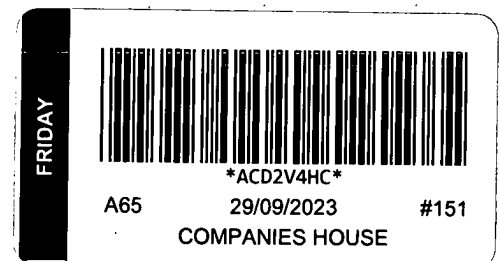


Registered number: 02362210

HANSON HOLDINGS (1) LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022



HANSON HOLDINGS (1) LIMITED

COMPANY INFORMATION

Directors	N Benning-Prince R C Dowley E A Gretton A Quilez Somolinos
Company secretary	W F Rogers
Registered number	02362210
Registered office	Second Floor Arena Court Crown Lane Maidenhead Berkshire SL6 8QZ
Independent auditors	PricewaterhouseCoopers LLP 2 Glass Wharf Bristol BS2 0FR

HANSON HOLDINGS (1) LIMITED

CONTENTS

	Pages
Strategic Report	1 - 2
Directors' Report	3 - 4
Directors' Responsibilities Statement	5
Independent Auditors' Report	6 - 9
Statement of Comprehensive Income	10
Balance Sheet	11
Statement of Changes in Equity	12
Notes to the Financial Statements	13 - 20
Appendix I - Listing of indirect subsidiaries and investments	21 - 27

HANSON HOLDINGS (1) LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

Business review

The Company is a group investment holding company.

On 21 December 2022 the Company received a dividend in specie of £520,152,000 from its subsidiary, Hanson Overseas Holdings Limited, which was satisfied by the assignment of intercompany receivables of £508,872,000 due from Houserate Limited and £11,280,000 due from Hanson Packed Products Limited. Subsequently, the Company impaired its investment in Hanson Overseas Holdings Limited by £376,517,000, to bring the carrying value in line with the underlying net assets. This has been treated as an exceptional item.

Later on 21 December 2022 the Company declared a dividend in specie of £521,146,000, which was satisfied by the assignment of intercompany receivables of £509,866,000 due from Houserate Limited and £11,280,000 due from Hanson Packed Products Limited.

These transactions are part of a wider plan to simplify the group structure in the UK.

The brought forward figures have been restated to increase amounts owed by group undertakings by £995,000 from £86,235,000 to £87,230,000, and to increase the profit and loss account by £995,000 from £4,981,671,000 to £4,982,666,000. This is as a result of an error made in the Company's accounting records in 1997 which incorrectly recorded an amount owed to Effectengage Limited of £995,000 instead of a profit on disposal of £995,000, following the Company's disposal of its investment in Hanson Holdings (2) Limited. Subsequently in 2020, the Company assigned £995,000 of an amount due from Houserate Limited to settle the amount recorded as owed to Effectengage Limited. This assignment has now been corrected.

Section 172(1) Statement

The primary purpose of the Company is that of group investment holding company. The overall objective of the Directors is to maximise shareholder and stakeholder value whilst working to a sustainable long-term business model. The Directors work to ensure the business strategy and objectives of the Company are aligned with that of the Group. As a group investment holding company, the Company has limited stakeholders having no customers, suppliers or employees.

During the year, the Directors approved a dividend in specie from its subsidiary, Hanson Overseas Holdings Limited. Subsequently the Company declared a dividend in specie of £521,146,000 to repatriate surplus assets not required by the business to its shareholder. Prior to undertaking this step, the Company actively engaged with its shareholder to agree the appropriate course of action.

Principal risks and uncertainties

Group undertakings

The Company's results arise from transactions with fellow group undertakings in the group headed by Heidelberg Materials AG (formerly HeidelbergCement AG). The Directors are therefore of the opinion that the Company is not directly exposed to significant risks and uncertainty; however, by the very nature of its activities, the Company is indirectly exposed to similar risks and uncertainties to those faced by other group companies. Details of the proposed risks and uncertainties facing the group headed by Heidelberg Materials AG are disclosed in the financial statements of that Company.

Foreign exchange risk

The Company is exposed to foreign exchange risk in respect of its investments in group undertakings. Significant fluctuations in foreign currency rates could potentially result in future impairment charges. These are not hedged.

HANSON HOLDINGS (1) LIMITED

**STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022**

This report was approved by the board on 25 September 2023 and signed on its behalf.

Wendy F Rogers

W F Rogers
Secretary

HANSON HOLDINGS (1) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

The Directors present their report and the audited financial statements for the year ended 31 December 2022.

Results and dividends

The profit for the year, after taxation, amounted to £143,635,000 (2021 - £nil (unaudited)).

A dividend in specie of £521,146,000 (2021 - £nil (unaudited)) was paid during the year. The Directors do not recommend the payment of a final dividend (2021 - £nil (unaudited)).

