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Registered number: FC019485

**GYPSUM CARRIER INC.**

**ANNUAL REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 2021**



**GYPSUM CARRIER INC.**

**COMPANY INFORMATION**

<b>Directors</b>	E A Gretton N Benning-Prince Dr C M Wendt (resigned 15 February 2022) A Quilez Somolinos (appointed 15 February 2022)
<b>Company secretary</b>	Dr C M Wendt (resigned 15 February 2022) A Quilez Somolinos (appointed 15 February 2022)
<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 Republic of Panama
<b>UK branch number</b>	BR3632

**GYPSUM CARRIER INC.**

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## **GYPSUM CARRIER INC.**

### **DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2021**

The Directors present their report and the financial statements for the year ended 31 December 2021.

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

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 £36,000 (2020 - loss £32,000).

The Directors do not recommend payment of a final dividend (2020 - £nil).

#### **Future developments**

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

#### **Going concern**

The Company has limited activity outside of the HeidelbergCement AG ("HCAG") group and therefore its on-going activity is dependent on the operational activity of the HCAG group.

On the basis of their assessment of the Company's financial position and relevant enquiries, the Directors have no reason to believe that a material uncertainty exists that may cast significant doubt on the ability of the Company to continue as a going concern. The Directors have noted that the ultimate parent undertaking, HCAG, has made an assessment on the impact of the Ukraine crisis. Whilst HCAG is not able to make a reliable forecast of the impact as a result of the Ukraine crisis, its financial statements for the year ended 31 December 2021 continue to be prepared on a going concern basis, whilst recognising that there will be volatility in energy markets ahead.

Thus the Directors have a reasonable expectation that the Company will be able to continue in operational existence for the foreseeable future and they continue to adopt the going concern basis of accounting in preparing the financial statements.

#### **Directors**

The Directors who served during the year and up to the date of signing the financial statements were:

E A Gretton

N Benning-Prince

Dr C M Wendt (resigned 15 February 2022)

A Quilez Somolinos (appointed 15 February 2022)

This report was approved by the board on 9 June 2022 and signed on its behalf.



**A Quilez Somolinos**  
Director

**GYPSUM CARRIER INC.**

**STATEMENT OF COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 31 DECEMBER 2021**

	<b>Note</b>	<b>2021 £000</b>	<b>2020 £000</b>
Interest payable and expenses	4	(36)	(32)
<b>Loss before tax on ordinary activities</b>		<u>(36)</u>	<u>(32)</u>
Tax on loss on ordinary activities	5	-	-
<b>Loss for the financial year</b>		<u>(36)</u>	<u>(32)</u>
<b>Total comprehensive expense for the year</b>		<u>(36)</u>	<u>(32)</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 2021**

	Note	2021 £000	2020 £000
<b>Fixed assets</b>			
Investments	6	394	394
<b>Current assets</b>			
Debtors: amounts falling due within one year	7	81,754	81,754
Creditors: amounts falling due within one year	8	(28,448)	(28,412)
<b>Net current assets</b>		53,306	53,342
<b>Net assets</b>		53,700	53,736
<b>Capital and reserves</b>			
Called up share capital	9	19,792	19,792
Profit and loss account		33,908	33,944
<b>Total equity</b>		53,700	53,736

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 9 June 2022.



**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 2021**

	<b>Called up share capital</b>	<b>Profit and loss account</b>	<b>Total equity</b>
	<b>£000</b>	<b>£000</b>	<b>£000</b>
<b>At 1 January 2020</b>	19,792	33,976	53,768
<b>Comprehensive expense for the year</b>			
Loss for the year	-	(32)	(32)
<b>At 1 January 2021</b>	19,792	33,944	53,736
<b>Comprehensive expense for the year</b>			
Loss for the year	-	(36)	(36)
<b>At 31 December 2021</b>	19,792	33,908	53,700

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 2021**

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

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

Gypsum Carrier Inc ("the Company") was incorporated in the Republic of Panama on 23 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 38 of The Overseas Companies Regulations 2009. The Company has elected to prepare its accounts in accordance with section 396 of the Companies Act 2006, as modified by section 38 of The Overseas Companies Regulations 2009.

The Company is itself a subsidiary company and is exempt from the requirement to prepare group financial statements by virtue of Section 402 of the Companies Act 2006, as modified by section 38 of The Overseas Companies Regulations 2009. 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 2021 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 2021**

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

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

The Company has limited activity outside of the HeidelbergCement AG ("HCAG") group and therefore its on-going activity is dependent on the operational activity of the HCAG group.

