

INEOS European Holdings Limited  
Annual report  
for the year ended 31 December 2011

Registered number 5310700



INEOS European Holdings Limited

Annual report

for the year ended 31 December 2011

Contents

Directors' report for the year ended 31 December 2011	1
Independent auditors' report to the members of INEOS European Holdings Limited	4
Profit and loss account for the year ended 31 December 2011	6
Balance sheet at 31 December 2011	7
Statement of accounting policies	8
Notes to the financial statements for the year ended 31 December 2011	9

# INEOS European Holdings Limited

## Directors' report for the year ended 31 December 2011

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

### Principal activities

The company provides treasury services to a number of other undertakings within the INEOS group and holds investments in subsidiary and joint venture undertakings engaged in the refining and sale of petroleum products, and production and sale of petrochemical products

### Review of business and future developments

On 23 March 2011 the company reduced its share capital by reducing the nominal value of each issued ordinary share by 99 999p from £1 each to £0 00001 each

On 26 May 2011, the company paid a dividend in specie to INEOS Jersey Limited of €2,082,823,747 91 settled by assigning a receivable with INEOS Holdings Limited to INEOS Jersey Limited

On 1 June 2011 the company increased its shareholdings in INEOS Europe Limited and INEOS Manufacturing Scotland Limited

During the year the company made an investment in preference shares in CS Performance Chemicals PVT, a company based in India

On 1 July 2011 the group disposed of the Refining business to a new joint venture between PetroChina and INEOS Investments (Jersey) Limited. This resulted in the company transferring its entire shareholding in INEOS Europe Limited and INEOS Manufacturing Scotland Limited to INEOS Refining (Jersey) 1 Limited and INEOS Refining (Jersey) 2 Limited respectively. INEOS Refining (Jersey) 1 Limited and INEOS Refining (Jersey) 2 Limited were then disposed of along with the company's entire shareholdings in INEOS Fuels Assets Limited and INEOS Infrastructure (Grangemouth) Limited as part of the Refining disposal.

The consideration received for these shares was a combination of cash and non-voting ordinary shares in INEOS Investments (Jersey) Limited. The non-voting ordinary shares were fair valued at €420 million to reflect the net present value of the future cash flows expected to be realised by the group for the ownership of these non-voting shares and takes into account the loss in the control of the Refining trade and assets.

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

### Results and dividends

The loss for the financial year before taxation was €(557,685,000) (2010 profit €236,724,000). An interim dividend of €0 001 (2010 €nil) per ordinary share, amounting to €2,082,824,000 (2010 €nil) was paid on 26 May 2011.

### Directors

The directors who served during the year and up to the date of signing the financial statements were as follows

S G Bennett	(Resigned 30 July 2011)
J F Ginns	(Appointed 30 March 2011)
L H Heemskerk	(Appointed 21 July 2011)
P J De Klerk	(Resigned 30 July 2011)
G Leask	

# INEOS European Holdings Limited

## Financial risk management

The company's operations expose it to a variety of financial risks that include the effects of credit risk, liquidity risk and interest rate risk. The company has in place a risk management programme that seeks to limit the adverse effects on the financial performance of the company where appropriate. The company is funded internally by the INEOS group and therefore has no direct exposure to liquidity or debt market risk. Interest rate exposures are managed on a group basis and are fully disclosed in the consolidated financial statements of INEOS Group Holdings S A.

## Principal risks and uncertainties

From the perspective of the company, the principal risks and uncertainties are integrated with the principal risks of the group and are not managed separately. Accordingly, the principal risks and uncertainties of INEOS Group Holdings S A, which include those of the company, are discussed in the group's annual report which does not form part of this report.

## Key performance indicators (KPIs)

Given the straightforward nature of the business, the company's directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business. The development, performance and position of INEOS Group Holdings S A, which includes the company, are discussed in the group's annual report which does not form part of this report.

## Statement of directors' responsibilities

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 prepared 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,
- 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.

# INEOS European Holdings Limited


## **Disclosure of information to auditors**

The directors confirm that as far as they are aware, there is no relevant audit information of which the company's auditors are unaware and that they have taken all steps necessary as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information

## **Independent auditors**

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office. The auditors are deemed to be reappointed under section 487(2) of the Companies Act 2006

By order of the board



G Leask  
Director

19 September 2012

# **INEOS European Holdings Limited**

## **Independent auditors' report to the members of INEOS European Holdings Limited**

We have audited the financial statements of INEOS European Holdings Limited for the year ended 31 December 2011 which comprise the profit and loss account, the balance sheet, the statement of 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 statement of Directors' Responsibilities 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 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 loss 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.