Future developments

The Directors anticipate that the Company will continue as a group investment holding company for the foreseeable future.

Going concern

The Company has limited activity outside of the Heidelberg Materials AG group and therefore its on-going activity is dependent on the operational activity of the Heidelberg Materials AG group.

On the basis of their assessment of the Company's financial position and relevant enquiries, the Directors have no reason to believe that a material uncertainty exists that may cast significant doubt on the ability of the Company to continue as a going concern. The Directors have noted that the ultimate parent undertaking, Heidelberg Materials AG, has made an assessment of identifiable risks on their global business activities, including the on-going impact of the Ukraine crisis, the volatility in energy and raw materials markets, inflationary pressures, rising interest rates and the overarching impact these factors have on construction and consumer markets, and continues to operate on a going concern basis.

Thus the Directors have a reasonable expectation that the Company will be able to continue in operational existence for the foreseeable future and they continue to adopt the going concern basis of accounting in preparing the financial statements.

Directors

The Directors who served during the year and up to the date of signing the financial statements were:

N Benning-Prince
R C Dowley
E A Gretton
A Quilez Somolinos

Directors' indemnity

Heidelberg Materials AG has indemnified, by means of directors' and officers' liability insurance, one or more Directors of the Company against liability in respect of proceedings brought by third parties, subject to the conditions set out in section 234 of the Companies Act 2006. Such qualifying third party indemnity provision was in force during the year and is in force as at the date of approving the Directors' Report.

The articles of association also provide for the Directors to be indemnified by the Company subject to the provisions of the Companies Act.

HANSON HOLDINGS (1) LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022**

Disclosure of information to auditors

Each of the persons who are Directors at the time when this Directors' Report is approved has confirmed that:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the Director has taken all the steps that ought to have been taken as a Director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Independent auditors

PricewaterhouseCoopers LLP were appointed as auditors for the year ended 31 December 2022. PricewaterhouseCoopers LLP having indicated their willingness to act will continue in office, as auditors of the Company, in accordance with section 487 of the Companies Act 2006.

This report was approved by the board on 25 September 2023 and signed on its behalf.

Wendy F Rogers

W F Rogers
Secretary

HANSON HOLDINGS (1) LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2022

The Directors are responsible for preparing the Strategic Report, the Directors' 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 elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 'Reduced Disclosure Framework', and applicable law).

Under company law, 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;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101 have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 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 to enable them to ensure that the financial statements comply with the Companies Act 2006.

The Responsibilities Statement was approved by the board on 25 September 2023 and signed on its behalf.



W F Rogers
Secretary

Report on the audit of the financial statements

Opinion

In our opinion, Hanson Holdings (1) Limited's financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2022 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Balance Sheet as at 31 December 2022; the Statement of Comprehensive Income 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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF HANSON HOLDINGS (1) LIMITED

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 Strategic report and 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.

Strategic report and Directors' report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' report for the year ended 31 December 2022 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

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

Responsibilities for the financial statements and the audit

Responsibilities of the Directors for the financial statements

As explained more fully in the Directors' Responsibilities Statement, 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.

HANSON HOLDINGS (1) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF HANSON HOLDINGS (1) LIMITED

Based on our understanding of the Company and industry, we identified that the principal risks of non-compliance with laws and regulations related to the Companies Act 2006 and UK tax legislation, and we considered the extent to which non-compliance might have a material effect on the financial statements. 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 and management bias in accounting estimates. Audit procedures performed by the engagement team included:

- Reading board minutes for evidence of breaches of regulations and reading relevant correspondence
- Identifying and testing journal entries, in particular journal entries posted with unexpected account combinations
- Inquiries of management in respect of any known or suspected instances of non compliance with laws and regulations and fraud
- Challenging management on key accounting estimates and auditing the assumptions to supporting third party documentation where applicable.

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 into 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' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

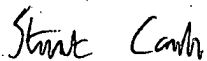
We have no exceptions to report arising from this responsibility.

HANSON HOLDINGS (1) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF HANSON HOLDINGS (1) LIMITED

Other matter

The financial statements for the year ended 31 December 2021, forming the corresponding figures of the financial statements for the year ended 31 December 2022, are unaudited.



Stuart Couch (Senior statutory auditor)

for and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

Bristol

26 September 2023

HANSON HOLDINGS (1) LIMITED**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2022**

	Note	2022 £000	Unaudited 2021 £000
Exceptional items - Impairment of fixed asset investments	6	(376,517)	-
Operating loss		(376,517)	-
Income from fixed asset investments		520,152	-
Profit before tax		143,635	-
Tax on profit	7	-	-
Profit for the financial year		143,635	-
Total comprehensive income for the year		143,635	-

All amounts relate to continuing operations.

The notes on pages 13 to 20 and Appendix I form part of these financial statements.

