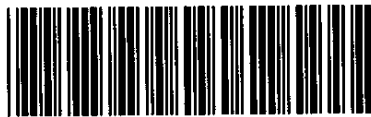


GREENROCK TOPCO LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2021

FRIDAY



ACCKLGKB

A29	22/09/2023	#172
COMPANIES HOUSE		
SC80TUBU		
SCT	28/07/2023	#74
COMPANIES HOUSE		

GREENROCK TOPCO LIMITED

COMPANY INFORMATION

Directors	Thomas Fountain
Company number	10702564
Registered office	3rd Floor Davidson Building 5 Southampton Street London WC2E 7HA United Kingdom

GREENROCK TOPCO LIMITED

CONTENTS

	Page
Directors' report	1 - 3
Directors' responsibilities statement	4
Statement of profit or loss	5
Statement of financial position	6
Statement of changes in equity	7
Notes to the financial statements	8 - 24

GREENROCK TOPCO LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2021

The Director presents their report and financial statements of Greenrock Topco Limited (the "Company") for the financial year ended 31 December 2021. This report has been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies. The Director has taken advantage of section 414B whereby the Company is exempt from preparing a strategic report.

Principal activities

The principal activity of the Company throughout the year and the prior year was one of an intermediary holding company.

Directors

The Directors who held office during the year and up to the date of signature of the financial statements were as follows:

Thomas Fountain	(Appointed 16 March 2021)
Ruth Prior	(Resigned 16 March 2021)
Neil MacLennan	(Resigned 23 February 2023)

Dividends

The Director does not recommend payment of a dividend (2020: \$nil).

Political contributions

The Company made no political donations and incurred no political expenditure during the year (2020: \$nil).

Principal risks and uncertainties

While risk cannot be eliminated altogether, actions are taken to mitigate risk wherever possible. As a matter of policy, the Company does not enter into speculative activities. The material business and operational risks that the Director considers the Company to be exposed to are:

Risk	Mitigating factor
Cash flow, credit and liquidity risk	In order to ensure that sufficient funds are available to fund ongoing operations and future developments, management regularly reviews cash flow forecasts and financing arrangements of the business to ensure that there is sufficient funding in place.
Exchange rate risk	The Company continues to monitor the risks associated with the revaluation of investments and intercompany balances, and the impact that this has on the Statement of profit or loss and Statement of financial position. Monitoring activities include the assessment of cash requirements and loan arrangements in place and taking actions to move funds as appropriate.
Operational performance of the companies from which balances are be recoverable	Management regularly reviews the cash flow forecasts and operational performance of the companies from which balances are receivable to ensure that there are no recoverability issues. Management account for any recoverability issues appropriately where applicable.

In accordance with its risk management guidelines the Company raises awareness of business risks at all operational management levels and encourages all management teams to assess and manage risk appropriately. The intermediate holding company, EM Topco Limited, ensures that appropriate insurance cover is in place for the Company and its subsidiaries in respect of customarily insured liabilities and claims. The risks are monitored by the Director on a continual basis.

GREENROCK TOPCO LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

Going concern

The Company's business activities, together with factors likely to affect its future development, performance and position are considered by the Directors on an annual basis.

The Director believes that preparing the financial statements on a going concern basis is appropriate due to the continued financial support of the intermediate holding company, EM Topco Limited ("Element"). The Director has received confirmation that Element will support the company as necessary, and has the ability to do so, until the end of the period considered by the Directors in their going concern assessment, being the period from the date of approval of the Annual Report and Financial Statements until 31 March 2024.

This financial support is required as the Company is a participant in the Element Group cash pooling arrangement and therefore as a result, ultimately relies on the liquidity of the Group. The Group (the "Group") being the whole group of companies, headed by EM Topco Limited.

The Director has, at the time of approving the financial statements, a reasonable expectation that the Group and the Company have adequate resources for the Company to continue to adopt the going concern basis of accounting in preparing these financial statements. Further detail is contained in the statement on going concern within note 1.2 to the financial statements.

Events after the reporting date

On 6th July 2022, the Company's ultimate parent undertaking, Element Materials Technology Group Limited was acquired by EM Bidco Limited. Following the acquisition, the ultimate parent undertaking changed to Temasek Holdings (Private) Limited ("Temasek"), a company incorporated in Singapore. The completion of the acquisition resulted in the extinguishment of the Group's old debt facilities and establishment of new facilities. The Company ceased to be a guarantor for the Group's debt facilities from this date and was not required to provide guarantees for the new facilities.

Between the end of the financial year and the date of this report no other item, transaction or event of a material nature has occurred, in the opinion of the Director of the Company, that is likely to significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in future financial years.

Future developments

The Director is not aware, at the date of this report, of any likely major changes in the Company's activities in the next year.

Directors' insurance and indemnities

As permitted by the Companies Act 2006, the Group purchases and maintains Directors' and Officers' insurance cover against certain legal liabilities and costs incurred by the Directors and Officers of the companies within the Group, in the performance of their duties. The Company has also granted an indemnity to each of its Directors in relation to the Directors' exercise of their powers, duties and responsibilities as Directors of the Company, the terms of which are in the Companies Act 2006.

This report has been prepared in accordance with the provisions applicable to small companies within Part 15 of the Companies Act 2006.

GREENROCK TOPCO LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

Exemption from Audit under S479 of the Companies Act 2006

A guarantee has been given under S479C by the Company's parent company. As such the Company is exempt from audit.

Approved by the Board and signed on its behalf by:



.....
Thomas Fountain

Director

Date: 31 March 2023

GREENROCK TOPCO LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2021

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 judgments 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.

