## Air Products Group Limited

Directors' report and financial statements Registered number 3101747 30 September 2016

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## Annual report and financial statements

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## Directors' report

(Registered number 3101747)

The directors present their directors' report and financial statements for the year ended 30 September 2016.

#### Directors

The directors who held office during the year were as follows:

- R. Boocock
- C. Stinner
- G. Weigard

Certain directors benefited from qualifying third party indemnity provisions in place during the financial year and at the date of this report.

#### Principal activity

Air Products Group Limited is a holding company. Its principal subsidiaries' activities are the manufacture and sale of industrial gases and related products for their production and use. The principal risks of the company relate to the value of the investment in subsidiaries and the trading risks within those subsidiaries.

#### Results and dividend

The loss for the year ended 30 September 2016 was £1,861,000 (2015: £4,831,000 profit). The company received a £23,573,000 dividend (2015: £20,332,000 dividend) in the year. The directors approved the payment of a dividend of £2,200,000 for FY16 (2015: £6,000,000).

#### Policy and practice on payment of creditors

The group policy on the payment of creditors is to settle the terms of the payment with those suppliers when agreeing the terms of each transaction; ensure that those suppliers are made aware of the terms of the payment and abide by the terms of payment.

#### **Political contributions**

The company made no political contributions during the year.

#### **Employees**

The company has no employees.

#### Strategic Report

The company has taken advantage of the exemption contained in section 414B of the Companies Act 2006 not to prepare a Strategic Report.

#### Disclosure of information to auditors

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

#### Reappointment of auditors

In accordance with Section 489 of the Companies Act 2006, a resolution for the re-appointment of KPMG LLP as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

By order of the board and signed on its behalf by:

R. Boocock

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Hersham Place Molesey Road Walton-on-Thames Surrey KT12 4RZ

21st August 2017

5 September 2017

## STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

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 UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice) including.

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 comprising FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They 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.

## Independent auditor's report to the members of Air Products Group Limited

We have audited the financial statements of Air Products Group Limited for the year ended 30 September 2016, set out on pages 6 to 19. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice), including FRS 102, the Financial Reporting Standard applicable in the UK and Republic of Ireland.

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.

#### Respective responsibilities of directors and auditor

As explained more fully in the Statement of Directors' Responsibilities (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, and express an opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

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

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

#### Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 September 2016 and of its profit for the year then ended:
- · have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- · have been prepared in accordance with the requirements of the Companies Act 2006.

## Independent auditor's report to the members of Air Products Group Limited (continued)

#### Opinion on other matters prescribed by the Companies Act 2006

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

Based solely on the work required to be undertaken in the course of the audit of the financial statements and from reading the Directors' report:

- · we have not identified material misstatements in that report; and
- in our opinion, that report has been prepared in accordance with the Companies Act 2006.

#### Matters on which we are required to report by exception

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

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

Nigel Harker (Senior Statutory Auditor)

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For and on behalf of KPMG LLP, Statutory Auditor

15 Canada Square, Canary Wharf London

E14 5GL

Date: 5 September 2017

## Profit and Loss account For the year to 30 September 2016

	Note	2016 £000	Restated 2015 £000
Administrative expenses		(22)	(23)
Operating loss	2	(22)	(23)
Income from fixed asset investment	4	23,573	20,332
Other interest receivable and similar income	5	54,993	16,350
Interest payable and similar charges	6	(80,061)	(32,304)
Profit/(loss) on ordinary activities before taxation		(1,517)	4,355
Tax on profit/(loss) on ordinary activities	7	(344)	476
		<del></del>	
Profit/(loss) for the financial year		(1,861)	4,831

Notes from page 10 to 19 form part of these financial statements.

