

**INSPEC FINANCE LIMITED**

**Annual Report and Financial Statements  
for the year ended 31 December 2009**

***Registered Number: 2685504***

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# **Inspec Finance Limited**

## **Annual report and financial statements for the year ended 31 December 2009**

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# **Inspec Finance Limited**

## **Directors' report for the year ended 31 December 2009**

The Directors present their annual report and the audited financial statements of Inspec Finance Limited (company number 2685504) for the year ended 31 December 2009

### **Business review and principal activities**

The Company did not engage in any trading activities during the current or previous year. The principal activity of the Company during the current and previous year was deriving income from loans to group companies.

The results for the company show a pre-tax profit of £1,711,014 for the year (2008 £8,340,283). Net assets at the end of the year were £154,968,503 (2008 £153,736,573).

### **Future outlook**

The directors consider the future outlook for the company to remain unchanged for the foreseeable future.

### **Key performance indicators ("KPI's")**

Given the fact that the company is non-trading, the company directors do not use KPI's to manage the business and do not consider them necessary for an understanding of the development, performance or position of the business.

### **Principal risks and uncertainties**

The principal risks and uncertainties of the company relate to potential fluctuations in the interest rate as described in the financial risk management note below.

### **Dividends**

The directors do not recommend the payment of a final dividend (2008 £nil).

### **Directors**

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

B Harvey	Director
N Macleod	Director

### **Charitable and political donations**

The company made no charitable or political contributions during the year (2008 £nil).

### **Research and development**

There were no research and development costs during the year (2008 £nil).

## **Inspec Finance Limited**

### **Directors' report for the year ended 31 December 2009 (continued)**

#### **Financial risk management**

Due to the nature of the company, it has exposure to a limited number of financial risks

#### *Cash management*

As a member of the Evonik Industries AG cash pool arrangement, the company's cash management is effectively controlled by its German parent organisation. The Evonik Industries AG Treasury function conducts an annual global risk assessment exercise. This information is used to provide a risk adjusted interest rate which is applied between the company and its German parent in respect of any loans receivable or payable, on an arm's length basis.

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

The company has an interest bearing asset consisting of a loan to its German parent, Evonik Industries AG. The interest rate is calculated on an arm's length basis and is variable in nature.

The directors have not disclosed the company's financial management objectives and policies nor the company's exposure to price risk, credit risk and liquidity risk as such information is not material for the assessment of the company's assets, liabilities, financial position and profit for the year.

#### **Directors' indemnity provisions**

There were no qualifying third party indemnity provisions in force for the benefit of one or more of the directors at any time during the financial year.

#### **Post-balance sheet events**

On 18 March 2010 the parent company, Evonik Speciality Organics Limited (formerly Laporte Speciality Organics Limited) sold its shares in the company to another group company, Evonik Degussa UK Holdings Limited.

#### **Statement of directors' responsibilities**

The directors are responsible for preparing the Directors' 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 judgements and accounting 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,
- 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.

## **Inspec Finance Limited**

### **Directors' report for the year ended 31 December 2009 (continued)**

#### **Statement of disclosure of information to auditors**

In accordance with Section 418, each person who is a director at the date of approval of this report confirms that

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- he has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information

On behalf of the Board

A handwritten signature in black ink, appearing to read 'B Harvey', with a horizontal line drawn underneath it.

**B Harvey**  
**Director**

30 March 2010

## **Independent auditors' report to the members of Inspec Finance Limited**

We have audited the financial statements of Inspec Finance Limited for the year ended 31 December 2009 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. 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).

### **Respective responsibilities of directors and auditors**

As explained more fully in the Directors' Responsibilities Statement set out on page 3, 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 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 Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 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.

### **Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

### **Opinion on 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 2009 and of its profit for the year then ended,
- have been properly prepared in accordance with the United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

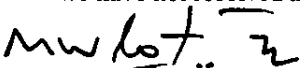
### **Opinion on other matter prescribed by the Companies Act 2006**

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.