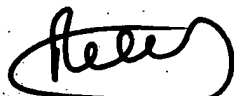
HANSON HOLDINGS (1) LIMITED
REGISTERED NUMBER: 02362210

BALANCE SHEET
AS AT 31 DECEMBER 2022

	Note	2022 £000	Unaudited As restated 2021 £000
Fixed assets			
Investments	8	4,557,794	4,934,311
Current assets			
Debtors: amounts falling due within one year	9	86,236	87,230
Creditors: amounts falling due within one year	10	(199)	(199)
Net current assets		<u>86,037</u>	<u>87,031</u>
Net assets		<u><u>4,643,831</u></u>	<u><u>5,021,342</u></u>
Capital and reserves			
Called up share capital	11	38,666	38,666
Share premium account		10	10
Profit and loss account		<u>4,605,155</u>	<u>4,982,666</u>
Total equity		<u><u>4,643,831</u></u>	<u><u>5,021,342</u></u>

See note 3 for details of the prior year restatement.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 25 September 2023.



R C Dowley
Director

The notes on pages 13 to 20 and Appendix I form part of these financial statements.

HANSON HOLDINGS (1) LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2022

	Called up share capital £000	Share premium account £000	Profit and loss account £000	Total equity £000
At 1 January 2021 (as previously stated, unaudited)	38,666	10	4,981,671	5,020,347
Prior year adjustment - correction of error	-	-	995	995
At 1 January 2021 (as restated, unaudited)	38,666	10	4,982,666	5,021,342
At 1 January 2022 (unaudited)	38,666	10	4,982,666	5,021,342
Comprehensive income for the year				
Profit for the year	-	-	143,635	143,635
Contributions by and distributions to owners				
Dividend paid	-	-	(521,146)	(521,146)
At 31 December 2022	<u>38,666</u>	<u>10</u>	<u>4,605,155</u>	<u>4,643,831</u>

See note 3 for details of the prior year restatement.

The notes on pages 13 to 20 and Appendix I form part of these financial statements.

HANSON HOLDINGS (1) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

1. Accounting policies

1.1 General information

Hanson Holdings (1) Limited ("the Company") is a limited company incorporated and domiciled in the United Kingdom. The address of its registered office and principal place of business is disclosed in the Company Information.

1.2 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 101 (FRS101) 'Reduced Disclosure Framework' and the Companies Act 2006.

The Company's financial statements are presented in Sterling, which is also the Company's functional currency, and all values are rounded to the nearest thousand pounds (£'000).

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

The Company is itself a subsidiary company and is exempt from the requirement to prepare group financial statements by virtue of section 401 of the Companies Act 2006. These financial statements therefore present information about the Company as an individual undertaking and not about its group.

1.3 Financial Reporting Standard 101 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
 - paragraph 79(a)(iv) of IAS 1;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member

This information is included in the consolidated financial statements of Heidelberg Materials AG as at 31 December 2022 and these financial statements may be obtained from Berliner Strasse 6, D 69120 Heidelberg, Germany.

HANSON HOLDINGS (1) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

1. Accounting policies (continued)

1.4 Going concern

The Company has limited activity outside of the Heidelberg Materials AG group and therefore its on-going activity is dependent on the operational activity of the Heidelberg Materials AG group.

On the basis of their assessment of the Company's financial position and relevant enquiries, the Directors have no reason to believe that a material uncertainty exists that may cast significant doubt on the ability of the Company to continue as a going concern. The Directors have noted that the ultimate parent undertaking, Heidelberg Materials AG, has made an assessment of identifiable risks on their global business activities, including the on-going impact of the Ukraine crisis, the volatility in energy and raw materials markets, inflationary pressures, rising interest rates and the overarching impact these factors have on construction and consumer markets, and continues to operate on a going concern basis.

Thus the Directors have a reasonable expectation that the Company will be able to continue in operational existence for the foreseeable future and they continue to adopt the going concern basis of accounting in preparing the financial statements.

1.5 Investments

Investments in subsidiaries are held at historical cost less provision for impairment.

1.6 Financial instruments

Financial assets

Financial assets are initially measured at fair value plus, in the case of a financial asset not subsequently measured at fair value through profit or loss, transaction costs.

The Company's financial assets comprise amounts owed by group undertakings.

Financial assets are subsequently measured at amortised cost where they are financial assets held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Amortised cost is calculated using the effective interest method and represents the amount measured at initial recognition less repayments of principal plus the cumulative amortisation using the effective interest method of any difference between the initial amount and the maturity amount, adjusted for any loss allowance.

Impairment of financial assets

The Company recognises a loss allowance for expected credit losses (ECL) on investments in debt instruments that are measured at amortised cost. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The ECL required for other debt instruments is determined using a three stage model.

- At the initial recognition of the financial asset an expected credit loss provision is recorded for the twelve month period following the reporting date. Any interest revenue is calculated on the gross carrying amount of the financial asset.