# INEOS European Holdings Limited

## 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



Steve Denison (Senior Statutory Auditor)

For and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

Newcastle upon Tyne

19 September 2012

# INEOS European Holdings Limited

## Profit and loss account for the year ended 31 December 2011

	Note	2011 €'000	2010 €'000
Administrative expenses		(1,166)	(965)
<b>Operating loss</b>	2	<b>(1,166)</b>	(965)
Loss on disposal of investments	3	(1,206,417)	-
Income from shares in group undertakings		100	1,440
Interest receivable and similar income	4	756,298	565,211
Interest payable and similar charges	5	(106,500)	(328,962)
<b>(Loss)/profit on ordinary activities before taxation</b>		<b>(557,685)</b>	236,724
Tax on (loss)/profit on ordinary activities	6	(191,496)	(90,061)
<b>(Loss)/profit for the financial year</b>	15	<b>(749,181)</b>	146,663

All activities of the company relate to continuing operations

There are no recognised gains or losses attributable to the shareholders of the company other than the (loss)/profit above, therefore no separate statement of total recognised gains and losses has been presented

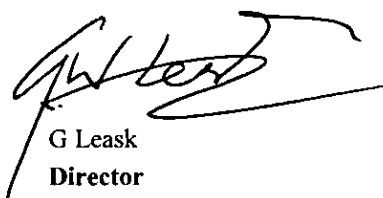
There is no material difference between the (loss)/profit on ordinary activities before taxation and the (loss)/profit for the financial year stated above and their historical cost equivalents

# INEOS European Holdings Limited

## Balance sheet at 31 December 2011

	Note	2011 €'000	2010 €'000
<b>Fixed assets</b>			
Investments	9	1,218,636	1,611,362
<b>Current assets</b>			
Debtors amounts falling due within one year	10	2,051,406	6,760,961
Debtors amounts falling due after more than one year	11	760,495	550,000
Cash at bank and in hand		141,527	228,406
		2,953,428	7,539,367
<b>Creditors amounts falling due within one year</b>	12	(1,976,828)	(4,772,908)
<b>Net current assets</b>		976,600	2,766,459
<b>Total assets less current liabilities</b>		2,195,236	4,377,821
<b>Creditors: amounts falling due after more than one year</b>	13	(1,242,082)	(592,662)
<b>Net assets</b>		953,154	3,785,159
<b>Capital and reserves</b>			
Called up share capital	14	25	3,126,340
Profit and loss account	15	953,129	658,819
<b>Total shareholders' funds</b>	16	953,154	3,785,159

The financial statements on pages 6 to 17 were approved by the board of directors on 19 September 2012 and were signed on its behalf by



G Leask  
Director

# INEOS European Holdings Limited

## Statement of accounting policies

### **Basis of preparation**

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 principal accounting policies, which have been applied consistently throughout the year, are set out below

### **Cash flow statement**

The company is ultimately consolidated within the financial statements of INEOS Group Holdings S A , which are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard No 1 'Cash Flow Statements (revised 1996)'

### **Investments**

Investments held as fixed assets are stated at cost less provision for impairment. All investments are reviewed for impairment where there are indications that the carrying value may not be fully recoverable.

### **Consolidated financial statements**

Consolidated financial statements are not submitted as the company is exempt from the obligation to prepare consolidated financial statements under Section 400 of the Companies Act 2006. The results of subsidiary and associated undertakings are dealt with in the consolidated financial statements of the ultimate parent undertaking, INEOS Group Holdings S A , a company registered in Luxembourg. The financial statements present information about the company as an individual undertaking only.

