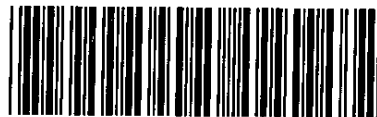


000326/200  
Registered number: FC019485

**GYPSUM CARRIER INC.**

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019**

WEDNESDAY



\*A9F53DIR\*

A19

07/10/2020

#127

COMPANIES HOUSE

**GYPSUM CARRIER INC.**

**COMPANY INFORMATION**

<b>Directors</b>	E A Gretton N Benning-Prince Dr C M Wendt
<b>Company secretary</b>	Dr C M Wendt
<b>UK establishment registered number</b>	FC019485
<b>UK establishment office</b>	Hanson House 14 Castle Hill Maidenhead England SL6 4JJ
<b>Registered office</b>	PH Arifa, 9th and 10th Floors West Boulevard Santa Maria Business District Panama City Republic of Panama
<b>UK branch number</b>	BR3632

**GYPSUM CARRIER INC.**

**CONTENTS**

	Page
<b>Directors' Report</b>	1
<b>Statement of Comprehensive Income</b>	2
<b>Balance Sheet</b>	3
<b>Statement of Changes in Equity</b>	4
<b>Notes to the Financial Statements</b>	5 - 12

## **GYPSUM CARRIER INC.**

### **DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2019**

The Directors present their report and the financial statements for the year ended 31 December 2019.

#### **Principal activity**

The Company is a group investment holding company.

During the year the Company accrued interest on amounts payable to its subsidiary.

#### **Results and dividends**

The loss for the year, after taxation, amounted to £165,000 (2018 - loss £131,000).

The Directors do not recommend payment of a final dividend (2018 - £nil).

#### **Future developments**

The Directors anticipate that the Company will continue as a group investment holding company for the foreseeable future.

The impact of COVID-19 on businesses is changing on a daily basis and the measures being adopted by the Governments could have a significant adverse impact on trade in the foreseeable future. The business is monitoring and managing the impact of this on a frequent basis.

#### **Going concern**

The financial statements have been prepared on a going concern basis as the Company is in a position to meet its obligations as they fall due. The Company has limited activity and has limited cash flows outside of the HeidelbergCement AG ("HCAG") group. The recoverability of its assets is dependent on the financial position of the HCAG group. The Directors believe the carrying value of assets are expected to be fully realised.

The impact of Covid-19 (coronavirus) on global economic development is currently unpredictable, however HCAG has adopted COPE ('Covid-19 Contingency Plan Execution'), which is focussed on cost savings and has significant liquidity headroom as a result of actions already taken during its refinancing strategy. The Directors, having assessed the responses of the management of HCAG to their enquiries, have no reason to believe that a material uncertainty exists that may cast significant doubt on the ability of the HCAG group to continue as a going concern.

On the basis of their assessment of the Company's financial position and relevant enquiries, the Directors have a reasonable expectation that the Company will be able to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

#### **Directors**

The Directors who served during the year were:

E A Gretton  
N Benning-Prince  
Dr C M Wendt

This report was approved by the board on 28 May 2020

and signed on its behalf.



**Dr C M Wendt**  
Director

**GYPSUM CARRIER INC.**

**STATEMENT OF COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 31 DECEMBER 2019**

	<b>Note</b>	<b>2019 £000</b>	<b>2018 £000</b>
Interest payable and expenses	4	(165)	(131)
<b>Loss on ordinary activities before tax</b>		<u>(165)</u>	<u>(131)</u>
Tax on loss on ordinary activities	5	-	-
<b>Loss for the financial year</b>		<u>(165)</u>	<u>(131)</u>
<b>Total comprehensive loss for the year</b>		<u>(165)</u>	<u>(131)</u>

All amounts relate to continuing operations

The notes on pages 5 to 12 form part of these unaudited financial statements.

