

Registered number: 03430288

SHAPEDIRECT LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2020

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SHAPEDIRECT LIMITED

COMPANY INFORMATION

| | |
|-----------------------------|---|
| Directors | N Benning-Prince R C Dowley E A Gretton Dr C M Wendt |
| Company secretary | W F Rogers |
| Registered number | 03430288 |
| Registered office | Hanson House 14 Castle Hill Maidenhead SL6 4JJ |
| Independent auditors | PricewaterhouseCoopers LLP 2 Glass Wharf Bristol BS2 0FR |

SHAPEDIRECT LIMITED

CONTENTS

| | Pages |
|--|----------------|
| Strategic Report | 1 |
| Directors' Report | 2 - 3 |
| Directors' Responsibilities Statement | 4 |
| Independent Auditors' Report | 5 - 8 |
| Statement of Comprehensive Income | 9 |
| Balance Sheet | 10 |
| Statement of Changes in Equity | 11 |
| Notes to the Financial Statements | 12 - 20 |
| Appendix I - Listing of indirect subsidiaries and investments | 21 - 23 |

SHAPEDIRECT LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2020

Business review

The Company is a group investment holding company.

During the year, the Company received a gross dividend of ILS 45,050,000 (£10,362,000) from its investment, Hanson (Israel) Limited.

On 26 August 2020 the Company was assigned an intercompany receivable of £15,000 due from Houserate Limited by Hanson Quarry Products Europe Limited to fully settle its liability to the Company.

The Company also partially released an impairment made against its subsidiary, Picon Overseas Limited, of £28,168,000. This has been treated as an exceptional item.

Section 172 Companies Act 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 the opening of an Israeli Shekel denominated bank account to enable the Company to receive dividends from its investment, Hanson (Israel) Limited. The Company entered into a foreign exchange agreement to convert the Israeli Shekels into Sterling in order to reduce its foreign exchange risk. The monies received were used to clear the Company's cashpool deficit and reduce its interest expense.

Principal risks and uncertainties

The Company's results arise from transactions with fellow group undertakings in the group headed by 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 HeidelbergCement AG are disclosed in the financial statements of that Company.

Foreign exchange risk

The Company is exposed to foreign exchange risks arising from intra-group transactions. These are not always hedged. The Company is also exposed to foreign exchange risks in respect of its investments in its subsidiary undertakings. Significant fluctuations in foreign currency rates could potentially result in future impairments.

This report was approved by the board on 14 October 2021. and signed on its behalf.



W F Rogers
Secretary

SHAPEDIRECT LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2020

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

Results and dividends

The profit for the year, after taxation, amounted to £37,935,000 (2019 - £538,000).

Interim dividends of £nil (2019: £4,611,980,000) were paid during the year.

Post balance sheet events

After the year end the Company received a gross dividend of ILS 45,050,000 (£ 9,800,000) from its investment in Hanson (Israel) Limited.

Future developments

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

Going concern

The impact of COVID-19 on UK businesses is changing on a daily basis and the measures being adopted by the UK Government could have a significant impact in the foreseeable future. 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.

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 annual financial statements.

Directors

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

N Benning-Prince
R C Dowley
E A Gretton
Dr C M Wendt

Directors' indemnity

HeidelbergCement AG has indemnified, by means of directors' and officers' liability insurance, one or more of the 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.

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.

SHAPEDIRECT LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2020**

Independent auditors

Due to the introduction of EU Regulations regarding audit rotation of the Company's ultimate parent company, HeidelbergCement AG, the Company's previous auditors, Ernst & Young LLP, did not seek re-appointment.

PricewaterhouseCoopers LLP were appointed as auditors for the year ended 31 December 2020. 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 14 October 2021 and signed on its behalf.



W F Rogers
Secretary

SHAPEDIRECT LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2020

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 the Directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework'. 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 judgments 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 to 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.

This Responsibilities Statement was approved by the board on 14 October 2021 and signed on its behalf.



W F Rogers
Secretary

Report on the audit of the financial statements

Opinion

In our opinion, Shapedirect Limited's financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2020 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising 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 2020; the Statement of Comprehensive Income and 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 SHAPEDIRECT 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 2020 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

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

SHAPEDIRECT LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SHAPEDIRECT 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 UK tax legislation, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries. Audit procedures performed 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

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.

SHAPEDIRECT LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SHAPEDIRECT LIMITED

We have no exceptions to report arising from this responsibility.