On the basis of their assessment of the Company's financial position and relevant enquiries, the Directors have no reason to believe that a material uncertainty exists that may cast significant doubt on the ability of the Company to continue as a going concern. The Directors have noted that the ultimate parent undertaking, HCAG, has made an assessment on the impact of the Ukraine crisis. Whilst HCAG is not able to make a reliable forecast of the impact as a result of the Ukraine crisis, its financial statements for the year ended 31 December 2021 continue to be prepared on a going concern basis, whilst recognising that there will be volatility in energy markets ahead.

Thus the Directors have a reasonable expectation that the Company will be able to continue in operational existence for the foreseeable future and they continue to adopt the going concern basis of accounting in preparing the financial statements.

##### **1.5 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 comprise 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.

###### **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.

## **GYPSUM CARRIER INC.**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021**

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

##### **1.5 Financial instruments (continued)**

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 comprise 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, to realise the assets and settle the liabilities simultaneously.

##### **1.6 Investments**

Investments in subsidiaries are held at historical cost less provision for impairment.

##### **1.7 Current tax**

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.

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.

## **GYPSUM CARRIER INC.**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021**

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

##### **1.8 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 profit or loss 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 profit or loss within 'other operating income'.

#### **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 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.

## GYPSUM CARRIER INC.

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

#### 3. Staff Costs

The average monthly number of employees, including the Directors, during the year was nil (2020 - nil).

The Directors of the Company are also directors of a number of the group's fellow subsidiaries. The Directors received total remuneration of £778,000 (2020 - £797,000), 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

	2021 £000	2020 £000
Interest payable to group undertakings	36	32

#### 5. Taxation

	2021 £000	2020 £000
<b>Current tax</b>		
Current UK Corporation tax on loss for the year	-	-
<b>Total current tax</b>	-	-

#### Factors affecting tax charge for the year

The tax assessed for the year is higher than (2020 - higher than) the standard rate of corporation tax in the UK of 19% (2020 - 19%). The differences are explained below:

	2021 £000	2020 £000
Loss on ordinary activities before tax	(36)	(32)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2020 - 19%)	(7)	(6)
<b>Effects of:</b>		
Group relief	(67)	(104)
Transfer pricing adjustments	74	110
<b>Total tax charge for the year</b>	-	-

#### Change in corporation tax rate

The main rate of corporation tax increases from 19% to 25% on 1 April 2023.

## GYPSUM CARRIER INC.

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

#### 6. Fixed asset investments

	Investment in subsidiary company £000
<b>Cost and Net book value</b>	
At 1 January 2021 and 31 December 2021	394

##### 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, Republic of Panama.

#### 7. Debtors

	2021 £000	2020 £000
<b>Due within one year</b>		
Amounts owed by group undertakings	81,754	81,754

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 2021**

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

	2021 £000	2020 £000
Amounts owed to group undertakings	28,448	28,412

Following the financial crisis, the reform and replacement of benchmark interest rates such as GBP LIBOR and other inter-bank offered rates ('IBORs') has become a priority for global regulators. Included within amounts owed by group undertakings is an amount of £23,863,000 (2020: £23,827,000) which is unsecured, repayable on demand and accrues interest at 3 month GBP LIBOR less 0.125% which is yet to transition to SONIA (Sterling Overnight Index Average). SONIA replaced GBP LIBOR on 1 January 2022. There are key differences between GBP LIBOR and SONIA. GBP LIBOR is a 'term rate', which means that it is published for a borrowing period (such as three months or six months) and is 'forward looking', because it is published at the beginning of the borrowing period. SONIA is a 'backward-looking' rate, based on overnight rates from actual transactions, and it is published at the end of the overnight borrowing period. Furthermore, LIBOR includes a credit spread over the risk-free rate, which SONIA currently does not. To transition existing contracts and agreements that reference GBP LIBOR to SONIA, adjustments for term differences and credit differences will need to be applied to SONIA, to enable the two benchmark rates to be economically equivalent on transition.

The replacement of LIBOR is not expected to materially impact the financial statements of the entity when adopted in 2022. No other changes to the terms of the floating-rate instruments are anticipated.

The remaining balance is unsecured, interest free, has no fixed date of repayment and is repayable on demand.

**9. Share capital**

	2021 £000	2020 £000
<b>Authorised</b>		
5,000 (2020 - 5,000) common shares of no par value	20,617	20,617
<b>Allotted, called up and fully paid</b>		
4,800 (2020 - 4,800) common shares 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:

	2021 £000	2020 £000
Amounts owed by indirect parent undertakings	81,754	81,754
Amounts owed to direct subsidiary undertaking	(28,448)	(28,412)
	53,306	53,342

**GYPSUM CARRIER INC.**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2021**

**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.