

Univar UK Holdings Limited

Report and Financial Statements

31 December 2014

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COMPANIES HOUSE

Directors

W T Hill
S Duyfjes
S N Landsman

Secretary

Pinsent Masons Secretarial Limited
1 Park Row
Leeds
LS1 5AB

Auditors

Baker Tilly UK Audit LLP
Chartered Accountants
2 Whitehall Quay
Leeds
LS1 4HG

Registered Office

Aquarius House
6 Mid Point Business Park
Thornbury
Bradford
BD3 7AY

Registered No. 31746

Directors' report

The directors present their report and financial statements for the year ended 31 December 2014.

Results and dividends

The loss for the year after taxation amounted to £451,000 (2013 – loss of £748,000). The directors do not recommend a final dividend (2013 – £nil).

Principal activities and review of the business

The company continues in its role as a holding company. Details of subsidiary undertakings are included in note 7.

The company's key financial and other performance indicators during the year were as follows:

	2014 £000	2013 £000	Change £000
Operating loss	(7)	(42)	35
Shareholders' funds	166,708	167,159	(451)

The decrease in Shareholders' funds during the year is a consequence of the loss for the year.

Future developments

The directors intend the company to continue to act as a holding company.

Principal risks and uncertainties

The principal risks and uncertainties affecting the company's activities are relatively low as the company has a strong net asset position.

There are risks concerning the carrying value of the investments, however the trading performance of the main trading companies supporting this carrying value, Univar Limited and Distrupol Limited, has been more than sufficient in recent years and is forecast to continue.

The company has an unsecured interest bearing intercompany loan with its immediate parent, Univar UK Limited, which is denominated in GBP. The interest risk has been eliminated during the year following an amendment to the loan agreement; interest ceased to accrue with effect from 30 September 2014.

Going concern

The company participates in the group's centralised treasury arrangements and so shares banking arrangements with its parent and fellow subsidiaries. As a consequence, the directors believe that the company is well placed to manage its business risks successfully despite the current uncertain economic outlook. After making enquiries, the directors have a reasonable expectation that the company and the group have adequate resources to continue in operational existence for the foreseeable future.

Directors' report (continued)

Directors

The directors who served the company during the year were as follows:

W T Hill
S Duyfjes
S N Landsman

Directors' qualifying third party indemnity provisions

The company has granted an indemnity to one or more of its directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. Such qualifying third party indemnity provision remains in force as at the date of approving the directors' report.

Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the company's auditor, each director has taken all the steps that they are obliged to take as a director in order to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

Auditors

Ernst & Young LLP resigned as auditor during the period, and Baker Tilly UK Audit LLP, Chartered Accountants, were appointed to fill the casual vacancy. In accordance with Section 485 of the Companies Act 2006, a resolution proposing that Baker Tilly UK Audit LLP be reappointed as auditors will be put to the members at the Annual General Meeting.

On behalf of the Board



S Duyfjes - Director
29 July 2015

Statement of directors' responsibilities

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

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

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

Independent auditors' report

to the members of Univar UK Holdings Limited

We have audited the financial statements of Univar UK Holdings Limited for the year ended 31 December 2014 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet and the related notes 1 to 15. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at <http://www.frc.org.uk/auditscopeukprivate>.

Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2014 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent auditors' report (continued)

to the members of Univar UK Holdings Limited

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies' exemption in not preparing the Strategic Report.

Baker Tilly UK Audit LLP

Paul Langhorn (Senior Statutory Auditor)
For and on behalf of Baker Tilly UK Audit LLP (Statutory Auditor)
Chartered Accountants
2 Whitehall Quay, Leeds, LS1 4HG

4/8 2015

Profit and loss account

for the year ended 31 December 2014

		2014	2013
	Notes	£000	£000
Administrative expenses		(7)	(42)
Operating loss	2	(7)	(42)
Interest receivable and similar income	4	21	4
Interest payable and similar charges	5	(465)	(710)
Loss on ordinary activities before taxation		(451)	(748)
Tax	6	–	–
Loss for the financial year	12	(451)	(748)

All amounts relate to continuing activities.

Statement of total recognised gains and losses

for the year ended 31 December 2014

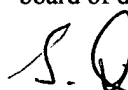
There are no recognised gains or losses other than the loss of the company of £451,000 in the year ended 31 December 2014 (2013 – loss of £748,000).