GREENROCK TOPCO LIMITED
STATEMENT OF PROFIT OR LOSS
FOR THE YEAR ENDED 31 DECEMBER 2021

	Notes	2021 \$m	2020 \$m
Administrative income / (expenses)		<u>0.7</u>	<u>(0.8)</u>
Operating profit / (loss)		0.7	(0.8)
Finance income	5	1.0	0.1
Finance costs	6	<u>(2.4)</u>	<u>(6.0)</u>
Loss before taxation		(0.7)	(6.7)
Taxation	7	<u>-</u>	<u>-</u>
Loss for the year		<u>(0.7)</u>	<u>(6.7)</u>

All results are generated from continuing operations.

There is no Statement of other comprehensive income as all income and expenses for the current year and the preceding year are included in the Statement of profit or loss above.

The accompanying notes are an integral part of these financial statements.

GREENROCK TOPCO LIMITED

STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2021

	Notes	2021 \$m	2020 \$m
Non-current assets			
Investment in subsidiaries	8	381.9	381.9
Amounts owed by group undertakings	10	59.6	64.1
		<u>441.5</u>	<u>446.0</u>
Current assets			
Amounts owed by group undertakings	10	0.2	-
		<u>0.2</u>	<u>-</u>
Total assets		<u>441.7</u>	<u>446.0</u>
Non-current liabilities			
Amounts owed to group undertakings	11	159.0	162.6
		<u>159.0</u>	<u>162.6</u>
Net assets		<u>282.7</u>	<u>283.4</u>
Shareholder's equity			
Share capital	12	-	-
Share premium account	13	191.6	191.6
Retained earnings		91.1	91.8
		<u>282.7</u>	<u>283.4</u>
Total Shareholder's equity		<u>282.7</u>	<u>283.4</u>


The accompanying notes are an integral part of these financial statements.

This report has been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies.

Exemption from audit

- For the year ended 31 December 2021 the company was entitled to exemption from audit under S479A of the Companies Act 2006 relating to subsidiary companies.
- The members have not required the company to obtain an audit of its accounts for the year in accordance with section 476.
- The director acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

The financial statements of Greenrock Topco Limited (registered number 10702564) were approved by the Board and authorised for issue on 31 March 2023 and were signed on its behalf by:



Thomas Fountain

Director

Date: 31 March 2023

GREENROCK TOPCO LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2021

	Share Capital	Share premium account	Retained earnings	Total
	\$m	\$m	\$m	\$m
Balance at 31 December 2019	-	191.6	98.5	290.1
Loss for the year	-	-	(6.7)	(6.7)
	<hr/>	<hr/>	<hr/>	<hr/>
Balance at 31 December 2020	-	191.6	91.8	283.4
	<hr/>	<hr/>	<hr/>	<hr/>
Loss for the year	-	-	(0.7)	(0.7)
	<hr/>	<hr/>	<hr/>	<hr/>
Balance at 31 December 2021	-	191.6	91.1	282.7
	<hr/>	<hr/>	<hr/>	<hr/>

Included in retained earnings are \$99.4m of non-distributable reserves as a result of an unrealised gain on sale of subsidiary investment.

GREENROCK TOPCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

1 Accounting policies

Company Information

Greenrock Topco Limited is a private limited company incorporated in England and Wales. The Company is domiciled in the UK and its registered office is 3rd Floor Davidson Building, 5 Southampton Street, London, United Kingdom, WC2E 7HA. The principal activity of the Company throughout the year and the prior year was one of an intermediary holding company.

1.1 Basis of preparation

The Company meets the definition of a qualifying entity under Financial Reporting Standard 101 Reduced Disclosure (FRS 101) issued by the Financial Reporting Council. These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework and the provisions of the Companies Act 2006. These financial statements have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies.

The financial statements have been prepared under the historical cost basis. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

As permitted by Section 400 of the Companies Act 2006, consolidated accounts have not been prepared as the Company is a wholly owned subsidiary of EMT 2 Holdings Limited. The parent company of the smallest Group of which the Company is a member and for which Group financial statements are prepared is Element Materials Technology Limited. The Group financial statements of Element Materials Technology Limited are available to the public and can be obtained as set out in Note 18.

The accounting policies have been consistently applied throughout the current and prior year. The financial statements have been prepared on a going concern basis. The reasons for this are outlined in Note 1.2. The financial statements are presented in US Dollars which is the currency in which funds from financing activities are generated. All information provided in US Dollars has been rounded to the nearest million (\$'m) unless otherwise stated.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to:

- The requirements of paragraphs 62, B64(d), B64(e), B64(g), B64(h), B64(j) to B64(m), B64(n)(ii), B64(o)(ii), B64(p), B64(q)(ii), B66 and B67 of IFRS 3 Business Combinations
- The requirements of IFRS 7 Financial Instruments: Disclosures
- The requirements of paragraphs 91 to 99 of IFRS 13 Fair Value Measurement
- The requirements of the second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15 Revenue from Contracts with Customers
- The requirements of paragraph 52, the second sentence of paragraph 89, and paragraphs 90, 91 and 93 of IFRS 16 Leases
- The requirements of paragraph 58 of IFRS 16
- The requirement in paragraph 38 of IAS 1 Presentation of Financial Statements to present comparative information in respect of:
 - i. paragraph 79(a)(iv) of IAS 1;
 - ii. paragraph 73(e) of IAS 16 Property, Plant and Equipment;
 - iii. paragraph 118(e) of IAS 38 Intangible Assets.
- The requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134 to 136 of IAS 1 Presentation of Financial Statements
- The requirements of IAS 7 Statement of Cash Flows
- The requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- The requirements of paragraphs 17 and 18A of IAS 24 Related Party Disclosures
- The requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member
- The requirements of paragraphs 130(f)(ii), 130(f)(iii), 134(d) to 134(f) and 135(c) to 135(e) of IAS 36 Impairment of Assets

Where required, equivalent disclosures are given in the group financial statements of Element Materials Technology Limited.