**GYPSUM CARRIER INC.**  
**REGISTERED NUMBER:FC019485**

**BALANCE SHEET**  
**AS AT 31 DECEMBER 2019**

	<b>Note</b>	<b>2019 £000</b>	<b>2018 £000</b>
<b>Fixed assets</b>			
Investments	6	394	394
<b>Current assets</b>			
Debtors: amounts falling due within one year	7	87,215	87,215
Creditors: amounts falling due within one year	8	(33,841)	(33,676)
<b>Net current assets</b>		<u>53,374</u>	<u>53,539</u>
<b>Net assets</b>		<u><u>53,768</u></u>	<u><u>53,933</u></u>
<b>Capital and reserves</b>			
Called up share capital	9	19,792	19,792
Profit and loss account		33,976	34,141
<b>Shareholders' funds</b>		<u><u>53,768</u></u>	<u><u>53,933</u></u>

The unaudited financial statements were approved and authorised for issue by the board and were signed on its behalf on *28 May 2020*



**N Benning-Prince**  
 Director

The notes on pages 5 to 12 form part of these unaudited financial statements.

**GYPSUM CARRIER INC.**

**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2019**

	<b>Called up share capital £000</b>	<b>Profit and loss account £000</b>	<b>Total equity £000</b>
<b>At 1 January 2018</b>	19,792	34,272	54,064
<b>Comprehensive income for the year</b>			
Loss for the year	-	(131)	(131)
<b>At 1 January 2019</b>	19,792	34,141	53,933
<b>Comprehensive income for the year</b>			
Loss for the year	-	(165)	(165)
<b>At 31 December 2019</b>	19,792	33,976	53,768

The notes on pages 5 to 12 form part of these unaudited financial statements.

## **GYPSUM CARRIER INC.**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019**

#### **1. Accounting policies**

##### **1.1 General information**

*Gypsum Carrier Inc ("the Company") was incorporated in the Republic of Panama on 27 June 1950 and registered as a UK Establishment on 29 October 1996. The UK Branch commenced on 17 June 1996. It is tax resident in the UK. The address of its registered office and principal place of business is disclosed in the Company Information.*

The Company's financial statements are presented in Sterling, which is also the Company's functional currency, and all values are rounded to the nearest thousand pounds (£'000).

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have, unless otherwise stated, been consistently applied to all periods presented.

##### **1.2 Basis of preparation of financial statements**

The Company is not required to prepare audited accounts under Panamanian law. The unaudited financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 101 (FRS101) 'Reduced Disclosure Framework' and section 396 of the Companies Act 2006 applicable to overseas companies. The Company has taken advantage of the modifications and exemptions from disclosure that are set out in the Overseas Companies Regulations 2009.

The Company is itself a subsidiary company and is exempt from the requirement to prepare group accounts by virtue of section 400 of the Companies Act 2006. These financial statements therefore present information about the Company as an individual undertaking and not about its group.

##### **1.3 Financial reporting standard 101 - reduced disclosure exemptions**

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
  - paragraph 79(a)(iv) of IAS 1;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 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 paragraph 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

This information is included in the consolidated financial statements of HeidelbergCement AG as at 31 December 2019 and these financial statements may be obtained from Berliner Strasse 6, D 69120 Heidelberg, Germany.

## **GYPSUM CARRIER INC.**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019**

#### **1. Accounting policies (continued)**

##### **1.4 Going concern**

The accounts have been prepared on a going concern basis as the Company is in a position to meet its obligations as they fall due. The Company has limited activity and has limited cash flows outside of the HeidelbergCement AG ("HCAG") group. The recoverability of its assets is dependent on the financial position of the HCAG group. The Directors believe the carrying value of assets are expected to be fully realised.

The impact of COVID-19 on global economic development is currently unpredictable, however HeidelbergCement AG has adopted COPE ('Covid-19 Contingency Plan Execution'), which is focussed on cost savings and has significant liquidity headroom as a result of actions already taken during its refinancing strategy. The Directors, having assessed the responses of the management of HCAG to their enquiries, have no reason to believe that a material uncertainty exists that may cast significant doubt on the ability of the HCAG group to continue as a going concern.

On the basis of their assessment of the Company's financial position and relevant enquiries, the Directors have a reasonable expectation that the Company will be able to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

##### **1.5 Foreign currency translation**

###### **Functional and presentation currency**

The Company's functional and presentational currency is Sterling.

###### **Transactions and balances**

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Comprehensive Income except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of Comprehensive Income within 'finance income or costs'. All other foreign exchange gains and losses are presented in the Statement of Comprehensive Income within 'other operating income'.