Balance sheet

at 31 December 2014

	Notes	2014 £000	2013 £000
Fixed assets			
Investments	7	173,041	173,041
Current assets			
Debtors: amounts falling due after more than one year	8	12,520	12,520
Debtors: amounts falling due within one year	8	18,687	18,615
		31,207	31,135
Creditors: amounts falling due within one year	9	(30,470)	(947)
Net current assets		737	30,188
Total assets less current liabilities		173,778	203,229
Creditors: amounts falling due after more than one year	10	(7,070)	(36,070)
Net assets		166,708	167,159
Capital and reserves			
Called up share capital	11	25,323	25,323
Share premium account	12	18,877	18,877
Acquisition reserve	12	63,785	63,785
Profit and loss account	12	58,723	59,174
Shareholders' funds	13	166,708	167,159

The financial statements of Univar UK Holdings Limited (registered number 31746) were approved by the board of directors and authorised for issue on 29 July 2015. They were signed on its behalf by:



S Duyfjes
Director

29 July 2015

Notes to the financial statements

at 31 December 2014

1. Accounting policies

Basis of preparation

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards.

Going concern

The company participates in the group's centralised treasury arrangements and so shares banking arrangements with its parent and fellow subsidiaries. As a consequence, the directors believe that the company is well placed to manage its business risks successfully despite the current uncertain economic outlook. After making enquiries, the directors have a reasonable expectation that the company and the group have adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

Group financial statements

The company has not prepared group financial statements as it is a wholly owned subsidiary undertaking of a company which itself prepares group financial statements and so is exempt by virtue of section 400 of the Companies Act 2006. These financial statements present information about the company as an individual undertaking and not about its group.

Statement of cash flows

Under Financial Reporting Standard No. 1 (Revised 1996) the company is exempt from the requirement to prepare a statement of cash flow on the grounds that it is a wholly owned subsidiary undertaking and group financial statements in which the company is included are publicly available.

Investments

Investments in subsidiaries are stated in the balance sheet at cost less any provisions for impairment. The carrying value of investments is reviewed on an annual basis for any signs of impairment. When a provision for impairment is deemed necessary the resulting expense is charged to the profit and loss account.

Deferred taxation

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or right to pay less or to receive more, tax, with following exceptions:

- Provision is made for deferred taxation that would arise on remittance of the retained earnings of subsidiaries, associates and joint ventures only to the extent that, at the balance sheet date, dividends have been accrued as receivable.
- Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Notes to the financial statements

at 31 December 2014

1. Accounting policies (continuing)

Interest-bearing loans and borrowings

All interest-bearing loans and borrowings are initially recognised at net proceeds. After initial recognition debt is increased by the finance cost in respect of the reporting period and reduced by repayments made in the period. Finance costs are allocated over the term of the debt at a constant rate on the carrying amount.

Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date.

All exchange differences are taken to the profit and loss account.

2. Operating loss

This is stated after charging:

	2014 £000	2013 £000
Auditors' remuneration	7	7

Auditors' remuneration for the company in the current year is £950 (2013: £520). As a holding company, the company also incurs the audit fees of its subsidiary entities.

3. Directors' remuneration and staff costs

No emoluments were paid to the directors in the current year or preceding year for their services to the company. The company had no employees during the year apart from the directors.

The directors of the company are also directors of the holding company and/or fellow subsidiaries. The directors received remuneration for the year of £3,000 (2013 – £3,000) in relation to qualifying services as directors of this company, all of which was paid by Univar Inc and Univar Benelux SA.

4. Interest receivable and similar income

	2014 £000	2013 £000
HMRC interest receivable	-	4
Interest on amounts due from group undertakings	21	-
	<u>21</u>	<u>4</u>

5. Interest payable and similar charges

	2014 £000	2013 £000
Interest on amounts owed to group undertakings	<u>465</u>	<u>710</u>

Notes to the financial statements

at 31 December 2014

6. Tax

(a) Tax on loss on ordinary activities

The tax charge is made up as follows:

	2014 £000	2013 £000
Current tax:		
UK corporation tax on the loss for the year	-	-
Adjustments in respect to prior years	-	-
Total current tax (note 6(b))	-	-

(b) Factors affecting tax charge for the year

The tax assessed for the year differs from that at the standard rate of corporation tax in the UK of 21.5% (2013 – 23.25%). The differences are explained below:

	2014 £000	2013 £000
Loss on ordinary activities before tax	(451)	(748)
(Loss) / profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 21.5% (2013 – 23.25%)	(97)	(174)
Effects of:		
UK transfer pricing adjustments	-	(7)
Group relief received for no consideration	97	181
Adjustments in respect to prior years	-	-
Current tax for the year (note 6(a))	-	-

(c) Factors that may affect future tax charges

The standard rate of corporation tax in the United Kingdom for the year is 21.5% (2013: 23.25%). The Finance Act 2013 received Royal Assent on 17 July 2013 and enacted a reduction in the main rate of corporation tax to 21% with effect from 1 April 2014 and a further reduction of 1% to be applied to bring the main rate of corporation tax to 20% from 1 April 2015. Deferred tax has been provided at the balance sheet date at 20%.