Stuart Couch

Stuart Couch (Senior statutory auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Bristol
Date: 18 OCTOBER 2021

SHAPEDIRECT LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2020**

| | Note | 2020 £000 | 2019 £000 |
|--|-------------|----------------------|----------------------|
| Administrative expenses | | (7) | (6) |
| Exceptional items - Release of impairment of fixed asset investments | 8 | 28,168 | 544 |
| Operating profit | | 28,161 | 538 |
| Income from shares in group undertakings | 5 | 10,362 | - |
| Interest receivable and similar income | 6 | 86 | - |
| Interest payable and expenses | 7 | (156) | - |
| Profit before tax | | 38,453 | 538 |
| Tax on profit | 9 | (518) | - |
| Profit for the financial year | | 37,935 | 538 |
| Total comprehensive income for the year | | 37,935 | 538 |

All amounts relate to continuing operations.

The notes on pages 12 to 20 and Appendix I form part of these financial statements.

SHAPEDIRECT LIMITED
REGISTERED NUMBER: 03430288

BALANCE SHEET
AS AT 31 DECEMBER 2020

| | Note | 2020 £000 | 2019 £000 |
|--|------|-------------------------|-------------------------|
| Fixed assets | | | |
| Investments | 10 | 1,700,171 | 1,672,003 |
| Current assets | | | |
| Debtors: amounts falling due within one year | 11 | 9,775 | 15 |
| Creditors: amounts falling due within one year | 12 | - | (7) |
| Net current assets | | <u>9,775</u> | <u>8</u> |
| Net assets | | <u><u>1,709,946</u></u> | <u><u>1,672,011</u></u> |
| Capital and reserves | | | |
| Called up share capital | 13 | - | - |
| Share premium account | | 1,208,021 | 1,208,021 |
| Profit and loss account | | <u>501,925</u> | <u>463,990</u> |
| Total equity | | <u><u>1,709,946</u></u> | <u><u>1,672,011</u></u> |

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 14 October 2021.



N Benning-Prince
Director

The notes on pages 12 to 20 and Appendix I form part of these financial statements.

SHAPEDIRECT LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2020**

| | Called up share capital £000 | Share premium account £000 | Profit and loss account £000 | Total equity £000 |
|---|---|---|---|------------------------------|
| At 1 January 2019 | - | 6,208,021 | 75,432 | 6,283,453 |
| Comprehensive income for the year | | | | |
| Profit for the year | - | - | 538 | 538 |
| Contributions by and distributions to owners | | | | |
| Capital reduction in share premium | - | (5,000,000) | - | (5,000,000) |
| Transfer to profit and loss account | - | - | 5,000,000 | 5,000,000 |
| Dividends paid | - | - | (4,611,980) | (4,611,980) |
| Total transactions with owners | - | (5,000,000) | 388,020 | (4,611,980) |
| At 1 January 2020 | - | 1,208,021 | 463,990 | 1,672,011 |
| Comprehensive income for the year | | | | |
| Profit for the year | - | - | 37,935 | 37,935 |
| At 31 December 2020 | - | 1,208,021 | 501,925 | 1,709,946 |

The notes on pages 12 to 20 and Appendix I form part of these financial statements.

SHAPEDIRECT LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

1. Accounting policies

1.1 General information

Shapedirect 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) except where otherwise indicated.

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 400 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 HeidelbergCement AG as at 31 December 2020 and these financial statements may be obtained from Berliner Strasse 6, D 69120 Heidelberg, Germany.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

1. Accounting policies (continued)

1.4 Going concern

The impact of COVID-19 on UK businesses is changing on a daily basis and the measures being adopted by the UK Government could have a significant impact in the foreseeable future. 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.

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 annual financial statements.

1.5 Investments

Investments in subsidiaries, associates and joint ventures 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.
- 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.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

1. Accounting policies (continued)

1.6 Financial instruments (continued)

- 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 a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

1.7 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is Sterling.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

1.8 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 at an annual general meeting.

SHAPEDIRECT LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

1. Accounting policies (continued)

1.9 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.

1.10 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.

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. Auditors' remuneration

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

SHAPEDIRECT LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

4. Staff costs

The average monthly number of employees, including the Directors, during the year was nil (2019 - nil).

The Directors of the Company are also directors of a number of the group's fellow subsidiaries. The Directors received total remuneration of £918,000 (2019 - £876,000) which was paid by various 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.

