

INEOS Enterprises Group Limited
Annual report
for the year ended 31 December 2011

Registered Number 4687714

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INEOS Enterprises Group Limited
Annual report
for the year ended 31 December 2011
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INEOS Enterprises Group Limited

Directors' report for the year ended 31 December 2011

The directors present their report and the audited financial statements for the year ended 31 December 2011

Principal activities and review of the business

The Company's principal activity is that of a holding company

Turnover for the year was £nil (2010 £nil) and the profit on ordinary activities before taxation was £8,708,000 (2010 £3,501,392)

During the year the Company received a dividend of £8,708,000 (2010 £3,501,392) from its subsidiary, INEOS Enterprises Limited, and subsequently paid a dividend of £8,705,000 (2010 £3,488,392) to its Parent Company, INEOS Enterprises Group Holdings (Jersey) Limited

On 23 February 2012 the Group disposed of its 100% subsidiary, IACC Limited, to Siam PVS Chemicals Co Limited for a total of £3.5m. The investment was held by the Company's wholly owned subsidiary, INEOS Enterprises Limited

Future outlook

At the end of the year there were no immediate plans for a change in the Company's operations

Principal risks and uncertainties

The Company is not exposed to any significant financial or other risks

Key performance indicators ("KPIs")

Given the straightforward nature of the business, the Company's directors are of the opinion that analysis using KPI's is not necessary for an understanding of the development, performance or position of the business

Directors

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

H Deans (resigned 9 September 2011)
GS Corsi (resigned 10 April 2012)
GB Stewart (resigned 4 November 2011)
K Metcalfe (resigned 9 September 2011)
PC Overment (resigned 4 November 2011)
SJ Dossett (appointed 9 September 2011, resigned 4 November 2011)
AJ Reed (appointed 9 September 2011, resigned 4 November 2011)
TP Crotty (appointed 4 November 2011)
MJ Maher (appointed 4 November 2011)
A Moorcroft (appointed 4 November 2011)
A White (appointed 4 November 2011)
G Leask (appointed 10 April 2012)

Qualifying third party indemnity

The Directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force

Political and charitable contributions

The Company made no political contributions or charitable donations during the year (2010 nil)

INEOS Enterprises Group Limited

Directors' report for the year ended 31 December 2011 (continued)

Statement of Directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual Report and financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, 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 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.

Disclosure of information to Auditors

For each person who is a director at the time of approval of this report

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

Auditors

PricewaterhouseCoopers LLP have indicated their willingness to continue in office. As a result of the Company passing a written resolution, there is no longer a requirement for the auditors to be reappointed on an annual basis.

By order of the Board



MJ Maher
Director

31 July 2012

INEOS Enterprises Group Limited

Independent auditors' report to the members of INEOS Enterprises Group Limited

We have audited the financial statements of INEOS Enterprises Group Limited for the year ended 31 December 2011 which comprise the Profit and Loss Account, the Balance Sheet, the Reconciliation of Movements in Equity Shareholders' Funds, the Accounting Policies and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 2 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.

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.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the INEOS Enterprises Group Limited annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2011 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.

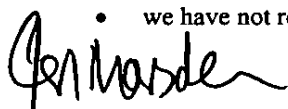
Opinion on other matter prescribed by the Companies Act 2006

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

Matters on which we are required to report by exception

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

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



Ian Marsden (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Manchester

31 July 2012

INEOS Enterprises Group Limited

Profit and loss account for the year ended 31 December 2011

	Note	2011 £	2010 £
Turnover		-	-
Cost of sales		-	-
Gross profit		-	-
Other income		-	-
Income from fixed asset investment		8,708,000	3,501,392
Operating profit		8,708,000	3,501,392
Profit on ordinary activities before taxation	2	8,708,000	3,501,392
Tax on profit on ordinary activities	3	-	(15,222)
Profit for the financial year	8	8,708,000	3,486,170

All results derive from continuing operations

There are no recognised gains or losses in either year other than the profit for the year