GREENROCK TOPCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

1 Accounting policies (continued)

1.2 Going concern

In line with the Financial Reporting Council's guidance on going concern issued in April 2016 and the requirements of the Companies Act 2006, the Director has undertaken an exercise to review the appropriateness of the continued use of the going concern basis. The financial statements of the Company have been prepared on a going concern basis, as the Director has concluded that the going concern basis continues to be appropriate.

The Company has, as at 31 December 2021, net assets of \$282.7m (2020: \$283.4m). The Company has no external loans or borrowings or complex financial instruments as at 31 December 2021. The Company generated a loss after tax of \$0.7m in the year ended 31 December 2021 (2020: Loss after tax of \$6.7m).

The company's future viability is ultimately dependent on the performance of the wider trading group owned by the company's intermediate holding company, EM Topco Limited ("Element"), and group management's decisions on the flow of capital. The financial support is required as the Company is a participant in the Element Group cash pooling arrangement and therefore as a result, ultimately relies on the liquidity of the Group. The Group (the "Group") being the whole group of companies, headed by EM Topco Limited.

The Director has received confirmation that Element will support the company as necessary, and has the ability to do so, until the end of the period considered by the Director in their going concern assessment, being the period from the date of approval of the Annual Report and Financial Statements until 31 March 2024.

The going concern assessment, which has been performed for the period up to 31 March 2024, takes into account the Group's cash flow and available undrawn banking facilities. The analysis concluded that even after the downside scenarios modelled, the Group would have sufficient funds to trade and settle its liabilities as they fall due.

The Director believes that the Group is well placed to manage its business risks successfully, despite the current uncertain economic outlook. The Group's forecasts and projections, taking account of reasonably possible changes in trading performance, inflation and interest rates, show that the Group would be able to operate within the level of its current committed facilities. As part of a regular assessment of the Group's working capital and financing position, the Director has prepared a detailed bottom-up trading budget and cash flow forecast for the period through 31 March 2024.

The Director has chosen the period to 31 March 2024 to assess the going concern because this is the end of the date of the period used for the going concern assessment of the Group headed by EM Topco Limited, the intermediate parent, upon whose continued financial support the Company relies. In considering the going concern status, the Directors of the Group have considered the principal risks and uncertainties discussed in the strategic report and assessed the impact.

In assessing the going concern status, the Directors have considered:

- Global economic downturn impacting underlying end-markets
- Susceptibility to inflation and interest rate movements
- The status of the Group's existing and future credit arrangements
- Technological disruption due to simulation and software potentially reducing traditional testing and/or outsourcing of testing activities
- Difficulties in recruiting/retaining technical talent to support organic growth, and
- Overall margin pressure due to significant cost inflation and the availability of mitigating actions including price increases and managing capital expenditure
- Potential impacts of the conflict in Ukraine on our business

The Directors have considered the potential impacts of the conflict in Ukraine on our business, assessing possible supply chain disruptions and evaluating risks to future earnings. At this stage we do not anticipate a material impact to the Group's performance. However, if the Group is impacted, we are confident that mitigating actions and cost management plans within management's control could be implemented to alleviate risk.

GREENROCK TOPCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2021

1 Accounting policies (continued)

1.2 Going concern (continued)

On the 6th of July 2022, Temasek acquired a controlling interest in the Group. As a result of this transaction, the Group entered into a new debt facility agreement and this debt is now due for repayment in 2029. The total value of the facility at 28 February 2023 was US \$3,408 million, of which \$3,145 million has been drawn.

The going concern assessment takes into account the Group's cash flow and available undrawn credit facilities.

Sensitivity analyses have been performed on the forecasts to consider the impact of severe, but plausible, reasonable worst-case scenarios on the headroom on cash and available credit facilities. These scenarios, which sensitized the forecasts for specific identified risks, modelled the reduction in anticipated levels of underlying EBITDA and the associated increase in net debt. This scenario is the sustained decline in Group performance due to a variety of macroeconomic issues including, but not limited to, global economic conditions and high inflation and is modelled on a 16% reduction in EBITDA in 2023 and to 31 March 2024. Sensitivity analyses have also been performed on cost inflation, as well as increasing interest rates 0.5% above current forward curves. In performing the assessment consideration was given to the risk of below forecast performance in relation to recent acquisitions - the sensitivity scenarios above include these acquisitions and are considered sufficient to consider the impact of severe but plausible possible downside in the performance of the acquired entities.

Throughout these downside scenarios, the Group continues to have significant liquidity headroom on its new debt commitments and existing facilities and against the revolving credit facility covenants.

The Group also prepared a reverse stress test to quantify the level of reduction in EBITDA at which the available liquidity would be reduced to nil by the end of the assessment period. In completing this test the directors considered the level of decline required to reach this and concluded that this was not a plausible outcome due to the value of the decline before any actions were taken by management.

As a result of the Group going concern assessment described above and the confirmation received that Element will support the Company as necessary and has the ability to do so, to 31 March 2024, the Director is satisfied that the Company has access to adequate resources to continue in operational existence for the foreseeable future and will be able to meet its liabilities as they fall due during the period from the date of the approval of these financial statements to 31 March 2024.

