

INNOVENE MARKETING SUPPORT LIMITED

(Registered No.5310684)

REPORT AND FINANCIAL STATEMENTS FOR THE PERIOD
10 DECEMBER 2004 TO 31 DECEMBER 2005

Board of Directors: A J Reed
 R J Nevin

REPORT OF THE DIRECTORS

The directors present their report and financial statements for the period 10 December 2004 to 31 December 2005.

Principal activity

The company is engaged in the provision of Marketing Support to Innovene Europe Limited and other undertakings in the Ineos Group.

It is the intention of the directors that the above business of the company will continue for the foreseeable future.

Review of activities and future developments

As part of BP's reorganisation of its Olefins and Derivatives (O&D) business the Company was established on 10th December 2004 as O&D Marketing Support Limited, to provide marketing services to a number of other Innovene undertakings.

On the 10 December 2004, the authorised share capital of the Company was set at £1 and one ordinary share of £1 was issued and fully paid at par.

On the 17 February 2005, the authorised share capital of the Company was increased to £20,000 and 19,999 ordinary shares of £1 each were issued and fully paid at par.

On 1st April 2005 the Company commenced its marketing activities.

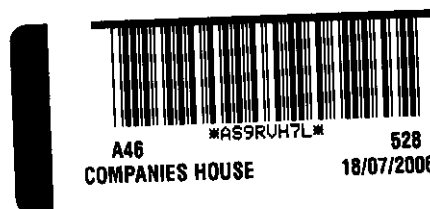
On 1 June 2005 the Company changed its name to Innovene Marketing Support Limited.

The company has had a satisfactory period and the directors believe that the trend will continue.

The company is in a good position to take advantage of any opportunities which may arise in the future.

Results and dividends

The profit for the period after taxation was €432,000, which has been transferred to retained reserves at 31 December 2005. The directors do not propose the payment of a dividend.



INNOVENE MARKETING SUPPORT LIMITED

REPORT OF THE DIRECTORS

Directors

The present directors are listed above.

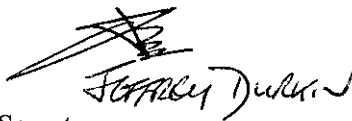
Changes since 10 December 2004 are as follows:

	<u>Appointed</u>	<u>Resigned</u>
K Heulitt	10 December 2004	25 April 2005
T C Muething	10 December 2004	16 December 2005
A C Little	1 February 2005	31 March 2005
A J Reed	25 April 2005	-
R J Nevin	25 April 2005	-

Directors' interests

No director has any interest in the shares of the Company. The interests of the directors in the share capital of other group undertakings are disclosed in the financial statements of Ineos Group Limited, the ultimate parent.

By order of the Board



Secretary

24 May 2006

Registered Office:

79-87 Kingston Road
Staines
Middlesex
TW18 1DT

INNOVENE MARKETING SUPPORT LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

Company law requires the directors to prepare financial statements for each financial period that 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 those 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 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 also responsible for keeping proper accounting records that 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 1985. They are also responsible for taking reasonable steps to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

The directors confirm that they have complied with these requirements, and having a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future, continue to adopt the going concern basis in preparing the financial statements.

INNOVENE MARKETING SUPPORT LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
INNOVENE MARKETING SUPPORT LIMITED

We have audited the company's financial statements for the period 10 December 2004 to 31 December 2005 which comprise Profit and Loss Account, Balance Sheet, accounting policies and the related notes 1 to 13. These financial statements have been prepared on the basis of the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. 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 auditors' 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 auditors

As described in the Statement of Directors' Responsibilities, the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' Report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

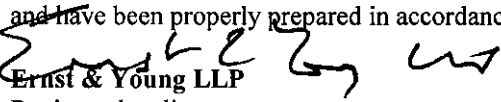
Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the company as at 31 December 2005 and of the profit of the company for the period 10 December 2004 to 31 December 2005 and have been properly prepared in accordance with the Companies Act 1985.


