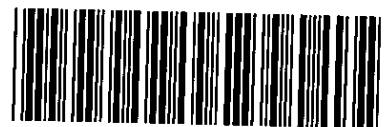


**ELEMENTIS OVERSEAS INVESTMENTS LIMITED**  
**Registered Number: 08008981**

**ANNUAL REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2020**

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## **STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2020**

### **Principal activities and business review**

The principal activity of the Company is to act as an investment and holding company providing financing, management and administrative services to Group undertakings.

As an investment and holding company that forms part of the Elementis plc group of companies, whose structure is constantly evolving and based upon a variety of operational, regulatory and legal factors, the Company's directors do not believe that analysis of the Company using key performance indicators is necessary or appropriate for an understanding of the development, performance or position of the company. The key performance indicators of Elementis plc are discussed on page 30 and 31 of the 2020 Annual Report and Accounts, which does not form part of this report.

The results of the year ended 31 December 2020 are set out in the profit & loss account on page 5. The loss for the year of \$20.7 million compared to a profit of \$318.5 million in 2019, the 2019 result was due mainly to a write off of intragroup loans in the current year.

### **Principal risks and uncertainties**

The main risks that the business faces are its exposure to changes in interest rates and exchange rates. These risks are managed by the Group's treasury function which monitors interest rate risk, currency risk and liquidity risk for the Elementis Group as a whole.

### **Future developments**

The directors expect the general level of activity to remain consistent with 2020 in the forthcoming year.

The Strategic report was approved by the Board and has been signed on its behalf by:



C Gilbert  
Director

Date: 22 September 2021

## **DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2020**

The directors submit their Annual report and the unaudited financial statements for the year ended 31 December 2020.

### **Directors indemnities**

There were no director indemnities during the year ended 31 December 2020 (2019: nil).

### **Directors**

Directors of the Company, who served throughout the year and to the date of this report, are as follows:

L Higgins  
C Gilbert  
R Hewins

### **Future developments**

Details of future developments can be found in the strategic report on page 1

### **Going concern**

The ability to meet its obligations as they fall due is dependent on the ultimate parent company providing financial support during the period of assessment. A letter of support has therefore been provided by Elementis plc, which states it will provide the necessary financial support to ensure that this company is able to operate as a going concern for at least twelve months from the date of signing of these financial statements.

The Group's going concern assessment covers at least the 12 months period from the date of signing of these financial statements. The Group's going concern assessment takes into account its liquidity position, committed expenditure, and likely ongoing levels of costs. The Group produced three models; a "base case" forecast and potential downside scenarios which model the varying impacts of short and long term macroeconomic consequences of COVID-19 and a reverse stress test case that was updated for the signing of these accounts. These models comprised:

- A base case scenario, aligned to the latest Group annual operating plan for 2021 as well as the Group's three year plan for 2022 and 2023;
- A severe but plausible downside scenario that assumes that the global economic environment is severely depressed over the assessment period; and
- A reverse stress test flexing sales to determine what circumstance would be required to breach borrowing covenants.

This assessment shows the Group has sufficient liquidity to discharge its liabilities as they fall due throughout the going concern period under all scenarios, assuming continued access to its revolving credit facilities. Access to these credit facilities is dependent on the Group operating within its financial covenants. Having agreed covenant relaxations with our lenders in March and September 2020, the revised provision in our banking arrangements is for the net debt/EBITDA covenant to step down from 3.75x at present to 3.25x in June 2022. No breaches in the required covenant tests were reported during the year and under both the base, and severe but plausible downside, scenario the Group is expected to remain within its financial covenants throughout the going concern period and the conditions necessary for the reverse stress scenario to be applicable were deemed remote.

The Directors also considered factors likely to affect its future performance and development, the Group's financial position, current excess liquidity position, high level of cash conversion and the principal risks and uncertainties facing the Group, including the Group's exposure to credit, liquidity and market risk and the mechanisms for dealing with these risks. The Group's net debt position at the 2020 year end was \$408.1m. It has access to a syndicated revolving credit facility of \$375m with an expiry date of September 2024 and long term loan facilities of \$200m and €172m which have an expiry date of September 2023. The Group had further borrowings available to it of over \$350m at the year end.