Therefore, the financial statements of the Company have been prepared on a going concern basis.

GREENROCK TOPCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

1 Accounting policies (continued)

1.3 Investment in subsidiaries

Investments in subsidiaries are stated at cost less, where appropriate, provisions for impairment.

1.4 Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, the Company makes an estimate of the asset's recoverable amount compared to the carrying value. The recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs to sell and its value in use. Value in use is defined as the present value of future cash flows before interest and tax. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount through the Statement of profit or loss.

1.5 Amounts owed by Group undertakings

Amounts owed by Group undertakings are carried by the Company at original invoice amount less any allowance for any non-collectable or impaired amounts if applicable. Amounts owed by Group undertakings falling due within one year are loans to Group companies which are interest free, have no fixed repayment date, and are repayable on demand. The entity uses the IFRS 9 ECL model to measure loss allowances at an amount equal to their lifetime expected credit loss. Any interest-bearing loans are recorded at the proceeds received, net of direct issue costs. Any interest-bearing loans are recorded at the proceeds received, net of direct issue costs.

1.6 Amounts owed to Group undertakings

Amounts owed to Group undertakings are recognised initially at fair value and subsequently measured at amortised cost where applicable, using the effective interest method. Any interest-bearing loans are recorded at the proceeds received, net of direct issue costs.

1.7 Finance income

Finance income consists of interest income and foreign exchange gains. Interest income is recognised when it is probable that the economic benefits will flow through to the Company and the amount of interest receivable can be reliably measured. Interest income is accrued on a timely basis, by reference to the principal outstanding and at the effective interest rate applicable.

1.8 Finance costs

Finance costs comprise interest expenses and foreign exchange losses. Finance costs are recognised in profit or loss using the effective interest rate method.

1.9 Taxation

Current tax

The current tax charge credit is based on taxable loss for the year. Taxable loss differs from loss as reported in the Statement of profit or loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible.

1.10 Foreign currency translation

Foreign currency transactions are translated into the functional currency of the Company using the exchange rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the rates of exchange ruling at the Statement of financial position date. Differences arising on translation are charged or credited to the Statement of profit or loss.

GREENROCK TOPCO LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2021

1 Accounting policies (continued)

1.11 Adoption of new and revised accounting standards
Standards and amendments effective for the year

The Company has adopted all the new and revised Standards and interpretations issued by the International Accounting Standards Board ("IASB") and International Financial Reporting Interpretations Committee ("IFRIC") of the IASB that are relevant to its operations and effective for accounting years covered by the financial statements. The adoption of these standards and interpretations does not have an impact on the financial statements of the Company:

- Amendment to IFRS 16 Covid 19-Related Rent Concessions beyond June 2021
- Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16: Interest Rate Benchmark Reform Phase 2

Standards, amendments and interpretations not yet effective

A number of amendments and interpretations have been issued that are not expected to have any material impact on the accounting policies and reporting. The Company has not early adopted any standards, interpretations or amendments that have been issued but are not yet effective.

GREENROCK TOPCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

2 Critical accounting judgements and key sources of estimation

In the application of the Company's accounting policies which are described in note 1 the Directors are required to make judgements (other than those involving estimations) that have a significant impact on the amounts recognised and to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised if the revision affects only that year, or in the year of the revision and future periods if the revision affects both current and future periods. The Director has concluded that there are no critical accounting estimates.

Critical accounting judgements

The following are the critical judgements that the Director has made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in financial statements.

Impairment of investments in subsidiaries

Critical judgement is applied when determining whether there are indicators of impairment in relation to investments in subsidiaries. In making this judgement the Director has considered external factors impacting the investments market and whether the investments carrying amount is higher than the carrying value of the investment.

3 Auditor's remuneration

As a guarantee has been given under S479C by the Company's parent company., the Company is exempt from audit for the year ended 31 December 2021 and as such incurred no audit fees.

In 2020, the fees payable to Ernst & Young LLP for the audit of the Company were borne by other companies within the Group and disclosed in the consolidated financial statements of Element Materials Technology Group Limited.

There were no non-audit services provided to the Company during the year (2020: none).

4 Employees and Directors

Employees

The Company does not have any employees (2020: none) as such has incurred no personnel expenses in the year (2020: £nil).

Directors

The 3 directors who served in 2021 are also directors of a number of other group companies and do not consider it possible to identify the proportion of their remuneration relating to their roles as Directors of this company.

- The remuneration of 2 of these is included in the disclosure in the Element Materials Technology Limited financial statements, of which £nil was paid through these financial statements.
- The remuneration of 1 of these is included in the disclosure in the Element Materials Technology Shared Services Limited financial statements, of which £nil was paid through these financial statements.

There were no other short-term employee benefits in the year (2020: nil) and there were no retirement benefits accruing to Directors under pension schemes as at 31 December 2021 (2020: nil).

GREENROCK TOPCO LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 DECEMBER 2021****5 Finance income**

	2021	2020
	\$m	\$m
Interest received from Group undertakings	1.0	0.1

6 Finance costs

	2021	2020
	\$m	\$m
Interest paid to Group undertakings	2.5	6.0

7 Taxation

The tax rate used for the reconciliation is the corporate tax rate of 19% payable by the Company in the UK on taxable profits under UK tax law.