### **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.

  
Mike Robinson (Senior Statutory Auditor)  
For and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Milton Keynes

31 March 2010

## Inspec Finance Limited

### Profit and loss account for the year ended 31 December 2009

	Note	2009 £	2008 £
<b>Continuing operations</b>			
Administrative expenses		<u>(2,271)</u>	<u>(3,234)</u>
<b>Operating loss</b>	2	<u>(2,271)</u>	<u>(3,234)</u>
Interest receivable and similar income	4	<u>1,713,285</u>	<u>8,343,517</u>
<b>Profit on ordinary activities before taxation</b>		<u>1,711,014</u>	<u>8,340,283</u>
Tax on profit on ordinary activities	5	<u>(479,084)</u>	<u>(2,376,981)</u>
<b>Profit for the financial year</b>	9	<u><u>1,231,930</u></u>	<u><u>5,963,302</u></u>

There are no material differences between the profit on ordinary activities before taxation and the profit for the financial years stated above and their historical cost equivalents

The company has no recognised gains and losses other than those included in the profit and loss account above, and therefore no separate statement of total recognised gains and losses has been prepared

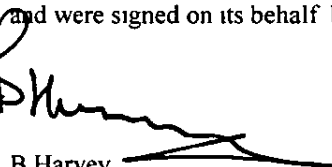
# Inspec Finance Limited

## Balance sheet

as at 31 December 2009

	Note	2009 £	2008 £
<b>Current assets</b>			
Debtors (includes amounts falling due after more than one year £4,865,000 (2008 £4,865,000))	6	158,700,461	163,198,043
<b>Creditors: amounts falling due within one year</b>	7	(3,731,958)	(9,461,470)
<b>Net current assets</b>		<u>154,968,503</u>	<u>153,736,573</u>
<b>Net assets</b>		<u>154,968,503</u>	<u>153,736,573</u>
<b>Capital and reserves</b>			
Called up share capital	8	139,735,000	139,735,000
Profit and loss account	9	<u>15,233,503</u>	<u>14,001,573</u>
<b>Total shareholders' funds</b>	10	<u>154,968,503</u>	<u>153,736,573</u>

The financial statements on pages 6 to 11 were approved by the board of directors on 30 March 2010 and were signed on its behalf by



B Harvey  
Director



# Inspec Finance Limited

## Notes to the financial statements for the year ended 31 December 2009

### 1. Principal accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements

#### Basis of accounting

These financial statements are prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies are set out below

The company is a wholly-owned subsidiary of Evonik Speciality Organics Limited (formerly Laporte Speciality Organics Limited), and is included in the consolidated financial statements of Evonik Industries AG, which are available from Rellinghauser Strasse 1-11, 45128 Essen, Germany. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1 (Revised 1996). The company is also exempt under the terms of FRS 8 from disclosing related party transactions with entities that are part of Evonik Industries AG group or investees of the Evonik Industries AG group.

#### Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction or the forward cover rate. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

#### Taxation

The charge for taxation is based on the profit for the year and takes into account deferred taxation because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted.

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

#### Financial assets and liabilities

Financial assets and liabilities are initially recognised at cost and only derecognised once payment has been received / made in respect of the instruments.

### 2. Operating loss

The operating loss is stated after charging

	2009	2008
	£	£
Services provided by the company's auditors		
Fees payable for the audit	<u>2,240</u>	<u>3,200</u>

## Inspec Finance Limited

### Notes to the financial statements for the year ended 31 December 2009 (continued)

#### 3. Directors and employees

The company has no employees (2008 none) All the directors are employees of other Group undertakings and receive no emoluments in respect of services to the Company (2008 £nil)

#### 4. Interest receivable and similar income

	2009 £	2008 £
Interest on amounts due from group companies	1,358,541	8,343,517
Interest on amounts due from third parties	<u>354,744</u>	<u>-</u>
Total interest receivable	<u><u>1,713,285</u></u>	<u><u>8,343,517</u></u>

#### 5. Tax on profit on ordinary activities

	2009 £	2008 £
<b>Current tax</b>		
UK corporation tax on profit for the year	<u>479,084</u>	<u>2,376,981</u>
Total current tax	<u><u>479,084</u></u>	<u><u>2,376,981</u></u>

