

Company Registration No. 00387390 (Republic of Ireland)

**KELLOGG EUROPE TRADING LIMITED**  
**ANNUAL REPORT AND FINANCIAL**  
**STATEMENTS**  
**FOR THE PERIOD ENDED**  
**28 DECEMBER 2024**

# KELLOGG EUROPE TRADING LIMITED

## COMPANY INFORMATION

---

**Directors**

M Barr  
D Lawlor  
J Damico  
A Collins  
B Edwards  
T Winnie

**Company number**

00387390

**Registered office**

3 Dublin Airport Central (DAC)  
Dublin Airport  
Dublin  
Ireland

**Auditors**

PricewaterhouseCoopers  
One Spencer Dock  
North Wall Quay  
Dublin 1  
Ireland

---

# KELLOGG EUROPE TRADING LIMITED

## DIRECTORS' REPORT

### FOR THE PERIOD ENDED 28 DECEMBER 2024

---

The Directors present their annual report and financial statements for the period ended 28 December 2024. The previous financial statements cover the period ended 30 December 2023.

#### Principal activities

The principal activity of the Company continued to be that of the production and marketing of ready-to-eat cereals and related foodstuffs in Europe. Affiliated enterprises act as consignment manufacturers and as local market distributors.

#### Fair review of the business

Turnover for the financial period ended 28 December 2024 was €2,322,433,000 (period ended 30 December 2023: €2,405,381,000) which was considered satisfactory. Gross profit increased to €664,591,000 in the financial period (period ended 30 December 2023: €632,611,000) which was in line with expectations. Administrative expenses of €417,081,000 were incurred in the financial period (period ended 30 December 2023: €365,920,000). The increase is primarily attributable to inflationary pressures on employee-related costs and the adverse impact of foreign currency fluctuations during the financial period.

Exceptional costs of €89,827,000 were incurred in the financial period (period ended 30 December 2023: €nil). This comprises €74,257,000 in relation to the closure of the Manchester cereal manufacturing facility and further costs of €15,570,000 relating to a project to realign resources and investment to take the snacks category to its full potential and to position the cereal category for more profitable growth, further details are outlined in note 6. This resulted in an operating profit of €157,683,000 (period ended 30 December 2023: €266,691,000). The profit for the financial period was €37,887,000 (period ended 30 December 2023: €135,735,000).

At the period end the Company showed total assets, excluding the net defined benefit asset, of €3,023,497,000 (period ended 30 December 2023: €2,977,624,000) and net assets of €65,278,000 (period ended 30 December 2023: €20,837,000), which is in line with expectations.

#### Principal risks and uncertainties

Key risks facing the business in 2024 included commodities price increases affecting the manufacturing and distribution functions, foreign currency volatility and the economic/competitive environment across the markets in which the Company operates.

#### Key performance indicators

The Company's key financial measures concern its turnover and operating profit before exceptional items, with the performance in the period being measured against prior period and also budget; both measures performed satisfactorily in 2024.

The Company operates in a highly competitive marketplace, and believes that its philosophy of offering value-for-money products, marketed effectively, and supported by new product innovation, is the optimal way forward. Inflationary pressures continue to affect global input costs. To counter these, the Company is continually seeking improvements in its manufacturing processes and organisation.

#### Results and dividends

The results for the period are set out on page 10.

No ordinary dividends were paid (period ended 30 December 2023: €nil). The Directors do not recommend payment of a final dividend (period ended 30 December 2023: €nil).

# KELLOGG EUROPE TRADING LIMITED

## DIRECTORS' REPORT (CONTINUED)

### FOR THE PERIOD ENDED 28 DECEMBER 2024

---

#### Directors and secretary

The Directors who held office during the period and up to the date of signature of the financial statements were as follows:

|           |                             |
|-----------|-----------------------------|
| K Agnew   | (Resigned 29 January 2024)  |
| M Barr    |                             |
| D Lawlor  |                             |
| O Vernier | (Resigned 29 January 2024)  |
| J Damico  |                             |
| A Collins | (Appointed 29 January 2024) |
| B Edwards | (Appointed 29 January 2024) |
| T Winnie  | (Appointed 29 January 2024) |

The Directors and secretary had no disclosable interests in the shares of the Company or any other group company at 28 December 2024 (period ended 30 December 2023: none).

#### Going concern

On 13 August 2024, Mars, Incorporated and Kellanova (the Company's ultimate parent company) announced that they have entered into a definitive agreement under which an affiliate of Mars, Incorporated has agreed to acquire Kellanova for \$83.50 per share in cash (the Mars Transaction).

This agreement has been unanimously approved by the Board of Directors of Kellanova. The Mars Transaction is subject to customary closing conditions, including the receipt of required regulatory approvals, and is expected to close towards the end of 2025. The Company, as part of the Kellanova Group, will form part of this overall transaction.

The Company Directors have considered the potential impact of the Mars Transaction, and its impact on the adoption of the going concern basis in preparing the financial statements, as the completion of the Mars Transaction would result in a change of ultimate ownership and control of the Company. The Directors do not have access to the strategic and operating plans of Mars, Incorporated for the Company for the period after the completion of the Mars Transaction and as a consequence of this, they cannot anticipate whether there will be material changes to the Company's operations or how it is financed under the pending new ownership.

The Directors have also considered the adoption of the going concern basis of accounting if the Mars Transaction does not complete and if the Company's ultimate parent company continues to be Kellanova. This is based on having considered cash flow projections which shows that the Company has sufficient resources to meet its obligations as they fall due for a period of at least 12 months from the date of signing the financial statements.

As the impact of the Mars Transaction on the future operations of the Company is not known at the date of approval of these financial statements, this indicates the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern and therefore that the Company may be unable to realise its assets and discharge its liabilities in the normal course of business. Notwithstanding this, the Directors are satisfied that the going concern basis remains appropriate for the preparation of the financial statements. These financial statements do not include any adjustments that would result if the Company were unable to continue as a going concern.

#### Significant events

On 8 February 2024, the Company announced a restructure of its European business which involved two projects. The first project is a restructuring of the Company's European supply chain and in May 2024 the decision was made to close the cereal manufacturing facility in Manchester which is owned by an affiliate company, Kellogg Company of Great Britain, Limited. The Company has agreed to compensate Kellogg Company of Great Britain, Limited for certain costs recognised in 2024 which it will incur as a result of the plant closure. The current estimate of these costs is approximately €75,000,000.

The second project realigns resources and investment to take the snacks category to its full potential, while better positioning the cereal category for more profitable growth. The expected costs to be incurred by the Company will be €15,000,000 and the benefits will come from improving sales growth while unlocking overhead efficiencies.

# KELLOGG EUROPE TRADING LIMITED

## DIRECTORS' REPORT (CONTINUED)

### FOR THE PERIOD ENDED 28 DECEMBER 2024

---

#### **Significant events (continued)**

On 23 January 2024, the Company transferred the final instalment for the sum of 50,000,000 PLN to Uma Investments Spółka z ograniczoną odpowiedzialnością, as part of the total agreed amount of 90,000,000 PLN which was approved on 14 September 2023. On 16 September 2024, the Company approved additional funding in the sum of 135,000,000 PLN to Uma Investments Spółka z ograniczoną odpowiedzialnością in return for subscribing for 2,700 shares of 500 PLN each in Uma Investments Spółka z ograniczoną odpowiedzialnością, to be paid in two instalments. The first instalment of 90,000,000 PLN was paid in on 27 September 2024.

On 13 August 2024, Mars, Incorporated and Kellanova announced that they have entered into a definitive agreement under which an affiliate of Mars, Incorporated has agreed to acquire Kellanova for \$83.50 per share in cash. This agreement has been unanimously approved by the Board of Directors of Kellanova. The transaction is subject to customary closing conditions, including the receipt of required regulatory approvals, and is expected to close towards the end of 2025. The Company, as part of the Kellanova group, will form part of this overall transaction. There is no financial impact on the Company as at the date of approval of these financial statements.

#### **Events after the reporting date**

On 14 February 2025, the Company transferred the second instalment for the sum of PLN 65,000,000 to Uma Investments Spółka z ograniczoną odpowiedzialnością, relating to the funding of PLN 135,000,000 agreed on 16 September 2024.

#### **OECD Pillar Two**

The Company is within the scope of the OECD Pillar Two model rules. Pillar Two legislation was enacted in the Republic of Ireland in December 2023, the jurisdiction in which the Company is incorporated, and came into effect from 1 January 2024. The Company applies the exception to recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes, as provided in the amendments to FRS102 Section 29.12A issued on 11 July 2023.

Under the Pillar Two rules, companies could be liable to pay a top-up tax where the GloBE effective tax rate per their jurisdiction is less than 15.00%. The Company was not exposed to paying Pillar Two income taxes in relation to the Republic of Ireland during the financial period.

#### **Future developments**

The Directors expect the outlook for 2026 to be challenging given the tough economic climate in which the Company and its subsidiaries operate. The Directors will continue to monitor the performance and results of its investments and implement strategy as appropriate.

#### **Financial risk management objectives and policies**

The Company's operations expose it to a variety of financial risks that include the effects of changes in commodity prices, foreign exchange risk, credit risk, liquidity and interest rate risk. The Company has risk management programmes in place that seek to manage the financial exposures of the Company by monitoring levels of debt finance and the related finance costs.

