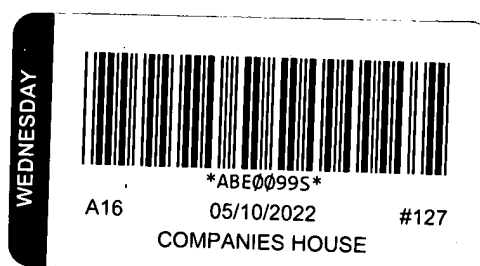


INEOS Industries Newco Limited

Annual report and financial statements

Registered number 13096562

For the period ended 31 December 2021



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Directors' report

The directors present their report and the audited financial statements for the period ended 31 December 2021.

Principal activities and business review

The principal activity of the Company is the management activities of a financial holding company. The Company was incorporated on 22 December 2020.

The results of the Company are set out in the profit and loss account on page 8 which shows a profit for the period ended 31 December 2021 of €998,000.

The directors do not recommend payment of a dividend.

Future developments

The directors do not expect any change in the company's activities during the next financial period.

Financial risk management

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

COVID-19

The Company continues to implement contingency plans for the COVID-19 pandemic, with the primary objective of maintaining the safety of personnel and the reliable operation of the Company's activities.

Throughout the pandemic, the Company has continued to operate without significant disruption. Protecting employees and ensuring that they remain healthy has been the first priority of the Company.

Whilst there is still uncertainty due to the COVID-19 pandemic the Directors have undertaken a rigorous assessment of the potential impact of COVID-19 on demand for the wider Company's services and the impact on margins for the next 12 months.

Going concern

The directors have considered the Company's projected future cash flows and working capital requirements. As at 31 December 2021, the Company had net assets of €11.4 million. The profit for the period was €998,000. The directors have received confirmation that the parent, INEOS Industries Limited will continue to support the Company for at least the 12 months from signing of these financial statements.

After making enquiries, the directors have a reasonable expectation that the parents going concern assessment confirms that there is sufficient forecast committed liquidity headroom for the parent to provide this support and the Company will therefore have adequate resources to continue in operational existence for the foreseeable future. Accordingly, the Company continues to adopt the going concern basis in preparing its financial statements.

Directors' report (continued)

Directors

The directors who held office during the period and up to the date of signing the financial statements are as follows:

G Leask (appointed 22 December 2021)

J Ginns (appointed 22 December 2021)

Statement of directors' responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing the 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; 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.

The directors 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.

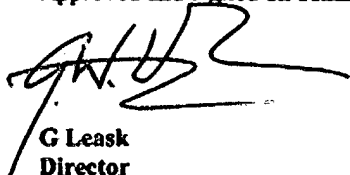
Disclosure of information to auditors

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. This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.'

Independent auditors

During the year Deloitte LLP were appointed as auditors and have expressed their willingness to continue in office as auditor pursuant to Section 485-488 of the Companies Act 2006. Appropriate arrangements have been put in place for them to be deemed reappointed in the absence of an Annual General Meeting.

Approved and signed on behalf of the Board



**G Leask
Director**

**INEOS Industries Newco Limited
Hawkslase, Chapel Lane, Lyndhurst, SO43 7FG
27 September 2022**

Independent auditors' report to the members of INEOS Industries Newco Limited (continued)

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of INEOS Industries Newco Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 31 December 2021 and of its profit for the period then ended
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the profit and loss account;
- the balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 13.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Independent auditors' report to the members of INEOS Industries Newco Limited (continued)

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

We considered the nature of the company's industry and its control environment, and reviewed the company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management about their own identification and assessment of the risks of irregularities.

We obtained an understanding of the legal and regulatory framework that the company operates in, and identified the key laws and regulations that:

had a direct effect on the determination of material amounts and disclosures in the financial statements. The key laws and regulations we considered in this context included the UK Companies Act, Tax legislation and FRS 101; and do not have a direct effect on the financial statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty.

We discussed among the audit engagement regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

Independent auditors' report to the members of INEOS Industries Newco Limited (continued)

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments, assessed whether the judgements made in making accounting estimates are indicative of a potential bias, and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:
reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
enquiring of management and in-house legal counsel concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
reading minutes of meetings of those charged with governance and reviewing correspondence with HMRC and other tax authorities.