# Other comprehensive income For the year to 30 September 2016

	2016 £ 000	2015 £ 000
Profit/(loss) for the financial year	(1,861)	4,831
Other comprehensive income for the year		-
Total comprehensive income/(expense) for the year	(1,861)	4,831

Notes from page 10 to 19 form part of these financial statements

## Balance Sheet (Registered number 3101747) at 30 September 2016

	Note	2016 £000	2016 £000	Restated 2015 £000	Restated 2015 £000
Fixed assets Investments	8		709,430		709,430
Comment assets					
Current assets Debtors (including £42,255k [2015: £14,663k] due over one year)	9	69,140		23,197	
Cash at bank		10		9	
		69,150		23,206	
Creditors: amounts falling due within one year	10	(241,631)		(54,375)	
Net current liabilities			(172,481)		(31,169)
Total assets less current liabilities			536,949		678,261
Creditors: amounts falling due after more than one year	11		(307,308)		(444,559)
Net assets			229,641		233,702
Capital and reserves					
Called up share capital	13		77,204		77,204
Other reserves	14		55,163 97,274		55,163
Profit and loss account	14		97,274		101,335
Shareholders' funds			229,641		233,702

The financial statements were approved by the board of directors and signed on its behalf by:

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R. Boocock

Director

Hersham Place . Molesey Road Walton-on-Thames Surrey KT12 4RZ

5 September 2017

Notes from page 10 to 19 form part of these financial statements.

# Statement of changes in equity for the year ended 30 September 2016

	Share Capital	Other Reserves	Retained Earnings	Total
As 1 October 2014 Effect of change in accounting policy	77,204	55,163	102,504	234,871
As 1 October 2014 restated	77,204	55,163	102,504	234,871
Total comprehensive income Dividends	- -	-	4,831 (6,000)	4,831 (6,000)
At 30 September 2015	77,204	55,163	101,335	233,702
Total comprehensive income Dividends	-		(1,861) (2,200)	(1,861) (2,200)
At 30 September 2016	77,204	55,163	97,274	229,641

Notes from page 10 to 19 form part of these financial statements.  $\,$ 

#### **Notes**

(forming part of the financial statements)

#### 1 Accounting policies

#### Summary of significant accounting policies and key accounting estimates

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

#### Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102") as issued in August 2014. The amendments to FRS 102 issued in July 2015 and effective immediately have been applied.

The company has adopted FRS 102 for the first time in these financial statements. All adjustments necessary to prior year results are explained in note 17.

The presentation currency of these financial statements is sterling.

#### Basis of preparation

These financial statements are prepared on a going concern basis. The company is exempt by virtue of \$400 of the Companies Act 2006 from the requirement to prepare group accounts. These financial statements present information about the company as an individual undertaking and not about its group.

#### Measurement convention

These financial statements have been prepared using the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value.

#### Summary of disclosure exemptions

Under FRS 102 paragraph 1.12(b) the company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a qualifying entity and its parent company, Air Products & Chemicals Inc, includes the company in its own published consolidated financial statements. The Company is also exempt from the requirement to prepare a cash flow statement, under FRS102, section 1A, on the grounds of its size.

As the company is a wholly owned subsidiary of Air Products & Chemicals Inc, the company has taken advantage of the exemption contained in FRS 102 paragraph 33.1(a) and has therefore not disclosed transactions or balances with entities which form part of the group (or investees of the group qualifying as related parties).

As the consolidated financial statements of Air Products & Chemicals Inc include the equivalent disclosures, the Company has also taken the exemptions under FRS 102 available in respect of the disclosures required by FRS 102.11 Basic Financial Instruments and FRS 102.12 Other Financial Instrument Issues in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

The largest and smallest group in which the results of the company are consolidated is that headed by Air Products and Chemicals, Inc., the ultimate controlling party and a company incorporated in the State of Delaware, USA. The consolidated financial statements of this group are available to the public and may be obtained from:

Corporate Secretary
Air Products and Chemicals, Inc
7201 Hamilton Boulevard
Allentown
Pennsylvania 18195 – 1501.