HANSON HOLDINGS (1) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

1. Accounting policies (continued)

1.6 Financial instruments (continued)

- If the credit risk of that financial instrument has increased significantly since initial recognition, a loss allowance for full lifetime expected credit losses is recorded. Any interest revenue is calculated on the gross carrying amount of the financial asset. Should the significant increase in credit risk reverse within subsequent reporting periods then the expected credit losses on the financial instrument revert to being measured based on an amount equal to the twelve month expected credit losses.
- If objective evidence of impairment exists, a loss allowance for full lifetime expected credit losses is recognised. Any interest revenue is calculated on the net carrying amount of the financial asset.

Financial liabilities

Financial liabilities are initially measured at fair value and, in the case of loans and borrowing and payables, net of directly attributable transactions costs.

The Company's financial liabilities comprise amounts owed to group undertakings.

Financial liabilities which are neither contingent consideration of an acquirer in a business combination, held for trading, nor designated as at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. This is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or where appropriate a shorter period, to the amortised cost of a financial liability.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is an enforceable legal right to offset and there is an intention to settle on a net basis.

1.7 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders.

1.8 Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted by the Balance Sheet date.

Income tax is charged or credited to other comprehensive income if it relates to items that are charged or credited to other comprehensive income. Similarly, income tax is charged or credited directly to equity if it relates to items that are credited or charged directly to equity. Otherwise income tax is recognised in the Statement of Comprehensive Income.

1.9 Exceptional items

The Company presents as exceptional items those material items of income and expense which, because of the nature and expected infrequency of the events giving rise to them, merit separate presentation to allow shareholders to understand better the elements of financial performance in the year, so as to facilitate comparison with prior periods and to assess better trends in financial performance.

HANSON HOLDINGS (1) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

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

Impairment of investments

The Company reviews investments in subsidiaries and other investments for impairment if there are any indications that the carrying values may not be recoverable. The carrying value of the investment is compared to the recoverable amount and where a deficiency exists, an impairment charge is considered by management.

The recoverable amount represents the net assets of the investment at the time of the review or where applicable is represented by an estimate of future cash flows expected to arise from the investment. A suitable discount rate is applied to the future cash flows in order to calculate the present value.

Reversals of impairments are recognised where there is a favourable change in the economic assumptions in the period since the provision was made.

Recoverability of amounts owed by group undertakings

The Company recognises a loss allowance for expected credit losses (ECL) on investments in debt instruments that are measured at amortised cost. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

3. Prior year restatement

The brought forward figures have been restated to increase amounts owed by group undertakings by £995,000 from £86,235,000 to £87,230,000, and to increase the profit and loss account by £995,000 from £4,981,671,000 to £4,982,666,000. This is as a result of an error made in the Company's accounting records in 1997 which incorrectly recorded an amount owed to Effectengage Limited of £995,000 instead of a profit on disposal of £995,000, following the Company's disposal of its investment in Hanson Holdings (2) Limited. Subsequently in 2020, the Company assigned £995,000 of an amount due from Houseate Limited to settle the amount recorded as owed to Effectengage Limited. This assignment has now been corrected.

4. Auditors' remuneration

Fees for audit services have been borne by other group undertakings. It is not practicable to ascertain what proportion of such fees relates to the Company.

5. Staff costs

The average monthly number of employees, including the Directors, during the year was nil (2021 - nil).

The Directors of the Company are also directors of a number of the group's fellow subsidiaries. The Directors received total remuneration of £967,000 (2021 - £932,000 (unaudited)), which was paid by various fellow subsidiaries. The Directors do not believe that it is practicable to apportion this amount between their services as Directors of the Company and their services as directors of fellow subsidiary companies.

HANSON HOLDINGS (1) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

6. Exceptional items

	2022 £000	Unaudited 2021 £000
Impairment of fixed asset investments	376,517	-

During the year the Company's investment in Hanson Overseas Holdings Limited was partially impaired by £376,517,000 to bring the carrying value in line with the underlying net assets following the receipt of a dividend in specie. Net assets has been used as an approximation of fair value less cost of disposal.

7. Taxation

	2022 £000	Unaudited 2021 £000
Current tax		
Current UK corporation tax on profit for the year	-	-
Total current tax	-	-

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2021 - the same as) the standard rate of corporation tax in the UK of 19% (2021 - 19%). The differences are explained below:

	2022 £000	Unaudited 2021 £000
Profit before tax	143,635	-
Profit before tax multiplied by standard rate of corporation tax in the UK of 19% (2021 - 19%)	27,291	-
Effects of:		
Non-taxable impairment	71,538	-
Dividends from UK companies	(98,829)	-
Group relief	(447)	(100)
Transfer pricing adjustments	447	100
Total tax charge for the year	-	-

Factors that may affect future tax charges

The main rate of corporation tax increased from 19% to 25% on 1 April 2023.