Ernst & Young LLP
Registered auditor
London

24 May 2006

INNOVENE MARKETING SUPPORT LIMITED

PROFIT AND LOSS ACCOUNT
FOR THE PERIOD 10 DECEMBER 2004 TO 31 DECEMBER 2005

	Note	<u>2005</u> €'000
Turnover	2	3,133
Marketing expenses		(2,495)
Administration expenses		(12)
Profit on ordinary activities before interest and tax	3	<u>626</u>
Interest payable and similar charges	4	(9)
Profit before taxation		<u>617</u>
Taxation	5	(185)
Retained profit for the period	10	<u><u>432</u></u>

There are no recognised gains or losses attributable to the shareholders of the company other than the profit above; therefore no separate statement of total recognised gains and losses has been presented.

INNOVENE MARKETING SUPPORT LIMITED

BALANCE SHEET AT 31 DECEMBER 2005

	Note	<u>2005</u> €'000
Current assets		
Debtors	7	3,233
Cash at bank and in hand		<u>35</u>
		3,268
Creditors: amounts falling due within one period	8	<u>(2,807)</u>
NET ASSETS		<u>461</u>
Represented by		
Capital and reserves		
Called up share capital	9	29
Profit and loss account	10	<u>432</u>
SHAREHOLDERS' FUNDS – EQUITY INTERESTS		<u>461</u>

By order of the Board

Director

24 May 2006

INNOVENE MARKETING SUPPORT LIMITED

ACCOUNTING POLICIES

Basis of Preparation

The financial statements are prepared under the historical cost convention and in accordance with applicable UK accounting standards.

The financial statements are for the Company's first accounting reference period of 55 weeks, from date of incorporation, 10 December 2004, to 31 December 2005, and therefore there is no comparative information.

The directors consider it appropriate to prepare the financial statements on a going concern basis, since the parent undertaking agreed to provide sufficient finance, whether directly or through one of its subsidiaries to enable the company to meet its liabilities as they fall due for the foreseeable future.

Statement of cash flows

The Group financial statements of the ultimate parent undertaking contain a consolidated cash flow statement. The Company has taken advantage of the exemption granted by the Financial Reporting Standard No. 1 (Revised), whereby it is not required to publish its own cash flow statement.

Foreign currency transactions

Foreign currency transactions in currencies other than Euros are recorded at the exchange rate ruling on the date of transaction. Foreign currency monetary assets and liabilities in currencies other than Euros are translated into Euros at rates of exchange ruling at the balance sheet date. All exchange gains and losses on settlement or translation at closing rates of exchange of monetary assets and liabilities are included in the determination of profit/loss for the period.

Pensions

The form and benefit of pension arrangements for employees will vary with conditions and practices in the countries in which the employees are based. It is not practical or possible to provide details for all of the different arrangements that are in place. Included in the profit and loss accounts of the financial statements is the cost of contributions made by the company to the different pension arrangements for 2005.

Deferred tax

Deferred tax is recognised in respect of timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less, tax in the future. In particular:

- Provision is made for deferred tax that would arise on remittance of the retained earnings of overseas subsidiaries, associates and joint ventures only to the extent that, at the balance sheet date, dividends have been accrued as receivable;
- Deferred tax assets are recognised only to the extent that it is considered more likely than not that there will be suitable taxable profits from which the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates enacted or substantively enacted at the balance sheet date.

INNOVENE MARKETING SUPPORT LIMITED

NOTES TO THE FINANCIAL STATEMENTS

1. Reporting currency

The financial statements are expressed in Euros as the Company and the Group primarily generate income, incur expenditure and have the majority of their assets and liabilities denominated in Euros.

The exchange rate as at 31 December 2005 was €1.457100 /£1 (2004 1.409600)

2. Turnover

Turnover, which is stated net of value added tax, represents amounts recovered for marketing support provided to other undertakings in the Ineos Group.