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:
the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
the directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the directors' report.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters 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.
the directors were not entitled to take advantage of the small companies' exemption from the requirement to prepare a strategic report.
We have nothing to report in respect of these matters.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Michael Jeffrey FCA (Senior statutory auditor)

For and on behalf of Deloitte LLP
Statutory Auditor
Newcastle-upon-Tyne, UK
27 September 2022

Profit and Loss Account
for the period ended 31 December 2021

	<i>Note</i>	2021 €000
Administrative expenses		(17)
Operating loss		(17)
Income from shares in group undertakings		798,014
Amounts provided against investments in group undertakings	6	(816,403)
Interest receivable and similar income	5	23,952
Profit before taxation		5,546
Tax on profit	7	(4,548)
Profit for the financial period		998

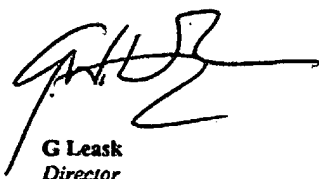
All activities of the Company derive from continuing operations.

The Company has no other comprehensive income and therefore no separate statement of other comprehensive income has been presented.

Balance Sheet
at 31 December 2021

	<i>Note</i>	2021 €000	2021 €000
Fixed assets			
Investments	<i>12</i>		20,557
Current assets			
Debtors (€11,654,000 due after more than one year)	<i>8</i>	11,654	
Creditors: amounts falling due within one year	<i>9</i>	(4,565)	
Net current assets			7,089
Total assets			27,646
Creditors: amounts falling due after more than one year	<i>10</i>		(16,260)
Net assets			11,386
Capital and reserves			
Called up share capital	<i>11</i>		-
Share Premium account	<i>11</i>		10,388
Profit and loss account			998
Total shareholders' funds			11,386

These financial statements on pages 8 to 16 were approved by the board of directors on 27 September 2022 and were signed on its behalf by:


G Leask
Director

Company registered number: 13096562

Statement of Changes in Equity
for the period ended 31 December 2021

	Note	Called up share capital €000	Share Premium €000	Profit and loss account €000	Total shareholders' funds €000
Balance at 22 December 2020		-	-	-	-
Issue of shares	11	-	10,388	-	10,388
Profit for the financial period		-		998	998
Balance at 31 December 2021		-	10,388	998	11,386

Notes (forming part of the financial statements)

1 Accounting policies

INEOS Industries Newco Limited is a company incorporated and domiciled in the UK.

These financial statements were 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 Financial Reporting Standards as adopted by the UK ("Adopted IFRSs"), 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:

- a Cash Flow Statement and related notes;
- Comparative period reconciliations for share capital, property, plant and equipment and investment properties;
- Disclosures in respect of transactions with wholly owned subsidiaries ;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs; and
- Disclosures in respect of the compensation of Key Management Personnel.

The accounting policies set out below have, unless otherwise stated, been applied consistently on the going concern basis, to all periods presented in these financial statements and in accordance with the Companies Act 2006 as applicable to companies using FRS 101.

1.1 Measurement convention

The financial statements are prepared on the historical cost basis.

1.2 Going concern

The directors have considered the Company's projected future cash flows and working capital requirements. As at 31 December 2021, the company had net assets of €11.4 million. The period for the year was €998,000. The directors have received confirmation that the parent, INEOS Industries Limited will continue to support the Company for at least the 12 months from signing of these financial statements.

After making enquiries, the directors have a reasonable expectation that the parents going concern assessment confirms that there is sufficient forecast committed liquidity headroom for the parent to provide this support and the Company will therefore have adequate resources to continue in operational existence for the foreseeable future. According, the Company continues to adopt the going concern basis in preparing its financial statements.

1.3 Foreign currency

Transactions in foreign currencies are translated to the Company's functional currencies at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined. Foreign exchange differences arising on translation are recognised in the profit and loss account.

Notes (forming part of the financial statements) (continued)

1 Accounting policies (continued)

1.4 Non-derivative financial instruments

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

Investments in jointly controlled entities, associates and subsidiaries are carried at cost less impairment.