5. Income from investments

| | 2020 £000 | 2019 £000 |
|-------------------------------------|--------------|--------------|
| Income from fixed asset investments | 10,362 | - |

During the year, the Company received a gross dividend of ILS 45,050,000 (£10,362,000) from its investment, Hanson (Israel) Limited.

6. Interest receivable

| | 2020 £000 | 2019 £000 |
|--|--------------|--------------|
| Interest receivable from group companies | 1 | - |
| Interest receivable on foreign exchange forward contract | 19 | - |
| Foreign exchange gain on forward contract | 66 | - |
| | 86 | - |

7. Interest payable and similar expenses

| | 2020 £000 | 2019 £000 |
|--|--------------|--------------|
| Foreign exchange loss on dividend receivable | 156 | - |

8. Exceptional items

| | 2020 £000 | 2019 £000 |
|--|--------------|--------------|
| Release of impairment of fixed asset investments | 28,168 | 544 |

In the current and prior year the impairment against the Company's subsidiary Picon Overseas Limited was partially released to bring the carrying value in line with the underlying net assets.

SHAPEDIRECT LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

9. Tax

| | 2020 £000 | 2019 £000 |
|---|--------------|--------------|
| Current tax | | |
| Current UK Corporation tax on profit for the year | - | - |
| Foreign tax | | |
| Foreign tax on income for the year | 518 | - |
| Total current tax | <u>518</u> | <u>-</u> |

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2019 - lower than) the standard rate of corporation tax in the UK of 19% (2019 - 19%). The differences are explained below:

| | 2020 £000 | 2019 £000 |
|---|---------------|--------------|
| Profit before tax | <u>38,453</u> | <u>538</u> |
| Profit multiplied by standard rate of corporation tax in the UK of 19% (2019 - 19%) | 7,306 | 102 |
| Effects of: | | |
| Non-tax deductible provision/release of provision for impairment of fixed asset investments | (5,322) | (103) |
| Non-taxable income | (1,969) | - |
| Non-recoverable withholding tax | 518 | - |
| Group relief | (15) | (5,893) |
| Transfer pricing adjustments | - | 5,894 |
| Total tax charge for the year | <u>518</u> | <u>-</u> |

Factors that may affect future tax charges

The main rate of corporation tax is 19% (2019 - 19%). On 3 March 2021, the Chancellor of the Exchequer announced that the main rate of corporation tax would increase from 19% to 25% from 1 April 2023.

SHAPEDIRECT LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020**

10. Fixed asset investments

| | Investments in subsidiary companies £000 | Investments in associates £000 | Total £000 |
|--|--|---|---------------|
| Cost | | | |
| At 1 January 2020 and 31 December 2020 | 1,748,470 | 18,429 | 1,766,899 |
| Impairment | | | |
| At 1 January 2020 | 94,896 | - | 94,896 |
| Reversal of impairment losses | (28,168) | - | (28,168) |
| At 31 December 2020 | 66,728 | - | 66,728 |
| Net book value | | | |
| At 31 December 2020 | 1,681,742 | 18,429 | 1,700,171 |
| At 31 December 2019 | 1,653,574 | 18,429 | 1,672,003 |

In the current and prior year the impairment against the Company's subsidiary Picon Overseas Limited was partially released to bring the carrying value in line with the underlying net assets.

SHAPEDIRECT LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

10. Fixed asset investments (continued)

Subsidiary undertakings and other investments

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 |
|----------------------------------|--------------------------|-----------------|---------|--------------------|
| Picon Overseas Limited* | Guernsey | Ordinary | 100% | Holding company |
| St Nicolas S.à r.l. | Luxembourg | Ordinary | 67% | Holding company |
| HC Hanson Holding B.V. | The Netherlands | Ordinary | 100% | Holding company |
| Hanson (ER - No 5) Limited | England and Wales | Ordinary | 100% | Holding company |
| Hanson (Israel) Limited | Israel | Ordinary | 18% | Aggregates |
| Pornphen Prathan Company Limited | Thailand | Ordinary | 57% | In liquidation |

The registered office of Picon Overseas Limited is P.O. Box 280, 22 Havilland Street, St. Peter Port, GY1 2QB, Guernsey.

The registered office of St Nicolas S.à r.l. is 5, rue des Primeurs, L-2361 Strassen, Luxembourg.

The registered office of HC Hanson Holding B.V. is Pettelaarpark 30, 's-Hertogenbosch, 5216 PD, The Netherlands.