There is no deferred tax recognised or unrecognised (2008 £nil)

The tax assessed for the year is equal to (2008 equal to) the standard rate of corporation tax in the UK 28% (2008 28.50%) as explained below

	2009 £	2008 £
<b>Profit on ordinary activities before taxation</b>	<u><b>1,711,014</b></u>	<u><b>8,340,283</b></u>
Profit on ordinary activities multiplied by standard rate in the UK 28% (2008 28.5%)	<u>479,084</u>	<u>2,376,981</u>
Current tax charge for the year	<u><u>479,084</u></u>	<u><u>2,376,981</u></u>

The corporation tax payable for the year has been reduced by £479,084 (2008 £2,376,981) because of group relief received from a fellow subsidiary for which a payment of £479,084 (2008 £2,376,981) will be made

There are no known factors affecting future tax charges

# Inspec Finance Limited

## Notes to the financial statements for the year ended 31 December 2009 (continued)

### 6. Debtors

	2009 £	2008 £
<b>Amounts due within one year</b>		
Amounts owed by group undertakings	153,834,981	158,333,043
Other debtors	480	-
	<u>153,835,461</u>	<u>158,333,043</u>

The company has an interest bearing asset consisting of a loan to its German parent, Evonik Industries AG. The interest rate is calculated on an arm's length basis and is variable in nature. At 31 December 2009, the interest rate was 0.51% (2008: 2.56%). There are no fixed repayment terms, but the loan could be recalled at any time.

	2009 £	2008 £
<b>Amounts due after more than one year</b>		
Third party loan	<u>4,865,000</u>	<u>4,865,000</u>

The company has an interest bearing asset consisting of a loan to a third party, Fine Organics Limited. The interest on the loan will accrue at a fixed rate of 7.5% and Fine Organics Limited must pay the accrued interest six months after the date of the agreement which was 7 November 2008 and on each date falling at six monthly intervals thereafter. There are fixed terms for the repayment of instalments, with the balance of the loan due for payment on 1 July 2020. Inspec Finance Limited has a letter of support from Evonik Degussa GmbH stating that it will guarantee recoverability of this loan in the event of default by Fine Organics Limited.

### 7. Creditors: amounts falling due within one year

	2009 £	2008 £
Corporation tax	873,653	873,653
Amounts owed to group undertakings	2,856,065	8,584,617
Accruals	2,240	3,200
	<u>3,731,958</u>	<u>9,461,470</u>

The amounts owed to group undertakings are non-interest bearing and repayable within twelve months.

### 8. Called up share capital

	2009 £	2008 £
<b>Authorised</b>		
150,000,000 ordinary shares of £1 each	<u>150,000,000</u>	<u>150,000,000</u>
<b>Allotted, called up and fully paid</b>		
139,735,000 ordinary shares of £1 each	<u>139,735,000</u>	<u>139,735,000</u>

## **Inspec Finance Limited**

### **Notes to the financial statements for the year ended 31 December 2009 (continued)**

#### **9. Profit and loss account**

	2009 £
At 1 January	14,001,573
Profit for the financial year	<u>1,231,930</u>
At 31 December	<u><u>15,233,503</u></u>

#### **10. Reconciliation of movements in shareholders' funds**

	2009 £	2008 £
Profit for the financial year	<u>1,231,930</u>	5,963,302
Net addition to shareholders funds	<u>1,231,930</u>	5,963,302
Opening shareholders' funds	<u>153,736,573</u>	147,773,271
Closing shareholders' funds	<u><u>154,968,503</u></u>	<u><u>153,736,573</u></u>

#### **11 Ultimate parent company and controlling party**

The Company's immediate holding company is Evonik Speciality Organics Limited (formerly Laporte Speciality Organics Limited), a company registered and incorporated in England and Wales

Evonik Industries AG is the ultimate parent company of Inspec Finance Limited and the controlling party. Evonik Industries AG is a company registered and incorporated in Germany. The consolidated financial statements of Evonik Industries AG, being the smallest and largest group to consolidate these financial statements, can be obtained from Rellinghauser Strasse 1-11, 45128 Essen, Germany