HANSON HOLDINGS (1) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

8. Fixed asset investments

	Investments in subsidiary companies £000
Cost	
At 1 January 2022 (unaudited) and 31 December 2022	19,378,763
Impairment	
At 1 January 2022 (unaudited)	14,444,452
Charge for the year	376,517
At 31 December 2022	14,820,969
Net book value	
At 31 December 2022	4,557,794
At 31 December 2021 (unaudited)	4,934,311

During the year the Company's investment in Hanson Overseas Holdings Limited was partially impaired by £376,517,000 to bring the carrying value in line with the underlying net assets following the receipt of a dividend in specie. Net assets has been used as an approximation of fair value less cost of disposal.

Subsidiary undertakings

The investments in which the Company directly held any class of share capital are as follows:

Name	Country of incorporation	Class of shares	Holding	Principal activity
Hanson Overseas Holdings Limited	England and Wales	Ordinary	100%	Investment holding company
L. B. (Stewartby) Limited	England and Wales	Ordinary	100%	Investment holding company
		Deferred Cumulative preference	100%	
			100%	
HIPS (Trustees) Limited	England and Wales	Ordinary	100%	Pension scheme trustee

The registered office of the direct subsidiary undertakings was Hanson House, 14 Castle Hill, Maidenhead, SL6 4JJ.

After the year end the registered office of the direct subsidiary undertakings moved to Second Floor, Arena Court, Crown Lane, Maidenhead, Berkshire, SL6 8QZ.

A full listing of indirectly held investments is presented in Appendix I.

HANSON HOLDINGS (1) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

9. Debtors

	2022 £000	Unaudited As restated 2021 £000
Due within one year		
Amounts owed by group undertakings	86,236	87,230

Amounts owed by group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

See note 3 for details of the prior year restatement.

10. Creditors: Amounts falling due within one year

	2022 £000	Unaudited 2021 £000
Amounts owed to group undertakings	199	199

Amounts owed to group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

11. Share capital

	2022 £000	Unaudited 2021 £000
Allotted, called up and fully paid		
38,665,836 (2021 - 38,665,836) ordinary shares of £1 each	38,666	38,666

The Company has no authorised share capital limit.

12. Contingent liabilities

The Company has provided a guarantee in favour of HIPS (Trustees) Limited as trustee of the Hanson Industrial Pension Scheme in relation to the obligations of certain group companies which are employers under the defined benefit section of the scheme.

HANSON HOLDINGS (1) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

13. Related party transactions

The Company has taken advantage of the exemption under paragraph 8(k) of FRS 101 not to disclose transactions with wholly owned subsidiaries in the group headed by Heidelberg Materials AG. Balances outstanding at 31 December with related parties, are as follows:

	2022 £000	As restated 2021 £000
Amounts owed by direct parent undertaking	-	995
Amounts owed by indirect subsidiary undertakings	86,236	86,235
Amounts owed to direct subsidiary undertakings	(199)	-
Amounts owed to fellow group subsidiary undertakings	-	(199)
	<u>86,037</u>	<u>87,031</u>

14. Ultimate parent undertaking and controlling party

The Company's immediate parent undertaking is Houserate Limited, a company registered in England and Wales. The Company's ultimate parent undertaking is Heidelberg Materials AG, a company registered in Germany. The largest and smallest group in which the results of the Company are consolidated is that headed by Heidelberg Materials AG. Copies of the consolidated financial statements of Heidelberg Materials AG may be obtained from Berliner Strasse 6, D 69120 Heidelberg, Germany.

HANSON HOLDINGS (1) LIMITED

APPENDIX I – LISTING OF INDIRECT SUBSIDIARIES AND INVESTMENTS AT 31 DECEMBER 2022

Name	Country of incorporation	Group ownership %	Registered office
ACHKC Joint Venture	China	25	18 Tak Fung Street, Room 1901A,, 19/F., One Harbourfront, Hunghom, Hong Kong S.A.R., China
AHK Aggregates Ltd.	China	31.75	18 Tak Fung Street, Room 1901A,, 19/F., One Harbourfront, Hunghom, Hong Kong S.A.R., China
AHK Concrete Ltd	China	25	18 Tak Fung Street, Room 1901A,, 19/F., One Harbourfront, Hunghom, Hong Kong S.A.R., China
Alliance Construction Materials Limited	China	50	18 Tak Fung Street, Room 1901A,, 19/F., One Harbourfront, Hunghom, Hong Kong S.A.R., China
Anche Holdings Inc.	Panama	100	PH ARIFA, 9th and 10th Floors, West Boulevard, Santa Maria Business District, Panama City, Panama
Anderson Concrete Ltd	China	50	18 Tak Fung Street, Room 1901A,, 19/F., One Harbourfront, Hunghom, Hong Kong S.A.R., China
ARC Building Limited	England and Wales	100	*
ARC Property Investments Limited	England and Wales	100	*
Asia Stone Co Ltd	China	50	18 Tak Fung Street, Room 1901A,, 19/F., One Harbourfront, Hunghom, Hong Kong S.A.R., China
Asian Carriers Inc.	Panama	58.33	PH ARIFA, 9th and 10th Floors, West Boulevard, Santa Maria Business District, Panama City, Panama
Banbury Alton Limited	England and Wales	100	*
Beazer Limited	England and Wales	100	*
Berec Holdings B.V.	The Netherlands	100	Pettelaarpark 30, 5216 PD, 's-Hertogenbosch, The Netherlands
Boom Victory Investments Ltd	British Virgin Islands	25	Vistra Corporate Service Centre, Wickhams Cay II, Tortola, VG 1110 Road Town, British Virgin

