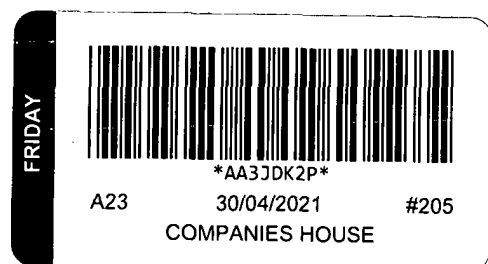


Century Oils International Limited

Annual Report and financial statements

Registered number 137730

31 December 2020



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Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 December 2020.

Principal activities

The company has remained a non-trading entity during the year.

Financial review and future developments

The result for the year is set out in the profit and loss account on page 6. The directors expect the company to continue not to trade in future years.

The company did not trade throughout the current and preceding financial year however a tax charge has been recorded in 2020 for a tax adjustment relating to transfer pricing on an intercompany receivable balance.

Proposed dividend

The directors do not recommend the payment of a dividend (2019: £nil).

Employees

The company has no employees.

Donations

The company made no political and charitable donations during the year (2019: £nil).

Directors

The directors of the company who were in office during the year and up to the date of signing the financial statements were as follows:

R Halhead
Dr R Rheinboldt

Directors' indemnity

The Company via a policy maintained by its ultimate parent undertaking, Fuchs Petrolub SE, maintains qualifying third-party provision for Directors' and Officers' liability insurance as permitted by section 234 of the Companies Act 2006. This has been in place for the financial year to 31 December 2020 and remains in force at the date of this report.

Financial risk management

The nature of the company's operations, being a non-trading holding company, limit its exposure to risks. The primary risk is credit risk associated with the company's receivables. The directors monitor the level of risk associated with each balance on an ongoing basis.

Statement of directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;

Directors' report (continued)

Statement of directors' responsibilities (continued)

- make judgements and accounting estimates that are reasonable and prudent; and
prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

The directors are responsible for 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.

Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Independent Auditors

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be re-appointed and PricewaterhouseCoopers LLP will therefore continue in office.

Small Companies Exemption

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

The directors have not presented a strategic report as they have taken advantage of the Companies Act exemption s414A available to small companies.

By order of the board



R Halhead

Secretary

New Century Street
Hanley
Stoke-on-Trent
ST1 5HU

27/4/2021



Independent auditors' report to the members of Century Oils International Limited

Report on the audit of the financial statements

Opinion

In our opinion, Century Oils International Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2020 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report, which comprise: the Balance sheet as at 31 December 2020; and the Profit and loss account and the Statement of Changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

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

Independence

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

Conclusions relating to going concern

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

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 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 UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Directors' report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' report for the year ended 31 December 2020 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the 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, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditors' responsibilities for the audit of the financial statements

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to breaches of company and tax law, and we considered the extent to which non-compliance might

have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries. Audit procedures performed included:

- Discussions with the management, including consideration of known or suspected instances of non-compliance with laws and regulation and fraud;
- Identifying and testing journal entries based on risk criteria; and
- Reviewing the financial statement disclosures and agreement to underlying supporting documentation.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

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

Use of this report

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

Other required reporting

Companies Act 2006 exception reporting

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

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

We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.



Robert Halfpenny (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Manchester
27 April 2021

Profit and loss account
for the year ended 31 December 2020

	<i>Note</i>	2020 £000	2019 £000
Turnover		-	-
Cost of sales		-	-
		<hr/>	<hr/>
Gross result		-	-
Other operating income		-	-
		<hr/>	<hr/>
Operating profit		-	-
Interest payable and similar expenses		-	-
		<hr/>	<hr/>
Result before taxation		-	-
Tax on result	4	(2)	(2)
		<hr/>	<hr/>
(Loss) for the financial year		(2)	(2)
		<hr/>	<hr/>

The company has no other comprehensive income other than the results shown above and as such no separate statement of comprehensive income is presented.

The notes on pages 9 to 12 form part of these financial statements.

Balance sheet
at 31 December 2020

	<i>Note</i>	2020 £000	2019 £000
Current assets			
Debtors	5	282	284
Net current assets		<u>282</u>	<u>284</u>
Capital and reserves			
Called up share capital	7	50	50
Profit and loss account		232	234
Total Shareholders' funds		<u>282</u>	<u>284</u>

The notes on pages 9 to 12 form part of the financial statements.

The financial statements on pages 6 to 12 were approved by the Board of Directors on 27/4/2021 and signed on its behalf by:

Richard Halhead

R Halhead
Director

27/4/2021

Statement of changes in equity

	Called Up Share Capital £'000	Profit and Loss Account £'000	Total £'000
Balance at 1 January 2019	50	236	286
Total comprehensive expense for the year			
Loss for the financial year	-	(2)	(2)
	<hr/>	<hr/>	<hr/>
Total comprehensive expense for the year	-	(2)	(2)
	<hr/>	<hr/>	<hr/>
Balance at 31 December 2019	50	234	284
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>
	Called Up Share Capital £'000	Profit and Loss Account £'000	Total £'000
Balance at 1 January 2020	50	234	284
Total comprehensive expense for the year			
Loss for the financial year	-	(2)	(2)
	<hr/>	<hr/>	<hr/>
Total comprehensive expense for the year	-	(2)	(2)
	<hr/>	<hr/>	<hr/>
Balance at 31 December 2020	50	232	282
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

The notes on pages 9 to 12 form part of the financial statements.