##### **1.6 Current and deferred taxation**

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted by the balance sheet date.

Deferred income tax is recognised on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements, with the following exception:

## **GYPSUM CARRIER INC.**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019**

#### **1. Accounting policies (continued)**

##### **1.6 Current and deferred taxation (continued)**

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

However, for taxable temporary differences associated with investment in subsidiaries, branches and associates, and interests in joint ventures, a deferred tax liability shall be recognised in accordance with IAS 12.39.

Deferred income tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carried forward tax credits or tax losses can be utilised.

Deferred income tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply when the related asset is realised or liability is settled, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date. Deferred income tax assets and liabilities are offset, only if a legally enforcement right exists to set off current tax assets against current tax liabilities, the deferred income taxes relate to the same taxation authority and that authority permits the Company to make a single net payment.

Income tax is charged or credited to other comprehensive income if it relates to items that are charged or credited to other comprehensive income. Similarly, income tax is charged or credited directly to equity if it relates to items that are credited or charged directly to equity. Otherwise income tax is recognised in the Statement of Comprehensive Income.

##### **1.7 Investments**

Investments in subsidiaries are shown at cost less provision for impairment.

##### **1.8 Financial instruments**

###### **Financial assets**

Financial assets are initially measured at fair value plus, in the case of a financial asset not subsequently measured at fair value through profit or loss, transaction costs.

The Company's financial assets include amounts owed by group undertakings.

Financial assets are subsequently measured at amortised cost where they are financial assets held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Amortised cost is calculated using the effective interest method and represents the amount measured at initial recognition less repayments of principal plus the cumulative amortisation using the effective interest method of any difference between the initial amount and the maturity amount, adjusted for any loss allowance.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019**

**1. Accounting policies (continued)**

**1.8 Financial instruments (continued)**

**Impairment of financial assets**

The Company recognises a loss allowance for expected credit losses (ECL) on investments in debt instruments that are measured at amortised cost. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The ECL required for other debt instruments is determined using a three stage model.

- At the initial recognition of the financial asset an expected credit loss provision is recorded for the twelve month period following the reporting date. Any interest revenue is calculated on the gross carrying amount of the financial asset.
- If the credit risk of that financial instrument has increased significantly since initial recognition, a loss allowance for full lifetime expected credit losses is recorded. Any interest revenue is calculated on the gross carrying amount of the financial asset. Should the significant increase in credit risk reverse within subsequent reporting periods then the expected credit losses on the financial instrument revert to being measured based on an amount equal to the twelve month expected credit losses.
- If objective evidence of impairment exists, a loss allowance for full lifetime expected credit losses is recognised. Any interest revenue is calculated on the net carrying amount of the financial asset.

**Financial liabilities**

Financial liabilities are initially measured at fair value and, in the case of loans and borrowing and payables, net of directly attributable transactions costs.

The Company's financial liabilities include amounts owed to group undertakings.

Financial liabilities which are neither contingent consideration of an acquirer in a business combination, held for trading, nor designated as at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. This is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or where appropriate a shorter period, to the amortised cost of a financial liability.

**Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis.

## GYPSUM CARRIER INC.

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

#### 2. Judgments in applying accounting policies and key sources of estimation uncertainty

##### Impairment of investments

The Company reviews investments in subsidiaries for impairment if there are any indications that the carrying values may not be recoverable. The carrying value of the investment is compared to the recoverable amount and where a deficiency exists, an impairment charge is considered by management.

The recoverable amount represents the net assets of the investment at the time of the review or where applicable is represented by an estimate of future cash flows expected to arise from the investment. A suitable discount rate is applied to the future cash flows in order to calculate the present value.

Reversals of impairments are recognised where there is a favourable change in the economic assumptions in the period since the provision was made.

##### Recoverability of amounts owed by group undertakings

The Company reviews the recoverability of amounts owed by group undertakings by reviewing the net assets of the counterparty. If the counterparty has net liabilities a provision is made by management for the amount considered irrecoverable.

#### 3. Staff Costs

The Directors of the Company are also directors of a number of the group's fellow subsidiaries. The Directors received total remuneration of £825,000 (2018 - £722,000), which was paid by various fellow subsidiaries. The Directors do not believe that it is practicable to apportion this amount between their services as Directors of the Company and their services as directors of fellow subsidiary companies.