HANSON HOLDINGS (1) LIMITED

APPENDIX I – LISTING OF INDIRECT SUBSIDIARIES AND INVESTMENTS AT 31 DECEMBER 2022

Name	Country of incorporation	Group ownership %	Registered office
			Islands
British Agricultural Services Limited	England and Wales	100	*
British Ever Ready Limited	England and Wales	100	*
Bulldog Company Limited	Guernsey	100	P.O. Box 280, 22 Havilland Street, GY1 2QB, St. Peter Port, Guernsey
CGF Capital B.V.	The Netherlands	100	Pettelaarpark 30, 5216 PD, 's-Hertogenbosch, The Netherlands
CHB Group Limited	England and Wales	100	*
CHB P H R Limited	England and Wales	100	*
Conbloc Limited	England and Wales	100	*
Concrete Services Ltd	China	50	18 Tak Fung Street, Room 1901A,, 19/F., One Harbourfront, Hunghom, Hong Kong S.A.R., China
Creative Land Developers Limited	England and Wales	50	*
Delmorgal Limited	England and Wales	100	*
Desimpel Brick Limited	England and Wales	84.17	*
E & S Retail Limited	England and Wales	100	*
E Sub Limited	England and Wales	100	*
Ensign Park Limited	England and Wales	50	*
Fruitbat Company	England and Wales	100	*
Gypsum Carrier, Inc.	Panama	58.33	PH ARIFA, 9th and 10th Floors, West Boulevard, Santa Maria Business District, Panama City, Panama
Hanson (BB) Limited	England and Wales	100	*
Hanson (BBIN02) Limited	England and Wales	100	*
Hanson (CGF) (No.1) Limited	England and Wales	100	*
Hanson (CGF) (No2) Limited	England and Wales	100	*
Hanson (CGF) Finance Limited	England and Wales	100	*
Hanson (CGF) Holdings Limited	England and Wales	100	*
Hanson (ER - No 10) Limited	England and Wales	100	*
Hanson (ER - No 5) Limited	England and Wales	100	*
Hanson (ER-No 16) Inc.	USA	100	251 Little Falls Drive, 19808 Wilmington, USA
Hanson (ER-No 3) Limited	England and Wales	100	1 Grosvenor Place, SW1X 7JH London, United Kingdom
Hanson (F) Limited	England and Wales	84.17	*

HANSON HOLDINGS (1) LIMITED

APPENDIX I – LISTING OF INDIRECT SUBSIDIARIES AND INVESTMENTS AT 31 DECEMBER 2022

Name	Country of incorporation	Group ownership %	Registered office
Hanson (FH) Limited	England and Wales	84.17	*
Hanson (Israel) Ltd	Israel	99.98	Jabotinsky 5, 5252006 Ramat Gan, Israel
Hanson (LBC) Limited	England and Wales	100	*
Hanson (NAIL) Limited	England and Wales	100	*
Hanson (RBMC) Limited	England and Wales	84.17	*
Hanson (SH) Limited	England and Wales	84.17	*
Hanson Aggregates (North) Limited	England and Wales	26	*
Hanson Aggregates Limited	England and Wales	100	*
Hanson America Holdings (4) Limited	England and Wales	100	*
Hanson Batteries Limited	England and Wales	100	*
Hanson Brick Ltd	England and Wales	84.17	*
Hanson Building Products Limited	Jersey	84.17	22 Grenville Street, JE4 8PX St. Helier, Jersey
Hanson Clay Products Limited	England and Wales	84.17	*
Hanson Finance (2003) Limited	England and Wales	100	*
Hanson Financial Services Limited	England and Wales	100	*
Hanson Funding (G) Limited	England and Wales	100	*
Hanson Hispania Hormigones SL	Spain	81.68	Carretera de Almeria km 8, 29720 Málaga, Spain
Hanson Hispania, S.A.U.	Spain	100	Calle Cardenal Marcelo Spínola, num. 42, 1a planta, 28016 Madrid, Spain
Hanson Industrial (Engineering Holdings) Limited	England and Wales	100	*
Hanson Industrial Limited	England and Wales	100	*
Hanson International Holdings Limited	England and Wales	100	*
Hanson Land Development Limited	England and Wales	100	*
Hanson Overseas Corporation Limited	England and Wales	100	*
Hanson Packed Products Limited	England and Wales	84.17	*
Hanson Peabody Limited	England and Wales	100	*
Hanson Pioneer España, S.L.U.	Spain	100	Calle Cardenal Marcelo Spínola, num. 42, 1a planta, 28016 Madrid, Spain
Hanson Quarry Products (Israel) Ltd	Israel	99.98	Jabotinsky 5, 5252006 Ramat Gan, Israel
Hanson Retail Limited	England and Wales	100	*