The charge for the year can be reconciled to the (loss)/profit per the statement of profit or loss as follows:

	2021	2020
	\$m	\$m
(Loss) before taxation	(0.7)	(6.7)
Expected tax charge based on a corporation tax rate of 19% (2020 19%)	(0.1)	(1.3)
Non-taxable gain on sale of investment	-	-
Expenses not deductible for tax purposes	(0.1)	0.2
Group relief surrendered for no charge	0.2	1.1
Taxation for the year	-	-

At the Statement of financial position date, the Company had an unrecognised deferred tax asset of \$nil (2020 \$nil).

Factors that may affect future tax charges

A UK budget resolution was announced on 3rd March 2021 increasing the UK corporation tax rate to 25%, effective from 1st April 2023. This rate increase was substantively enacted into UK law on 10th June 2021. The company's deferred tax balance as at 31 December 2021 was measured at 25% and this resulted in a deferred tax charge of \$nil (2020: \$nil).

GREENROCK TOPCO LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2021

8 Investment in subsidiaries

	Shares in group undertakings
	\$m
Cost	
At 1 January 2021	381.9
At 31 December 2021	381.9
Carrying amount	
At 31 December 2021	381.9
At 31 December 2020	381.9

At 31 December 2021, the Directors of the Company consider there to be no indicators of impairment in relation to the investments held.

Details of the subsidiaries are set out in note 9.

9 Subsidiaries

The Company's subsidiaries are listed below. Greenrock Topco Limited holds direct investments in Greenrock Midco Limited and Element Materials Technology Group Holdings CC2 Limited (3.55%). Greenrock Topco Limited is also a wholly owned subsidiary of EMT 2 Holdings Limited.

Name of undertaking	Country of incorporation	Proportion Held %	Activity	Registered Address
Exova Certifire Pty Ltd	Australia	100%	Non-Trading	Unit 2, 409-411 Hammond Road, Dandenong South, Victoria 3175
Warringtonfire Australia Pty Ltd	Australia	100%	Testing	Unit 2, 409-411 Hammond Road, Dandenong South, Victoria 3175
Defire (ACT) Pty Ltd	Australia	100%	Dormant	Unit 2, 409-411 Hammond Road, Dandenong South, Victoria 3175
Defire (NSW) Pty Ltd	Australia	100%	Dormant	Unit 2, 409-411 Hammond Road, Dandenong South, Victoria 3175
Defire (QLD) Pty Ltd	Australia	100%	Dormant	Unit 2, 409-411 Hammond Road, Dandenong South, Victoria 3175
Defire (WA) Pty Ltd	Australia	100%	Dormant	Unit 2, 409-411 Hammond Road, Dandenong South, Victoria 3175

GREENROCK TOPCO LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 DECEMBER 2021****9 Subsidiaries (continued)**

Name of undertaking	Country of incorporation	Proportion Held %	Activity	Registered Address
Defire Holdings Pty Ltd	Australia	100%	Holding Company	Unit 2, 409-411 Hammond Road, Dandenong South, Victoria 3175
WFRGent NV	Belgium	100%	Testing	Ottergemsesteenweg-Zuid 711, Ghent, Flemish Region 9000
BM TRADA Certification Canada Inc.	Canada	100%	Testing	398-2416 Main Street, Vancouver BC V5T 3E2
Exova Property Holdings Inc	Canada	100%	Holding Company	2395 Speakman Drive, Mississauga ON L5K 1B3,
Element Materials Technology ME Limited	Channel Islands	100%	Holding Company	PO Box 309, Ugland House, Grand Cayman, KY1-1104,
Warringtonfire Limited	Channel Islands	100%	Holding Company	PO Box 309, Ugland House, Grand Cayman, KY1-1104,
Element Metech Measurement Technology Services (Tianjin) Co., Ltd.	China	100%	Testing	Room 1719, 17F, C1, TEDA MSD, No.79 First Avenue, TEDA, Tianjin, 300457
Tianjin C-Kai BM TRADA Certification Company Limited~	China	40%	Dormant	Room 708, Suite F Hai Tai Plaza, No.8 Hua Tian Road, Tianjin, Hua Yuan Industrial Zone
Element Materials Technology Pilsen s.r.o.	Czech Republic	100%	Testing	Podnikatelska 1184/39,
Element Metech s.r.o.	Czech Republic	100%	Testing	Toužimská 767, Letňany, Praha 9, 19900
Element Metech A/S	Denmark	100%	Testing	Flyvestation, Karup, DK-7470, Herningvej 30, Karup
Element Metech OY	Finland	100%	Testing	Kuormakuja, Nummela, 03100
Element Materials Technology France SAS	France	100%	Testing	3 Avenue André Marie Ampère, Zone d'Activité Commerciale du Perget, 31770, Colomiers
Element Materials Technology Toulouse SAS	France	100%	Testing	3 Avenue André Marie Ampère, Zone d'Activité Commerciale du Perget, 31770, Colomiers
Element Materials Technology Aalen GmbH	Germany	100%	Testing	Carl-Zeiss-Str. 17, Aalen, 73431
Element Metech GmbH	Germany	100%	Testing	Hans-Böckler-Ring 9, D-22851 Norderstedt
KDK Kalibrierdienst Kopp GmbH	Germany	100%	Testing	In den Ziegelwiesen 25, 69168, Wiesloch
Warringtonfire Frankfurt GmbH	Germany	100%	Testing	Industriepark, Höchst, Geb. C369, am Main, 65926, Frankfurt
Warringtonfire Holdings GmbH	Germany	100%	Holding Company	Industriepark, Höchst, Geb. C369, am Main, 65926, Frankfurt
Warringtonfire Consulting ME Limited	Guernsey	100%	Testing	Heritage Hall, Le Marchant Street, St Peter Port, GY1 4HY, Guernsey

