

Minerals Technologies Holdings Limited

Annual report and financial statements

Registered number 2748456

31 December 2018



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Strategic report

Principal activities

The Company's principal activity is to act as a holding company for Minteq UK Limited, a subsidiary registered and domiciled in the UK.


Business review

Minerals Technologies Holdings Limited has not traded in the period and acts as holding company for Minteq UK Limited.

Key performance indicators

As the company operates as a holding company the Directors do not consider it necessary to disclose KPIs.

By order of the board



ME Garth
Director

The Broadgate Tower
Third Floor
20 Primrose Street
London
EC2A 2RS

26 September 2019

Directors' report

The directors present their directors' report and financial statements for the year ended 31 December 2018.

Directors

The directors who held office during and up to the date of signing this report in the year were as follows:

TJ Meek (USA)
ME Garth (USA)

Dividends

During the year a dividend of £2,400,000 was paid. (2017: £nil).

Disclosure of information to auditor

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 auditor is unaware; and each director has taken all the steps that he/ she ought to have taken as a director to make himself/ herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the board



ME Garth
Director

The Broadgate Tower
Third Floor
20 Primrose Street
London
EC2A 2RS

26 September 2019

Statement of directors' responsibilities in respect of the Strategic report, Directors' report and the financial statements

The directors are responsible for preparing the Strategic Report, 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 they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

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 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;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 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, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



KPMG LLP

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Sovereign Street
Leeds
LS1 4DA
United Kingdom

Independent auditor's report to the members of Minerals Technologies Holdings Limited

Opinion

We have audited the financial statements of Minerals Technologies Holdings Limited ("the company") for the year ended 31 December 2018 which comprise the Profit and loss account, Balance Sheet, Statement of Changes in Equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2018 and of its result for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

The impact of uncertainties due to the UK exiting the European Union on our audit

Uncertainties related to the effects of Brexit are relevant to understanding our audit of the financial statements. All audits assess and challenge the reasonableness of estimates made by the directors, such as prices of raw materials, recoverability of debtors and related disclosures and the appropriateness of the going concern basis of preparation of the financial statements. All of these depend on assessments of the future economic environment and the company's future prospects and performance.

Brexit is one of the most significant economic events for the UK, and at the date of this report its effects are subject to unprecedented levels of uncertainty of outcomes, with the full range of possible effects unknown. We applied a standardised firm-wide approach in response to that uncertainty when assessing the company's future prospects and performance. However, no audit should be expected to predict the unknowable factors or all possible future implications for a company and this is particularly the case in relation to Brexit.

Independent auditor's report to the members of Minerals Technologies Holdings Limited *(continued)*

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model, including the impact of Brexit, and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

Strategic report and directors' report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

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

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

We have nothing to report in these respects.

Independent auditor's report to the members of Minerals Technologies Holdings Limited (*continued*)

Directors' responsibilities

As explained more fully in their 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; 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; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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



Malcolm Harding (Senior Statutory Auditor)

For and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
1 Sovereign Square
Sovereign Street
Leeds
West Yorkshire
LS1 4DA

26 September 2019

Profit and Loss Account and Other Comprehensive Income
for the year ended 31 December 2018

	<i>Note</i>	2018 £000	2017 £000
Dividend received from subsidiary		2,650	-
Profit before taxation		2,650	-
Tax on profit		-	-
Profit for the financial year		2,650	-
Total comprehensive income for the year		2,650	-

Results for the year are all derived from continuing activities.

The notes on pages 10 to 12 form part of these financial statements.

Balance Sheet
at 31 December 2018

	<i>Note</i>	2018 £000	2017 £000
Fixed assets			
Investments	3	28,972	28,972
Creditors: amounts falling due within one year	4	-	(250)
Net current liabilities		28,972	(250)
Net assets		28,972	28,722
Capital and reserves			
Called up share capital	5	28,972	28,972
Profit and loss account		-	(250)
Shareholders' funds		28,972	28,722

The notes on pages 10 to 12 form part of these financial statements.

These financial statements were approved by the board of directors on **26 September** 2019 and were signed on its behalf by:



ME Garth
Director

Company registered number: 2748456

Statement of Changes in Equity

	Called up Share Capital £000	Profit and loss account £000	Total equity £000
Balance at 1 January 2017 and 31 December 2017	28,972	(250)	28,722
	Called up Share Capital £000	Profit and loss account £000	Total equity £000
Balance at 1 January 2018	28,972	(250)	28,722
Total comprehensive income for the period			
Profit or loss	-	2,650	2,650
Dividend paid	-	(2,400)	(2,400)
Balance at 31 December 2018	28,972	-	28,972

The notes on pages 10 to 12 form part of these financial statements.