The registered office of Hanson (ER - No 5) Limited is Hanson House, 14 Castle Hill, Maidenhead, SL6 4JJ, England.

The registered office of Hanson (Israel) Limited is Jabotinsky 5, Ramat Gan, 5252006, Israel.

The registered office of Pornphen Prathan Company Limited is 1769 Ramkhamhang Road, 3rd Floor Rit Ratana Building, Bangkok, 10240, Thailand.

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

*Registered as a UK establishment.

11. Debtors

| | 2020 £000 | 2019 £000 |
|------------------------------------|--------------|--------------|
| Due within one year | | |
| Amounts owed by group undertakings | 9,775 | 15 |

Amounts owed by group undertakings includes an amount of £9,760,000 (2019 - £nil) which attracts interest at overnight LIBOR, the remaining amounts are interest free. All amounts owed by group undertakings are unsecured, have no fixed date of repayment and are repayable on demand.

SHAPEDIRECT LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

12. Creditors: Amounts falling due within one year

| | 2020 £000 | 2019 £000 |
|------------------------------------|--------------|--------------|
| Amounts owed to group undertakings | - | 7 |

Amounts owed to group undertakings includes an amount of £nil (2019 - £7,000) which attracts interest at overnight LIBOR + 0.45%. All amounts owed to group undertakings are unsecured, have no fixed date of repayment and are repayable on demand.

13. Share capital

| | 2020 £ | 2019 £ |
|---|-----------|-----------|
| Allotted, called up and fully paid | | |
| 110 (2019 - 110) ordinary shares of £1 each | 110 | 110 |

The Company has no authorised share capital limit.

14. 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 HeidelbergCement AG. Balances outstanding at 31 December with related parties, are as follows:

| | 2020 £000 | 2019 £000 |
|--|--------------|--------------|
| Amounts owed by fellow subsidiary undertakings | 15 | 15 |
| Amounts owed by ultimate parent undertaking | 9,760 | - |
| Amounts owed to ultimate parent undertaking | - | (7) |
| | <u>9,775</u> | <u>8</u> |

15. Post balance sheet events

After the year end the Company received a gross dividend of ILS 45,050,000 (£ 9,800,000) from its investment in Hanson (Israel) Limited.

16. Ultimate parent undertaking and controlling party

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

SHAPEDIRECT LIMITED

**APPENDIX I – LISTING OF INDIRECT SUBSIDIARIES AND INVESTMENTS
AT 31 DECEMBER 2020**

| Name | Country of incorporation | Group ownership % | Registered office |
|-------------------------------------|--------------------------|-------------------|--|
| ACHKC Joint Venture | Hong Kong | 25 | 18 Tak Fung Street, Room 1901A 19/F., One Harbourfront Hunghom, Kowloon, Hong Kong |
| AHK Aggregates Ltd. | Hong Kong | 31.75 | 18 Tak Fung Street, Room 1901A 19/F., One Harbourfront Hunghom, Kowloon, Hong Kong |
| AHK Concrete Ltd | Hong Kong | 25 | 18 Tak Fung Street, Room 1901A 19/F., One Harbourfront Hunghom, Kowloon, Hong Kong |
| Alliance Construction Materials Ltd | Hong Kong | 50 | 18 Tak Fung Street, Room 1901A 19/F., One Harbourfront Hunghom, Kowloon, Hong Kong |
| Anche Holdings Inc | Panama | 100 | PH ARIFA, 9th and 10th Floors West Boulevard Santa Maria Business District, Panama City, Panama |
| Anderson Concrete Ltd | Hong Kong | 50 | 18 Tak Fung Street, Room 1901A 19/F., One Harbourfront Hunghom, Kowloon, Hong Kong |
| Asia Stone Co Ltd | Hong Kong | 50 | 18 Tak Fung Street, Room 1901A 19/F., One Harbourfront Hunghom, Kowloon, Hong Kong |
| Boom Victory Investments Ltd | British Virgin Islands | 25 | Vistra Corporate Service Centre, Wickhams Cay II, Tortola, VG 1110 Road Town, British Virgin Islands |
| Concrete Services Ltd | Hong Kong | 50 | 18 Tak Fung Street, Room 1901A 19/F., One Harbourfront Hunghom, Kowloon, Hong Kong |
| Desimpel Brick Limited | England and Wales | 82.39 | * |
| Hanson (ER - No 10) Limited | England and Wales | 100 | * |
| Hanson (F) Limited | England and Wales | 82.39 | * |
| Hanson (FH) Limited | England and Wales | 82.39 | * |
| Hanson (RBMC) Limited | England and Wales | 82.39 | * |
| Hanson (SH) Limited | England and Wales | 82.39 | * |
| Hanson Brick Ltd | England and Wales | 82.39 | * |
| Hanson Building Products Limited | Jersey | 82.39 | 22 Grenville Street, JE4 8PX St. Helier, Jersey |