GREENROCK TOPCO LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 DECEMBER 2021****9 Subsidiaries (continued)**

Name of undertaking	Country of Incorporation	Proportion Held %	Activity	Registered Address
Warrington Fire Hong Kong Limited	Hong Kong	100%	Testing	Unit C, 18/F Infotech Centre, 21 Hung To Road, Kwun Tong, Kowloon
Warringtonfire Certification and Inspection Hong Kong Limited	Hong Kong	100%	Dormant	Unit C, 18/F Infotech Centre, 21 Hung To Road, Kwun Tong, Kowloon
FIRA – CMA Testing Services Limited	Hong Kong	50%	Certification	Room 1401-3 Yan Hing Centre, 9-13 Wong Chuk Yeung Street, Fo Tan, Shatin
Certifire (Hong Kong) Limited	Hong Kong	100%	Dormant	Unit C, 18/F Infotech Centre, 21 Hung To Road, Kwun Tong, Kowloon
Metallurgical Services Private Limited	India	100%	Testing	Mehta House, Ashok Silk Mills Lane, Khatkopar (West), Mumbai, 40086
BM TRADA RKCA Certifications Private Limited~	India	50%	Dormant	515 Tulsiani Chambers, Nariman Point, Mumbai, 400021
Element Materials Technology Ireland Limited	Ireland	100%	Testing	Unit D8, North City Business Park, North Road, Finglas, Dublin 11, D11Y267
Warringtonfire Consulting Ireland Limited	Ireland	100%	Testing	Unit D8, North City Business Park, North Road, Finglas, Dublin 11, D11Y267
C.T.R. S.R.L.	Italy	100%	Testing	Via Visco 7/A, 35010, Limena (PD)
Element Materials Technology Milan s.r.l.	Italy	100%	Testing	Via della Pierina 9/11, 26013 Crema (CR)
Element Construction Testing (M) Sdn. Bhd. (previous name Admaterials Technologies Sdn. Bhd)	Malaysia	100%	Testing	2C Jalan Giam, Taman Majidee, 80250 Johor Bahru, Johor
Exova (Malaysia) Sdn.Bhd	Malaysia	100%	Testing	Suite 13.03, 13th Floor, Menara Tan & Tan, 207 Jalan Tun Razak, 50400, Kuala Lumpur
Element Materials Technology Monterrey, S. DE R.L. DE C.V.	Mexico	100%	Testing	Carretera Monterrey-Salttillo 3279 B, Privada de Santa Catarina, Santa Catarina, Nuevo Leon, C.P. 66367
Exova Metech AS	Norway	100%	Dormant	Bygning 3, Fabrikkvegen 11, Raufoss, 2830, Norway
Element Materials Technology ME Limited LLC	Oman	70%	Testing	Muscat Governorate/ Bawshar/ Ghala, PO Box 3552, PC 112
Element Doha LLC	Qatar	24.5%	Testing	Street 46, Gate 16, Salwa Industrial Area, P.O.Box 23650, Doha
Warringtonfire Doha	Qatar	49%	Testing	P.O. Box 24863, Doha

GREENROCK TOPCO LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 DECEMBER 2021****9 Subsidiaries (continued)**

Name of undertaking	Country of incorporation	Proportion Held %	Activity	Registered Address
Element Saudi Arabia Company Limited	Saudi Arabia	50%	Testing	Dammam, 2nd Industrial City, Road 76-27
Warringtonfire Singapore Pte. Ltd.	Singapore	100%	Testing	9 Raffles Place, #26-01 Republic Plaza, 048619
Element Construction Testing(S) Pte. Ltd. (previous name Admaterials Technologies Pte. Ltd.)	Singapore	100%	Testing	58 Sungei Kadut Loop, Prospa Industrial Building, Singapore, 729501
Element Materials Technology Singapore Pte Ltd.	Singapore	100%	Testing	106 Tuas South Avenue 2, West Point Bizhub, 637158
Element Materials Technology South Africa Proprietary Limited	South Africa	89.55%	Testing	Unit D2 and D5, 9 Quantum Road, Firgrove Business PA, Somerset West, Western Cape, 7130
CSM NDT Certification AB	Sweden	80%	Testing	Artilleriplan 4, 691 50, Karlskoga
Element Materials Technology AB	Sweden	100%	Testing	Box 1340, 581 13, Linköping
Element Metech AB	Sweden	100%	Testing	Box 1340, 581 13, Linköping
Element Materials Technology Sweden Holdings AB	Sweden	100%	Holding Company	Box 1340, 581 13, Linköping
BM TRADA RKCA Lanka Certifications (Private) Limited~	Sri Lanka	50%	Certification	No. 1041-2/1 Maradana Road, Borella, Columbo 8
Standart BM TRADA Belgelendirme AS~	Turkey	50%	Certification	CEVİZLİ MH, TUGAY YOLU CD, N.20/B OFİSİM İST, İŞM.K.7, MALTEPE, N.42
Al Futtaim Element Materials Technology Dubai L.L.C	UAE	49%	Testing	Dubai Investments Park, P.O. Box 34924, Dubai
Greenrock Bidco Limited	United Kingdom	100%	Holding Company	3rd Floor Davidson Building, 5 Southampton Street, London, England, WC2E 7HA
Greenrock Midco Limited	United Kingdom	100%	Holding Company	3rd Floor Davidson Building, 5 Southampton Street, London, England, WC2E 7HA
Accusense Systems Limited	United Kingdom	100%	Dormant	3rd Floor Davidson Building, 5 Southampton Street, London, England, WC2E 7HA
Aerotech Inspection & NDT Limited	United Kingdom	100%	Testing	3rd Floor Davidson Building, 5 Southampton Street, London, England, WC2E 7HA
BM TRADA Certification Limited	United Kingdom	100%	Dormant	3rd Floor Davidson Building, 5 Southampton Street, London, England, WC2E 7HA