Financial risk policies are set by the Board of Directors and are implemented by the Company's treasury department. The department has a policy and procedures manual that sets out specific guidelines to manage interest rate risk, credit risk, price risk, foreign exchange risk and liquidity risk and circumstances where it would be appropriate to use the financial instruments to manage these.

#### **Interest rate cash flow risk**

In order to ensure the stability of cash outflows and hence manage interest rate risk, the Company keeps under constant review its levels of debt, the maturity and currency of the debt, and the interest expense being incurred, including the split between fixed and variable interest rates. Hedging would be considered should circumstances warrant it.

#### **Price risk**

The Company is exposed to commodity price risk as a result of its operations and the Directors regularly consider purchasing policy, including entering into medium term fixed price contracts on commodities. The Company has no direct exposure to equity securities price risk as it holds no listed investments.

# KELLOGG EUROPE TRADING LIMITED

## DIRECTORS' REPORT (CONTINUED)

### FOR THE PERIOD ENDED 28 DECEMBER 2024

---

#### **Foreign exchange risk**

The Company is exposed to transactional foreign exchange risks in the normal course of its business, principally on external purchases of raw materials and sales and purchases of goods and services with affiliated undertakings. The Company's policy on mitigating the effect of this currency exposure is to consider hedging the net exposure on certain transactions by entering into approved treasury instruments.

#### **Credit risk**

The Company has implemented policies that require appropriate credit checks on potential external customers before sales are made and monitors its distributors' trade receivables and other credit exposures on an ongoing basis. In line with their terms of trade, the Company bears the bad debt risk for third party trade receivables held by affiliated enterprises which act as Kellogg's local market distributors in Europe, Africa and the Middle East.

#### **Liquidity risk**

The Company maintains only short-term external debt finance that is designed to ensure the Company always has sufficient available liquid funds for its operations.

The Company is party to a cash pooling agreement with Bank Mendes Gans (BMG) in conjunction with other group companies. Under the terms of this arrangement cross company guarantees exist. Positive and negative cash balances can be offset by the arranger. Guarantees for the cash pooling arrangement are held by the ultimate parent company Kellanova (note 28). The Company is also party to a group wide temporary overdraft facility of \$30,000,000 (period ended 30 December 2023: \$30,000,000).

#### **Research and development**

The Company carries out research and development to identify and exploit market opportunities for new food products, incurring expenses of €7,597,000 (period ended 30 December 2023: €6,513,000).

#### **Political Donations**

The Company did not make any political donations during the period (period ended 30 December 2023: €nil).

#### **Accounting records**

The measures taken by the Directors to secure compliance with the Company's obligation to keep proper books of account are the use of appropriate systems; the design, implementation and testing of suitable internal controls and procedures, and the employment of competent persons. The books of account are kept at the Company's offices in Dublin and in a financial services centre operated by an affiliated undertaking at the Floreasca Business Park, Bucharest, Romania.

#### **Auditors**

The auditors, PricewaterhouseCoopers, is deemed to be reappointed under section 383(2) of the Companies Act 2014.

#### **Directors' compliance statement**

The Directors acknowledge that they are responsible for securing compliance by the Company with its relevant obligations as defined in the Companies Act, 2014 (hereinafter called the Relevant Obligations).

The Directors confirm that they have drawn up and adopted a compliance policy statement setting out the Company's policies that, in the Directors' opinion, are appropriate to the Company in respect of its compliance with its Relevant Obligations.

The Directors further confirm that the Company has put in place appropriate arrangements or structures that are, in the Directors' opinion, designed to secure material compliance with its Relevant Obligations and that they have reviewed the effectiveness of these arrangements or structures during the financial period.

# KELLOGG EUROPE TRADING LIMITED

## DIRECTORS' REPORT (CONTINUED)

### FOR THE PERIOD ENDED 28 DECEMBER 2024

---

#### **Audit committee statement**

The Directors have reviewed the requirement for an Audit Committee under section 167 of the Companies Act 2014. It was noted that the Audit Committee (the "Kellanova AC") of the ultimate parent undertaking Kellanova was a robust one.

Kellanova is a listed company which has a corporate governance structure including but not limited to, Non-Executive Directors, internal audit function, group reporting, monthly P&L variance analysis, oversight of a qualified legal team and a whistle-blower hotline.

The Directors discussed in detail the Kellanova AC and their obligations under the 2014 Act and considered that the governance controls and procedures in place as provided by the Kellanova AC in these areas was a valid reason why a separate Audit Committee was not required by the Company.

The Directors have confirmed that the Company will not establish an Audit Committee. The Directors agreed that this decision would be reviewed annually and if it is considered at any time that an Audit Committee should be established the Company would take the necessary steps to do so.

#### **Statement of Directors' responsibilities**

The Directors are responsible for preparing the Directors' Report and the financial statements in accordance with Irish law.

Irish law requires the Directors to prepare financial statements for each financial year giving a true and fair view of the Company's assets, liabilities and financial position at the end of the financial year and the profit or loss of the Company for the financial year. Under that law the Directors have prepared the financial statements in accordance with Irish Generally Accepted Accounting Practice (accounting standards issued by the UK Financial Reporting Council, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland and Irish law).

Under Irish law, the Directors shall not approve the financial statements unless they are satisfied that they give a true and fair view of the Company's assets, liabilities and financial position as at the end of the financial year and the profit or loss of the Company for the financial year.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether the financial statements have been prepared in accordance with applicable accounting standards and identify the standards in question, subject to any material departures from those standards being disclosed and explained in the notes to the financial statements; and
- prepare the financial statements on a 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:

- correctly record and explain the transactions of the Company;
- enable, at any time, the assets, liabilities, financial position and profit or loss of the Company to be determined with reasonable accuracy; and
- enable the Directors to ensure that the financial statements comply with the Companies Act 2014 and enable those financial statements to be audited.

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.

# KELLOGG EUROPE TRADING LIMITED

## DIRECTORS' REPORT (CONTINUED)

### FOR THE PERIOD ENDED 28 DECEMBER 2024

---

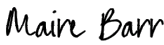
#### Statement of disclosure to auditors

Each of the Directors in office at the date of approval of this annual report confirms 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 he / she ought to have taken as a Director in order to make himself / herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 330 of the Companies Act 2014.

On behalf of the board

DocuSigned by:  
  
9A10A3D0AE6E4E4...  
M Barr  
**Director**

Signed by:  
  
AC83BC6D42874FE...  
J Damico  
**Director**

24 November 2025

# Independent auditors' report to the members of Kellogg Europe Trading Limited

## Report on the audit of the financial statements

---

### Opinion

In our opinion, Kellogg Europe Trading Limited's financial statements:

- give a true and fair view of the company's assets, liabilities and financial position as at 28 December 2024 and of its profit for the 52 week period (the "period") then ended;
- have been properly prepared in accordance with Generally Accepted Accounting Practice in Ireland (accounting standards issued by the Financial Reporting Council of the UK, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and Irish law); and
- have been properly prepared in accordance with the requirements of the Companies Act 2014.

We have audited the financial statements, included within the Annual Report and Financial Statements, which comprise:

- the Statement of Financial Position as at 28 December 2024;
  - the Income Statement and Statement of Comprehensive Income for the period then ended;
  - the Statement of Changes in Equity for the period then ended; and
  - the notes to the financial statements, which include a description of the accounting policies.
- 

### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (Ireland) ("ISAs (Ireland)") and applicable law.

Our responsibilities under ISAs (Ireland) 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 Ireland, which includes IAASA's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

---

### Material uncertainty relating to going concern

We draw attention to note 3 to the financial statements that describes the events or conditions that indicate that a material uncertainty exists that may cast significant doubt about the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the company's ability to continue as a going concern.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

---

### Reporting on other information

The other information comprises all of the information in the Annual Report and Financial Statements 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 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 Directors' Report, we also considered whether the disclosures required by the Companies Act 2014 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (Ireland) and the Companies Act 2014 require us to also report certain opinions and matters as described below:

- In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the period ended 28 December 2024 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.
- Based on our knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the Directors' Report.

---

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

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

As explained more fully in the Statement of Directors' responsibilities set out on page 5, 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 (Ireland) 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.

Our audit testing might include testing complete populations of certain transactions and balances, possibly using data auditing techniques. However, it typically involves selecting a limited number of items for testing, rather than testing complete populations. We will often seek to target particular items for testing based on their size or risk characteristics. In other cases, we will use audit sampling to enable us to draw a conclusion about the population from which the sample is selected.

A further description of our responsibilities for the audit of the financial statements is located on the IAASA website at:

[https://www.iaasa.ie/getmedia/b2389013-1cf6-458b-9b8f-a98202dc9c3a/Description\\_of\\_auditors\\_responsibilities\\_for\\_audit.pdf](https://www.iaasa.ie/getmedia/b2389013-1cf6-458b-9b8f-a98202dc9c3a/Description_of_auditors_responsibilities_for_audit.pdf)

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 section 391 of the Companies Act 2014 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.

---

## Other required reporting

---

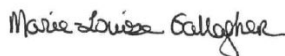
### Companies Act 2014 opinions on other matters

- We have obtained all the information and explanations which we consider necessary for the purposes of our audit.
  - In our opinion the accounting records of the company were sufficient to permit the financial statements to be readily and properly audited.
  - The financial statements are in agreement with the accounting records.
- 

### Other exception reporting

#### *Directors' remuneration and transactions*

Under the Companies Act 2014 we are required to report to you if, in our opinion, the disclosures of directors' remuneration and transactions specified by sections 305 to 312 of that Act have not been made. We have no exceptions to report arising from this responsibility.