In conclusion, after reviewing the base case, the severe but plausible downside scenario and considering the remote likelihood of the scenario in the reverse stress test occurring as well as having considered the uncertainty relating to COVID-19 and the mitigating actions available, the Group have formed the judgement that, at the time of approving the consolidated financial statements, there are no material uncertainties that cast doubt on the Group's going concern status and that it is appropriate to prepare the consolidated accounts on the going concern basis.

### **Financial risk management objectives and policies**

Details of financial risk management objectives and policies can be found in the strategic report on page 1, "Principal risks and uncertainties".

### **Dividends**

No dividends were proposed or paid during the year (2019: \$nil).

### **Charitable and political contributions**

The Company made no political or charitable contributions during the year (2019: none)

### **Employment communications and involvement**

It is Company policy to communicate with all employees on major matters to encourage them to take a wider interest in the affairs of the Company. This is done in a variety of ways including bulletins and briefing sessions.

### **Employment policies**

The Company is committed to the principle of equal opportunities in employment, regardless of a person's race, creed, colour, nationality, gender, age, marital status or disability. Employment policies are fair, equitable and consistent with the skills and abilities of the employees and the needs of the Company business.

These policies ensure that everyone is accorded equal opportunity for recruitment, training and promotion. Where an employee becomes disabled whilst employed by the Company, every effort is made to allow that person to continue in employment.

### **Policy on payment of suppliers**

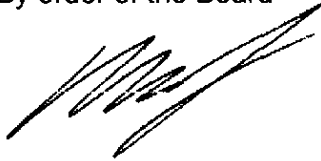
The Company applies a policy of agreeing payment terms with each of its major suppliers and abides by these terms, subject to satisfactory performance by the suppliers.

### **Audit exemption**

For the year ended 31 December 2020 the company will take advantage of the audit exemption set out within section 479A of the Companies Act 2006.

The Company is 100% indirectly owned by Elementis Plc who will guarantee the debts and liabilities of the Company at the balance sheet date in accordance with section 479C of the Companies Act 2006.

By order of the Board

A handwritten signature in black ink, appearing to read 'C Gilbert', written over a horizontal line.

C Gilbert  
Director

Date : 22 September 2021

Registered office:  
Caroline House  
55-57 High Holborn  
London  
WC1V 6DX

## **Statement of directors' responsibilities**

The directors are responsible for preparing the Annual 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), including FRS 101 "Reduced Disclosure Framework".

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 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.

**PROFIT AND LOSS AND OTHER COMPREHENSIVE INCOME**  
**for the year ended 31 December 2020**

	Notes	2020 \$'000	2019 \$'000
Group loan write off		-	339,303
<b>Profit/result on ordinary activities before interest</b>		<u>-</u>	<u>339,303</u>
Interest payable	3	(20,717)	(20,825)
Impairment loss		-	-
Dividends received	4	<u>-</u>	<u>-</u>
<b>(Loss)/profit on ordinary activities before tax</b>		(20,717)	318,478
Tax on profit/(loss) on ordinary activities	5	-	-
<b>(Loss)/profit for the year</b>		<u>(20,717)</u>	<u>318,478</u>
<b>Total comprehensive income for the year</b>		<u>(20,717)</u>	<u>318,478</u>

All amounts above relate to continuing operations

There are no recognised gains and losses other than those in the profit and loss and other comprehensive income above.

The notes on pages 9 to 16 form part of these financial statements.



