

INEOS Holdings (Investments) Limited
Annual report and financial statements
for the period ended 31 December 2012

Registered Number 7497205



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for the period ended 31 December 2012
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INEOS Holdings (Investments) Limited

Directors' report for the period ended 31 December 2012

The directors present their report and the audited financial statements of the Company for the year ended 31 December 2012

Principal activities

The principal activity of the Company is to act as a holding company

Review of the business and future developments

The directors consider the development of the Company's business during the period to be satisfactory. The directors do not expect any change in the Company's activities during the next financial period.

Results and dividends

The results of the Company are set out in the profit and loss account on page 5 which shows a result for the financial period ended 31 December 2012 of €nil (2011 nil). The directors do not recommend the payment of a final dividend (2011 nil).

Key performance indicators

Given the close involvement of the shareholders in the running of the business, the directors believe that the current level of disclosures within the Directors' Report is sufficient to give an understanding of the development, performance and position of the business.

Directors

The directors who held office during the period and up to the date of signing the financial statements are given below.

J W Dawson

G W Leask

J F Ginns (Appointed 12 April 2012)

INEOS Holdings (Investments) Limited

Directors' report for the period ended 31 December 2012 (continued)

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 its 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

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

PricewaterhouseCoopers LLP are deemed to be reappointed in accordance with an elective resolution made under section 487 of the Companies Act 2006.

By order of the Board



Y S Ali
Company Secretary
26 July 2013

INEOS Holdings (Investments) Limited

Independent auditors' report to the members of INEOS Holdings (Investments) Limited

We have audited the financial statements of INEOS Holdings (Investments) Limited for the year ended 31 December 2012 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 2012 and of its result for the period 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 Holdings (Investments) Limited

Independent auditors' report to the members of INEOS Holdings (Investments) Limited (continued)

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
26 July 2013

INEOS Holdings (Investments) Limited

Profit and loss account for the period ended 31 December 2012

	2012	2011
	€'m	€'m
Result on ordinary activities before taxation	-	-
Tax on result on ordinary activities	-	-
Result for the financial year	-	-

All the activities of the company relate to continuing operations

The company has no recognised gains and losses other than those included in the result above and therefore no separate statement of total recognised gains and losses has been presented

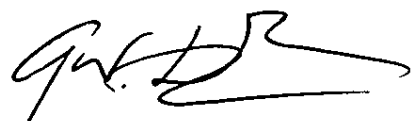
There is no material difference between the result on ordinary activities before taxation and the result for the period stated above and their historical cost equivalents

INEOS Holdings (Investments) Limited

Balance sheet as at 31 December 2012

	Note	2012 €'m	2011 €'m
Tangible fixed assets			
Investments	4	1,600.0	1,600 0
Total assets less current liabilities		1,600.0	1,600 0
Creditors amounts falling due after more than one year	5	(15.6)	(15 6)
Net assets		1,584.4	1,584 4
Capital and reserves			
Called up share capital	6	-	-
Profit and loss account	7	1,584.4	1,584 4
Total shareholders' funds	8	1,584.4	1,584 4

The financial statements on pages 5 to 12 were approved by the board of directors on 26 July 2013 and were signed on its behalf by



G W Leask
Director

INEOS Holdings (Investments) Limited

Statement of accounting policies

Basis of accounting

The financial statements are prepared on a 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, are set out below.

Fixed asset investments

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

Deferred taxation

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

Foreign currency

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date. Exchange differences are taken to the profit and loss account in the period in which they occur.

Cash flow and related party transactions

The company is a wholly owned subsidiary of INEOS Europe AG and is included in the consolidated financial statements of a parent company INEOS Group Holdings SA. Consequently, the company has taken advantage of the exemptions from preparing a cash flow statement under the terms of Financial Reporting Standard Number 1 'Cash flow statements' (Revised 1996). The company is also exempt under the terms of Financial Reporting Standard Number 8 'Related party transactions' from disclosing related party transactions with entities that are part of the INEOS Group Holdings SA group.

Consolidated financial statements

The financial statements contain information about INEOS Holdings (Investments) Limited as an individual company and do not contain consolidated financial information as the parent of a group. The Company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidation in the consolidated financial statements of a parent, INEOS Group Holdings S A, a company incorporated in Luxembourg.

INEOS Holdings (Investments) Limited

Notes to the financial statements for the period ended 31 December 2012

1 Reporting currency

The financial statements are expressed in Euros as the group of companies that it is a part of primarily generates income, incurs expenditure and has the majority of its assets and liabilities denominated in Euros

The exchange rate as at 31 December 2012 was €1 21966 to £1 (2011 €1 19489 to £1)

2 Auditor's remuneration

The audit fee has been included in the overall audit fee for INEOS Group Holdings S A in the period and is not separately recharged to the company

3 Employees and directors

Neither the directors nor the secretary received any emoluments during the period in respect of their services to the company No other persons were employed during the period

4 Investments

	2012	2011
	€'m	€'m
Investment in subsidiary undertakings		
At 1 January	1,600.0	-
Additions	-	1,600 0
At 31 December	1,600.0	1,600 0

The directors consider that to give full particulars of all subsidiary undertakings would lead to a statement of excessive length

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

INEOS Holdings (Investments) Limited

Notes to the financial statements for the period ended 31 December 2012 (continued)

4 Investments (continued)

The following information relates to the principal subsidiary undertakings of the Company