### **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 for the year.

# INEOS European Holdings Limited

## Notes to the financial statements for the year ended 31 December 2011

### 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 2011 was €1 19489/£1 (2010 €1 17412/£1)

### 2 Operating loss

The audit fee for INEOS European Holdings Limited was €16,068

### 3 Loss on disposal of investments

The loss on disposal of investments of €1,206,417 related to the disposal of the Refining business as the entire shareholdings of INEOS Refining (Jersey) 1 Limited, INEOS Refining (Jersey) 2 Limited, INEOS Fuels Assets Limited and INEOS Infrastructure (Grangemouth) Limited were disposed of during the year

### 4 Interest receivable and similar income

	2011 €'000	2010 €'000
Interest receivable on loans to fellow group undertakings	399,959	564,816
Interest receivable on loans to related parties	130	91
Bank interest receivable	723	304
Exchange gains	355,486	-
	<b>756,298</b>	<b>565,211</b>

### 5 Interest payable and similar charges

	2011 €'000	2010 €'000
Interest payable on loans from fellow group undertakings	106,436	95,895
Interest payable on loans from related parties	62	24
Exchange losses	-	233,043
Other interest payable	2	-
	<b>106,500</b>	<b>328,962</b>

# INEOS European Holdings Limited

## 6 Tax on (loss)/profit on ordinary activities

### (a) Analysis of tax charge in the year

The tax charge is made up as follows

	2011 €'000	2010 €'000
<b>Current tax for the year</b>		
Group relief payable on profits for the year	171,887	65,880
Adjustment in respect of previous years	19,609	24,181
<b>Tax on profit on ordinary activities (Note 6(b))</b>	<b>191,496</b>	<b>90,061</b>

### (b) Factors affecting tax charge for the year

The tax assessed for the year is higher (2010 higher) than the standard rate of corporation tax in the UK of 26.50% (2010 28%). The differences are explained below

	2011 €'000	2010 €'000
Profit on ordinary activities before taxation	(557,685)	236,724
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 26.50% (2010 28%)	(147,787)	66,283
Effects of		
Expenses not deductible for tax purposes/ (non-taxable income)	319,674	(403)
Adjustments to tax charge in respect of previous years	19,609	24,181
<b>Tax charge for current year (Note 6(a))</b>	<b>191,496</b>	<b>90,061</b>

### (c) Factors that may affect future tax charge

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.

# INEOS European Holdings Limited

## 7 Dividends

The following dividends were recognised during the year

	2011 €'000	2010 €'000
<b>Equity - ordinary</b>		
Interim paid 0 001p (2010 nil) per 0 00001 share	2,082,824	-

## 8 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 year (2010 none)

### (b) Employee costs

There were no employees with contracts of employment in the name of the company (2010 none)

## 9 Investments

	Subsidiary shares €'000	Subsidiary loan €'000	Joint venture shares €'000	Other €'000	Total €'000
<b>Cost</b>					
At 1 January 2011	284,108	1,327,252	-	2	1,611,362
Additions	1,545,791	517,028	-	421,690	2,484,509
Disposals	(1,549,983)	-	-	-	(1,549,983)
Repayments	-	(1,327,252)	-	-	(1,327,252)
<b>At 31 December 2011</b>	<b>279,916</b>	<b>517,028</b>	<b>-</b>	<b>421,692</b>	<b>1,218,636</b>
<b>Net book amount</b>					
<b>At 31 December 2011</b>	<b>279,916</b>	<b>517,028</b>	<b>-</b>	<b>421,692</b>	<b>1,218,636</b>
At 31 December 2010	284,108	1,327,252	-	2	1,611,362

The directors believe that the carrying value of the investments is supported by their underlying net assets

Additions in the year of subsidiary shares include an investment in INEOS Europe Limited of €1,280,982,045 11 and INEOS Manufacturing Scotland Limited of €264,808,790 50

# INEOS European Holdings Limited

## 9 Investments (continued)

Additions in the year of subsidiary loans relate to the loan with INEOS Chemicals Grangemouth Limited, a subsidiary undertaking, for the purchase of the manufacturing assets from INEOS Manufacturing Scotland Limited on 1 July 2011. There is currently no fixed repayment term for this loan.

The additions to other investments relate to an investment of €420,000,000 in non-voting ordinary shares of INEOS Investments (Jersey) Limited, received in consideration for the disposal of the Refining business into a new joint venture between PetroChina and INEOS Investments (Jersey) Limited. The original cost of the investment was €706,236,732.43, however this investment was fair valued to €420,000,000 to reflect the net present value of the future cash flows expected to be realised by the company for the ownership of those non-voting shares and takes into account the loss in control of the Refining trade and assets.

In addition the company made preference share investment in CS Performance Chemicals PVT Limited, a company which specialises in exporting, supplying and manufacturing of specialty chemicals and biocides for the value of €1,689,801.92.

