

**YULE CATTO WESTERN EUROPE
LIMITED**

Report and Financial Statements

31 December 2013

WEDNESDAY



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COMPANIES HOUSE

YULE CATTO WESTERN EUROPE LIMITED

REPORT AND FINANCIAL STATEMENTS 2013

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YULE CATTO WESTERN EUROPE LIMITED

DIRECTORS' REPORT

The directors submit their report and the audited financial statements for the year ended 31 December 2013

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006

PRINCIPAL ACTIVITY

The principal activity of the company during the year under review was that of providing intercompany funding to fellow group companies

PRINCIPAL RISKS AND UNCERTAINTIES

The company provides financing within the Synthomer plc Group (the "Group"), does not trade and, as such, it does not have any direct trading risks or uncertainties

As a global, specialty chemicals business, the Group is subject to raw material price risk which it seeks to mitigate through strong supplier relationships and risks associated with global economic conditions. This is fully discussed in the Synthomer plc Group Annual Report

Having regard to the above, the company's status and the Group's financial position, the directors have concluded it remains appropriate to prepare the financial statements on a going concern basis

RESULTS AND DIVIDENDS

The result for the year after taxation amounted to £nil (2012 loss - €34,617,000). The directors do not recommend the payment of a dividend (2012 - €17,146,000) on the ordinary shares of the company

DIRECTORS

The directors of the company who were in office during the year and up to the date of signing the financial statements were

R Atkinson
A D Burnett

YULE CATTO WESTERN EUROPE LIMITED

DIRECTORS' REPORT

INDEPENDENT AUDITORS

Each of the persons who is a director at the date of approval of this annual report confirms that

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

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006

PricewaterhouseCoopers LLP have expressed their willingness to continue in office as auditor and a resolution to reappoint them as auditor will be proposed at the forthcoming Annual General Meeting

Approved by the Board of Directors
and signed on behalf of the Board



R Atkinson

Secretary

14 March 2014

Registered office

Synthomer plc
Temple Fields
Harlow, Essex
CM20 2BH

DIRECTORS' RESPONSIBILITIES STATEMENT

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

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

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

YULE CATTO WESTERN EUROPE LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF YULE CATTO WESTERN EUROPE LIMITED

REPORT ON THE FINANCIAL STATEMENTS

Our opinion

In our opinion the financial statements, defined below

- give a true and fair view of the state of the company's affairs as at 31 December 2013 and of its result 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

This opinion is to be read in the context of what we say in the remainder of this report

What we have audited

The financial statements, which are prepared by Yule Catto Western Europe Limited, comprise

- the balance sheet as at 31 December 2013,
- the profit and loss for the year then ended, and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information

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).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

What an audit of financial statements involves

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). 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 Report and Financial Statements to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

OPINIONS ON OTHER MATTERS 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.

YULE CATTO WESTERN EUROPE LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF YULE CATTO WESTERN EUROPE LIMITED (continued)

OTHER MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

Adequacy of accounting records and information and explanations received

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

- we have not received all the information and explanations we require for our audit, or
- 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

We have no exceptions to report arising from this responsibility

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to take advantage of the small companies' exemption in preparing the Directors' Report and take advantage of the small companies exemption from preparing a Strategic Report. We have no exceptions to report arising from this responsibility.

RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS AND THE AUDIT

Our responsibilities and those of the directors

As explained more fully in the Directors' Responsibilities Statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and ISAs (UK & 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.



Wendy Russell (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
St Albans

14 March 2014

YULE CATTO WESTERN EUROPE LIMITED

PROFIT AND LOSS ACCOUNT Year ended 31 December 2013

	Note	2013 €'000	2012 €'000
Waiver of loan to group company	5	-	(35,505)
Other operating expenses	6	-	(1)
OPERATING RESULT/(LOSS)		-	(35,506)
Interest receivable and similar income	7	-	889
RESULT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		-	(34,617)
Tax on result/(loss) on ordinary activities	8	-	-
RESULT/(LOSS) FOR THE FINANCIAL YEAR	12	-	(34,617)

All results are derived from continuing operations

There are no recognised gains or losses for the current financial year or preceding year other than as stated in the profit and loss account. Accordingly no statement of total recognised gains and losses is given.

There is no material difference between the profit on ordinary activities before taxation and the profit for the financial year stated above and their historical costs equivalents.

YULE CATTO WESTERN EUROPE LIMITED

BALANCE SHEET 31 December 2013

	Note	2013 €'000	2012 €'000
CURRENT ASSETS			
Debtors	9	30,477	563
Cash at bank and in hand		5,550	5,464
		<u>36,027</u>	<u>6,027</u>
NET ASSETS			
		<u>36,027</u>	<u>6,027</u>
CAPITAL AND RESERVES			
Called up share capital	11	-	-
Share premium account	12	30,000	-
Other reserves	12	3,934	3,934
Profit and loss account	12	2,093	2,093
		<u>36,027</u>	<u>6,027</u>
TOTAL SHAREHOLDERS' FUNDS	13	<u>36,027</u>	<u>6,027</u>

The financial statements of Yule Catto Western Europe Limited (registered number 4801775) on pages 6 to 11 were approved by the Board of Directors on 14 March 2014 and signed on its behalf by



A D Burnett
Director

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2013

1. ACCOUNTING POLICIES

These financial statements are prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principle accounting policies, which have been applied consistently throughout the year, are set out below.

