

OS AA01

Statement of details of parent law and other information for an overseas company



Companies House

643822/20

☒ **What this form is for**
You may use this form to
accompany your accounts
disclosed under parent law.

☐ **What this form is for**
You cannot use this form for
an alteration of manner
with accounting requirements.

SATURDAY



A19 06/01/2018 #79
COMPANIES HOUSE

Part 1 Corporate company name

Corporate name of
overseas company ①

ICI Theta B.V.

UK establishment
number

B R 0 0 6 2 1 8

→ Filling in this form

Please complete in typescript or in
bold black capitals.

All fields are mandatory unless
specified or indicated by *

① This is the name of the company in
its home state.

Part 2 Statement of details of parent law and other information for an overseas company

A1 Legislation

Please give the legislation under which the accounts have been prepared and,
if applicable, the legislation under which the accounts have been audited.

Legislation ②

IFRS, FRS 101 and Companies Act 2006

② This means the relevant rules or
legislation which regulates the
preparation and, if applicable, the
audit of accounts.

A2 Accounting principles

Accounts

Have the accounts been prepared in accordance with a set of generally accepted
accounting principles?

Please tick the appropriate box.

☒ **No. Go to Section A3.**

☐ **Yes. Please enter the name of the organisation or other
body which issued those principles below, and then go to Section A3.**

③ Please insert the name of the
appropriate accounting organisation
or body.

Name of organisation
or body ③

A3 Accounts

Accounts

Have the accounts been audited? Please tick the appropriate box.

☒ **No. Go to Section A5.**

☐ **Yes. Go to Section A4.**

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A4 Audited accounts	
Audited accounts	Have the accounts been audited in accordance with a set of generally accepted auditing standards? Please tick the appropriate box. ☐ No. Go to Part 3 'Signature'. ☐ Yes. Please enter the name of the organisation or other body which issued those standards below, and then go to Part 3 'Signature'.
Name of organisation or body ^①	^① Please insert the name of the appropriate accounting organisation or body.
A5 Unaudited accounts	
Unaudited accounts	Is the company required to have its accounts audited? Please tick the appropriate box. ☒ No. ☐ Yes.
Part 3 Signature	
Signature	I am signing this form on behalf of the overseas company. Signature X <i>Legal Shee</i> X This form may be signed by: Director, Secretary, Permanent representative.

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name	The Company Secretary
Company name	C/o Akzo Nobel UK Ltd
Address	The AkzoNobel Building
Wexham Road	
Post town	Slough
County/Region	Berkshire
Postcode	S L 2 5 D S
Country	England
DX	
Telephone	



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and, if appropriate, the registered number, match the information held on the public Register.
- ☐ You have completed all sections of the form, if appropriate.
- ☐ You have signed the form.



Important information

Please note that all this information will appear on the public record.



Where to send

You may return this form to any Companies House address:

England and Wales:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

ICI Theta B.V.

Annual Report and Financial Statements

31 December 2016

Registered number 24171758

Company number FC023430

Branch number BR006218



A19

06/01/2018
COMPANIES HOUSE

#85

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Directors' Report

The directors present the Directors' Report and the unaudited financial statements for the year ended 31 December 2016.

Principal Activities

The Company acts as a holding company.

Business Review

The Company made a profit after tax of £42,186,000 (2015: £25,229,000) during the financial year and has net assets of £1,577,529,000 (2015: £1,535,343,000) as at 31 December 2016.

Post Balance Sheet Event

On 12th December 2016, the Company agreed to its 100% wholly-owned subsidiary Akzo Nobel (Asia Pacific) Pte Ltd being amalgamated into Akzo Nobel Paints (Singapore) Private Limited, with effect from 1 January 2017.

On amalgamation of the two companies, ICI Omicron B.V., shareholder of Akzo Nobel Paints (Singapore) Private Limited (the surviving entity) agreed to compensate the Company for the cancellation of the shares of Akzo Nobel (Asia Pacific) Pte Ltd.

Strategic Report

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006 and exempt from preparing a Strategic Report.

Dividend

The directors do not recommend the payment of a dividend (2015: £nil).

Directors

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

F. O'Shea
S. Ray
M. Smalley

Political donations

The Company made no political contributions during the current or previous financial year.

Financial Risk Management

Financial risk includes price risk, credit risk, liquidity risk and cash flow risk. These are addressed and managed at a group level as disclosed in the AkzoNobel Report 2016, pages 47 to 53 and may be obtained from Velperweg 76, PO Box 9300, 6800 SB Arnhem, The Netherlands.

An overall risk management program seeks to identify, assess and if necessary, mitigate these financial risks in order to minimise potential adverse effects on financial performance.

Future developments

The directors are of the opinion that the Company is in a position to continue its principal activities during 2017.

Directors' Report *(continued)*

Statement of directors' responsibilities in respect of the financial statements

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 prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", 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;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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.