Notes to the financial statements

at 31 December 2014

7. Investments

*Shares in
subsidiary
undertakings
£000*

Cost and net book value:

At 1 January 2014 and 31 December 2014

173,041

The company has taken advantage of section 405(2) of the Companies Act 2006 and disclosed only those investments whose results or financial position materially affected the figures shown in the company's annual financial statements.

The material investments in which the company holds at least 20% of the nominal value of any class of share capital, all of which are unlisted, are as follows:

<i>Name of company</i>	<i>Holding</i>	<i>Proportion of voting rights and shares held</i>	<i>Nature of business</i>
Ellis and Everard (UK Holdings) Limited*	Ordinary shares	100%	Holding company
Distrupol Limited *	Ordinary shares	100%	Chemical distribution
Univar Limited *	Ordinary shares	100%	Chemical distribution
Univar Specialty Consumables Limited*	Ordinary shares	100%	Consumables distribution

* Investment held by subsidiary undertaking.

8. Debtors

*2014 2013
£000 £000*

Amounts due within one year:

Amounts owed by subsidiary undertakings
Other debtors

18,626	18,554
61	61
<u>18,687</u>	<u>18,615</u>

Amounts due after more than one year:

Amounts owed by subsidiary undertakings

12,520	12,520
<u>31,207</u>	<u>31,135</u>

Notes to the financial statements

at 31 December 2014

9. Creditors: amounts falling due within one year

	2014 £000	2013 £000
Amounts owed to subsidiary undertakings	62	204
Amounts owed to parent undertaking	29,603	-
Accruals	-	15
Other creditors	805	728
	<u>30,470</u>	<u>947</u>

10. Creditors: amounts falling due after more than one year

	2014 £000	2013 £000
Amounts owed to subsidiary undertakings	7,070	7,070
Amounts owed to parent undertaking	-	29,000
	<u>7,070</u>	<u>36,070</u>

The intercompany loans are unsecured. Interest was charged on the long term loan of £29,000,000 at a rate of 2.13%; with effect from 30 September 2014 interest ceased to accrue, with the amount due added to the principal. This loan and associated interest is denominated in GBP. No interest is charged on any other group borrowings.

11. Issued share capital

	No.	2014 £000	No.	2013 £000
<i>Allotted, called up and fully paid</i>				
Ordinary shares of 25p each	101,290,781	<u>25,323</u>	101,290,781	<u>25,323</u>

12. Movements on reserves

	Share premium account £000	Acquisition reserve £000	Profit and loss account £000
At 1 January 2013	18,877	63,785	59,922
Loss for the financial year	-	-	(748)
At 1 January 2014	<u>18,877</u>	<u>63,785</u>	<u>59,174</u>
Loss for the financial year	-	-	(451)
At 31 December 2014	<u>18,877</u>	<u>63,785</u>	<u>58,723</u>

Notes to the financial statements

at 31 December 2014

13. Reconciliation of shareholders' funds

	2014	2013
	£000	£000
Opening shareholders' funds	167,159	167,907
Loss for the year	(451)	(748)
Closing shareholders' funds	<u>166,708</u>	<u>167,159</u>

14. Related party transactions

The directors have taken advantage of the exemption in Financial Reporting Standard 8, paragraph 3(c), and have not disclosed related party transactions with parent and fellow subsidiary undertakings.

15. Ultimate parent undertaking and controlling party

Univar Inc is the ultimate parent undertaking and controlling party.

Group financial statements, incorporating Univar UK Holdings Limited, for year ended 31 December 2014 were drawn up by Univar Inc, a company incorporated in the USA. The consolidated financial statements of Univar Inc have been filed at Companies House in conjunction with the financial statements of the ultimate UK parent company, Ulixes Limited.

The immediate parent undertaking remains Univar UK Limited, which is registered in England and Wales.