HANSON HOLDINGS (1) LIMITED

APPENDIX I – LISTING OF INDIRECT SUBSIDIARIES AND INVESTMENTS AT 31 DECEMBER 2022

Name	Country of incorporation	Group ownership %	Registered office
Hanson Thermalite Limited	England and Wales	84.17	*
Hanson TIS Holdings Limited	England and Wales	84.17	*
Hanson TIS Limited	England and Wales	84.17	*
Hanson Trust Limited	England and Wales	100	*
Hanson Yam Limited Partnership	Israel	99.98	Jabotinsky 5, 5252006 Ramat Gan, Israel
Harri Green Recycling, S.L.	Spain	50	Polígono Industrial El Campillo, 19, 48500 Abanto y Ciérvana, Spain
Hartsholme Property Limited	England and Wales	100	*
HB Hotels Limited	England and Wales	100	*
HC Hanson Holding B.V.	The Netherlands	100	Pettelaarpark 30, 5216 PD, 's-Hertogenbosch, The Netherlands
HeidelbergCement BP Limited	England and Wales	84.17	*
HK Holdings (No.1) Limited	England and Wales	100	*
HK Holdings (No.2) Limited	England and Wales	100	*
Homes (East Anglia) Limited	England and Wales	100	*
Hong Kong Concrete - Anderson Concrete JV	Hong Kong	25	26/F, 118 Connaught Road West, Hong Kong, Hong Kong
HPL 3 Limited	England and Wales	100	1, Grosvenor Place, SW1X 7JH London, United Kingdom
HPL Albany House Developments Limited	England and Wales	50	*
HPL Estates Limited	England and Wales	100	*
HPL Investments Limited	England and Wales	100	*
HPL Properties Limited	England and Wales	100	*
HPL Property Limited	England and Wales	100	*
HPL West London Developments Limited	England and Wales	50	*
Hurst and Sandler Limited	England and Wales	100	*
Imperial Foods Holdings Limited	England and Wales	100	*
Imperial Group Limited	England and Wales	100	*
Imperial Seafoods Limited	England and Wales	100	*
Industrial Del Fresno SA	Mexico	76	Callejon de San Antonio, 37700 San Miguel de Allende, Mexico
Irvine - Whitlock Limited	England and Wales	84.17	*
James Grant & Company (West) Limited	Scotland	100	4th Floor Saltire Court, 20 Castle Terrace, EH1 2EN Edinburgh, United Kingdom

HANSON HOLDINGS (1) LIMITED

APPENDIX I – LISTING OF INDIRECT SUBSIDIARIES AND INVESTMENTS AT 31 DECEMBER 2022

Name	Country of incorporation	Group ownership %	Registered office
K. Wah Construction Products (Shenzhen) Company Limited	China	25	He Ping Tong Fu Yu Industrial Park, Fuyong Town, China
K.M. Property Development Company Limited	England and Wales	100	*
K.Wah Materials (Huidong) Ltd	China	25	Shi Xia Pai Community, Niu Gu Dun Village, Ren Shan Town, Hui Zhou City, China
K.Wah Materials and Development (Huidong) Co Ltd	British Virgin Islands	25	Wickhams Cay II, Vistra Corporate Services Centre, VG 1110 Road. Town, British Virgin Islands
Kidde Industries, Inc.	USA	100	251 Little Falls Drive, 19808 Wilmington, USA
Latent Developments Limited	British Virgin Islands	25	Wickhams Cay II, Vistra Corporate Services Centre, VG 1110 Road. Town, British Virgin Islands
Lindustries (D) Limited	England and Wales	100	1 Grosvenor Place, SW1X 7JH London, United Kingdom
Lindustries Limited	Scotland	100	4th Floor Saltire Court, 20 Castle Terrace, EH1 2EN Edinburgh, United Kingdom
M E Sub Limited	England and Wales	100	*
Marnee Limited	England and Wales	100	*
Mediterranean Carriers, Inc.	Panama	58.33	50th Street, Plaza 2000 Building, 16th Floor, Panama City, Panama
Morebeat Limited	England and Wales	100	*
Padyear Limited	England and Wales	50	*
Picon Overseas Limited	Guernsey	100	P.O. Box 280, 22 Havilland Street, GY1 2QB, St. Peter Port, Guernsey
Pimco 2945 Limited	England and Wales	100	*
Pioneer Beton Muva Umachzavot Ltd	Israel	99.98	Jabotinsky 5, 5252006 Ramat Gan, Israel
Pioneer International Overseas Corporation	British Virgin Islands	100	Craigmuir Chambers, P.O Box 71, Tortola, Road Town, British Virgin Islands
Pioneer Investments UK Limited	England and Wales	100	*

