and practice fun mental and physical new skills and brought this to life via a new factual entertainment programme for kids called 'Skillicious.' Our in-house Nutritionist has worked with Robinsons and NetMums to provide regular on line information on healthy drinking for young children.

Our employee policies are available via our website and are designed to support and develop employees and promote flexibility for all. Recognising that this is particularly important to those with parental and caring challenges this year we increased both our paternity leave and the number of additional holidays available via our benefits programme.

Going forward we have started exploring a range of healthy lifestyle initiatives through Business4Life – a coalition of industry partners supporting the government's Change4Life programme. We have already supported a 'play4life' initiative with the Play Providers Association and funded 30,000 frisbees encouraging children to get active via play. We have also funded research into MEND's (Mind, Exercise, Nutrition Do-it), new 5-7's programme working with families with children who have been identified as overweight or obese.

This year, two of our factory sites were especially recognised for health & safety by certification and awards. We beat our target to reduce accident frequency rates by 10% achieving a result of 44.5% accident

reduction across the business. Our Huddersfield site obtained certification to OHSAS 18000 and our Rugby site achieved a British Safety Council International Safety Award and RoSPA Gold Award for Safety.

### A strong performance

We have made great strides in many areas of our corporate responsibility programme, but acknowledge there is still more work to be done. It was good to see our progress recognised in the FTSE4Good Index for the second time and we are committed to maintaining this momentum going forward.

## **Business Resources**

Britvic is one of the two leading branded soft drinks businesses in GB and Ireland. It is one of the top two branded soft drinks businesses in the GB take-home channel, is the leading branded soft drinks supplier to the GB licensed on-premise channel and is a significant player with a growing presence in the leisure and catering channel.

The main resources the Group uses to achieve its results are:

- an extensive and balanced portfolio of stills and carbonates brands, including Robinsons, Pepsi, 7Up, Tango, J<sub>2</sub>O and Fruit Shoot. The breadth and depth of Britvic's portfolio enables it to target consumer demand across a wide range of consumption occasions, in all the major soft drinks categories and across all relevant routes to market. The strength of Britvic's brand portfolio is underpinned by its consumer insight and product development capability which has consistently enabled it to produce innovative products, packaging formats and promotional activity designed to meet evolving consumer tastes and preferences. Britvic Ireland owns a number of leading brands in the Republic of Ireland and Northern Ireland, including Club, Ballygowan water, Britvic, Cidona, MiWadi, and Energise Sport, as well as the rights to the Pepsi and 7Up brands.
- a successful long-standing relationship with PepsiCo that resulted in the Exclusive Bottling Agreement (EBA) being renewed in Great Britain in 2003 for a further 15 years, with an extension to 2023 on Admission to the London Stock Exchange. The EBA for Ireland lasts until 2015. This relationship gives Britvic the exclusive right to distribute the Pepsi and 7Up brands in Great Britain and Ireland, access to all new carbonated drinks developed by PepsiCo for distribution in Great Britain and Ireland and, to support the development of its carbonates offering, access to PepsiCo's consumer and customer insight, competitor intelligence, marketing best practice, brand and product development expertise and technological know-how. Britvic has added to its stills portfolio in 2008 with Gatorade and V Water, and in 2009 with Lipton Ice Tea.
- a strong customer base. In take-home, Britvic's customers include the "Big 4" supermarkets (Tesco, J Sainsbury, Asda and Wm Morrison) together with a number of other important grocery retailers. The Group has significant supply arrangements with a number of key players in the GB pub sector and leisure and catering channels. Through Britvic International, the Group has built on the success of the Robinsons and Fruit Shoot brands by introducing these products into markets outside GB.
- Britvic also has a well-invested and flexible production capability and a recently outsourced distribution network that, according to AC Nielsen, enabled its soft drinks to be made available to consumers at over 96% of the points of sale (on a sterling-weighted value basis) in the GB take-home and over 90% of the points of sale of the GB Licensed On-Trade channels in 2009.

## Risks and Uncertainties

### Risk management process

There is in place an ongoing process for identifying, evaluating and managing the significant risks faced by the Group, which has operated throughout the financial year. This process involves a quarterly assessment of functional risk registers, which is then reviewed and signed off by the Group Risk Committee. The Group's risk management framework is designed to support this process and is the responsibility of the Group Risk Committee, chaired by the Group Finance Director. The risk framework governs the management and control of both financial and non-financial risks. The adoption of this policy throughout the Group enables a consistent approach to the management of risk at both regional and business unit level. The Internal Audit function runs regular workshops throughout the Group to ensure a consistent deployment of the framework and test compliance with the policy.

In addition, during the 52 weeks ended 27 September 2009, the Audit Committee this year received:

- Reports from the Head of Internal Audit and Risk on the work carried out under the annual internal audit plan;
- Risk management reports, including the status of actions to mitigate major risks and the quantification of selected risks; and,
- Reports from the external Auditors.

Through the monitoring processes set out above, the Board conducted a review of the effectiveness of the system of internal control during the 52 weeks ended 27<sup>th</sup> September 2009. The system of internal control is designed to manage, rather than eliminate, the risk of failure to achieve business objectives and it must be recognised that it can only provide reasonable and not absolute assurance against material misstatement or loss. In that context, the review, in the opinion of the Board, did not indicate that the system was ineffective or unsatisfactory and the Board is not aware of any change to this status up to the approval of this report.

The Group's results of operations could be materially adversely affected by:

### Risks relating to the Group

A decline in certain key brands;

A termination or variation of its bottling and distribution arrangements with PepsiCo or an adverse development in the PepsiCo relationship;

The relationship with Pepsi as the UK bottler is key to the long-term success of the business. If the contract is severed, then the business would be under severe financial difficulty;

A further consolidation in the customer base;

Credit risk from companies becoming insolvent with significant debt outstanding;

Any interruption in, or change in the terms of, the Group's supply of packaging and raw materials;

Any failure in the processes or the IT systems implemented as part of the Business Transformation Programme;

Any inability to protect the intellectual property rights associated with its current and future brands;

Contamination of raw materials or finished products;

Litigation, complaints or adverse publicity in relation to products;

Loss of key employees;

Any increase in the Group's funding needs or obligations in respect of its pension scheme;

The Final Salary Pension schemes are inappropriately managed resulting in significant deficits.;the company would need to fund these deficits;

Any failure or unavailability of the Group's operational and IT infrastructure;

Loss or interruption of water supply to factory or part thereof effecting production;

Changes in accounting principles or standards;

An epidemic outbreak causes business interruption;

Any failure of a third party to provide contractual services;

Increased recessionary pressures impact negatively on the banking syndicate leading to reduced facilities and increased costs;

A bank defaulting may lead to inability to retrieve deposits. There may also be significant replacement cost of derivatives and foreign exchange contracts;

#### Risks relating to the market

A change in consumer preferences, perception and/or spending;

Poor economic conditions and weather;

Potential impact of regulatory developments;

Actions taken by competition authorities or private actions in respect of supply or customer arrangements;

Actions by the Group's competitors;

Loss of Britvic's ability to promote either due to better terms offered by competitors or even other non-soft drink promotions.

#### Risks relating to the Ordinary Shares

There are risks arising out of an investment in Ordinary Shares because of:

Actions by the Group's competitors;

US Holders potentially not being able to exercise pre-emptive rights;

Potential share price volatility;

Sterling dividend payments giving rise to currency exposure for investors whose principal currency is not sterling;

PepsiCo's right to terminate the EBAs on a change of control which may affect the ability of a third party to make a general offer for the Ordinary Shares