Going concern

The directors have reviewed the going concern basis of preparation and in doing so have considered the principal risks and uncertainties outlined in the Directors' Report, the financial position of the Company and the expected timing of the settlement of intercompany balances. The Company is a member of the Synthomer plc group and, as such, is a member of the group's banking arrangements under which it is a cross guarantor. The directors have concluded that the fact that the Company is a cross-guarantor does not present a significant risk to the going concern position of the Company since the group is considered to be a going concern, the basis on which the group is considered to be a going concern, and the related assumptions and risks, are fully disclosed within the financial statements of Synthomer plc.

Based upon the above, the directors believe that the company can continue to operate for at least 12 months from the date of approval of these financial statements and have therefore adopted the going concern basis of preparation.

Cash flow statement

The company is a wholly owned subsidiary and its results and cash flows are consolidated into the ultimate parent undertaking and controlling party is Synthomer plc. Accordingly the company takes advantage of the exemptions under Financial Reporting Standard No 1 from the requirement to prepare a cashflow statement.

Functional currency

Figures shown within the financial statements are denominated in Euros. The directors believe this to be reflective of the true manner of the business.

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date.

Deferred tax is provided in full on timing differences which result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in years different from those in which they are included in financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

2. RESULTS AND NET ASSETS

The company's results and net assets derive from the same class of business as noted in the directors' report and arose in the United Kingdom.

3. AUDITORS' REMUNERATION

Auditors' remuneration of £1,200 (2012 - £1,200) was borne by the ultimate parent company in both years.

4. EMPLOYEES AND DIRECTORS

The company did not have any employees in the year (2012 - Nil).

The directors received no emoluments for their services to the company (2012 - Nil).

NOTES TO THE FINANCIAL STATEMENTS
Year ended 31 December 2013

5. WAIVER OF LOAN TO GROUP COMPANY

	2013 €'000	2012 €'000
Waiver of loan to group company	-	35,505

6 OTHER OPERATING EXPENSES

	2013 €'000	2012 €'000
Bank charges	-	1

7 INTEREST RECEIVABLE AND SIMILAR INCOME

	2013 €'000	2012 €'000
Interest receivable from group undertakings	-	889

8. TAX ON RESULT/(LOSS) ON ORDINARY ACTIVITIES

The standard rate of corporation tax for the year, based on the UK standard rate of corporation tax is 23.25% (2012: 24.5%)

	2013 €'000	2012 €'000
Current tax		
UK corporation tax on result/(loss) for the year	-	-
Current tax credit for the year	-	-

The actual tax credit differs from the standard rate for the reasons set out in the following reconciliation

	2013 €'000	2012 €'000
Result/(loss) on ordinary activities before taxation	-	(34,617)
Tax on result/(loss) on ordinary activities at the standard rate of tax in the UK 23.25% (2012: 24.5%)	-	(8,481)
Factors affecting tax for the year		
Expenses not deductible for tax purposes	-	8,699
Adjustments in respect of group relief	-	(218)
Current tax credit for the year	-	-

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2013

8. TAX ON RESULT/(LOSS) ON ORDINARY ACTIVITIES (continued)

As a result of the provisions of Finance Act 2012 to reduce the UK corporation tax rate from 24% to 23% from 1 April 2013 the applicable rate of corporation tax for the year is 23.25%. Finance Act 2013 introduced further changes to the main rate of corporation tax, which was reduced from 23% to 21% from 1 April 2014 and to 20% from 1 April 2015.

The effective rate for the year ended 31 December 2013 has reduced accordingly.

9. DEBTORS

	2013 €'000	2012 €'000
Amounts falling due within one year		
Amount owed by parent company	30,000	-
Amounts owed by group undertakings	477	563
	<u>30,477</u>	<u>563</u>

10. DIVIDENDS PAID

	2013 €'000	2012 €'000
Dividends paid	-	17,146

11. CALLED UP SHARE CAPITAL

	2013 €	2012 €
Allotted, called-up and fully paid: Ordinary shares of €1 each	<u>2</u>	<u>1</u>

12. RESERVES

	Share premium account €'000	Other reserves €'000	Profit and loss account €'000	Total €'000
At 1 January 2013	-	3,934	2,093	6,027
Capital injection	30,000	-	-	30,000
Result for the financial year	-	-	-	-
At 31 December 2013	<u>30,000</u>	<u>3,934</u>	<u>2,093</u>	<u>36,027</u>

NOTES TO THE FINANCIAL STATEMENTS
Year ended 31 December 2013

13. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2013	2012
	€'000	€'000
Dividend paid (Note 10)	-	(17,146)
Capital injection	30,000	-
Result/(loss) for the financial year	-	(34,617)
Net increase/(decrease) in shareholders' funds	30,000	(51,763)
Opening shareholders' funds	6,027	57,790
Closing shareholders' funds	36,027	6,027

14. RELATED PARTY TRANSACTIONS

In accordance with Financial Reporting Standard No 8 "Related Party Disclosures" transactions with other undertakings within the Synthomer plc group have not been disclosed in these financial statements

15. ULTIMATE PARENT COMPANY

These financial statements present information about the company as an individual undertaking

In the opinion of the directors, the company's immediate parent and controlling company at the year end was Dimex Limited, a company incorporated in the United Kingdom. Synthomer plc is the ultimate parent undertaking of the largest and smallest group which includes the company and for which group financial statements are prepared. Copies of the group financial statements are available from Synthomer plc, Temple Fields, Harlow, Essex, CM20 2BH.