3. Profit on ordinary activities

This is stated after charging:

	<u>2005</u>
	€'000
Auditors' remuneration:	
Audit fees – current period	9
	<u> </u>

4. Interest payable and similar charges

	<u>2005</u>
	€'000
Interest expense on loan from parent company	9
	<u> </u>

5. Taxation

a) Tax on profit on ordinary activities

The tax charge is made up as follows:

	<u>2005</u>
	€'000
<u>Current tax for the period</u>	
UK corporation tax at 30%	-
Group relief	(185)
Total current tax	<u>(185)</u>
<u>Deferred tax</u>	-
Tax on profit on ordinary activities	<u>(185)</u>

INNOVENE MARKETING SUPPORT LIMITED

NOTES TO THE FINANCIAL STATEMENTS

(b) Tax reconciliation

The following table provides a reconciliation of the UK statutory corporation tax rate to the effective current tax rate on profit before taxation.

	<u>2005</u> €'000
Profit before taxation	617
Current taxation at 30%	<u>(185)</u>
Tax charge for current year	<u>(185)</u>

The taxable profit of the company has been reduced to nil because of group relief received from a fellow subsidiary for which a payment of €185,000 will be made.

6. Directors and employees

(a) Remuneration of directors

None of the directors received any fees or remuneration for services as a director of the company during the financial period.

(b) Employee costs

	<u>2005</u> €'000
Wages and salaries	821
Social security costs	49
Pension costs	<u>72</u>
	<u>942</u>

(c) Average number of employees during the period was 19, all employed in marketing activities.

7. Debtors

	<u>2005</u> Within 1 year €'000
Amount owed by group undertakings	3,195
Taxation recoverable	<u>38</u>
	<u>3,233</u>

INNOVENE MARKETING SUPPORT LIMITED

NOTES TO THE FINANCIAL STATEMENTS

8. Creditors

	<u>2005</u>
	Within 1 year €'000
Trade Creditors	(214)
Amount owed to group undertakings	(2,212)
Accruals and deferred income	(378)
Other	<u>(3)</u>
	<u>(2,807)</u>

9. Called up share capital

	<u>2005</u>
	€'000
Authorised, allotted, called up and fully paid: 20,000 Ordinary shares of £1 each	<u>29</u>

On the 10 December 2004, the authorised share capital of the Company was set at £1 and one ordinary share of £1 was issued and fully paid at par.

On the 17 February 2005, the authorised share capital of the Company was increased to £20,000 and 19,999 ordinary shares of £1 each were issued and fully paid at par.

10. Reconciliation of shareholders' funds and movements on reserves

	<u>Share capital €'000</u>	<u>Profit & loss account €'000</u>	<u>Total €'000</u>
At 10 December 2004	-	-	-
Shares issued	29	-	29
Profit for the period	-	432	432
At 31 December 2005	<u>29</u>	<u>432</u>	<u>461</u>

11. Related party transactions

The company has taken advantage of the exemption contained within Financial Reporting Standard No 8 "Related Party Disclosures", and has not disclosed transactions with group companies. There were no other related party transactions in the period.

INNOVENE MARKETING SUPPORT LIMITED

NOTES TO THE FINANCIAL STATEMENTS

12 Pensions

The form and benefit of pension arrangements for employees will vary with conditions and practices in the countries in which the employees are based. It is not practical or possible to provide details for all of the different arrangements that are in place. Included in the profit and loss accounts of the financial statements is the cost of contributions made by the company to the different pension arrangements for 2005.

13. Ultimate parent undertaking

The ultimate parent undertaking of the group of undertakings for which group financial statements are drawn up, and of which the company is a member, is Ineos Group Limited, a company registered in England and Wales. Copies of financial statements for Ineos Group Limited can be obtained from Hawkslease, Chapel Lane, Lyndhurst, Hampshire SO43 7FG.