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

INEOS Enterprises Group Limited

Balance sheet as at 31 December 2011

	Note	2011 £	2010 £
Fixed asset investments	4	186	186
Current assets			
Debtors – amounts falling due within one year	5	5,021	2,021
		5,021	2,021
Creditors – amounts falling due within one year	6	(2,223)	(2,223)
Net current assets/(liabilities)		2,798	(202)
Net assets/(liabilities)		2,984	(16)
Capital and reserves			
Called up share capital	7	1,780	1,780
Share premium account	8	275	275
Capital redemption reserve	8	28	28
Profit and loss account	8	901	(2,099)
Total shareholders' funds/(deficit)		2,984	(16)

The Financial statements on pages 4 to 11 were approved by the Board of Directors on 31 July 2012 and are signed on its behalf by



MJ Maher

INEOS Enterprises Group Limited

Registered no 4687714

INEOS Enterprises Group Limited

Reconciliation of movements in equity shareholders' funds for the year ended 31 December 2011

	2011 £	2010 £
Profit for the financial year	8,708,000	3,486,170
Dividends paid	(8,705,000)	(3,488,392)
Net decrease in equity shareholders' funds	3,000	(2,222)
Equity shareholders' (deficit)/funds at the start of the year	(16)	2,206
Equity shareholders' funds/(deficit) at the end of the year	2,984	(16)

INEOS Enterprises Group Limited

Accounting policies

These financial statements are prepared on the going concern basis, under the historical cost convention, in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Group consolidation, cash flow statement and related party disclosures

The Company is a subsidiary of Kerling plc and is included in the consolidated financial statements of Kerling plc, which are available to the public. Consequently, the Company has taken advantage of various exemptions from reporting requirements.

- Under the terms of Financial Reporting Standard 2 and in accordance with Section 400 of the Companies Act 2006, the Company is exempt from preparing Group accounts. The financial statements present information about the Company as an individual undertaking.
- Under the terms of FRS 1 (revised 1996) the Company is exempt from preparing a cash flow statement.
- Under the terms of Financial Reporting Standard 8 the Company is exempt from disclosing related party transactions with entities which form part of the Kerling plc group.

Investments

Investments held as fixed assets are stated at cost less any provision for permanent diminution in value.

Deferred taxation

Deferred tax is recognised as a liability or asset in respect of all timing differences which have originated but not reversed at the balance sheet date if transactions have occurred at the balance sheet date which give rise to an obligation to pay more taxation in future, or a right to pay less taxation in future. An asset is not recognised to the extent that the transfer of economic benefits in future is uncertain. Deferred tax is measured at the average tax rates which are expected to apply in the periods during which the timing differences are expected to reverse, based on the tax rates and laws which are in place at the balance sheet date. Deferred tax assets and liabilities are not discounted.

INEOS Enterprises Group Limited

Notes to the accounts

1 Employees and directors

The directors did not receive any remuneration during the year (2010 £nil)

No other persons were employed by the Company during the year (2010 none)

2 Profit on ordinary activities before taxation

The audit fee has been included in the overall audit fee for INEOS Enterprises Limited and not separately recharged to the Company

3 Tax on profit on ordinary activities

(a) Analysis of the charge for the year	2011 £	2010 £
Total current tax	-	15,222
Total tax	-	15,222

(b) Factors affecting the tax charge for the year

The tax assessed for the year is lower (2010 lower) than the standard rate of corporation tax in the UK of 26.5% (2010 28%). The differences are explained below

	2011 £	2010 £
Profit on ordinary activities before taxation	8,708,000	3,501,392
Profit on ordinary activities before taxation multiplied by the standard rate of corporation tax in the UK of 26.5% (2010 28%)	2,307,620	980,390
Effect of		
Adjustments in respect of prior periods	-	15,222
Income not subject to taxation	(2,307,620)	(980,390)
Current tax charge for year	-	15,222

INEOS Enterprises Group Limited

Notes to the accounts (continued)

(c) Factors which may affect future tax charges

The Finance Act 2011 was substantively enacted on 29 March 2011 and included legislation to reduce the main rate of corporation tax from 28% to 26% from 1 April 2011. A further reduction to 25% from 1 April 2012 was substantively enacted by subsequent legislation on 5 July 2011. The deferred tax asset at 31 December 2011 has been re-measured accordingly.