Notes

(forming part of the financial statements)

1 Accounting policies

Century Oils International Limited (the "Company") is a private company limited by shares and incorporated and domiciled in England in the UK.

These financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard* applicable in the UK and Republic of Ireland ("FRS 102") and the Companies Act 2006. The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1,000.

The Company's ultimate parent undertaking, Fuchs Petrolub SE, a company incorporated in Germany, includes the Company in its consolidated financial statements. The consolidated financial statements of Fuchs Petrolub SE are prepared in accordance with International Financial Reporting Standards as adopted by the EU and are available to the public and may be obtained from Friesenheimer Straße 17, 68169, Mannheim, Germany. In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to end of the year;
- Cash Flow Statement and related notes;
- Key Management Personnel compensation and
- Related party transactions – The Company does not disclose transactions with members that are wholly owned by the group

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

1.1 *Measurement convention*

The financial statements are prepared on the historical cost basis.

1.2 *Going concern*

The directors have a reasonable expectation that the company has adequate resources to continue as a going concern for the foreseeable future and for this reason, the directors continue to prepare the financial statements on a going concern basis. The company has no bank account therefore no cashflow has been prepared.

1.3 *Basic financial instruments*

Trade and other debtors / creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

Notes (continued)

1 Accounting policies (continued)

1.4 Impairment

Financial assets (including trade and other debtors)

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the Company would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. Impairment losses are recognised in profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

1.5 Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in years different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met; and differences relating to investments in subsidiaries, to the extent that it is not probable that they will reverse in the foreseeable future and the reporting entity is able to control the reversal of the timing difference. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is provided in respect of the additional tax that will be paid or avoided on differences between the amount at which an asset (other than goodwill) or liability is recognised in a business combination and the corresponding amount that can be deducted or assessed for tax. Goodwill is adjusted by the amount of such deferred tax.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

1.6 Critical accounting judgements and estimates

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, revenue and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are reasonable under the circumstances. Revisions to accounting estimates are recognised in the year in which estimates are revised and in future years affected.

Notes (continued)

1 Accounting policies (continued)

The directors consider that there are no estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year.

2 Remuneration of directors and employees

The Directors' received no remuneration for their services to the company in the current or prior year as they were remunerated by Fuchs Lubricants (UK) plc without recharge to the company.

The company does not have any employees (2019: none).

3 Remuneration of auditors

The auditors' remuneration for the audit of the financial statements of £500 (2019: £500) was borne by a fellow group company. No non-audit services were provided to the company.

4 Tax on result

Total tax expense recognised in the profit and loss account.

	2020 £000	2019 £000
<i>Current tax</i>		
UK Corporation tax on loss for the year	2	2
Adjustments in respect of prior periods	-	-
	<hr/>	<hr/>
Total tax	2	2
	<hr/>	<hr/>

Reconciliation of effective tax rate

Tax assessed for the year is higher (2019: higher) than the standard rate of corporation tax in the UK for the year ended 31 December 2020 of 19% (2019: 19%). The differences are explained below:

The capital losses within COIL are as follows: -

- Pre-entry capital losses - £2,629k
- Connected party capital losses - £480k
- "Normal" capital losses - £400k

There is no deferred tax asset recognised in relation to these losses

	2020 £000	2019 £000
Result before taxation	-	-
	<hr/>	<hr/>
Tax using the UK corporation tax rate of 19% (2019: 19%)	-	-
	<hr/>	<hr/>
<i>Effects of:</i>		
Transfer pricing adjustment	2	2
	<hr/>	<hr/>
Total tax expense included in profit or loss	2	2
	<hr/>	<hr/>

Notes *(continued)*

5 Debtors

	2020 £000	2019 £000
Amounts owed by group undertakings	282	284
	<u>282</u>	<u>284</u>

Amounts owed by group undertakings are unsecured and interest free. There is no specified due date on repayment of the intercompany balance.

6 Called up share capital

	2020 £000	2019 £000
<i>Allotted, called up and fully paid</i> 200,000 (2019: 200,000) ordinary shares of 25p each	50	50
	<u>50</u>	<u>50</u>

7 Ultimate parent company and immediate parent company

The company's immediate parent company is Fuchs Lubricants (UK) plc, which is incorporated in England.

The company's ultimate holding company is Fuchs Petrolub SE of Friesenheimer Strasse 17, 68169, Mannheim, Germany, a company incorporated in Germany. This is the largest and smallest group to consolidate these financial statements. Copies of these consolidated financial statements can be obtained from this address. No other group financial statements include the results of the company.