

Registered in England and Wales Number: 6349474

## **SYNTHOMER OVERSEAS LIMITED**

### **Report and Financial Statements**

**31 December 2014**

WEDNESDAY



\*A47BTP2P\*

A07

13/05/2015

#271

COMPANIES HOUSE

# **SYNTHOMER OVERSEAS LIMITED**

## **REPORT AND FINANCIAL STATEMENTS 2014**

### **CONTENTS**

### **Page**

|  |          |
|--|----------|
| <b>Directors' report</b>                     | <b>1</b> |
| <b>Directors' responsibilities statement</b> | <b>3</b> |
| <b>Independent auditors' report</b>          | <b>4</b> |
| <b>Profit and loss account</b>               | <b>6</b> |
| <b>Balance sheet</b>                         | <b>7</b> |
| <b>Notes to the financial statements</b>     | <b>8</b> |

# **SYNTHOMER OVERSEAS LIMITED**

## **DIRECTORS' REPORT**

The directors submit their report and the audited financial statements for the year ended 31 December 2014.

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 company was a holding company during the year. The company intends to remain a holding company for the foreseeable future. The company has an investment in Synthomer China - FICE.

### **PRINCIPAL RISKS AND UNCERTAINTIES**

The company is a holding company within the Synthomer plc Group (the "Group") 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 loss for the year amounted to £18,000 (2013 – loss: £18,000). The directors do not recommend the payment of a dividend on the ordinary shares of the company (2013 - £nil).

### **DIRECTORS AND THEIR INTERESTS**

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  
D B Whyte

# **SYNTHOMER OVERSEAS 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  
Director

8 April 2015

**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.

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SYNTHOMER OVERSEAS 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 2014 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.

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 Synthomer Overseas Limited, comprise:

- Balance Sheet as at 31 December 2014;
- Profit and Loss Account for the year then ended
- Reconciliation of Movements in Shareholders' Funds 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.

# **SYNTHOMER OVERSEAS LIMITED**

## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SYNTHOMER OVERSEAS 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: prepare financial statements in accordance with the small companies' regime; and take advantage of the small companies exemption from preparing a Strategic Report. We have no exceptions to report arising from this responsibility.

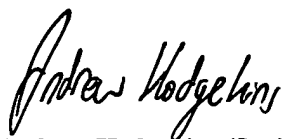
### **RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS AND THE AUDIT**

#### **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.



**Andrew Hodgekins (Senior Statutory Auditor)**  
**for and on behalf of PricewaterhouseCoopers LLP**  
Chartered Accountants and Statutory Auditors  
St Albans

8 April

2015

# SYNTHOMER OVERSEAS LIMITED

## PROFIT AND LOSS ACCOUNT

Year ended 31 December 2014

|  | Note | 2014<br>£'000 | 2013<br>£'000 |
|--|------|---------------|---------------|
| Interest payable and similar charges                   | 4    | (18)          | (18)          |
| <b>LOSS ON ORDINARY ACTIVITIES<br/>BEFORE TAXATION</b> |      | (18)          | (18)          |
| Tax on loss on ordinary activities                     | 7    | -             | -             |
| <b>LOSS FOR THE FINANCIAL YEAR</b>                     | 9    | (18)          | (18)          |

All activities are derived from continuing operations.

There are no recognised gains or losses for the current financial year and preceding financial 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 loss on ordinary activities before taxation and the loss for the financial year stated above and their historical costs equivalents.



# SYNTHOMER OVERSEAS LIMITED

## BALANCE SHEET

Year ended 31 December 2014

|   | Note | 2014<br>£'000 | 2013<br>£'000 |
|---|------|---------------|---------------|
| <b>FIXED ASSETS</b>                                   | 5    |               |               |
| Investments   |      | 1,587         | 1,587         |
| <b>CREDITORS: amounts falling due within one year</b> | 6    | (1,613)       | (1,595)       |
| <b>NET LIABILITIES</b>                                |      | <u>(26)</u>   | <u>(8)</u>    |
| <b>CAPITAL AND RESERVES</b>                           |      |               |               |
| Called up share capital                               | 8    | -             | -             |
| Profit and loss account                               | 9    | <u>(26)</u>   | <u>(8)</u>    |
| <b>TOTAL SHAREHOLDERS' DEFICIT</b>                    | 10   | <u>(26)</u>   | <u>(8)</u>    |

The financial statements of Synthomer Overseas Limited (registered number 6349474) on pages 6 to 11 were approved by the Board of Directors on 8 April 2015 and signed on its behalf by



A D Burnett

Director

**NOTES TO THE FINANCIAL STATEMENTS**

**Year ended 31 December 2014**

**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. In respect of this it is noted that the company had net liabilities of £26,000 as at 31 December 2014 as a consequence of some intergroup indebtedness. The directors consider it unlikely that the counterparty will require this intercompany debt to be settled during the coming year.