Transfers made during the year relate to the entire shareholding in INEOS Europe Limited which was transferred to INEOS Refining (Jersey) 1 Limited in consideration for shares in INEOS Refining (Jersey) 1 Limited and the transfer of the entire shareholding in INEOS Manufacturing Scotland Limited which was transferred to INEOS Refining (Jersey) 2 Limited in consideration for shares in INEOS Refining (Jersey) 2 Limited.

Disposals in the year of subsidiary shares relate to the disposal of the Refining business as the entire shareholding of INEOS Refining (Jersey) 1 Limited, INEOS Refining (Jersey) 2 Limited, INEOS Fuels Assets Limited and INEOS Infrastructure (Grangemouth) Limited were disposed of into the new joint venture between PetroChina and Ineos Investments (Jersey) Limited.

The repayments in the year of subsidiary loans relates to the loan with INEOS Manufacturing Scotland Limited which was settled as part of the increase in investment referred to under the additions of subsidiary shares.

The subsidiary and joint ventures of the company at 31 December 2011 and the percentage of equity share capital held are set out below. The principal country of operation is generally indicated by the company's country of incorporation or by its name.

# INEOS European Holdings Limited

## 9 Investments (continued)

Subsidiary undertakings	%	Class of shares	Country of incorporation	Principal activity
INEOS 2009A Limited*	100	Ordinary	England and Wales	Holding
INEOS 2009B	100	Ordinary	England and Wales	Investment
INEOS Chemicals Grangemouth Limited*	100	Ordinary	England and Wales	Dormant
INEOS Commercial Services UK Limited*	100	Ordinary	England and Wales	Dormant
INEOS Group Life Assurance Trustee Limited*	100	Ordinary	England and Wales	Dormant
INEOS Management (Shanghai) Company Limited*	100	Registered Capital	China	Marketing and Corporate Services
INEOS Manufacturing (Hull) Limited*	100	Ordinary	England and Wales	Manufacturing
INEOS Manufacturing Belgium NV	100	Ordinary	Belgium	Toll manufacturer
INEOS Manufacturing Italia SpA*	100	Ordinary	Italy	Toll manufacturer
INEOS Marketing Support Limited*	100	Ordinary	England and Wales	Marketing services
INEOS Nitriles (UK) Limited*	100	Ordinary	England and Wales	Manufacturing
INEOS Nitriles Limited*	100	Ordinary	England and Wales	Manufacturing
INEOS Nominee Limited*	100	Ordinary	England and Wales	Investment
INEOS Procurement Limited*	100	Ordinary	England and Wales	Procurement
INEOS Sales Belgium NV	100	Ordinary	Belgium	Distribution
INEOS Sales Italia S r l*	100	Ordinary	Italy	Distribution
INEOS Services (Grangemouth) Limited*	100	Ordinary	England and Wales	Dormant
INEOS Services Belgium NV	100	Ordinary	Belgium	Research and technology
INEOS Technical Services Limited*	100	Ordinary	England and Wales	Technical consultancy
INEOS Trading (Shanghai) Company Limited*	100	Ordinary	China	Chemicals
INEOS Feluy SPRL	100	Ordinary	Belgium	Toll manufacturer
<b>Joint Venture Shares</b>	<b>%</b>	<b>Class of shares</b>	<b>Country of incorporation</b>	<b>Principal activity</b>
INEOS Bio Holdings Limited*	20	Ordinary	England and Wales	Holding

\* Held directly by the company

# INEOS European Holdings Limited

## 10 Debtors: amounts falling due within one year

	2011	2010
	€'000	€'000
Amount owed by group undertakings	2,036,444	6,749,890
Amount owed by related parties	14,761	11,008
Other debtors	116	63
Prepayments & accrued income	85	-
	2,051,406	6,760,961

## 11 Debtors: amounts falling due after more than one year

	2011	2010
	€'000	€'000
Amount owed by group undertakings	760,495	550,000

## 12 Creditors: amounts falling due within one year

	2011	2010
	€'000	€'000
Amount owed to group undertakings	1,974,569	4,761,496
Amount owed to related parties	2,243	11,412
Accruals & deferred income	16	-
	1,976,828	4,772,908