A handwritten signature in black ink that reads 'Marie-Louise Gallagher'.

Marie-Louise Gallagher  
for and on behalf of PricewaterhouseCoopers  
Chartered Accountants and Statutory Audit Firm  
Dublin  
24 November 2025

**KELLOGG EUROPE TRADING LIMITED****INCOME STATEMENT****FOR THE PERIOD ENDED 28 DECEMBER 2024**

|  | Notes     | Period<br>ended<br>28 December<br>2024<br>€'000 | Period<br>ended<br>30 December<br>2023<br>€'000 |
|--|-----------|---|---|
| <b>Turnover</b>                        | <b>5</b>  | 2,322,433                                       | 2,405,381                                       |
| Cost of sales                          |           | (1,657,842)                                     | (1,772,770)                                     |
| <b>Gross profit</b>                    |           | 664,591   | 632,611   |
| Administrative expenses                |           | (417,081)                                       | (365,920)                                       |
| Exceptional item                       | <b>6</b>  | (89,827)  | -   |
| <b>Operating profit</b>                | <b>9</b>  | 157,683   | 266,691   |
| Interest receivable and similar income | <b>11</b> | 17,486  | 17,646  |
| Interest payable and similar expenses  | <b>12</b> | (126,614)                                       | (126,152)                                       |
| <b>Profit before taxation</b>          |           | 48,555  | 158,185   |
| Tax on profit                          | <b>13</b> | (10,668)  | (22,450)  |
| <b>Profit for the financial period</b> |           | 37,887  | 135,735   |

All of the activities of the Company are continuing.

**KELLOGG EUROPE TRADING LIMITED****STATEMENT OF COMPREHENSIVE INCOME****FOR THE PERIOD ENDED 28 DECEMBER 2024**



---

|   |           | <b>Period<br/>ended<br/>28 December<br/>2024<br/>€'000</b> | <b>Period<br/>ended<br/>30 December<br/>2023<br/>€'000</b> |
|---|-----------|--|--|
| <b>Profit for the period</b>                                |           | 37,887   | 135,735  |
|   |           | <u>          </u>  | <u>          </u>  |
| <b>Other comprehensive income/(expense) net of taxation</b> |           |  |  |
| Actuarial gain/(loss) on defined benefit pension schemes    | <b>20</b> | 7,490  | (2,547)  |
| Tax relating to other comprehensive income/(expense)        | <b>13</b> | (936)  | 318  |
|   |           | <u>          </u>  | <u>          </u>  |
| <b>Other comprehensive income/(expense) for the period</b>  |           | 6,554  | (2,229)  |
|   |           | <u>          </u>  | <u>          </u>  |
| <b>Total comprehensive income for the period</b>            |           | 44,441   | 133,506  |
|   |           | <u>          </u>  | <u>          </u>  |

**KELLOGG EUROPE TRADING LIMITED****STATEMENT OF FINANCIAL POSITION****AS AT 28 DECEMBER 2024**

|  | Notes | 28 December<br>2024<br>€'000 | 30 December<br>2023<br>€'000 |
|--|-------|------------------------------|------------------------------|
| <b>Fixed assets</b>  |       |                              |                              |
| Intangible assets  | 14    | 368,612                      | 380,185                      |
| Tangible assets  | 15    | 8,357                        | 9,258                        |
| Investments  | 16    | 320,084                      | 292,088                      |
|  |       | <u>697,053</u>               | <u>681,531</u>               |
| <b>Current assets</b>  |       |                              |                              |
| Stocks   | 18    | 188,392                      | 205,369                      |
| Debtors  | 19    | 1,824,551                    | 1,849,658                    |
| Cash at bank and in hand   |       | 313,501                      | 241,066                      |
| Defined benefit pension surplus                                  | 20    | 52,535                       | 44,097                       |
|  |       | <u>2,378,979</u>             | <u>2,340,190</u>             |
| <b>Creditors: amounts falling due within one period</b>          | 21    | <u>(1,155,521)</u>           | <u>(2,147,661)</u>           |
| <b>Net current assets</b>  |       | <u>1,223,458</u>             | <u>192,529</u>               |
| <b>Total assets less current liabilities</b>                     |       | <u>1,920,511</u>             | <u>874,060</u>               |
| <b>Creditors: amounts falling due after more than one period</b> | 22    | <u>(1,855,233)</u>           | <u>(853,223)</u>             |
| <b>Net assets</b>  |       | <u><u>65,278</u></u>         | <u><u>20,837</u></u>         |
| <b>Capital and reserves</b>                                      |       |                              |                              |
| Called up share capital  | 26    | 1,200                        | 1,200                        |
| Other reserves   | 27    | 278,158                      | 278,158                      |
| Profit and loss reserves   | 27    | (214,080)                    | (258,521)                    |
| <b>Total equity</b>  |       | <u><u>65,278</u></u>         | <u><u>20,837</u></u>         |

The financial statements were approved by the board of Directors and authorised for issue on 24 November 2025 and are signed on its behalf by:

DocuSigned by:  
  
 9A10A3D0AE6E4E4...  
 M Barr  
 Director

Signed by:  
  
 AC83BC6D42874FE...  
 J Damico  
 Director

**KELLOGG EUROPE TRADING LIMITED****STATEMENT OF CHANGES IN EQUITY****FOR THE PERIOD ENDED 28 DECEMBER 2024**

|  | <b>Called up<br/>share<br/>capital<br/>€'000</b> | <b>Other<br/>reserves<br/>€'000</b> | <b>Profit and<br/>loss<br/>reserves<br/>€'000</b> | <b>Total<br/>€'000</b> |
|--|--|-------------------------------------|---|------------------------|
| <b>Balance at 1 January 2023</b>             | 1,200  | 278,158                             | (392,027)   | (112,669)              |
| <b>Period ended 30 December 2023:</b>        |  |                                     |   |                        |
| Profit for the period                        | -  | -                                   | 135,735   | 135,735                |
| Other comprehensive expense net of taxation: |  |                                     |   |                        |
| Actuarial loss on defined benefit plans      | -  | -                                   | (2,547)   | (2,547)                |
| Tax relating to other comprehensive expense  | -  | -                                   | 318   | 318                    |
| Total comprehensive income for the period    | -  | -                                   | 133,506   | 133,506                |
| <b>Balance at 30 December 2023</b>           | 1,200  | 278,158                             | (258,521)   | 20,837                 |
| <b>Period ended 28 December 2024:</b>        |  |                                     |   |                        |
| Profit for the period                        | -  | -                                   | 37,887  | 37,887                 |
| Other comprehensive income net of taxation:  |  |                                     |   |                        |
| Actuarial gains on defined benefit plans     | -  | -                                   | 7,490   | 7,490                  |
| Tax relating to other comprehensive income   | -  | -                                   | (936)   | (936)                  |
| Total comprehensive income for the period    | -  | -                                   | 44,441  | 44,441                 |
| <b>Balance at 28 December 2024</b>           | 1,200  | 278,158                             | (214,080)   | 65,278                 |

# KELLOGG EUROPE TRADING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 28 DECEMBER 2024

---

### 1 General information

#### Company information

Kellogg Europe Trading Limited is a limited company domiciled and incorporated in the Republic of Ireland. The registered office is 3 Dublin Airport Central (DAC), Dublin Airport, Dublin, Ireland, and its company registration number is 00387390.

The principal activity of the Company continued to be that of the production and marketing of ready-to-eat cereals and related foodstuffs in Europe. Affiliated enterprises act as consignment manufacturers and as local market distributors.

### 2 Accounting convention

These financial statements have been prepared in accordance with FRS 102 “The Financial Reporting Standard applicable in the UK and Republic of Ireland” (“FRS 102”) and the requirements of the Companies Act 2014.

The financial statements are prepared in euros, which is the functional currency of the Company. Monetary amounts in these financial statements are rounded to the nearest €’000.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

### 3 Accounting policies

#### Reduced disclosure framework

This Company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this Company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The Company has therefore taken advantage of exemptions from the following disclosure requirements:

- Section 7 ‘Statement of Cash Flows’: Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 ‘Basic Financial Instruments’ and Section 12 ‘Other Financial Instrument Issues’;
- Section 26 ‘Share based Payment’; and
- Section 33 ‘Related Party Disclosures’: Compensation for key management personnel.

#### Consolidated financial statements

Consolidated financial statements have not been prepared as the Company is a wholly owned subsidiary undertaking of Kellanova, which is incorporated in the United States of America, and which itself prepares consolidated financial statements, that are publicly available. These consolidated financial statements are available from its registered office, 412 North Wells Street, Chicago, Illinois, 60654, USA.

Consequently, the Company has taken advantage of the exemption from preparing consolidated financial statements under section 300 of the Companies Act 2014.

# KELLOGG EUROPE TRADING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE PERIOD ENDED 28 DECEMBER 2024

---

#### 3 Accounting policies (Continued)

##### Going concern

On 13 August 2024, Mars, Incorporated and Kellanova (the Company's ultimate parent company) announced that they have entered into a definitive agreement under which an affiliate of Mars, Incorporated has agreed to acquire Kellanova for \$83.50 per share in cash (the Mars Transaction).

This agreement has been unanimously approved by the Board of Directors of Kellanova. The Mars Transaction is subject to customary closing conditions, including the receipt of required regulatory approvals, and is expected to close towards the end of 2025. The Company, as part of the Kellanova Group, will form part of this overall transaction.