**BALANCE SHEET**  
**as at 31 December 2020**

	Notes	31 December 2020 \$'000	31 December 2019 \$'000
<b>Fixed assets</b>			
Investment in subsidiary undertakings	6	<u>587,838</u>	<u>587,838</u>
<b>Debtors</b>			
Amounts owed by group undertakings	7	<u>8,072</u>	<u>6,688</u>
<b>Creditors</b>			
Amounts falling due within one year	8	<u>(430,751)</u>	<u>(408,650)</u>
<b>Net current liabilities</b>		<u>(422,679)</u>	<u>(401,962)</u>
<b>Net assets</b>		<u>165,159</u>	<u>185,876</u>
<b>Capital and reserves</b>			
Called up share capital	10	<u>12</u>	<u>12</u>
Share premium account	10	<u>185,749</u>	<u>185,749</u>
Profit and loss account		<u>(20,602)</u>	<u>115</u>
<b>Shareholders' funds</b>		<u>165,159</u>	<u>185,876</u>

The notes on pages 9 to 16 form part of these financial statements.

For the period ending 31 December 2020, the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

**Directors' Responsibilities:**

- The members have not required the Company to obtain an audit of its financial statements for the period in question in accordance with section 476 of the Companies Act 2006:
- The Directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of the financial statements.

Approved by the Board and authorised for issue on 22 September 2021



C Gilbert  
Director  
Elementis Overseas Investments Limited  
Company registered number: 08008981

**STATEMENT OF CHANGES IN EQUITY**  
**for the year ended 31 December 2020**

	Share capital \$'000	Share premium \$'000	Profit and loss account \$'000	Total \$'000
Balance at 1 January 2019	10	-	(318,363)	(318,353)
Comprehensive income				
Total comprehensive income for the year	-	-	318,478	318,478
Other comprehensive income for the period				
Share issue	2	185,749	-	185,751
<b>Balance at 31 December 2019</b>	<b>12</b>	<b>185,749</b>	<b>115</b>	<b>185,876</b>
Comprehensive income				
Total comprehensive income for the year	-	-	(20,717)	(20,717)
<b>Balance at 31 December 2020</b>	<b>12</b>	<b>185,749</b>	<b>(20,602)</b>	<b>165,159</b>

The notes on pages 9 to 16 form part of these financial statements.

## **NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2020**

### **1 Accounting policies**

Elementis Overseas Investments Limited ('the Company') is a company incorporated and domiciled in the UK, registered in England & Wales and limited by shares.

The financial statements have been prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ('FRS 101').

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of international accounting standards in conformity with the requirements of International Financial Reporting Standards adopted pursuant to Regulation (EC) No 1606/2002 as it applies in the European Union, but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- Presentation of the Cash Flow Statement and related notes;
- Share based payments;
- Disclosures in respect of the compensation of key management personnel;
- Disclosures in respect of related party transactions;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs; and,
- Certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instrument Disclosures.

As a qualifying entity whose results are consolidated into the Elementis plc consolidated financial statements which include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- Certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instrument Disclosures.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

The Financial Statements are presented in US dollars as all transactions are denominated in dollars and the US dollar is the Company's functional currency.

### **Measurement convention**

The financial statements are prepared under the historical cost basis.

### **Going concern**

The financial statements have been prepared on a going concern basis, on the grounds that Elementis plc, the ultimate parent company, will continue to provide financial and other support to the company for at least the next twelve months from the date of approval of these financial statements. Please see the Directors' report for more information.

## **NOTES TO THE FINANCIAL STATEMENTS** **for the year ended 31 December 2020 (continued)**

### **Accounting policies (continued)**

#### **Changes in accounting policies**

The accounting policies are consistent with those of the previous financial year.

#### **Financial Instruments**

Financial assets and financial liabilities are recognised in the balance sheet when the Company becomes a party to the contractual provisions of the instrument.

Applicable from 1 January 2018, the Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through OCI or through profit or loss); and
- those to be measured at amortised cost.

The classification depends on the business model for managing the financial assets and the contractual terms of the cash flows.

#### *Trade and other debtors*

Trade and other debtors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses.

#### *Trade and other creditors*

Trade and other creditors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

#### **Classification of financial instruments issued by the Company**

Following the adoption of IAS 32, financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

- (a) they include no contractual obligations upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company; and
- (b) where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the Company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

## NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2020 (continued)

### Accounting policies (continued)

Where a financial instrument that contains both equity and financial liability components exists these components are separated and accounted for individually under the above policy.