SHAPEDIRECT LIMITED

APPENDIX I – LISTING OF INDIRECT SUBSIDIARIES AND INVESTMENTS AT 31 DECEMBER 2020

| Name | Country of incorporation | Group ownership % | Registered office |
|---|--------------------------|-------------------|--|
| Hanson Clay Products Limited | England and Wales | 82.39 | * |
| Hanson Hispania Hormigones SL | Spain | 81.68 | Carretera de Almeria, Km8, 29720 Malaga, Spain |
| Hanson Hispania, S.A.U. | Spain | 100 | Calle Cardenal Marcelo Spínola, num. 42, 1a planta, 28016 Madrid, Spain |
| Hanson Packed Products Limited | England and Wales | 82.39 | * |
| 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 Thermalite Limited | England and Wales | 82.39 | * |
| Hanson TIS Holdings Limited | England and Wales | 82.39 | * |
| Hanson TIS Limited | England and Wales | 82.39 | * |
| Hanson Yam Limited Partnership | Israel | 99.98 | Jabotinsky 5, 5252006 Ramat Gan, Israel |
| HeidelbergCement BP Limited | England and Wales | 82.39 | * |
| Hong Kong Concrete - Anderson Concrete JV | Hong Kong | 25 | 26/F, 118 Connaught Road West, Hong Kong, Hong Kong |
| Hormigones Mecanizados, S.A. | Spain | 33.33 | Gremi de Fusters 22, 7009 Palma de Mallorca, Spain |
| Irvine - Whitlock Limited | England and Wales | 82.39 | * |
| J. Riera, S.A. | Spain | 76.70 | Travesera de Gracia 15, ático, 08021 Barcelona, Spain |
| K. Wah Construction Products (Shenzhen) Company Limited | China | 25 | He Ping Tong Fu Yu Industrial Park, Fuyong Town, China |
| 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 |
| Latent Developments Limited | British Virgin Islands | 25 | Wickhams Cay II, Vistra Corporate Services Centre, VG 1110 Road Town, British Virgin Islands |
| Pioneer Beton Muva Umachzavot Ltd | Israel | 99.98 | Jabotinsky 5, 5252006 Ramat Gan, Israel |

SHAPEDIRECT LIMITED

APPENDIX I – LISTING OF INDIRECT SUBSIDIARIES AND INVESTMENTS AT 31 DECEMBER 2020

| Name | Country of incorporation | Group ownership % | Registered office |
|---|--------------------------|-------------------|--|
| Pioneer Concrete (Hong Kong) Limited | Hong Kong | 100 | 18 Tak Fung Street, Room 1901A 19/F., One Harbourfront Hunghom, Kowloon, Hong Kong |
| 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 | * |
| Pioneer Overseas Investments Limited | Guernsey | 100 | P.O. Box 280, 22 Havilland Street, GY1 2QB St. Peter Port, Guernsey |
| Pioneer Quarries (Hong Kong) Limited | Hong Kong | 50 | 18 Tak Fung Street, Room 1901A 19/F., One Harbourfront Hunghom, Kowloon, Hong Kong |
| Redshow Limited | England and Wales | 100 | * |
| Sailtown Limited | England and Wales | 100 | * |
| Shek O Quarry Limited | Hong Kong | 50 | 18 Tak Fung Street, Room 1901A 19/F., One Harbourfront Hunghom, Kowloon, Hong Kong |
| Tadir Readymix Concrete (1965) Ltd | Israel | 100 | Jabotinsky 5, 5252006 Ramat Gan, Israel |
| Tilmanstone Brick Limited | England and Wales | 82.39 | * |
| Timesound | England and Wales | 100 | * |
| 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 these investments is Hanson House, 14 Castle Hill, Maidenhead, SL6 4JJ.

Pioneer Concrete (Hong Kong) Limited was sold to a third party on 29 April 2021.