Company	Country of incorporation and operation	Percentage holding	Principal activity
Ineos Holdings Limited*	England	100%	Holding Company
Ineos European Holdings Limited	England	100%	Holding Company
Ineos US Finance LLC	US	100%	Finance
Ineos Finance PLC	England	100%	Finance
Ineos Oxide Limited	England	100%	Chemicals
Ineos NV	Belgium	100%	Chemicals
Ineos Belgium NV	Belgium	100%	Chemicals
Ineos Phenol Belgium NV	Belgium	100%	Chemicals
Ineos Italia Srl	Italy	100%	Chemicals
Ineos Phenol GmbH	Germany	100%	Chemicals
Ineos Fluor Limited	England	100%	Chemicals
Ineos Silicas Limited	England	100%	Chemicals
Ineos Americas LLC	US	100%	Chemicals
Ineos Manufacturing Deutschland GmbH	Germany	100%	Chemicals
Ineos Koln GmbH	Germany	100%	Chemicals
Ineos France SAS	France	100%	Chemicals
Ineos Commercial Services Limited	England	100%	Chemicals
Ineos Manufacturing Belgium NV	Belgium	100%	Chemicals
Ineos Feluy SPRL	Belgium	100%	Chemicals
Ineos Chemicals Grangemouth Limited	Scotland	100%	Chemicals
Ineos Sales Belgium NV	Belgium	100%	Chemicals
Ineos Sales Italia s r l	Italy	100%	Chemicals
Ineos Chemicals Lavera SAS	France	100%	Chemicals
Ineos Manufacturing Italia s p a	Italy	100%	Chemicals
Ineos USA LLC	US	100%	Chemicals
Ineos Polymers Inc	US	100%	Chemicals

INEOS Holdings (Investments) Limited

Notes to the financial statements for the period ended 31 December 2012 (continued)

4 Investments (continued)

Company	Country of incorporation and operation	Percentage holding	Principal activity
Ineos Canada Company	Canada	100%	Chemicals
Ineos Canada Partnership	Canada	100%	Chemicals
Ineos Compounds UK Limited	England	100%	Chemicals
Ineos Bamble AS	Norway	100%	Chemicals
Ineos Nitriles (UK) Limited	England	100%	Chemicals
Ineos Manufacturing (Hull) Limited	England	100%	Chemicals
Ineos Technologies (Vinyls) Limited	England	100%	Chemicals

*Held directly by the company

5 Creditors – Amounts falling due after more than one year

	2012	2011
	€'m	€'m
Amounts owed to group undertakings	15.6	15.6

6 Called up share capital

	2012	2011
	€'m	€'m
Allotted, issued and fully paid		
Equity		
1,600,000,002 (2011 1,600,000,002) ordinary shares of €0.00000000062	-	-

INEOS Holdings (Investments) Limited

Notes to the financial statements for the period ended 31 December 2012 (continued)

7 Profit and loss account

	Profit and loss account €'m
At 1 January 2012	1,584.4
Result for the financial year	-
At 31 December 2012	1,584.4

8 Reconciliation of movements in total shareholders' funds

	2012 €'m	2011 €'m
Result for the financial period	-	-
Gratuitous gift to Ineos Luxembourg II S A	-	(15.6)
Opening shareholders' funds	1,584.4	-
Issue of share capital	-	1,600.0
Closing shareholders' funds	1,584.4	1,584.4

9 Ultimate parent undertaking and controlling party

The immediate parent undertaking at 31 December 2012 was Ineos Europe AG, a company incorporated in Switzerland

The ultimate parent company at 31 December 2012 was INEOS AG, a company incorporated in Switzerland

INEOS Group Holdings S A is the parent undertaking of the only group of undertakings to consolidate these financial statements. Copies of the financial statements 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 Ratcliffe to be the ultimate controlling party by virtue of his majority shareholding in the ultimate parent undertaking INEOS AG

INEOS Holdings (Investments) Limited

Notes to the financial statements for the period ended 31 December 2012 (continued)

10 Contingent liabilities

The Company is party to a Senior Secured Term Loans agreement dated 27 April 2012 (as amended). The total outstanding indebtedness under the Senior Secured Term Loans agreement at 31 December 2012 was €2,278.9 million (2011: €nil million). The Company is a guarantor under the Senior Secured Term Loans agreement. These obligations are secured by fixed and floating charges over the assets of the Company. The Senior Facilities Agreement (2011: €3,170.0 million) was fully repaid during the year.

The Company is party to the Senior Secured Notes due 2015 Indenture dated 12 May 2010 (as amended), the Senior Secured Notes due 2019 Indenture dated 10 February 2012 (as amended) and the Senior Secured Notes due 2020 Indenture dated 4 May 2012 (as amended). The total outstanding indebtedness under the Senior Secured Notes at 31 December 2012 was €2,573.4 million (2011: €740.3 million). The Company is a guarantor under the Senior Secured Notes Indentures. These obligations are secured by fixed and floating charges over the assets of the Company. The Senior Secured Notes due 2015 were redeemed in full on 15 May 2013.

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 2012 was €2,044.5 million (2011: €2,055.4 million). The Company is a guarantor under the Senior Notes Indenture. These guarantees are on an unsecured senior subordinated basis. The 8.5% Senior Notes due 2016 were redeemed in full on 15 May 2013 and €500 million of the 7.875% Senior Notes due 2015 were redeemed on June 2013.

11 Subsequent events

In May 2013 the Group successfully issued further Senior Secured Term Loans of €350 million and \$640 million. The proceeds were used to repay all of the outstanding Senior Secured Notes due 2015.

In May 2013 the Group successfully issued €500 million and \$678 million Senior Notes due 2018. The net proceeds from the Senior Notes were used to repay a proportion of the 7.875% Senior Notes due 2016 and all the 8.5% Senior Notes due 2016.