## 13 Creditors: amounts falling due after more than one year

	2011	2010
	€'000	€'000
Amount owed to group undertakings	1,242,082	592,662

# INEOS European Holdings Limited

## 14 Called up share capital

	2011 €'000	2010 €'000
<b>Allotted and fully paid</b>		
2,144,111,032 (2010 nil) ordinary shares of £0 00001	25	-
Nil (2010 2,144,111,032) ordinary shares of £1	-	3,126,340

On 23 March 2011 the 2,144,111,032 ordinary shares were converted into 2,144,111,032 £0 00001 ordinary shares

As the reporting currency of the company is the euro the share capital has been converted to euros at the effective rate of exchange ruling at the date of issuance

## 15 Profit and loss account

	€'000
At 1 January 2011	658,819
Loss for the financial year	(749,181)
Share Capital reduction	3,126,315
Dividends paid	(2,082,824)
<b>At 31 December 2011</b>	<b>953,129</b>

## 16 Reconciliation of the movement in shareholders' funds

	2011 €'000	2010 €'000
(Loss)/profit for the financial year	(749,181)	146,663
Dividends paid (note 7)	(2,082,824)	-
<b>Retained (loss)/profit for the year</b>	<b>(2,832,005)</b>	<b>146,663</b>
Opening shareholders' funds	3,785,159	3,638,496
<b>Closing shareholders' funds</b>	<b>953,154</b>	<b>3,785,159</b>

# INEOS European Holdings Limited

## 17 Contingent liabilities

The company is party to a Senior Facilities Agreement dated 12 May 2010 (as amended). The Senior Facilities Agreement comprises of term loans (Term Loan A, Term Loan B, Term Loan C and Term Loan D) and a Revolving Credit Facility. The total outstanding indebtedness under the Senior Facilities Agreement at 31 December 2011 was €3,170.0 million (2010: €3,907.0 million). The company is a guarantor under the Senior Facilities Agreement. These obligations are secured by fixed and floating charges over the assets of the company.

The company is party to the Senior Secured Notes Indenture dated 12 May 2010 (as amended). The Senior Secured Notes comprise the €300 million 9.25% Senior Secured Notes Due 2015 and the \$570 million 9.0% Senior Secured Notes Due 2015. The total outstanding indebtedness under the Senior Secured Notes at 31 December 2011 was €740.3 million (2010: €733.9 million). The company is a guarantor under the Senior Secured Notes Indenture. These obligations are secured by fixed and floating charges over the assets of the company.

The company is party to the Senior Notes Indenture dated 7 February 2006 (as amended). The Senior Notes comprise the €1,532.1 million 7.875% Senior Notes Due 2016 and the \$677.5 million 8.5% Senior Notes Due 2016. The total outstanding indebtedness under the Senior Notes at 31 December 2011 was €2,055.4 million (2010: €2,047.9 million). The company is a guarantor under the Senior Notes Indenture. These guarantees are on an unsecured senior subordinated basis.

## 18 Related party transactions

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

## 19 Post balance sheet events

On 10 February 2012, INEOS Finance plc issued €500,000,000 aggregate principal amount of Floating Rate Senior Secured Notes due 2019 and \$1,000,000,000 8.375% Senior Secured Notes due 2019 under an indenture dated 10 February 2012. The company is a guarantor under this Indenture. These obligations are secured by fixed and floating charges over the assets of the company.

In May 2012 the Group successfully issued \$775 million Senior Secured Notes due 2020 and new Senior Secured Term Loans totalling \$3,025 million. The net proceeds from the notes and term loans were used to repay all of the outstanding Term Loan C, Term Loan D and Revolving Credit Facility indebtedness under the Senior Facilities Agreement, including the associated PIK interest. The company is a guarantor under this Indenture. These obligations are secured by fixed and floating charges over the assets of the company.

# **INEOS European Holdings Limited**

## **20 Ultimate parent undertaking**

The immediate parent undertaking is INEOS Jersey Limited

The ultimate parent company at 31 December 2011 was INEOS AG, a company incorporated in Switzerland

INEOS Group Holdings S A is the parent undertaking of the smallest and largest group of undertakings to consolidate these financial statements Copies of the accounts of INEOS Group Holdings S A can be obtained from the Company Secretary, 58, rue Charles Martel, Luxembourg, L-2134, Luxembourg

The directors regard Mr J A Ratchiffe to be the ultimate controlling party by virtue of his majority shareholding in the ultimate parent undertakings INEOS AG and INEOS Group Holdings S A