#### Going concern

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

The company participates in the group's centralised treasury arrangements and so shares banking arrangements with its subsidiaries.

#### 1 Accounting policies (continued)

#### Fixed asset investments

Investments in subsidiary undertakings, associates and joint ventures are stated at cost less any provision for impairment.

#### Impairment of fixed assets

The carrying amounts of the Company's assets are reviewed for impairment when events or changes in circumstances indicate that the carrying amount of the fixed asset may not be recoverable. If any such indication exists, the asset's recoverable amount is estimated.

An impairment loss is recognised whenever the carrying amount of an asset or its income-generating unit exceeds its recoverable amount. Impairment losses are recognised in the profit and loss account.

#### Calculation of recoverable amount

The recoverable amount of fixed assets is the greater of their net realisable value and value in use. In assessing value in use, the expected future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the rate of return expected on an equally risky investment. For an asset that does not generate largely independent income streams, the recoverable amount is determined for the income-generating unit to which the asset belongs.

#### Reversals of impairment

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

#### Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. 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. If the transaction is hedged forward, the gains or losses arising on completion of this contract are recognised on the date of completion in the profit and loss account.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined.

#### Classification of financial instruments issued by the Company

In accordance with FRS 102.22, financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

- (a) they include no contractual obligations upon the company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the company; and
- (b) where the instrument will or may be settled in the company's own equity instruments, it is either a nonderivative that includes no obligation to deliver a variable number of the company's own equity instruments or is a derivative that will be settled by the company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Accounting policies (continued)

#### Basic financial instruments

#### Other debtors / creditors

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

#### Investments in subsidiaries, jointly controlled entities and associates

These are separate financial statements of the company. Investments in subsidiaries, jointly controlled entities and associates are carried at cost less impairment, with net revaluation gains recognised in OCI and net revaluation losses in profit or loss.

#### Other financial instruments

#### Financial instruments not considered to be Basic financial instruments (Other financial instruments)

Other financial instruments not meeting the definition of Basic Financial Instruments are recognised initially at fair value. Subsequent to initial recognition other financial instruments are measured at fair value with changes recognised in profit or loss except as follows:

- investments in equity instruments that are not publicly traded and whose fair value cannot otherwise be measured reliably shall be measured at cost less impairment; and
- hedging instruments in a designated hedging relationship shall be recognised as set out below.

#### Derivative financial instruments

Derivative financial instruments are recognised at fair value. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss.

#### Taxation

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

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 102.

## 2 Notes to the profit and loss account

Profit on ordinary activities before taxation is stated after charging / (crediting)

Auditor's remuneration:	2016 £000	2015 £000
Audit of these financial statements	24	19
	24	19

#### 3 Directors remuneration

Directors received no emoluments in connection with their services as a director of the company during the year (2015: £nil).

#### 4 Income from other fixed asset investments

	2016 £000	2015 £000
Dividends from fixed asset investments	23,573	20,332
		-
5 Other interest receivable and similar income		
	2016 £000	2015 £000
Interest income Gain on derivative financial instruments	2 54,991	6 16,344
Gain on derivative ritancial institutions		
	54,993	16,350
6 Interest payable and similar charges		
	2016 £000	2015 £000
Interest payable to group companies	16,061	16,605
Foreign exchange loss on loans from group companies Other finance expense	57,055 6,945	15,699 -
	80,061	32,304

## 7 Taxation

Analysis of charge in period:	2016 £000	2016 £000	Restated 2015 £000	Restated 2015 £000
UK corporation tax Current tax on income for the period			(359)	
Adjustments in respect of prior periods	295		90	
Total current tax		295		(269)
Deferred tax (see note 12)				
Origination/reversal of timing differences Effect of changes in tax rates	18 31		(207)	
		40		(207)
		49		(207)
Tax on profit on ordinary activities		344		(476)

## Factors affecting the tax charge for the current period

Tax assessed for the year is lower (2015: lower) than the standard rate of corporation tax in the UK of 20.0% (2015: 20.5%). The differences are explained below.