HANSON HOLDINGS (1) LIMITED

APPENDIX I – LISTING OF INDIRECT SUBSIDIARIES AND INVESTMENTS AT 31 DECEMBER 2022

Name	Country of incorporation	Group ownership %	Registered office
Pioneer Overseas Investments Limited	Guernsey	100	P.O. Box 280, 22 Havilland Street, GY1 2QB, St. Peter Port, Guernsey
Pioneer Quarries (Hong Kong) Limited	China	50	18 Tak Fung Street, Room 1901A,, 19/F., One Harbourfront, Hunghom, Hong Kong S.A.R., China
Pornphen Prathan Company Limited (in liquidation)	Thailand	56.85	1769 Ramkhamhang Road, 3rd Floor Rit Ratana Building, 10240 Bangkok, Thailand
PUSH NA Holdings, Inc.	USA	100	251 Little Falls Drive, 19808 Wilmington, USA
Redshow Limited	England and Wales	100	*
S Sub Limited	England and Wales	100	*
Sailtown Limited	England and Wales	100	*
Seacoast Products, Inc.	USA	31.5	Corporation Trust Centre, 1209 Orange Street, 19801 Wilmington, USA
Second City Properties Limited	England and Wales	100	*
Shapedirect Limited	England and Wales	100	*
Shek O Quarry Limited	China	50	18 Tak Fung Street, Room 1901A,, 19/F., One Harbourfront, Hunghom, Hong Kong S.A.R., China
SJP 1 Limited	England and Wales	100	*
Slotcount Limited	England and Wales	100	*
SQ Finance No 2 Limited	England and Wales	100	*
ST NICOLAS S.à r.l.	Luxembourg	100	5, rue des Primeurs, 2361 Strassen, Luxembourg
Stewartby Housing Association Limited	England and Wales	100	*
Tadir Readymix Concrete (1965) Ltd	Israel	100	Jabotinsky 5, 5252006 Ramat Gan, Israel
Tillotson Commercial Motors Limited	England and Wales	100	*
Tillotson Commercial Vehicles Limited	England and Wales	100	*
Tilmanstone Brick Limited	England and Wales	84.17	*
Timesound	England and Wales	100	*
Total Limited	USA	100	251 Little Falls Drive, 19808 Wilmington, USA
U.D.S. Holdings B.V.	The Netherlands	100	Pettelaarpark 30, 5216 PD, 's-Hertogenbosch,

HANSON HOLDINGS (1) LIMITED

APPENDIX I – LISTING OF INDIRECT SUBSIDIARIES AND INVESTMENTS AT 31 DECEMBER 2022

Name	Country of incorporation	Group ownership %	Registered office
			The Netherlands
UDS (No 3) Limited	England and Wales	100	*
UDS Corporation Limited	England and Wales	100	*
UDS Finance Limited	England and Wales	100	*
UDS Group Limited	England and Wales	100	*
UDS Holdings (1) Limited	England and Wales	100	*
UGI Group Limited	England and Wales	100	*
United Gas Industries Limited	England and Wales	100	*
Welbecson Group Limited	England and Wales	100	*
Winning Harvest Limited	China	35	18 Tak Fung Street, Room 1901A,, 19/F., One Harbourfront, Hunghom, Hong Kong S.A.R., China
Zhuhai City Asia Stone Trading Co Ltd.	China	50	No 88 Port Road, No. 1810A&B, Block 2, Hengqin New District, Hengqin, China
Zhuhai Guishan Reclamation Project Co. Ltd.	China	50	Gui Shan Tower, Wan Shan District, Zhuhai City, China
Zhuhai Hengqin Alliance Trading Co. Ltd	China	50	No 88 Port Road, No. 1810A&B, Block 2, Hengqin New District, Hengqin, China

* The registered office of the investments as at 31 December 2022 was Hanson House, 14 Castle Hill, Maidenhead, SL6 4JJ. After the year end, the registered office of these investments was changed to Second Floor, Arena Court, Crown Lane, Maidenhead, Berkshire, SL6 8QZ.

Hanson Pioneer España, S.L.U. changed name to Heidelberg Materials Iberia Holding, S.L. with effect from 14 June 2023.

Hanson Hispania, S.A.U. and Hanson Hispania Hormigones S.L. changed name to Heidelberg Materials Hispania Áridos, S.A. and Heidelberg Materials Hispania Hormigones, S.L. respectively with effect from 15 June 2023.

HeidelbergCement BP Limited changed its name to Heidelberg Materials BP Limited with effect from 10 September 2023.