1.5 Intra-group financial instruments

Where the Company enters into financial guarantee contracts to guarantee the indebtedness of other companies within its group, the company considers these to be insurance arrangements and accounts for them as such. In this respect, the company treats the guarantee contract as a contingent liability until such time as it becomes probable that the company will be required to make a payment under the guarantee.

1.6 Taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events 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.

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 or substantively enacted by the balance sheet date. Deferred tax is measured on an undiscounted basis.

A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted.

1.7 Accounting estimates and judgements

The Company prepares its financial statements in accordance with FRS101, which requires management to make judgements, estimates and assumptions which affect the application of the accounting policies, and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. The estimates and assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates change and in any future periods. There is no area within the financial statements that involve a significant degree of judgement or estimation.

Notes (forming part of the financial statements) (continued)

2 Auditors' remuneration

Fees receivable by the Company's auditors and their associates in respect of services to the Company and its associates for the audit of the financial statements, are disclosed on a consolidated basis in the consolidated financial statements of INEOS Industries Limited.

The audit fee for the current period is €16,598. There are no non audit fees in the current period.

3 Directors' remuneration

None of the directors received any remuneration for their services provided during the period.

4 Staff numbers and costs

There were no employees other than the directors of the Company during the period.

5 Interest receivable and similar income

	2021
	€000
Exchange gains	23,952

6 Amounts provided against investment in group undertakings

In the current year the Company provided €816.4 million in relation in an investment in group undertakings where recovery was deemed doubtful.

Notes (forming part of the financial statements) (continued)

7 Tax on profit on ordinary activities

	2021 €000
<i>UK corporation tax</i>	
Current tax expense for the period	4,548

The current tax charge for the period equals the standard rate of corporation tax in the UK 19% explained below:

	2021 €000
Profit on ordinary activities before taxation	5,546
Profit multiplied by the standard rate of tax in the UK of 19%	1,054
Non-taxable income	(151,622)
Non-deductible expenses	155,116
Total current tax expense	4,548

In the 2020 budget it was announced that the corporation tax main rate would remain at 19% for the financial year beginning 1 April 2020, rather than reducing it to 17% from 1 April 2020. The charge to corporation tax and the main rate will also be set at 19% for the financial year beginning 1 April 2021 / 2022 and increase to 25% 1 April 2023. However, in the September 2022 Mini Budget it was announced that the increase to 25% would now not occur and the Corporation Tax Rate would instead be held at 19%.

8 Debtors

	2021 €000
Amounts owed by group undertakings	11,654

Amounts owed by group undertakings are unsecured, have no fixed date of repayment and are repayable on demand.

Notes (forming part of the financial statements) (continued)

9 Creditors: amounts falling due within one year

	2021
	€000
Amounts owed to group undertakings	4,548
Other payables	17
	<u>4,565</u>

Amounts owed to group undertakings are unsecured, attract interest at market rates, have no fixed date of repayment.

10 Creditors: amounts falling due after one year

	2021
	€000
Amounts owed to group undertakings	16,260

Amounts owed to group undertakings are unsecured, attract interest at market rates, have no fixed date of repayment.

11 Called up share capital

	2021
	€000
<i>Allotted and called up</i>	
3 Ordinary shares of €3 each	-

During the period the Company issued 3 ordinary shares to INEOS Industries Limited, this generated €10,388,000 of share premium.

12 Investments

Shares in group undertakings :

	2021
	€000
<i>Cost</i>	
At 22 December 2020	-
Additions	836,960
Impairment	(816,403)
	<u>20,557</u>

During the year the Company acquired a 100% investment in a subsidiary INEOS Industries Newco 2 Limited for €837.0 million, which following a review at the end of the period was impaired by €816.4 million.

13 Parent undertaking and controlling party

As at 31 December 2021 the immediate parent undertaking was INEOS Industries Limited, a company incorporated in England and Wales.

The ultimate parent company at 31 December 2021 was INEOS Limited, a company incorporated in Isle of Man.

INEOS Industries Limited is the parent undertaking of the largest and smallest group of undertakings to consolidate these financial statements. Copies of the financial statements can be obtained from the Company Secretary, INEOS Industries Limited, Hawkslease, Chapel Lane, Lyndhurst, Hampshire, UK, SO43 7FG.

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 Limited.