The Company Directors have considered the potential impact of the Mars Transaction, and its impact on the adoption of the going concern basis in preparing the financial statements, as the completion of the Mars Transaction would result in a change of ultimate ownership and control of the Company. The Directors do not have access to the strategic and operating plans of Mars, Incorporated for the Company for the period after the completion of the Mars Transaction and as a consequence of this, they cannot anticipate whether there will be material changes to the Company's operations or how it is financed under the pending new ownership.

The Directors have also considered the adoption of the going concern basis of accounting if the Mars Transaction does not complete and if the Company's ultimate parent company continues to be Kellanova. This is based on having considered cash flow projections which shows that the Company has sufficient resources to meet its obligations as they fall due for a period of at least 12 months from the date of signing the financial statements.

As the impact of the Mars Transaction on the future operations of the Company is not known at the date of approval of these financial statements, this indicates the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern and therefore that the Company may be unable to realise its assets and discharge its liabilities in the normal course of business. Notwithstanding this, the Directors are satisfied that the going concern basis remains appropriate for the preparation of the financial statements. These financial statements do not include any adjustments that would result if the Company were unable to continue as a going concern.

##### Reporting period

The financial statements cover the financial period from 31 December 2023 to 28 December 2024 (comparative period: 1 January 2023 to 30 December 2023).

##### Turnover

Turnover comprises the invoiced value for the sale of goods net of sales rebates, discounts, value added tax and other taxes directly attributable to turnover. Turnover is recognised when the outcome of a transaction can be measured reliably and when it is probable that the economic benefits associated with the transaction will flow to the Company. Turnover is recognised on the following basis:

##### i) Sales of goods

Sales of goods are recognised as turnover on transfer of the risks and rewards of ownership, which typically coincides with the time when the merchandise is delivered to customers and title passes.

##### ii) Royalties

Royalty income is generated in consideration for the rights granted under the licence agreements in respect of Pringles products. Royalty income is recognised on an accrual basis.

##### Research and development

Research and development costs, which include market research and the identification and development of new product opportunities, are expensed as incurred.

# KELLOGG EUROPE TRADING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 28 DECEMBER 2024

---

### 3 Accounting policies (Continued)

#### Intangible fixed assets other than goodwill

Intangibles assets are stated at historical cost less accumulated amortisation. Cost includes the original purchase price of the asset.

Amortisation is calculated, using the straight line method, so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

|                       |              |
|-----------------------|--------------|
| Software              | 3 to 5 years |
| Intellectual property | 40 years     |

Amortisation is charged to administrative expenses in the income statement.

#### Tangible fixed assets

Property, plant and equipment are stated at historical cost less accumulated depreciation. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use.

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

|                       |                |
|-----------------------|----------------|
| Plant and equipment   | up to 15 years |
| Fixtures and fittings | up to 10 years |

The expected useful lives of the assets to the business are reassessed periodically.

Assets in the course of construction are stated at cost. These assets are not depreciated until they are available for use.

Depreciation commences on a straight line basis when an asset is available for use, at which time the asset ceases to be classified as construction in progress. If at any time there is a permanent diminution in the value of an asset and the net book amount is considered not to be recoverable in full, the net book amount is written down to the estimated recoverable amount.

Tangible assets are derecognised on disposal or when no future economic benefits are expected. The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

#### Investments

Investments in shares in group undertakings are recorded at cost less any provision for subsequent diminution in value. Impairment reviews are performed by the Directors when there has been an indication of potential permanent impairment in the carrying value of the investment. Any impairment is written off in the financial period in which it arises. The Directors also consider reversals of historic impairments where the original indicators have ceased to apply in the current period.

#### Inventories

Inventories are stated at the lower of cost and estimated selling price less costs to complete and sell. Inventories are recognised as an expense in the period in which the related revenue is recognised. Provision is made where appropriate for slow moving or obsolete items. Work in progress and finished goods stocks are valued on the basis of direct costs plus attributable overheads charged by group contract manufacturers and estimated net realisable value. No element of profit is included in the valuation of work in progress.

# KELLOGG EUROPE TRADING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE PERIOD ENDED 28 DECEMBER 2024

---

#### 3 Accounting policies (Continued)

##### **Cash and cash equivalents**

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

##### **Financial instruments**

###### ***Financial assets***

Basic financial assets, including other debtors, amounts owed by related parties, amounts owed by group undertakings, derivative financial instruments and cash and bank balances, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at the market rate of interest under section 11 and 12 of FRS 102. 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 profit or loss.

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 profit or loss.

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 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.

###### ***Financial liabilities***

Basic financial liabilities, including trade and other creditors, bank loans, loans from group undertakings and amounts owed to group undertakings, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest under section 11 and 12 of FRS 102.

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

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Derivatives, including interest rate swaps and forward foreign exchange contracts 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 profit or loss in finance costs or income as appropriate, unless they are included in a hedging arrangement.

##### **Equity instruments**

Equity instruments issued by the Company are recorded at the fair value of proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the Company.

# KELLOGG EUROPE TRADING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE PERIOD ENDED 28 DECEMBER 2024

---

#### 3 Accounting policies (Continued)

##### **Taxation**

The tax expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively.

Current deferred taxation assets and liabilities are not discounted.

##### **Current tax**

Current tax is the amount of income tax payable in respect of the taxable profit for the period or prior period. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulations is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

##### **Deferred tax**

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expense in tax assessments in periods different from those in which they are recognised in financial statements.

Deferred tax is recognised on all timing differences at the reporting date except for certain exceptions. Unrelieved tax losses and deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of timing differences.

##### **Employee benefits**

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

##### **Retirement benefits**

###### ***Multi-employer pension plan***

The Company is a member of a multi-employer plan. Where it is not possible for the Company to obtain sufficient information to enable it to account for the plan as a defined benefit plan, it accounts for the plan as a defined contribution plan.

Where the plan is in deficit and where the Company has agreed, with the plan, to participate in a deficit funding arrangement the company recognises a liability for this obligation. The amount recognised is the net present value of the contributions payable under the agreement that relate to the deficit. This amount is expensed in profit or loss. The unwinding of the discount is recognised as a finance cost.

# KELLOGG EUROPE TRADING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 28 DECEMBER 2024

---

### 3 Accounting policies (Continued)

#### **Defined benefit pensions**

Employees whose employment commenced before 2 January 2005 were eligible to apply for membership of the Kellanova Group's Irish defined benefit pension scheme. The assets of the scheme are held separately from those of the Company.

The asset/liability recognised in the balance sheet in respect of the defined benefit plan is the present value of the defined benefit obligation at the end of the reporting date less the fair value of the plan assets at the reporting date.

The defined benefit obligation is calculated using the projected unit credit method. Annually the Company engages independent actuaries to calculate the obligation. The present value is determined by discounting the estimated future payments using market yields on high quality corporate bonds that are denominated in sterling and that have terms approximating the estimated period of the future payments ('discount rate').

The fair value of plan assets is measured in accordance with the FRS 102 fair value hierarchy and in accordance with the Company's policy for similarly held assets. This includes the use of appropriate valuation techniques.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income. These amounts together with the return on plan assets, less amounts included in net interest, are disclosed as 'Remeasurement of net defined benefit asset/liability'.

The cost of the defined benefit plan, recognised in profit or loss as employee costs, except where included in the cost of an asset, comprises:

- (a) the increase in pension benefit liability arising from employee service during the period; and
- (b) the cost of plan introductions, benefit changes, curtailments and settlements.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is recognised in profit or loss as 'Net interest income/(expense)'.

#### **Share-based payments**

The ultimate parent undertaking issues equity-settled share-based payments to certain employees (including Directors). Equity-settled share-based payments are measured at fair value at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, together with a corresponding increase in equity, based upon the Company's estimate of the shares that will eventually vest. Once exercised the options are settled in equity by the ultimate parent company, which then recharges the Company.

Fair value is measured using the Black-Scholes model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

Where an equity-settled transaction is cancelled, it is treated as if it had vested on the date of the cancellation, and any expense not yet recognised for the transaction is recognised immediately. The Company has taken advantage of the exemption from disclosures under FRS102, paragraphs 26.18b) to 26.21 and 26.23, relating to share-based payments.

# KELLOGG EUROPE TRADING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 28 DECEMBER 2024

---

### 3 Accounting policies (Continued)

#### Finance lease agreements

Where the Company enters into a lease that transfers substantially all the risks and rewards incidental to ownership are classified as finance leases.

Finance leases are capitalised at commencement of the lease as assets at fair value of the leased asset or, if lower, the present value of the minimum lease payments calculated using the interest rate implicit in the lease. Where the implicit rate cannot be determined the Company's incremental borrowing rate is used. Incremental direct costs, incurred in negotiating and arranging the lease, are included in the cost of the asset.

Leased assets are depreciated over the shorter of the lease term and the estimated useful life of the asset. The capital element of lease obligations is recorded as a liability on inception of the arrangement. Lease payments are apportioned between capital repayment and finance charge, using the effective interest rate method, to produce a constant rate of charge on the balance of the capital repayments outstanding.

#### Operating lease agreements

Leases that do not transfer all the risks and rewards of ownership are classified as operating leases. Payments under operating leases are charged to the income statement on a straight-line basis over the period of the lease.

#### Foreign exchange

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

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 and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

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. Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the income statement within 'finance (expense)/income'. All other foreign exchange gains and losses are presented in the income statement within 'Administrative expenses' or 'Cost of sales' in line with the nature of underlying expense.