Further reductions to the UK corporation tax rate were announced in the 2011 Budget on 23 March 2011, which proposed to reduce the rate by 1% per annum to 23% by 1 April 2014. However, a further announcement was made in the 2012 Budget on 21 March 2012, which will result in the rate reducing to 24% from 1 April 2012, with further 1% reductions per annum to 22% by 1 April 2014. The changes had not been substantively enacted at the balance sheet date and therefore are not recognised in these financial statements. The impact of the proposed changes is not expected to be material to the balance sheet.

4 Fixed asset investments

Shares in subsidiary undertakings	£
Cost and net book value	
At 1 January 2011 and 31 December 2011	186

The Company's subsidiaries are as follows

Subsidiary undertaking	Country of registration or incorporation	Principal activity	Class/percentage of shares held
INEOS Enterprises II Limited	England	Holding Company	Ordinary 100%
INEOS Enterprises Newco 1 Limited	England	Dormant	Ordinary 100% (i)
INEOS Enterprises Limited	England	Chemicals manufacturing and selling	Ordinary 100%
INEOS Enterprises France SAS	France	Chemicals manufacturing and selling	Ordinary 100% (ii)
INEOS Asiatic Chemical Company Limited	Thailand	Chemicals manufacturing and selling	Ordinary 100% (ii)
INEOS Enterprises LLC	USA	Holding Company	Ordinary 100% (ii)

(i) Shares owned by INEOS Enterprises II Limited

(ii) Shares owned by INEOS Enterprises Limited

On 23 February 2012 the Group disposed of its 100% subsidiary, INEOS Asiatic Chemical Company Limited, to Siam PVS Chemicals Co. Limited for a total of £3.5m. The investment was held by the Company's wholly owned subsidiary, INEOS Enterprises Limited.

The directors consider the value of investments to be supported by their underlying assets.

INEOS Enterprises Group Limited

Notes to the accounts (continued)

5 Debtors

	2011 £	2010 £
Amounts receivable from subsidiaries	3,559	559
Amounts receivable from fellow Group undertakings	1,462	1,462
	5,021	2,021

All debtors are due within one year

Amounts receivable from subsidiaries and fellow Group undertakings comprise intercompany trade balances and are repayable on demand

6 Creditors – amounts falling due within one year

	2011 £	2010 £
Amounts payable to subsidiaries	2,222	2,222
Other creditors	1	1
	2,223	2,223

Amounts payable to subsidiaries comprise intercompany trade balances and are repayable on demand

7 Called up share capital

	Allotted, issued and fully paid shares of 1p each			
	2011 Number	2011 £	2010 Number	2010 £
Ordinary shares	177,984	1,780	177,984	1,780
	177,984	1,780	177,984	1,780

INEOS Enterprises Group Limited

Notes to the accounts (continued)

8 Reserves

	Share premium account £	Capital redemption reserve £	Profit and loss account £
At 1 January 2011	275	28	(2,099)
Profit for the year	-	-	8,708,000
Dividends paid	-	-	(8,705,000)
At 31 December 2011	275	28	901

The dividend paid per share in the year was £48 91 (2010 £19 60)

9 Ultimate Parent Company and Ultimate Controlling Party

The Company's immediate parent undertaking is INEOS Enterprises Group Holdings (Jersey) Limited, a company registered in Jersey. The Company's ultimate parent company is INEOS AG, a company registered in Switzerland.

The smallest and largest group that consolidated the Company's financial statements is Kerling plc. The consolidated financial statements of Kerling plc are available to the public and may be obtained from the Company Secretary at Runcorn Site HQ, South Parade, PO Box 9, Runcorn, Cheshire, WA7 4JE, United Kingdom.

The Directors regard Mr JA Ratchliffe to be the ultimate controlling party by virtue of his shareholding in INEOS AG.