		Restated
	2016	2015
	€000	£000
Current tax reconciliation		
Profit/(Loss) on ordinary activities before tax	(1,517)	4,355
Tax on profit/(loss) on ordinary activities at UK rate of 20.0% (2015: 20.5%)	(303)	893
Effects of:		
(Income) / expense not (chargeable) / deductible for tax purposes	(4,715)	(4,168)
Other permanent differences	(21)	211
Adjustments to tax charge in respect of previous periods	295	90
Surrendered for Group relief	5,088	2,498
Total tax charge (see above)	344	(476)

## 7 Taxation (continued)

Factors that may affect future and total the tax charges

Reductions in the UK corporation tax rate from 23% to 21% (effective from 1 April 2014) and 20% (effective from 1 April 2015) were substantively enacted on 2 July 2013. Further reductions to 19% (effective from 1 April 2017) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2015. An additional reduction to 17% (effective 1 April 2020) was substantively enacted on 15 September 2016.

#### 8 Fixed asset investments

Cost	Shares in group undertakings £000
At beginning of year Additions Disposals	709,430
At end of year  Provisions  At beginning and end of year	709,430
Net book value At 30 September 2016	709,430
At 30 September 2015	709,430

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			Indirectly	company Directly
Subsidiary undertakings				
Air Products (BR) limited	Great Britain	Industrial gases		100%
Air Products PLC	Great Britain	Industrial gases		100%
Air Products Ireland Limited	Ireland	Industrial gases	100%	
Air Products (Chemicals) Ltd	Great Britain	Chemicals		100%
Air Products (Chemicals) Teesside Limited	Great Britain	Industrial gases		100%
Prodair Services Limited	Great Britain	Site services for major equipment sales		100%
Air Products Renewable Energy Limited	Great Britain	Industrial gases	100%	
-		Construction and		
Air Products Yanbu Limited	Great Britain	Maintenance of Industrial Gas Plants		100%
Cryoservice Limited	Great Britain	Industrial gases		100%
Gas Direct Ltd	Great Britain	Industrial gases	100%	100%
Gas Ducci Eta	Great Diffaiii	industrial gases	10070	
Associated undertakings – joint ventures				
Air Products Llanwern Limited	Great Britain	Industrial gases	50%	
Associated undertakings – cost investments				
Inversiones Air Products Holdings Limitada	Chile	Industrial gases		21%
Air Products and Chemicals de Mexico, S.A. de C.V.	Mexico	Industrial gases		21%

9 Debtors		
	2016	Restated 2015
	£000	£000
Amounts owed by group undertakings	124	7,920
Other debtors	1,500	407
Deferred tax asset Derivatives financial instruments	158 67,358	207 14,663
Delivatives initiated instancia		
	69,140	23,197
10 Creditors: amounts falling due within one year		
To Creditors: amounts raining due within one year		
	2016	2015
	£000	£000
Amounts owed to group undertakings	241,606	54,356
Accruals and deferred income	25	19
	241,631	54,375
11 Creditors: amounts falling due after one year		
		Restated
	2016 £000	2015 £000
Amounts owed to group undertakings	307,308	444,559
Attiounts owed to group undertakings		
	307,308	444,559
12 Financial instruments		
The carrying amounts of the financial assets and liabilities measured at fair value are:		
	2016	2015
	£000	£000
Assets measured at fair value through profit or loss	67,358	14,663
Liabilities measured at fair value through profit or loss	-	
	67,358	14,663

The fair value of derivative financial instruments is estimated by discounting the difference between the contractual forward price and the current forward price for the residual maturity of the contract using a risk-free interest rate (based on government bonds).