#### Related party transactions

The Company discloses transactions with related parties which are not within the same group. It does not disclose transactions with members of the same group that are wholly owned. Consolidated financial statements of Kellanova, which incorporate the financial statements of the Company, are publicly available (note 32).

#### Exceptional items

Items that are material in size and non-recurring in nature are presented as exceptional items in the profit and loss account, within the relevant account heading. The Directors are of the opinion that the separate recording of exceptional items provides helpful information about the Company's underlying business performance. Events which may give rise to the classification of items as exceptional include, but are not restricted to restructuring of businesses, one off gains or losses relating to pension liabilities, expenses incurred in relation to business acquisitions and impairment of investments.

# KELLOGG EUROPE TRADING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 28 DECEMBER 2024

---

### 4 Judgements and key sources of estimation uncertainty

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

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

#### **Critical judgements**

The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

#### ***Useful economic lives of intangible assets***

Management have assessed the useful economic life of the international Pringles brand, held by the Company, to be 40 years. This calculation reflects the importance of the Pringles brand in terms of the expected contributions to the cashflows of the overall business and use of the brand for the foreseeable future.

It is expected that the intellectual property will remain in use and of value for at least the remaining useful economic life. The Pringles brand and associated revenue streams remain core to the overall business, and this is not expected to change before January 2056, when the current useful economic life expires.

#### ***Defined benefit pension scheme***

The Company has an obligation to pay pension benefits to certain employees. The cost of these benefits and the present value of the obligation depend on a number of factors, including; life expectancy, salary increases, asset valuations and the discount rate on corporate bonds. Management estimate these factors in determining the net pension obligation in the balance sheet. The assumptions reflect historical experience and current trends. See note 20 for the disclosures relating to the defined benefit pension scheme.

#### ***Impairment of investments***

The Company considers whether investments (note 16) are impaired by reviewing for indicators of impairment. Where an indication of impairment is identified, the Company makes an assessment of the recoverable amount based on performance projections and assumptions. This requires estimation of the future cash flows from the assets and a selection of appropriate discount rates in order to calculate the net present value of those cash flows. Any impairment is recognised in the income statement in the financial period it is identified. The Company also considers reversals of historic impairments where the original indicators have ceased to apply in the current period. Impairments in the period amounted to €nil (period ended 30 December 2023: €nil).

**KELLOGG EUROPE TRADING LIMITED****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)  
FOR THE PERIOD ENDED 28 DECEMBER 2024****5 Turnover**

An analysis of the Company's turnover is as follows:

|   | <b>Period<br/>ended<br/>28 December<br/>2024<br/>€'000</b> | <b>Period<br/>ended<br/>30 December<br/>2023<br/>€'000</b> |
|---|--|--|
| <b>Turnover analysed by class of business</b> |  |  |
| Sale of goods                                 | 2,285,905  | 2,383,330  |
| Royalties                                     | 36,528   | 22,051   |
|   | <u>2,322,433</u>   | <u>2,405,381</u>   |

|   | <b>Period<br/>ended<br/>28 December<br/>2024<br/>€'000</b> | <b>Period<br/>ended<br/>30 December<br/>2023<br/>€'000</b> |
|---|--|--|
| <b>Turnover analysed by geographical market</b> |  |  |
| Europe  | 1,474,688  | 1,578,251  |
| United Kingdom                                  | 792,296  | 796,342  |
| Rest of World                                   | 55,449   | 30,788   |
|   | <u>2,322,433</u>   | <u>2,405,381</u>   |

**6 Exceptional item**

|                   | <b>Period<br/>ended<br/>28 December<br/>2024<br/>€'000</b> | <b>Period<br/>ended<br/>30 December<br/>2023<br/>€'000</b> |
|-------------------|--|--|
| Exceptional costs | 89,827   | -  |
|                   | <u>89,827</u>  | <u>-</u>   |

During the period, the Company recognised an exceptional item of €74,257,000 in relation to the closure of the Manchester cereal manufacturing facility which is owned by an affiliate company, Kellogg Company of Great Britain, Limited. The Company has agreed to compensate Kellogg Company of Great Britain, Limited for certain costs recognised in 2024 which it will incur as a result of the plant closure. There were further costs of €15,570,000 relating to a project to realign resources and investment to take the snacks category to its full potential and to position the cereal category for more profitable growth.

# KELLOGG EUROPE TRADING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 28 DECEMBER 2024

### 7 Employees

The monthly average number of persons employed by the Company during the financial period, including Directors, were as follows:

|                          | <b>Period<br/>ended<br/>28 December<br/>2024<br/>Number</b> | <b>Period<br/>ended<br/>30 December<br/>2023<br/>Number</b> |
|--------------------------|---|---|
| Supply chain             | 54  | 55  |
| Selling and distribution | 132   | 133   |
| Administrative           | 101   | 106   |
|                          | <u>          </u>   | <u>          </u>   |
| Total                    | 287   | 294   |
|                          | <u>          </u>   | <u>          </u>   |

Their aggregate remuneration comprised:

|                                     | <b>Period<br/>ended<br/>28 December<br/>2024<br/>€'000</b> | <b>Period<br/>ended<br/>30 December<br/>2023<br/>€'000</b> |
|-------------------------------------|--|--|
| Wages and salaries                  | 44,263   | 36,207   |
| Social security costs               | 4,240  | 4,065  |
| Pension costs                       | 3,464  | 3,203  |
| Equity-settled share-based payments | 1,883  | 108  |
|                                     | <u>          </u>  | <u>          </u>  |
|                                     | 53,850   | 43,583   |
|                                     | <u>          </u>  | <u>          </u>  |

Pension costs are amounts charged to operating profit and do not include amounts debited to interest payable and amounts recognised in the statement of changes in equity.

The Company's ultimate parent issued equity-settled share-based payments to certain employees. The vesting period of the options is three years and the maximum term of the options granted is ten years. The Company recognises and measures its share-based payment expense on the basis of a reasonable allocation of the expense recognised for the group, being the amount relating to the Directors and management of the Company.

# KELLOGG EUROPE TRADING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 28 DECEMBER 2024

### 8 Directors' remuneration

|   | Period<br>ended<br>28 December<br>2024<br>€'000 | Period<br>ended<br>30 December<br>2023<br>€'000 |
|---|---|---|
| Remuneration for qualifying services                          | 4,746   | 3,744   |
| Gains on share options exercised                              | 108   | -   |
| Company pension contributions to defined contribution schemes | 368   | 248   |
| Value of shares granted and vested in the period              | 2,447   | 453   |
|   | <u>7,669</u>                                    | <u>4,445</u>                                    |

Two Directors (period ended 30 December 2023: one) were members of one of the Group's defined benefit pension schemes. Six Directors (period ended 30 December 2023: four) were members of defined contribution schemes. Seven Directors (period ended 30 December 2023: five) participated in Group employee share ownership schemes.

The aggregate remuneration of the directors amounted to €7,669,000 (2023: €4,445,000). This figure includes remuneration received by directors in respect of their services to the company and to fellow group undertakings.

### 9 Operating profit

|  | Period<br>ended<br>28 December<br>2024<br>€'000 | Period<br>ended<br>30 December<br>2023<br>€'000 |
|--|---|---|
| Operating profit for the period is stated after charging/(crediting):  | €'000   | €'000   |
| Exchange differences apart from those arising on financial instruments measured at fair value through profit or loss | 11,951  | (1,209)   |
| Research and development costs   | 7,597   | 6,513   |
| Depreciation of owned tangible fixed assets  | 2,504   | 2,266   |
| Depreciation of tangible fixed assets held under finance leases  | 5   | 5   |
| Amortisation of intangible assets  | 11,770  | 11,689  |
| Operating lease charges  | 2,294   | 2,371   |
| Impairment of inventory (included in 'cost of sales')  | 8,702   | 8,363   |
| Impairment/(Impairment reversals) of trade debtors   | 421   | (59)  |
|  | <u>      </u>                                   | <u>      </u>                                   |

### 10 Auditors' remuneration

The financial statements include audit fees of €790,525 (period ended 30 December 2023: €766,700) in relation to the Company and other fellow group companies. Non-audit fees of €69,782 (period ended 30 December 2023: €155,989) in relation to taxation services have been reflected in the financial statements.