In the case of each director in office at the date the Directors' Report is approved:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

By order of the Board



M. Smalley
Director

The AkzoNobel Building
Wexham Road
Slough
SL2 5DS

28 November 2017

Statement of Comprehensive Income
for the year ended 31 December 2016

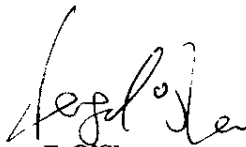
	<i>Note</i>	2016 £000	2015 £000
Interest receivable and similar income	5	52,732	31,723
Profit before taxation		52,732	31,723
Tax on profit	6	(10,546)	(6,424)
Profit for the financial year		42,186	25,299
Total comprehensive income for the year		42,186	25,299

Balance sheet
at 31 December 2016

		2016 €000	2015 €000
Fixed assets			
Investments	7	3,894	3,894
Current assets			
Debtors	8	1,599,913	1,547,181
Creditors: amounts falling due within one year	9	(26,278)	(15,732)
Net current assets		1,573,635	1,531,449
Net assets		1,577,529	1,535,343
Capital and reserves			
Called up share capital	10	1,072,697	1,072,697
Share premium account		180,312	180,312
Retained earnings		324,520	282,334
Total shareholder's funds		1,577,529	1,535,343

The notes on pages 6 to 11 are an integral part of these financial statements.

These financial statements on pages 3 to 11 were authorised for issue by the board of directors on 28 November 2017 and were signed on its behalf by:


F. O'Shea
Director


M. Smalley
Director

Statement of Changes in Equity
for the year ended 31 December 2016

	Called up share capital £000	Share Premium account £000	Retained earnings £000	Total equity £000
Balance at 1 January 2015	1,072,697	180,312	257,035	1,510,044
Profit for the financial year	-	-	25,299	25,299
Total comprehensive income for the year	-	-	25,299	25,299
Balance at 31 December 2015	1,072,697	180,312	282,334	1,535,343

	Called up share capital £000	Share Premium account £000	Retained earnings £000	Total equity £000
Balance at 1 January 2016	1,072,697	180,312	282,334	1,535,343
Profit for the financial year	-	-	42,186	42,186
Total comprehensive income for the year	-	-	42,186	42,186
Balance at 31 December 2016	1,072,697	180,312	324,520	1,577,529

Notes to the financial statements

1. General information

ICI Theta B.V. (the “Company”) is a private company limited by shares and is incorporated in the Netherlands and is a UK tax resident. The Company registration number is 24171758 and the registered office address is The AkzoNobel Building, Wexham Road, Slough, United Kingdom, SL2 5DS.

2. Accounting policies

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

2.1 Basis of preparation

These financial statements were prepared in accordance with the Companies Act 2006 and Financial Reporting Standard 101 Reduced Disclosure Framework (“FRS 101”) under historical cost convention in pounds sterling. The amendments to FRS 101 (2013/14 Cycle) issued in July 2014 and effective immediately have been applied.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU (“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.

The financial statements are prepared on the historical cost basis.

The Company’s ultimate parent undertaking, Akzo Nobel N.V includes the Company in its consolidated financial statements. The consolidated financial statements of Akzo Nobel N.V are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from Velperweg 76, PO Box 9300, 6800 SB Arnhem, The Netherlands.

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

- Statement of Compliance with IFRS;
- Cash Flow Statement and related notes;
- Comparative period reconciliations for share capital;
- Disclosures in respect of transactions entered into between two or more members of a group;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs;
- Disclosures in respect of the compensation of Key Management Personnel.

As the consolidated financial statements of Akzo Nobel N.V. include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

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

In accordance with Section 414B of The Companies Act 2006 (Strategic Report and Directors’ Report) Regulations 2013, the Company is exempt from preparing a Strategic Report.

Notes to the financial statements *(continued)*

2.2 *Going concern*

The directors have made the necessary enquiries and assessed the Company's financial position and have a reasonable expectation that the Company has adequate resources to continue operating for the foreseeable future. The directors therefore, continue to adopt the going concern basis of accounting in preparing the annual financial statements.

2.3 *New standards, amendments and IFRIC interpretations*

No new accounting standards, or amendments to accounting standards, or IFRIC interpretations that are effective for the year ended 31 December 2016, have had a material impact on the Company.

2.4 *Foreign currencies*

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.

2.5 *Debtors*

Amounts receivable are amounts due from group companies for services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Amounts receivable are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

2.6 *Creditors*

Amounts payable are amounts due to group companies for services that have been acquired in the ordinary course of business.

2.7 *Interest receivable and similar income*

Interest receivable and similar income comprises interest on amounts owed by group undertakings calculated using the effective interest method, net exchange movements on amounts owed by group undertakings and movements in fair value of related derivative financial instruments.

2.8 *Investments in subsidiaries and associated undertakings*

Investments in subsidiaries, associates and joint ventures are held at cost less accumulated impairment losses. Investments are annually reviewed and considered for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable.

Notes to the financial statements *(continued)*

2.9 Current and deferred tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in shareholders' funds. In this case, the tax is also recognised in other comprehensive income or directly in shareholders' funds, respectively.

The current tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill; or arise from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

3. Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

3.1 Critical accounting estimates and assumptions

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(a) Impairment of debtors

The Company makes an estimate of the recoverable value of trade and other debtors. When assessing impairment of trade and other receivables, management considers factors including the credit rating of the receivable, the ageing profile of receivables and historical experience.