#### Non-derivative financial instruments

Non-derivative financial instruments comprise investments in equity and debt securities, trade and other debtors, cash and cash equivalents, and trade and other creditors.

##### *Trade and other debtors*

Trade and other debtors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses.

##### *Trade and other creditors*

Trade and other creditors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

##### *Investments in debt and equity securities*

Investment in subsidiaries are stated at cost less impairment.

#### Interest receivable and interest payable

Interest payable and similar charges include interest payable, finance charges on shares classified as liabilities and finance leases recognised in profit or loss using the effective interest method, unwinding of the discount on provisions, and net foreign exchange losses that are recognised in the profit and loss account (see foreign currency accounting policy). Other interest receivable and similar income include interest receivable on funds invested and net foreign exchange gains.

Interest income and interest payable is recognised in profit or loss as it accrues, using the effective interest method. Dividend income is recognised in the profit and loss account on the date the entity's right to receive payments is established. Foreign currency gains and losses are reported on a net basis.

#### Taxation

Tax on the profit or loss for the year comprises current tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

#### Impairment

##### *Financial assets (including trade and other debtors)*

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

## **NOTES TO THE FINANCIAL STATEMENTS** **for the year ended 31 December 2020 (continued)**

### **Accounting policies (continued)**

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the Company would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

#### *Non-financial assets*

The carrying amounts of the Company's non-financial assets, other than, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill, and intangible assets that have indefinite useful lives or that are not yet available for use, the recoverable amount is estimated each year at the same time.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit"). The goodwill acquired in a business combination, for the purpose of impairment testing, is allocated to cash-generating units, or ("CGU"). Subject to an operating segment ceiling test, for the purposes of goodwill impairment testing, CGUs to which goodwill has been allocated are aggregated so that the level at which impairment is tested reflects the lowest level at which goodwill is monitored for internal reporting purposes. Goodwill acquired in a business combination is allocated to groups of CGUs that are expected to benefit from the synergies of the combination.

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit (group of units) on a pro rata basis.

### **Critical accounting judgements and key sources of estimation uncertainty**

When applying the Company's accounting policies, management must make a number of key judgements on the application of applicable accounting standards and estimates and assumptions concerning the carrying amounts of assets and liabilities that are not readily apparent from other sources. These estimates and judgements are based on factors considered to be relevant, including historical experience, which may differ significantly from the actual outcome. The key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of causing a material adjustment to the amounts recognised in the financial statements are discussed below.

The preparation of the Company's financial statements for the financial year did not require the exercise of any critical accounting judgements or significant estimates.

**NOTES TO THE FINANCIAL STATEMENTS**  
**for the year ended 31 December 2020 (continued)**

**Accounting policies (continued)**

**Key sources of estimation uncertainty**

The key assumptions concerning the future, and other key sources of estimation uncertainty at the reporting period that may have a significant risk of causing a material misstatement to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

**a) Impairment of investment in subsidiaries**

Determining whether investments in subsidiaries are impaired requires an estimation of their value in use to the Company. The value in use calculation requires the entity to estimate the future cash flows expected to arise from the investment and a suitable discount rate in order to calculate present value.

**2 Expenses**

For the year ended 31 December 2020 the company will take advantage of the audit exemption set out within section 479A of the Companies Act 2006.

The Company is 100% indirectly owned by Elementis Plc who will guarantee the debts and liabilities of the Company at the balance sheet date in accordance with section 479C of the Companies Act 2006.

Due to the nature of the operations of the Group, the remuneration of the directors for their services to the Company is not contained in the records of the Company, as the amount of work performed by the directors for the Company is immaterial. The emoluments of all the directors are borne by the Company's ultimate parent undertaking, Elementis plc, or another group undertaking for which they perform substantially all of their executive duties.

The financial statements of Elementis plc are publicly available, details are disclosed in note 11.

There were no employees in the year. (2019: nil)

**3 Interest payable**

	<b>2020</b>	2019
	<b>\$'000</b>	<b>\$'000</b>
Interest payable in respect of:		
Loans from group undertakings	<u>(20,717)</u>	<u>(20,825)</u>

**4 Dividends received**

No dividends were received in 2020 (2019: \$nil).