# KELLOGG EUROPE TRADING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 28 DECEMBER 2024

### 11 Interest receivable and similar income

|   | Period<br>ended<br>28 December<br>2024<br>€'000 | Period<br>ended<br>30 December<br>2023<br>€'000 |
|---|---|---|
| <b>Interest income</b>                        |   |   |
| Interest on bank deposits                     | 16,036  | 15,592  |
| Net interest on the net defined benefit asset | 1,450   | 1,732   |
| Interest receivable from group companies      | -   | 322   |
|   | <u>17,486</u>                                   | <u>17,646</u>                                   |

### 12 Interest payable and similar expenses

|  | Period<br>ended<br>28 December<br>2024<br>€'000 | Period<br>ended<br>30 December<br>2023<br>€'000 |
|--|---|---|
| <b>Interest on financial liabilities measured at amortised cost:</b> |   |   |
| Interest on bank overdrafts  | 2,493   | 1,163   |
| Interest payable to group undertakings                               | 124,121   | 124,989   |
|  | <u>126,614</u>                                  | <u>126,152</u>                                  |

### 13 Tax on profit

|   | Period<br>ended<br>28 December<br>2024<br>€'000 | Period<br>ended<br>30 December<br>2023<br>€'000 |
|---|---|---|
| <b>Current tax</b>                                    |   |   |
| Corporation tax on profits for the current period     | 1,361   | 440   |
| Adjustments in respect of prior periods               | 178   | 1,229   |
|   | <u>1,539</u>                                    | <u>1,669</u>                                    |
| Foreign current tax on profits for the current period | 3,539   | 1,199   |
|   | <u>5,078</u>                                    | <u>2,868</u>                                    |

**KELLOGG EUROPE TRADING LIMITED****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)  
FOR THE PERIOD ENDED 28 DECEMBER 2024****13 Tax on profit (Continued)**

|  | <b>Period<br/>ended<br/>28 December<br/>2024<br/>€'000</b> | <b>Period<br/>ended<br/>30 December<br/>2023<br/>€'000</b> |
|--|--|--|
| <b>Deferred tax</b>                            |  |  |
| Origination and reversal of timing differences | 5,590  | 19,582   |
|  | <u>5,590</u>   | <u>19,582</u>  |
| Total tax charge                               | 10,668   | 22,450   |
|  | <u>10,668</u>  | <u>22,450</u>  |

The total tax charge for the period included in the income statement can be reconciled to the profit before tax multiplied by the standard rate of tax as follows:

|  | <b>Period<br/>ended<br/>28 December<br/>2024<br/>€'000</b> | <b>Period<br/>ended<br/>30 December<br/>2023<br/>€'000</b> |
|--|--|--|
| Profit before taxation   | 48,555   | 158,185  |
|  | <u>48,555</u>  | <u>158,185</u>   |
| Expected tax charge based on the standard rate of corporation tax of 12.50%<br>(period ended 31 December 2022: 12.50%) | 6,069  | 19,773   |
| Tax effect of expenses that are not deductible in determining taxable profit   | 434  | -  |
| Tax effect of income not taxable in determining taxable profit   | -  | (69)   |
| Adjustments in respect of prior years  | 178  | 1,229  |
| Income tax charged to tax liability  | 39   | -  |
| Tax (credit)/expense included in other comprehensive income/(expense)  | (936)  | 318  |
| Higher tax rates on overseas earnings  | 3,539  | 1,199  |
| Chargeable gains   | 1,345  | -  |
|  | <u>10,668</u>  | <u>22,450</u>  |
| Taxation charge for the period   | 10,668   | 22,450   |
|  | <u>10,668</u>  | <u>22,450</u>  |

In addition to the amount charged to profit or loss, the following amounts relating to tax have been recognised directly in other comprehensive income/(expense):

|  | <b>Period<br/>ended<br/>28 December<br/>2024<br/>€'000</b> | <b>Period<br/>ended<br/>30 December<br/>2023<br/>€'000</b> |
|--|--|--|
| Deferred tax arising on:   |  |  |
| Actuarial differences recognised as other comprehensive income/(expense) | 936  | (318)  |
|  | <u>936</u>   | <u>(318)</u>   |

# KELLOGG EUROPE TRADING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 28 DECEMBER 2024

### 13 Tax on profit (Continued)

The Company is within the scope of the OECD Pillar Two model rules. Pillar Two legislation was enacted in the Republic of Ireland in December 2023, the jurisdiction in which the Company is incorporated, and came into effect from 1 January 2024. The Company applies the exception to recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes, as provided in the amendments to FRS102 Section 29.12A issued on 11 July 2023.

Under the Pillar Two rules, companies could be liable to pay a top-up tax where the GloBE effective tax rate per their jurisdiction is less than 15.00%. The Company was not exposed to paying Pillar Two income taxes in relation to the Republic of Ireland during the financial period.

### 14 Intangible assets

|  | Software | Intellectual<br>property | Total   |
|--|----------|--------------------------|---------|
|  | €'000    | €'000                    | €'000   |
| <b>Cost</b>                                    |          |                          |         |
| At 31 December 2023                            | 1,095    | 460,148                  | 461,243 |
| Additions                                      | 197      | -                        | 197     |
|  | <hr/>    | <hr/>                    | <hr/>   |
| At 28 December 2024                            | 1,292    | 460,148                  | 461,440 |
|  | <hr/>    | <hr/>                    | <hr/>   |
| <b>Accumulated amortisation and impairment</b> |          |                          |         |
| At 31 December 2023                            | 531      | 80,527                   | 81,058  |
| Amortisation charged for the period            | 266      | 11,504                   | 11,770  |
|  | <hr/>    | <hr/>                    | <hr/>   |
| At 28 December 2024                            | 797      | 92,031                   | 92,828  |
|  | <hr/>    | <hr/>                    | <hr/>   |
| <b>Carrying amount</b>                         |          |                          |         |
| At 28 December 2024                            | 495      | 368,117                  | 368,612 |
|  | <hr/>    | <hr/>                    | <hr/>   |
| At 30 December 2023                            | 564      | 379,621                  | 380,185 |
|  | <hr/>    | <hr/>                    | <hr/>   |

**KELLOGG EUROPE TRADING LIMITED****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)  
FOR THE PERIOD ENDED 28 DECEMBER 2024****15 Tangible assets**

|  | Assets under<br>construction | Plant and<br>equipment | Fixtures and<br>fittings | Total             |
|--|------------------------------|------------------------|--------------------------|-------------------|
|  | €'000                        | €'000                  | €'000                    | €'000             |
| <b>Cost</b>                                    |                              |                        |                          |                   |
| At 31 December 2023                            | 3,150                        | 7,909                  | 15,861                   | 26,920            |
| Additions                                      | 3,365                        | -                      | -                        | 3,365             |
| Disposals                                      | -                            | (4,555)                | (1,434)                  | (5,989)           |
| Transfers                                      | (3,582)                      | -                      | 3,582                    | -                 |
| Transfers from and to group                    | -                            | -                      | (1,757)                  | (1,757)           |
|  | <u>          </u>            | <u>          </u>      | <u>          </u>        | <u>          </u> |
| At 28 December 2024                            | 2,933                        | 3,354                  | 16,252                   | 22,539            |
|  | <u>          </u>            | <u>          </u>      | <u>          </u>        | <u>          </u> |
| <b>Accumulated depreciation and impairment</b> |                              |                        |                          |                   |
| At 31 December 2023                            | -                            | 7,890                  | 9,772                    | 17,662            |
| Depreciation charged in the period             | -                            | 5                      | 2,504                    | 2,509             |
| Eliminated in respect of disposals             | -                            | (4,555)                | (1,434)                  | (5,989)           |
|  | <u>          </u>            | <u>          </u>      | <u>          </u>        | <u>          </u> |
| At 28 December 2024                            | -                            | 3,340                  | 10,842                   | 14,182            |
|  | <u>          </u>            | <u>          </u>      | <u>          </u>        | <u>          </u> |
| <b>Carrying amount</b>                         |                              |                        |                          |                   |
| At 28 December 2024                            | 2,933                        | 14                     | 5,410                    | 8,357             |
|  | <u>          </u>            | <u>          </u>      | <u>          </u>        | <u>          </u> |
| At 30 December 2023                            | 3,150                        | 19                     | 6,089                    | 9,258             |
|  | <u>          </u>            | <u>          </u>      | <u>          </u>        | <u>          </u> |

Included within the net book value is €14,000 (period ended 30 December 2023: €19,000) relating to assets held under finance lease agreements. The depreciation charged to the financial statements in the period in respect of such assets amounted to €5,000 (period ended 30 December 2023: €5,000).

# KELLOGG EUROPE TRADING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 28 DECEMBER 2024

### 16 Investments

|                             | Notes | 28 December<br>2024<br>€'000 | 30 December<br>2023<br>€'000 |
|-----------------------------|-------|------------------------------|------------------------------|
| Investments in subsidiaries | 17    | 320,084                      | 292,088                      |

#### Movements in investments

|  | Shares in<br>group<br>undertakings<br>€'000 |
|--|---|
| <b>Cost or valuation</b>               |   |
| At 31 December 2023                    | 310,479                                     |
| Additions                              | 27,996                                      |
| At 28 December 2024                    | 338,475                                     |
| <b>Impairment</b>                      |   |
| At 31 December 2023 & 28 December 2024 | 18,391                                      |
| <b>Carrying amount</b>                 |   |
| At 28 December 2024                    | 320,084                                     |
| At 30 December 2023                    | 292,088                                     |

On 23 January 2024, the Company transferred the final instalment for the sum of 50,000,000 PLN to Uma Investments Spółka z ograniczoną odpowiedzialnością, as part of the total agreed amount of 90,000,000 PLN which was approved on 14 September 2023.

On 16 September 2024, the Company approved additional funding in the sum of 135,000,000 PLN to Uma Investments Spółka z ograniczoną odpowiedzialnością in return for subscribing for 2,700 shares of 500 PLN each in Uma Investments Spółka z ograniczoną odpowiedzialnością, to be paid in two instalments. The first instalment of 90,000,000 PLN was paid in on 27 September 2024.

#### Impairment losses

In 2024, management have tested for impairment indicators but none were noted, therefore no impairment loss was recognised.