#### 4. Interest payable

	2019 £000	2018 £000
Interest payable to group undertakings	165	131

#### 5. Taxation

	2019 £000	2018 £000
<b>Current income tax</b>		
Current UK Corporation tax on loss for the year	-	-
<b>Total current tax</b>	-	-

**GYPSUM CARRIER INC.**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019**

**5. Taxation (continued)**

**Factors affecting tax charge for the year**

The tax assessed for the year is higher than (2018 - higher than) the standard rate of corporation tax in the UK of 19% (2018 - 19%). The differences are explained below:

	<b>2019 £000</b>	<b>2018 £000</b>
Loss on ordinary activities before tax	(165)	(131)
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2018 - 19%)	(31)	(25)
<b>Effects of:</b>		
Group relief	(166)	(176)
Transfer pricing adjustments	197	201
<b>Total tax charge for the year</b>	-	-

**Change in corporation tax rate**

As at the balance sheet date, there was an enacted reduction in the main rate of corporation tax from 19% to 17% from 1 April 2020. On 11 March 2020, the Chancellor of the Exchequer announced that the main rate of corporation tax would remain at 19%.

## GYPSUM CARRIER INC.

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

#### 6. Fixed asset investments

	Investment in subsidiary company £000
<b>Cost and Net book value</b>	
At 1 January 2019 and 31 December 2019	394

There is no impairment during the year as net assets exceed or equal the carrying value.

#### Direct subsidiary undertaking

The investment in which the Company directly held any class of share capital is as follows:

Name	Country of incorporation	Class of shares	Holding	Principal activity
Asian Carriers Inc.*	Republic of Panama	Common	100%	Group investment company

#### Indirect subsidiary undertaking

The investment in which the Company indirectly held any class of share capital is as follows:

Name	Country of incorporation	Class of shares	Holding	Principal activity
Mediterranean Carriers, Inc.	Republic of Panama	Common	100%	Dormant

\*Registered as a UK establishment.

The registered office address of Mediterranean Carriers Inc. is 50th Street, Plaza 2000 Building, 16th Floor, Panama City, Republic of Panama.

The registered office address of Asian Carriers Inc. is PH Arifa, 9th and 10th Floors, West Boulevard, Santa Maria Business District, Panama City, Republic of Panama.

#### 7. Debtors

	2019 £000	2018 £000
<b>Due within one year</b>		
Amounts owed by group undertakings	87,215	87,215

Amounts due from group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

## GYPSUM CARRIER INC.

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

#### 8. Creditors: Amounts falling due within one year

	2019 £000	2018 £000
Amounts owed to group undertakings	33,841	33,676

Amounts owed to group undertakings include £23,795,000 (2018: £23,630,000) which accrues interest at 3 month GBP LIBOR less 0.125%, is unsecured and repayable on demand. The remaining balance is unsecured, interest free, has no fixed date of repayment and is repayable on demand.

#### 9. Share capital

	2019 £000	2018 £000
<b>Authorised</b>		
5,000 (2018 - 5,000) common share of no par value	20,617	20,617
<b>Allotted, called up and fully paid</b>		
4,800 (2018 - 4,800) common share of no par value	19,792	19,792

#### 10. Related party transactions

The Company has taken advantage of the exemption under paragraph 8(k) of FRS 101 not to disclose transactions with wholly owned subsidiaries in the group headed by HeidelbergCement AG. Balances outstanding at 31 December with related parties, are as follows:

	2019 £000	2018 £000
Amounts owed by fellow subsidiary undertakings	87,215	87,215
Amounts owed to subsidiary undertakings	(28,380)	(28,215)
Amounts owed to fellow subsidiary undertakings	(5,461)	(5,461)
	53,374	53,539

#### 11. Ultimate parent undertaking and controlling party

The Company's immediate parent undertaking is Hanson International Holdings Limited, a company registered in England and Wales. The Company's ultimate parent undertaking is HeidelbergCement AG, a company registered in Germany. The largest and smallest group in which the results of the Company are consolidated is that headed by HeidelbergCement AG. Copies of the consolidated financial statements of HeidelbergCement AG may be obtained from Berliner Strasse 6, D 69120 Heidelberg, Germany.