GREENROCK TOPCO LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 DECEMBER 2021****9 Subsidiaries (continued)**

Name of undertaking	Country of incorporation	Proportion Held %	Activity	Registered Address
DM TRADA Group Limited	United Kingdom	100%	Dormant	3rd Floor Davidson Building, 5 Southampton Street, London, England, WC2E 7HA
Catalyst Environmental Limited	United Kingdom	100%	Dormant	3rd Floor Davidson Building, 5 Southampton Street, London, England, WC2E 7HA
CCB Evolution Limited	United Kingdom	100%	Dormant	Chiltern House, Stocking Lane, Hughenden Valley, High Wycombe, Buckinghamshire, England, HP14 4ND
Certifire Limited	United Kingdom	100%	Dormant	3rd Floor Davidson Building, 5 Southampton Street, London, England, WC2E 7HA
Chiltern International Fire Limited	United Kingdom	100%	Dormant	3rd Floor Davidson Building, 5 Southampton Street, London, England, WC2E 7HA
Environmental Evaluation Limited	United Kingdom	100%	Dormant	3rd Floor Davidson Building, 5 Southampton Street, London, England, WC2E 7HA
Element Materials Technology Shared Services Limited	United Kingdom	100%	Testing and inspection operations	3rd Floor Davidson Building, 5 Southampton Street, London, England, WC2E 7HA
Element Materials Technology Aerospace UK Limited	United Kingdom	100%	Testing	3rd Floor Davidson Building, 5 Southampton Street, London, England, WC2E 7HA
Element Materials Technology Environmental UK Limited	United Kingdom	100%	Testing	3rd Floor Davidson Building, 5 Southampton Street, London, England, WC2E 7HA
Element Materials Technology Oil & Gas UK Limited	United Kingdom	100%	Testing	3rd Floor Davidson Building, 5 Southampton Street, London, England, WC2E 7HA
Element Materials Technology Wednesbury Limited	United Kingdom	100%	Testing	3rd Floor Davidson Building, 5 Southampton Street, London, England, WC2E 7HA
BM TRADA Overseas Limited	United Kingdom	100%	Holding Company	3rd Floor Davidson Building, 5 Southampton Street, London, England, WC2E 7HA
Element Materials Technology (Mexico) Ltd.	United Kingdom	100%	Holding Company	3rd Floor Davidson Building, 5 Southampton Street, London, England, WC2E 7HA
Envirodat Limited	United Kingdom	100%	Dormant	3rd Floor Davidson Building, 5 Southampton Street, London, England, WC2E 7HA
Exova (UK) Limited	United Kingdom	100%	Holding Company	Lochend Industrial Estate, Queen Anne Drive, Newbridge, Midlothian, Scotland, EH28 8LP
Exova Group Limited	United Kingdom	100%	Holding Company	3rd Floor Davidson Building, 5 Southampton Street, London, England, WC2E 7HA

GREENROCK TOPCO LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 DECEMBER 2021****9 Subsidiaries (continued)**

Name of undertaking	Country of incorporation	Proportion Held %	Activity	Registered Address
Exova Group (UK) Limited	United Kingdom	100%	Holding Company	3rd Floor Davidson Building, 5 Southampton Street, London, England, WC2E 7HA
Exova 2014 Limited	United Kingdom	100%	Holding Company	3rd Floor Davidson Building, 5 Southampton Street, London, England, WC2E 7HA
Exova Treasury Limited	United Kingdom	100%	Holding Company	3rd Floor Davidson Building, 5 Southampton Street, London, England, WC2E 7HA
FIRA International Limited	United Kingdom	100%	Testing	3rd Floor Davidson Building, 5 Southampton Street, London, England, WC2E 7HA
Firas Limited	United Kingdom	100%	Dormant	3rd Floor Davidson Building, 5 Southampton Street, London, England, WC2E 7HA
Jones Environmental Forensics Limited	United Kingdom	100%	Dormant	3rd Floor Davidson Building, 5 Southampton Street, London, England, WC2E 7HA
MTS Pendar Limited	United Kingdom	100%	Holding Company	3rd Floor Davidson Building, 5 Southampton Street, London, England, WC2E 7HA
Warringtonfire Testing and Certification Limited	United Kingdom	100%	Testing	3rd Floor Davidson Building, 5 Southampton Street, London, England, WC2E 7HA
Warringtonfire Consulting Limited	United Kingdom	100%	Testing	3rd Floor Davidson Building, 5 Southampton Street, London, England, WC2E 7HA
Warrington Fire & Building Products UK Limited	United Kingdom	100%	Holding Company	3rd Floor Davidson Building, 5 Southampton Street, London, England, WC2E 7HA
Warrington Fire Research Group Limited	United Kingdom	100%	Holding Company	3rd Floor Davidson Building, 5 Southampton Street, London, England, WC2E 7HA
Warrington APT Laboratories Limited	United Kingdom	100%	Dormant	3rd Floor Davidson Building, 5 Southampton Street, London, England, WC2E 7HA
Warrington Fire Research Centre (London) Limited	United Kingdom	100%	Dormant	3rd Floor Davidson Building, 5 Southampton Street, London, England, WC2E 7HA
Warrington Fire Research Centre Limited	United Kingdom	100%	Dormant	3rd Floor Davidson Building, 5 Southampton Street, London, England, WC2E 7HA
Warrington Fire Research Consultants Limited	United Kingdom	100%	Dormant	3rd Floor Davidson Building, 5 Southampton Street, London, United Kingdom, WC2E 7HA