Notes

(forming part of the financial statements)

1 Accounting policies

Minerals Technologies Holdings Limited (the "Company") is a company limited by shares and incorporated and domiciled in the UK.

The ultimate parent undertaking is Minerals Technologies Inc., which is incorporated in the United States of America. The accounts and annual report of Minerals Technologies Inc., incorporate the results of the company and can be obtained from Minerals Technologies Inc., 622 Third Avenue, New York, NY 10017, USA.

The company is included in the consolidated financial statements, and is considered to be a qualifying entity under FRS 102 paragraphs 1.8 to 1.12. The following exemptions available under FRS 102 in respect of certain disclosures for the parent company financial statements have been applied:

- The reconciliation of the number of shares outstanding from the beginning to the end of the period has not been included a second time;
- Cash Flow Statement and related note;

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

1.1 Measurement convention

The financial statements are prepared on the historical cost basis.

1.2 Basic financial instruments

Trade creditors

Trade creditors are recorded initially at fair value and subsequently measured at amortised cost. Generally this results in their recognition at their nominal value.

Investments in preference and ordinary shares

Investments in equity instruments are measured initially at fair value, which is normally the transaction price. Transaction costs are excluded if the investments are subsequently measured at fair value through profit and loss. Subsequent to initial recognition investments that can be measured reliably are measured at fair value with changes recognition in profit or loss. Other investments are measured at cost less impairment in profit or loss.

1.3 Business combinations

Business combinations are accounted for using the purchase method as at the acquisition date, which is the date on which control is transferred to the entity.

At the acquisition date, the group recognises goodwill at the acquisition date as:

- the fair value of the consideration (excluding contingent consideration) transferred; plus
- estimated amount of contingent consideration (see below); plus
- the fair value of the equity instruments issued; plus
- directly attributable transaction costs; less
- the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities and contingent liabilities assumed.

FRS 102.35 grants certain exemptions from the full requirements of FRS 102 in the transition period. The Company/Group elected not to restate business combinations that took place prior to 1 January 2014. In respect of acquisitions prior 1 January 2014, goodwill is included on the basis of its deemed cost, which represents the amount recorded under old UK GAAP. Intangible assets previously included in goodwill, are not recognised separately.

Notes (continued)

2 Directors' remuneration

The Directors are employees of other undertakings within Minerals Technologies Inc. Group and did not perform substantive services for the Company during the period, therefore the Directors did not receive any remuneration from the Company during the year (2017: £nil).

3 Fixed asset investments

Fixed asset investments

Company	Shares in group undertakings £000
<i>Cost</i>	
At beginning and end of year	28,972

The undertakings in which the Group's and Company's interest at the year-end is more than 20% are as follows.

	Registered office and country of incorporation	Principal activity	Class and percentage of shares held
<i>Subsidiary undertakings</i>			
Minteq UK Limited	The Broadgate Tower, Third Floor, 20 Primrose Street, London, EC2A 2RS England and Wales	Manufacture of monolithic refractory products and precipitated calcium carbonate products	Ordinary shares of £1 each 100%
Speciality Minerals UK Limited	The Broadgate Tower, Third Floor, 20 Primrose Street, London, EC2A 2RS England and Wales	Dormant	Ordinary shares of £1 each 100%
<i>Related undertakings</i>			
MTI Technologies UK Ltd	The Broadgate Tower, Third Floor, 20 Primrose Street, London, EC2A 2RS England and Wales	Investment holding company	Ordinary shares of £1 each 26.7% Redeemable shares of £1 each 26.7%
MTX Singapore Holdings PTE Ltd	30 Cecil Street, #19-08 Prudential Tower, Singapore 049712 Singapore	Investment holding company	Common stock of SGD\$1 35.2%

4 Creditors: amounts falling due within one year

	2018 £000	2017 £000
Amounts owed to group undertakings	-	250
	-	250

Notes *(continued)*

5 Called up share capital

Group and company

	2017 £000	2016 £000
<i>Allotted, called up and fully paid</i>		
Ordinary shares of £1 each	28,972	28,972

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

6 Ultimate parent company and parent company of larger group

The Company is a subsidiary undertaking of, and is controlled by, Minerals Technologies Inc. which is the ultimate parent company incorporated in the United States of America.

The largest and smallest group in which the results of the Company are consolidated is that headed by Minerals Technologies Inc. The consolidated financial statements of this group are available to the public and may be obtained from Minerals Technologies Inc., 622 Third Avenue, New York, NY 10017, USA.