**NOTES TO THE FINANCIAL STATEMENTS**  
**for the year ended 31 December 2020 (continued)**

**5 Taxation**

	<b>2020</b>	2019
	<b>\$'000</b>	\$'000
Factors affecting tax credit for the year:		
(Loss)/profit on ordinary activities before tax	<b>20,717</b>	(318,478)
Tax on ordinary activities at 19% (2018: 19%)	<b>(3,936)</b>	60,511
Income not taxable	-	(64,468)
Effects of group relief/other reliefs	<b>3,936</b>	3,957
Total tax charge/(credit) for the year	<u>-</u>	<u>-</u>

In the UK Budget on 3 March 2021 the Chancellor of the Exchequer announced an increase in the UK corporation tax rate from 19% to 25%, which is due to be effective from 1 April 2023.

**6 Investments in subsidiary undertakings**

	<b>2020</b>	2019
	<b>\$'000</b>	\$'000
As at 1 January	<b>587,838</b>	62,784
Additions	-	525,054
Impairments	-	-
As at 31 December	<u><b>587,838</b></u>	<u>587,838</u>

The investments are in unlisted shares.

Related undertakings included in investments in group undertakings are as follows:

<i><b>Group undertaking</b></i>	<i><b>Principal activity</b></i>	<i><b>Country of incorporation</b></i>	<i><b>Equity held %</b></i>	<i><b>Direct / Indirect</b></i>
Elementis Securities Ltd	Holding company	UK <sup>1</sup>	100	Direct
Elementis US Holdings Inc	Holding company	USA <sup>2</sup>	100	Direct
Elementis Group (Finance) Ltd	Holding company	UK <sup>1</sup>	100	Direct
Elementis Chromium Inc	Chromium chemicals	USA <sup>3</sup>	100	Indirect
Elementis LTP Inc	Chromium chemicals	USA <sup>4</sup>	100	Indirect
Elementis Specialties Inc	Rheological additives, colourants, waxes, other specialty additives	USA <sup>4</sup>	100	Indirect
American Chrome & Chemicals Inc	Dormant	USA <sup>2</sup>	100	Indirect
Elementis America Shared Services Inc	Dormant	USA <sup>2</sup>	100	Indirect
Elementis Catalysts Inc	Dormant	USA <sup>2</sup>	100	Indirect
Elementis Chemicals Inc	Dormant	USA <sup>2</sup>	100	Indirect
Elementis Chromium America Inc	Dormant	USA <sup>5</sup>	100	Indirect



**NOTES TO THE FINANCIAL STATEMENTS**  
**for the year ended 31 December 2020 (continued)**

**6 Investments in subsidiary undertakings (continued)**

Elementis Finance (US) Ltd	Non-trading	UK <sup>1</sup>	100	Indirect
Elementis Global LLC	Non-trading	USA <sup>2</sup>	100	Indirect
Elementis Pigments Inc	Dormant	USA <sup>2</sup>	100	Indirect
Elementis US Ltd	Non-trading	UK <sup>1</sup>	100	Indirect
H & C Lumber Inc	Dormant	USA <sup>2</sup>	100	Indirect
Iron Oxides s.a.de. CV	Dormant	Mexico <sup>6</sup>	100	Indirect
Agrichrome Limited	Non-trading	UK <sup>1</sup>	100	Indirect
Elementis Nederland B.V.	Holding company	Netherlands <sup>7</sup>	99	Indirect
Elementis Specialties Netherlands BV	Rheological additives, colourants, waxes, other specialty additives, surfactants	Netherlands <sup>7</sup>	99	Indirect
Elementis Specialties Changxing Ltd	Rheological additives, colourants, waxes, other specialty additives	China <sup>8</sup>	99	Indirect
Elementis Australia Limited	Dormant	UK <sup>1</sup>	99	Indirect
Elementis BV	Dormant	Netherlands <sup>7</sup>	99	Indirect
Elementis Finance (Australia) Ltd	Dormant	UK <sup>1</sup>	99	Indirect
Harcros Chemicals Canada Inc	Dormant	Canada <sup>9</sup>	99	Indirect
H&C Acquisitions Ltd	Dormant	UK <sup>1</sup>	99	Indirect
SRLH Holdings Inc	Non-trading	USA <sup>4</sup>	100	Indirect
Elementis SRL Inc	Personal Care products	USA <sup>4</sup>	100	Indirect
SRL International Holdings, LLC	Non-trading	USA <sup>4</sup>	100	Indirect
Reheis, Inc.	Non-trading	USA <sup>4</sup>	100	Indirect
WBS Carbons Acquisitions Corp	Non-trading	USA <sup>4</sup>	100	Indirect
Alembic Manufacturing Ltd	Personal Care products	UK <sup>10</sup>	25	Indirect