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 a period of 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 takes advantage of the exemptions under Financial Reporting Standard No 1 from the requirement to prepare a cashflow statement.

**Taxation**

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively 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 periods 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.

**Investments**

Investments are included at cost less any provisions for impairment.

**Functional currency**

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

**Group financial statements**

The company takes advantage of the exemptions conferred under S400 of the Companies Act 2006 from the requirement to prepare group financial statements for the year ended 31 December 2014. Consequently, these financial statements present information about the company and not about its group.

**2. AUDITORS' REMUNERATION**

Auditors' remuneration of £1,200 (2013 - £1,200) was borne by the ultimate parent company.

**NOTES TO THE FINANCIAL STATEMENTS**  
**Year ended 31 December 2014**

**3. EMPLOYEES AND DIRECTORS**

The company did not have any employees in the year (2013: nil).

The directors received no emoluments from the company (2013: nil).

**4. INTEREST PAYABLE AND SIMILAR CHARGES**

|                  | 2014<br>£'000 | 2013<br>£'000 |
|------------------|---------------|---------------|
| Interest payable | 18            | 18            |

**5. FIXED ASSET: INVESTMENTS**

|                                 | 2014<br>£'000 | 2013<br>£'000 |
|---------------------------------|---------------|---------------|
| <b>Cost</b>                     |               |               |
| As at 1 January and 31 December | 1,587         | 1,587         |

The directors believe that the carrying value of the investments is supported by the underlying net assets. This holding represents 100% of the issued share capital of Synthomer China – FICE.

**6. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

|                                    | 2014<br>£'000 | 2013<br>£'000 |
|------------------------------------|---------------|---------------|
| Bank overdraft                     | 1,242         | 1,224         |
| Amounts owed to group undertakings | 371           | 371           |
|                                    | 1,613         | 1,595         |

**7. TAX ON LOSS ON ORDINARY ACTIVITIES**

The standard rate of corporation tax for the year, based on the UK standard rate of corporation tax is 21.5% (2013 – 23.25%).

|   | 2014<br>£'000 | 2013<br>£'000 |
|---|---------------|---------------|
| <b>Current tax</b>                      |               |               |
| UK corporation tax on loss for the year | -             | -             |
| Current tax charge for the year         | -             | -             |

# SYNTHOMER OVERSEAS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2014

### 7. TAX ON LOSS ON ORDINARY ACTIVITIES (CONTINUED)

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

|   | 2014<br>£'000 | 2013<br>£'000 |
|---|---------------|---------------|
| Loss on ordinary activities before taxation   | (18)          | (18)          |
| Tax on loss on ordinary activities at the standard rate of tax in the UK 21.5% (2013: 23.25%) | (4)           | (4)           |
| Effects of:<br>Adjustment in respect of group relief  | 4             | 4             |
| Current tax charge for the year   | -             | -             |

Finance Act 2013 introduced 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 2014 has reduced accordingly.

### 8. CALLED UP SHARE CAPITAL

|  | 2014<br>£ | 2013<br>£ |
|--|-----------|-----------|
| Allotted and fully paid<br>1 ordinary share of £1 each | 1         | 1         |

### 9. PROFIT AND LOSS ACCOUNT

|                     | Profit and<br>loss<br>account<br>£'000 |
|---------------------|--|
| At 1 January 2014   | (8)                                    |
| Loss for the year   | (18)                                   |
| At 31 December 2014 | (26)                                   |

### 10. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' DEFICIT

|                                       | 2014<br>£'000 | 2013<br>£'000 |
|---------------------------------------|---------------|---------------|
| Loss for the financial year           | (18)          | (18)          |
| Net increase in shareholders' deficit | (18)          | (18)          |
| Opening shareholders' (deficit)/funds | (8)           | 10            |
| Closing shareholders' deficit         | (26)          | (8)           |

**NOTES TO THE FINANCIAL STATEMENTS**

**Year ended 31 December 2014**

**11. 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.

**12. ULTIMATE PARENT COMPANY**

In the opinion of the directors, the company's immediate and ultimate parent and controlling company is Synthomer plc, a company incorporated in the United Kingdom. This is also the parent undertaking of the 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.