# KELLOGG EUROPE TRADING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 28 DECEMBER 2024

### 17 Subsidiaries

Details of the Company's subsidiaries at 28 December 2024 are as follows:

| Name of undertaking   | Registered office                 | Nature of business | Class of shares held | % Held Direct |
|---|-----------------------------------|--------------------|----------------------|---------------|
| Uma Investments Spółka z ograniczona odpowiedzialnoscia         | Wschodnia 3, 99-300 Kutno, Poland | Food manufacturing | Ordinary             | 100.00        |
| Kellogg Poland Services Spółka z ograniczona odpowiedzialnoscia | Wschodnia 3, 99-300 Kutno, Poland | Business services  | Ordinary             | 100.00        |

### 18 Stocks

|                  | 28 December 2024<br>€'000 | 30 December 2023<br>€'000 |
|------------------|---------------------------|---------------------------|
| Raw materials    | 32,046                    | 31,697                    |
| Work in progress | 756                       | 455                       |
| Finished goods   | 155,590                   | 173,217                   |
|                  | <u>188,392</u>            | <u>205,369</u>            |

Inventories are stated after provisions of €962,000 (period ended 30 December 2023: €513,000). No labour cost was capitalised in either period.

There is no material difference between the replacement cost of stocks and their carrying value.

### 19 Debtors

|   | 28 December 2024<br>€'000 | 30 December 2023<br>€'000 |
|---|---------------------------|---------------------------|
| <b>Amounts falling due within one year:</b> | <b>€'000</b>              | <b>€'000</b>              |
| Amounts owed by related party               | 1,036                     | 1,981                     |
| VAT recoverable                             | 13,314                    | -                         |
| Amounts owed by group undertakings          | 1,756,504                 | 1,787,076                 |
| Derivative financial instruments            | 49                        | 21                        |
| Other debtors                               | 2,831                     | 1,863                     |
| Prepayments                                 | 10,452                    | 11,826                    |
|   | <u>1,784,186</u>          | <u>1,802,767</u>          |

# KELLOGG EUROPE TRADING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 28 DECEMBER 2024

### 19 Debtors (Continued)

|  | 28 December<br>2024<br>€'000 | 30 December<br>2023<br>€'000 |
|--|------------------------------|------------------------------|
| <b>Amounts falling due after more than one year:</b> |                              |                              |
| Deferred tax asset (note 25)                         | 40,365                       | 46,891                       |
|  | <u>          </u>            | <u>          </u>            |
| <b>Total debtors</b>                                 | <u>1,824,551</u>             | <u>1,849,658</u>             |

Debtors are stated after provisions for impairment of €2,438,000 (period ended 30 December 2023: €2,886,000).

Included in the amounts owed by group undertakings is an interest free loan for €1,135,765,000 (period ended 30 December 2023: €1,135,765,000) which is repayable on demand and an interest free loan for €395,219,000 (period ended 30 December 2023: €395,219,000) also repayable on demand. The remainder of the balance represents amounts owed by group undertakings which are unsecured, interest free and repayable on demand.

### 20 Retirement benefit schemes

#### **Defined benefit schemes**

The Company operates a defined benefit pension scheme with assets held in a separately administered fund (the "Fund"). The scheme provides retirement benefits on the basis of members' final salary. On 2 January 2005, the defined benefit pension scheme was closed to new entrants. At the time, the Company established a defined contribution scheme to provide benefits to new employees.

Following a Company review of pension arrangements, and subsequent employee consultation, existing employees who were in the Defined Benefit pension scheme moved to the Defined Contribution pension scheme as and from 1 January 2019.

The amounts included in the statement of financial position arising from the Company's obligations in respect of defined benefit plans are as follows:

| <i>Amounts recognised in the statement of financial position</i> | 28 December<br>2024<br>€'000                 | 30 December<br>2023<br>€'000                 |
|--|--|--|
| Fair value of plan assets  | 117,905                                      | 114,229                                      |
| Present value of defined benefit obligations                     | (65,370)                                     | (70,132)                                     |
|  | <u>          </u>                            | <u>          </u>                            |
| Surplus in scheme  | <u>52,535</u>                                | <u>44,097</u>                                |
|  | <u>          </u>                            | <u>          </u>                            |
| <br><i>Amounts recognised in the income statement</i>            |  |  |
|  | Period ended<br>28 December<br>2024<br>€'000 | Period ended<br>30 December<br>2023<br>€'000 |
| Net interest on net defined benefit asset                        | (1,450)                                      | (1,732)                                      |
| Administration costs   | 502  | 546  |
|  | <u>          </u>                            | <u>          </u>                            |

# KELLOGG EUROPE TRADING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 28 DECEMBER 2024

### 20 Retirement benefit schemes (Continued)

| <i>Amounts taken to other comprehensive income/(expense)</i> | Period ended | Period ended |
|--|--------------|--------------|
|  | 28 December  | 30 December  |
|  | 2024         | 2023         |
|  | €'000        | €'000        |
| Actual return on scheme assets                               | 6,292        | 8,296        |
| Less: calculated interest element                            | (3,735)      | (4,111)      |
| Return on scheme assets excluding interest income            | 2,557        | 4,185        |
| Actuarial changes related to obligations                     | 4,933        | (6,732)      |
| Total income/(expense)                                       | 7,490        | (2,547)      |

A comprehensive actuarial valuation of the Fund, using the projected unit credit method, was carried out at 1 January 2023 by Willis Towers Watson, independent consulting actuaries. The cost will change in the future should the age/salary/sex profile of the membership change. As the Fund is closed to new entrants, the cost of the future accrual as a proportion of the salary roll can be expected to increase as the average age of the membership increases, on a given basis. Adjustments to the valuation at the period end have been made based on the following assumptions:

| <i>Key assumptions</i>                            | 28 December | 30 December |
|---|-------------|-------------|
|   | 2024        | 2023        |
|   | %           | %           |
| Discount rate                                     | 3.57        | 3.26        |
| Expected rate of increase of pensions in payment  | 2.00        | 2.25        |
| Expected rate of salary increases                 | n/a         | n/a         |
| Expected rate of increase for deferred pensioners | 2.00        | 2.25        |
| Expected rate in state pension offset             | n/a         | n/a         |
| Rate of inflation                                 | 2.00        | 2.25        |

| <i>Mortality assumptions</i>                       | 28 December | 30 December |
|--|-------------|-------------|
|  | 2024        | 2023        |
|  | Years       | Years       |
| Assumed life expectations on retirement at age 65: |             |             |
| Retiring today                                     |             |             |
| - Males  | 22.1        | 22.1        |
| - Females  | 24.6        | 24.5        |
| Retiring in 25 years                               |             |             |
| - Males  | 24.2        | 24.1        |
| - Females  | 26.7        | 26.6        |

**KELLOGG EUROPE TRADING LIMITED****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)  
FOR THE PERIOD ENDED 28 DECEMBER 2024****20 Retirement benefit schemes (Continued)**

| <i>Movements in the present value of the net pension surplus</i>   | <b>Assets<br/>€'000</b> | <b>Liabilities<br/>€'000</b> | <b>Net<br/>€'000</b>        |
|--|-------------------------|------------------------------|-----------------------------|
| At 31 December 2023  | 114,229                 | (70,132)                     | 44,097                      |
| Interest income/(expense)  | 3,735                   | (2,285)                      | 1,450                       |
| Benefits paid  | (2,114)                 | 2,114                        | -                           |
| Return on plan assets (excluding amounts included in net interest) | 2,557                   | -                            | 2,557                       |
| Actuarial gains and losses   | -                       | 4,933                        | 4,933                       |
| Administration costs   | (502)                   | -                            | (502)                       |
| At 28 December 2024  | <u>117,905</u>          | <u>(65,370)</u>              | <u>52,535</u>               |
|  |                         | <b>28 December<br/>2024</b>  | <b>30 December<br/>2023</b> |
| <i>Fair value of scheme assets:</i>                                |                         | <b>€'000</b>                 | <b>€'000</b>                |
| Equity instruments   |                         | 14,832                       | 12,051                      |
| Other  |                         | 103,073                      | 102,178                     |
|  |                         | <u>117,905</u>               | <u>114,229</u>              |

A formal actuarial valuation of the Fund occurs at least every three years. The actuarial valuation as at 1 January 2023 is complete and the next formal valuation date for the Fund is at 1 January 2026.

**Defined contribution schemes**

|   | <b>Period ended<br/>28 December<br/>2024<br/>€'000</b> | <b>Period ended<br/>30 December<br/>2023<br/>€'000</b> |
|---|--|--|
| Charge to profit or loss in respect of defined contribution schemes | <u>3,464</u>   | <u>3,203</u>   |

# KELLOGG EUROPE TRADING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 28 DECEMBER 2024

### 21 Creditors: amounts falling due within one period

|                                    |       | 28 December<br>2024<br>€'000 | 30 December<br>2023<br>€'000 |
|------------------------------------|-------|------------------------------|------------------------------|
|                                    | Notes |                              |                              |
| Bank overdrafts                    | 23    | 1,865                        | 10,604                       |
| Loans from group undertakings      | 23    | 538,748                      | 1,618,379                    |
| Trade creditors                    |       | 344,678                      | 337,142                      |
| Amounts owed to group undertakings |       | 212,417                      | 117,124                      |
| Corporation tax                    |       | 761                          | 1,169                        |
| VAT payable                        |       | -                            | 2,524                        |
| PAYE and social security           |       | 1,194                        | 1,322                        |
| Derivative financial instruments   |       | 7                            | 42                           |
| Accruals                           |       | 55,851                       | 59,355                       |
|                                    |       | <u>1,155,521</u>             | <u>2,147,661</u>             |

Trade and other creditors are payable at various dates in the three months after the end of the financial period in accordance with the creditors usual customary credit terms. Creditors for taxation and social insurance are payable in the timeframe set down in the relevant legislation.