1. Registered office Caroline House, 55-57 High Holborn, London WC1V 6DX UK

2. Registered office 1209 Orange Street, Wilmington, Delaware, 19801 US

3. Registered office Suite 1257, 300 Delaware Avenue, Wilmington, Delaware 19801 US

4. Registered office 1209 Orange Street, Wilmington, Delaware, 19801 US

5. Registered office Suite 1257, 300 Delaware Avenue, Wilmington, Delaware 19801 US

6. Registered office Calle San Ignacio N 105, 22106 Tijuana, Baja California, Mexico

7. Registered office Langestraat 167, Delden, 7491 AE, The Netherlands

8. Registered office Sian Town, Changxing County, Zhejiang Province China

9. Registered office C/o Stewart McKelvey Stirling Scales, 44 Chipman Hill, Suite 1000 ON E2L 4S6 Canada

10. Registered office Unit 6 Wimbourne Buildings, Atlantic Way, Barry Docks, Barry, South Glamorgan CF63 3RA, UK

**Notes:**

- Equity capital is in ordinary shares, wholly-owned and voting rights equate to equity ownership.
- All undertakings listed above have accounting periods ending 31 December.
- Undertakings operating in the United Kingdom are incorporated in Great Britain and registered in England and Wales.
- In the opinion of the directors, the value of investments is not less than the value at which they are included in the balance sheet.

**NOTES TO THE FINANCIAL STATEMENTS**  
**for the year ended 31 December 2020 (continued)**

**7 Debtors**

	<b>2020</b>	2019
	<b>\$'000</b>	\$'000
Amounts owed by group undertakings	<u><b>8,072</b></u>	<u>6,688</u>
Elementis Overseas Investments Limited holds a number of intercompany loans that are repayable on demand and not interest bearing.		

**8 Creditors**

	<b>2020</b>	2019
	<b>\$'000</b>	\$'000
Amounts owed to group undertakings	<u><b>430,751</b></u>	<u>408,650</u>

Elementis Overseas Investments Limited has a number of intercompany loans to other companies within the Group, all of which are interest-bearing at a range of rates between USD 6 month Libor +2% and USD 6 month Libor +5% and are repayable on demand.

**9 Contingent liability**

On 15 December 2015 the Company entered into a contract with an associated company for the purchase of shares in Elementis Securities Limited. Under this contract there is conditional consideration payable to that associated company should certain obligations of the ultimate parent be settled in favour of Elementis Securities Limited.

At the balance sheet date and at the date of signing these accounts date there had been no indication given that the ultimate parent company would be settling its obligation to Elementis Securities Limited and as such any liability to pay further consideration is contingent on the condition precedent within the Agreement.

**10 Called up share capital**

	Issued and fully paid	
	<b>2020</b>	2019
	<b>\$'000</b>	\$'000
12,041 ordinary shares of \$1	<u><b>12</b></u>	<u>12</u>

**11 Ultimate parent undertakings**

The Company's ultimate parent undertaking and controlling party is Elementis plc.

Elementis plc was the smallest and largest group to consolidate the financial statements of the Company. Copies of the consolidated financial statements of Elementis plc may be obtained from Caroline House, 55-57 High Holborn, London, WC1V 6DX.