## 13 Deferred taxation

At beginning of year 207 Charge to the profit and loss for the year (18) 207 Effect of change in tax rate (31)  At end of year 158 207  The elements of deferred taxation are as follows:	The movement in the deferred taxation (liability)/ asset during the year was:		Restated
Charge to the profit and loss for the year  Effect of change in tax rate  At end of year  The elements of deferred taxation are as follows:			2015 £000
The elements of deferred taxation are as follows:	Charge to the profit and loss for the year	(18)	207
	At end of year	158	207
	The elements of deferred taxation are as follows:	2016	2015
	Desirative francial instruments		£000 207
			207
At end of year 158 207	At end of year		
14 Called up share capital .	14 Called up share capital		
0003 0003			2015 £000
Allotted, called up and fully paid Equity: 77,203,940 ordinary shares of £1 each  77,204 77,204 77,204	Allotted, called up and fully paid Equity: 77,203,940 ordinary shares of £1 each	77,204	77,204
	15 Reserves	2016	2016 Profit
Other and Loss Reserves account		Reserves	and Loss account £000
Profit for the financial year - (1,86)	Profit for the financial year	55,163	101,335 (1,861) (2,200)
At end of year 55,163 97,274	At end of year	55,163	97,274

#### 16 Ultimate parent company and parent undertaking of larger group

The company is a subsidiary undertaking of Air Products and Chemicals Inc, which is the ultimate parent company incorporated in Delaware, USA.

The largest and smallest group in which the results of the company are consolidated is that headed by Air Products and Chemicals, Inc., the ultimate controlling party and a company incorporated in the State of Delaware, USA. The consolidated financial statements of this group are available to the public and may be obtained from:

Corporate Secretary
Air Products and Chemicals, Inc
7201 Hamilton Boulevard
Allentown
Pennsylvania 18195 – 1501

#### 17 Events after the balance sheet date

On 6th May 2016, the Board of Directors of the Company's ultimate parent, Air Products & Chemicals, Inc., announced the intention to sell its performance materials division to Evonik Industries AG. The transaction was concluded on 3rd January 2017. As a result, the subsidiary Air Products Chemicals Limited left the Air Products group.

#### 18 Transition to FRS 102

This is the first year that the company has presented its results under FRS 102. The last financial statements under the previous UK GAAP were for the year ended 30 September 2015. The date of transition to FRS 102 was 1 October 2014.

Set out below are the changes in accounting policies which reconcile the profit for the financial year ended 30 September 2015 and the total equity as at 1 October 2014 and 30 September 2015 between UK GAAP as previously reported and FRS 102.

#### Profit for the financial year

		2015
UK GAAP – Profit as previously reported		£'000 5,660
Fair value of derivative financial instruments Deferred tax impact of adjustments above		(1,036) 207
Total adjustment to profit for the financial year		(829)
FRS 102-Profit for the financial year		4,831
Total equity/Net Assets	30 Sept 2015 £000	1 Oct 2014 £000
Total Equity as previously reported	234,531	234,871
Derivative financial instruments	(1,036)	-
Deferred tax impact of adjustments above	207	-
Total Equity under FRS 102	233,702	234,871

#### 17 Transition to FRS 102 (continued)

#### **Derivative financial instruments**

Under previous UK GAAP the company did not record the fair value of certain unrealised derivative financial instruments (cross currency interest rate swap agreements and forward exchange contracts) on the balance sheet. Under FRS 102 the fair value of any open instruments at the balance sheet date has been recorded in Debtors or Creditors with the corresponding movement in fair value recorded in the income statement.

The effect of this change has led to a decrease in the profit and loss account in the year to 30 September 2015 by £1,036k, an increase in Debtors of £14,663 and an increase in Creditors of £15,699.

There was no effect on the financial statements on transition at 1 October 2014 as no derivative financial instrument contracts had been entered in to at this date.

#### Deferred tax impact of adjustments

The above adjustment has a deferred tax impact at a tax rate of 20%. The impact for the year ending 30 September 2015 is an increase in deferred tax asset of £207k with a corresponding offset in deferred tax charged to the profit and loss account for the same amount.