Amounts owed to group undertakings and other creditors are repayable within one year; they represent amounts which are unsecured, interest free and repayable on demand.

### 22 Creditors: amounts falling due after more than one period

|                               |       | 28 December<br>2024<br>€'000 | 30 December<br>2023<br>€'000 |
|-------------------------------|-------|------------------------------|------------------------------|
|                               | Notes |                              |                              |
| Loans from group undertakings | 23    | 1,855,233                    | 853,223                      |

### 23 Borrowings

|                               |  | 28 December<br>2024<br>€'000 | 30 December<br>2023<br>€'000 |
|-------------------------------|--|------------------------------|------------------------------|
| Bank overdrafts               |  | 1,865                        | 10,604                       |
| Loans from group undertakings |  | 2,393,981                    | 2,471,602                    |
|                               |  | <u>2,395,846</u>             | <u>2,482,206</u>             |
| Payable within one year       |  | 540,613                      | 1,628,983                    |
| Payable after one year        |  | 1,855,233                    | 853,223                      |

# KELLOGG EUROPE TRADING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 28 DECEMBER 2024

### 23 Borrowings (Continued)

Included in loans from group undertakings is an unsecured loan €nil (period ended 30 December 2023: €1,015,180,000) which bears interest at nil% (period ended 30 December 2023: 7.5%) and matures in 2024; an unsecured loan of €395,218,000 (period ended 30 December 2023: €395,218,000) which bears interest at 8.75% (period ended 30 December 2023: 8.75%) and matures in 2032; an unsecured loan of €443,432,000 (period ended 30 December 2023: €443,432,000) which bears interest at 3.25% (period ended 30 December 2023: 3.25%) and matures in 2027 and an unsecured loan of €1,015,180,000 (period ended 30 December 2023: €nil) which bears interest at 5.1% (period ended 30 December 2023: nil%) and matures in 2034.

Included in amounts payable within one year are interests due on loan from group undertakings of €538,748,000 (2023: €603,199,000).

### 24 Financial instruments

|   | 28 December<br>2024<br>€'000 | 30 December<br>2023<br>€'000 |
|---|------------------------------|------------------------------|
| <b>Carrying amount of financial assets</b>                |                              |                              |
| Instruments measured at fair value through profit or loss | 49                           | 21                           |
|   | <u>          </u>            | <u>          </u>            |

#### Derivative financial instruments - forward contracts

The Company has a number of foreign currency forward contracts outstanding at the balance sheet date to hedge the foreign exchange exposure on future expected cash flows denominated in foreign currency. For profit and loss exposures the Company has entered into an Intra-Group hedging programme for all contracts. The Company has elected not to apply hedge accounting to these contracts with the changes in fair value being recorded directly in the Profit and Loss Account. Net Balance Sheet exposures are bought/sold forward externally with third-party banks on a one-month rolling basis, and are not subject to hedge accounting. As at the 30 December 2017 the hedging relationship for all contracts has ended and no amounts are recognised in other comprehensive income/(expense).

The aggregate principle amount on contracts to buy and sell foreign currency outstanding at the period end is €1,081,477,000 (2023: €1,510,008,000). The fair value of contracts held with an intra-group counterparty is a liability of €3,542,000 (2023: €5,797,000) and has been recognised as an amount due from a fellow group undertaking.

The foreign currency contracts are measured at fair value which is determined using valuation techniques that utilise observable inputs. The key assumptions used in valuing the derivatives are the forward exchange rates for EUR:USD and EUR:GBP and EUR:PLN

# KELLOGG EUROPE TRADING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 28 DECEMBER 2024

### 25 Deferred taxation

The major deferred tax liabilities and assets recognised by the Company are:

|   | <b>Assets</b><br><b>28 December</b><br><b>2024</b><br><b>€'000</b>      | <b>Assets</b><br><b>30 December</b><br><b>2023</b><br><b>€'000</b>                 |
|---|---|--|
| <b>Balances:</b>  |   |  |
| Accelerated capital allowances                              | (20,399)  | (17,859)   |
| Tax losses carried forward and other deductions             | 66,995  | 69,926   |
| Other timing differences                                    | 336   | 336  |
| Defined benefit pension scheme                              | (6,567)   | (5,512)  |
|   | <u>40,365</u>   | <u>46,891</u>  |
|   | <u><u>40,365</u></u>  | <u><u>46,891</u></u>   |
|   | <b>Liabilities</b><br><b>28 December</b><br><b>2024</b><br><b>€'000</b> | <b>Liabilities</b><br><b>30 December</b><br><b>2023</b><br><b>€'000</b>            |
| <b>Deferred tax liability relating to pension:</b>          |   |  |
| Balance at the beginning of the period                      | (5,512)   | (5,682)  |
| Deferred tax (charge)/income in the profit and loss account | (119)   | (148)  |
| Deferred tax recognised in other comprehensive income       | (936)   | 318  |
|   | <u>(6,567)</u>  | <u>(5,512)</u>   |
|   | <u><u>(6,567)</u></u>   | <u><u>(5,512)</u></u>  |
|   |   | <b>Period</b><br><b>ended</b><br><b>28 December</b><br><b>2024</b><br><b>€'000</b> |
| <b>Movements in the period:</b>                             |   |  |
| Asset at 31 December 2023                                   |   | 46,891   |
| Charge to profit or loss                                    |   | (6,526)  |
|   |   | <u>40,365</u>  |
| Asset at 28 December 2024                                   |   | <u><u>40,365</u></u>   |

# KELLOGG EUROPE TRADING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 28 DECEMBER 2024

### 26 Called up share capital

|                               | 28 December<br>2024         | 30 December<br>2023         | 28 December<br>2024         | 30 December<br>2023         |
|-------------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
|                               | Number                      | Number                      | €'000                       | €'000                       |
| <b>Ordinary share capital</b> |                             |                             |                             |                             |
| <b>Authorised equity</b>      |                             |                             |                             |                             |
| Ordinary shares<br>of €1 each | 2,000,000                   | 2,000,000                   | 2,000                       | 2,000                       |
|                               | <u>                    </u> | <u>                    </u> | <u>                    </u> | <u>                    </u> |
| <b>Issued and fully paid</b>  |                             |                             |                             |                             |
| Ordinary shares of €1 each    | 1,200,002                   | 1,200,002                   | 1,200                       | 1,200                       |
|                               | <u>                    </u> | <u>                    </u> | <u>                    </u> | <u>                    </u> |

### 27 Reserves

#### Profit and loss reserves

Cumulative profit and loss net of distributions to owners.

#### Other reserves

During the year ended 31 December 2016, the Company received an unconditional capital contribution from its immediate parent of €10,358,000 which has been credited to other reserves.

On 11 March 2022, the Company received an unconditional capital contribution from its immediate parent of €267,800,000 which has been credited to other reserves.

### 28 Financial commitments, guarantees and contingent liabilities

The Company is the party to a cash pooling agreement with Bank Mendes Gans (BMG) in conjunction with other group companies. Under the terms of the arrangement cross company guarantees exist. The Company can offset positive and negative cash balances within the cash pool.

Guarantees for the cash pooling arrangement are held by the ultimate parent company Kellanova (formerly: Kellogg Company). As at the reporting date, the Company had a net cash pooling overdraft balance of €nil (2023: €nil) due to the cash pool.

This amount is presented in the Balance Sheet under "Bank overdrafts" and bears interest at prevailing market rates.

The Company is also party to a group-wide temporary overdraft facility of \$30,000,000 (period ended 30 December 2023: \$30,000,000) As at the reporting date, the Company had an overdraft balance of €1,865,000 (2023: €10,604,000) due to the overdraft facility.

### 29 Operating lease commitments

At the reporting end date the Company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

|                            | 28 December<br>2024         | 30 December<br>2023         |
|----------------------------|-----------------------------|-----------------------------|
|                            | €'000                       | €'000                       |
| Within one year            | 5,164                       | 5,460                       |
| Between one and five years | 20,278                      | 27,115                      |
| In over five years         | -                           | 5,351                       |
|                            | <u>                    </u> | <u>                    </u> |
|                            | 25,442                      | 37,926                      |
|                            | <u>                    </u> | <u>                    </u> |

# KELLOGG EUROPE TRADING LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 28 DECEMBER 2024

---

### 29 Operating lease commitments (Continued)

The Company holds operating lease arrangements that are guaranteed by the ultimate parent company.

### 30 Related party transactions

#### *Transactions with joint ventures*

During the period the Company sold ready to eat cereal, snacks and salty snacks to Kellogg Tolaram Nigeria Limited, a joint venture entity not wholly owned by the group. At the period end €1,036,000 (period ended 30 December 2023 €1,981,000) was outstanding and included in debtors.

### 31 Events after the reporting date

On 14 February 2025, the Company transferred the second instalment for the sum of PLN 65,000,000 to Uma Investments Spółka z ograniczoną odpowiedzialnością, relating to the funding of PLN 135,000,000 agreed on 16 September 2024.

### 32 Parent undertaking and controlling party

The Company's immediate parent company is Kellogg Europe Treasury Services Unlimited Company, which is registered in Republic of Ireland. The Company's ultimate holding company and controlling party is Kellanova, which is incorporated in the United States of America and is the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of the financial statements of Kellanova can be obtained from 412 North Wells Street, Chicago, Illinois, 60654, USA.

### 33 Approval of financial statements

The Directors approved the financial statements on the 24 November 2025