GREENROCK TOPCO LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 DECEMBER 2021****9 Subsidiaries (continued)**

Name of undertaking	Country of incorporation	Proportion Held %	Activity	Registered Address
Western Technical Services Limited	United Kingdom	100%	Dormant	3rd Floor Davidson Building, 5 Southampton Street, London, England, WC2E 7HA
BM TRADA Certification North America Inc.	USA	100%	Testing	820 Bear Tavern Road, Mercer County, West Trenton, NJ 08628

10 Current assets: Amounts owed by group undertakings

	2021 \$m	2020 \$m
Amounts owed by group undertakings	0.2	-

These amounts owed by group undertakings are trade related, unsecured, interest free, have no fixed date of repayment and are repayable on demand.

GREENROCK TOPCO LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 DECEMBER 2021****10 Non-current assets: Amounts owed by group undertakings**

	2021	2020
	\$m	\$m
Amounts owed by group undertakings	59.7	64.9
Less: Expected Credit losses	<u>(0.9)</u>	<u>(0.8)</u>
	<u>58.8</u>	<u>64.1</u>

Amounts owed to group undertakings relate to intercompany loans and associated accrued interest.

An amount of \$59.7m (2020: \$64.9m) intercompany loan is owed by EMT 2 Holdings Limited. This loan commenced in November 2020. The interest rate accruing on this loan is Libor + 1.5% and the loan is repayable on 1 December 2035.

11 Amounts owed to group undertakings

	2021	2020
	\$m	\$m
Amounts owed to group undertakings	<u>159.0</u>	<u>162.6</u>

Analysis of maturity of debt

	2021	2020
	\$m	\$m
After five years	<u>159.0</u>	<u>162.6</u>

Amounts owed to group undertakings falling due after more than one year are loans from Group companies. A list of the counterparties and the interest rates applicable to each loan is included below.

Legal Entity Name	Interest rate and loan currency	Repayment date	2021	2020
			\$m	\$m
EMT Finance 1 Limited	6.8% (\$)	As agreed between lender and borrower	81.4	80.2
Greenrock Midco Limited	6.83% (\$)	As agreed between lender and borrower	16.5	17.5
Greenrock Midco Limited	Libor + 1.5% (\$)	1 December 2035	61.1	64.9

GREENROCK TOPCO LIMITED**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)****FOR THE YEAR ENDED 31 DECEMBER 2021**

12	Share Capital	2021 \$'000	2020 \$'000
----	---------------	----------------	----------------

Issued and fully paid

191,660,000 Ordinary shares of \$0.0001 each	19	19
--	----	----

The ordinary shares are non-redeemable and hold full rights in respect of voting.

13	Share premium account	2021 \$m	2020 \$m
----	-----------------------	-------------	-------------

At the beginning and end of year	191.6	191.6
----------------------------------	-------	-------

The share premium reserve contains the premium arising on issue of equity shares, net of issue expenses.

14 Contingent Liabilities

The company has given a guarantee in respect of the Senior Facilities Agreement (SFA) of Greenrock Midco Limited, another group company. At 31 December 2021, the Company along with a number of other group companies has jointly and severally guaranteed \$637.2m (2020: \$671.9m) which is secured by a charge on the Company's assets. Security will only be enforceable on the occurrence of an Event of Default as defined by the SFA.

15 Events after the reporting date

On 6th July 2022, the Company's ultimate parent undertaking, Element Materials Technology Group Limited was acquired by EM Bidco Limited. Following the acquisition, the ultimate parent undertaking changed to Temasek Holdings (Private) Limited, a company incorporated in Singapore. The completion of the acquisition resulted in the extinguishment of the Group's old debt facilities and establishment of new facilities. The Company ceased to be a guarantor for the Group's debt facilities from this date and was not required to provide guarantees for the new facilities.

Between the end of the financial year and the date of this report, no other item, transaction or event of a material nature has occurred, in the opinion of the Directors of the Company, that is likely to significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in future financial years.

16 Related Party Transactions

The Company has taken advantage of the exemptions contained within paragraphs 8(j) and (k) of FRS 101, and has not disclosed transactions entered with wholly owned group companies or key management personnel.

There were no other related party transactions in the year (2020: none).

GREENROCK TOPCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

17 Ultimate holding company and controlling party

The Company's immediate parent company is EMT 2 Holdings Limited, a company registered in England and Wales.

The parent company of the smallest group of which the Company is a member, and for which group financial statements are prepared is Element Materials Technology Limited.

The ultimate parent undertaking of the largest Group which includes the Company and for which Group financial statements are prepared is Element Materials Technology Group Limited, a company incorporated in England and Wales.

Copies of the 31 December 2021 Group financial statements of Element Materials Technology Limited and Element Materials Technology Group Limited are available from Companies House, Crown Way, Cardiff, CF14 3UZ, United Kingdom. The registered office address for both companies is 3rd Floor Davidson Building, 5 Southampton Street, London, United Kingdom, WC2E 7HA.

Following the acquisition on 6th July 2022, the Company's ultimate parent undertaking changed to Temasek Holdings (Private) Limited, a company incorporated in Singapore.