4. Directors and employees

No individuals were employed by the Company during either year. The directors received no remuneration for their services to the Company in either year. The present directors are employed by, and receive remuneration for services from, a wholly owned subsidiary of the ultimate parent company.

Notes to the financial statements *(continued)*

5 Interest receivable and similar income

	2016 £000	2015 £000
Receivable from group undertaking	52,732	31,723

6 Tax on profit

Recognised in the statement of comprehensive income

Analysis of charge in year	2016 £000	2015 £000
<i>UK corporation tax</i>		
Current tax charge for the year	(10,546)	(6,424)
Total tax expense	(10,546)	(6,424)

Reconciliation of effective tax rate

	2016 £000	2015 £000
Profit before taxation	52,732	31,723
Tax using the UK corporation tax rate of 20% (2015: 20.25 %)	(10,546)	(6,424)
Total tax expense	(10,546)	(6,424)

Factors that may affect future current and total tax charges

In the Autumn 2012 Budget Statement a corporation tax rate change was announced reducing the rate from 23% to 21% effective 1 April 2014 and in the Budget of March 2013 this 21% rate was further reduced to 20% effective from 1 April 2015. These changes were substantively enacted on 2 July 2013 and therefore the effective current tax rate applicable during 2015 was 20.25% and the rate applicable during 2016 was 20%.

In the Summer 2015 Budget Statement a corporation tax rate change was announced reducing the rate from 20% to 19% effective 1 April 2017, with a further reduction to 18% effective 1 April 2020. Both of these changes were substantively enacted on 26 October 2015.

In the March 2016 Budget Statement a corporation tax rate change was announced reducing the rate from 18% to 17% effective 1 April 2020. This change was substantively enacted at the balance sheet date and is applied to any deferred tax balances of the Company.

Notes to the financial statements *(continued)*

7 Investments

	Shares in group undertakings
	£000
Cost	
At beginning and end of year	3,894
Provisions	
At beginning and end of year	-
Net book value	
At 31 December 2016	3,894
At 31 December 2015	3,894

The principal companies, in which the Company's interest at the year end is more than 20%, are as follows:

Subsidiary undertakings	Country of Incorporation	Class of shares held	Ownership	
			2016	2015
Akzo Nobel Paints (Asia Pacific) Pte Ltd	Singapore	Ordinary	100%	100%

Subsidiary undertakings	Registered Office Address	Limited by shares or guarantee	Registration number	Public or private
Akzo Nobel Paints (Asia Pacific) Pte Ltd	AkzoNobel House, 3 Changi Business Park Vista #05-01, 486051 Singapore	Shares	199506268M	Private

In the opinion of the Directors, the value of the investments in the subsidiary undertakings is not less than the amount at which they are stated in the balance sheet.

Post Balance Sheet Event

On 12th December 2016, the Company agreed to its 100% wholly-owned subsidiary Akzo Nobel (Asia Pacific) Pte Ltd being amalgamated into Akzo Nobel Paints (Singapore) Private Limited, with effect from 1 January 2017.

On amalgamation of the two companies, ICI Omicron B.V., shareholder of Akzo Nobel Paints (Singapore) Private Limited, (the surviving entity) agreed to compensate the Company for the cancellation of the shares of Akzo Nobel (Asia Pacific) Pte Ltd.

Notes to the financial statements (*continued*)

8 Debtors

	2016 £000	2015 £000
Amounts owed by group undertakings	1,599,913	1,547,181

Amounts owed by group undertakings included an intercompany loan of £1,519,849,315 (2015: £1,526,416,962). The loan matures on 15 August 2025. Interest was fixed at 3.5%. This amount includes the principal of £1,500,000,000 (2015: £1,500,000,000) plus unpaid interest of £19,849,315 (2015: £26,416,962).

Amounts owed by group undertakings include a balance of £80,063,701 (2015: £20,764,460) that is repayable on demand. Interest is charged monthly based on 1 month LIBOR plus a spread of -10 basis points

9 Creditors: amounts falling due within one year

	2016 £000	2015 £000
Group relief	(26,278)	(15,732)

Equivalent consideration will be paid to fellow group companies to settle group relief balances.

10 Called up share capital

	2016 £000	2015 £000
<i>Authorised</i> 12,000,000 (2015: 12,000,000) ordinary shares of NLG 700 each	2,329,095	2,329,095
<i>Allotted, called up and fully paid</i> 5,526,767 (2015: 5,526,767) ordinary shares of NLG 700 each	1,072,697	1,072,697

All share capital is classified as shareholder's funds.

11 Ultimate parent company and parent undertaking of larger group of which the Company is a member

The Company is a wholly owned subsidiary company of Ergon Investments International Limited, a company incorporated in England and Wales.

The only group in which the results of the Company are consolidated is that headed by the ultimate parent company, Akzo Nobel N.V., incorporated in the Netherlands.

Copies of the Akzo Nobel N.V. Annual Report and Financial Statements are available to the public and may be obtained from Velperweg 76, PO Box 9300, 6800 SB Arnhem, The Netherlands.