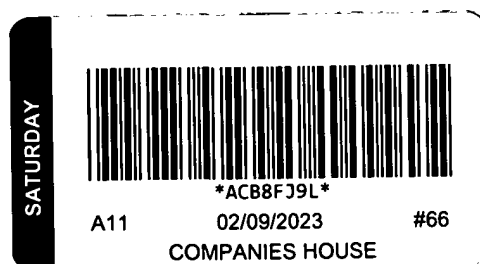


Registered number: SC003848

LINDUSTRIES LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022



LINDUSTRIES LIMITED

COMPANY INFORMATION

Directors	N Benning-Prince R C Dowley E A Gretton A Quilez Somolinos
Company secretary	W F Rogers
Registered number	SC003848
Registered office	4th Floor Saltire Court 20 Castle Terrace Edinburgh EH1 2EN

LINDUSTRIES LIMITED

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LINDUSTRIES LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

The Directors present their report and the financial statements for the year ended 31 December 2022.

Principal activity

The Company is a group investment holding company. It did not trade during the current or prior year and, therefore, the financial statements comprise the Balance Sheet and related notes only.

Going concern

The Company has limited activity outside of the Heidelberg Materials AG (formerly HeidelbergCement AG) group and therefore its on-going activity is dependent on the operational activity of the Heidelberg Materials AG 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, Heidelberg Materials AG, has made an assessment of identifiable risks on their global business activities, including the on-going impact of the Ukraine crisis, the volatility in energy and raw materials markets, inflationary pressures, rising interest rates and the overarching impact these factors have on construction and consumer markets, and continues to operate on a going concern basis.

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:

N Benning-Prince
R C Dowley
E A Gretton
A Quilez Somolinos

Directors' indemnity

Heidelberg Materials AG has indemnified, by means of directors' and officers' liability insurance, one or more Directors of the Company against liability in respect of proceedings brought by third parties, subject to the conditions set out in section 234 of the Companies Act. Such qualifying third party indemnity provision was in force during the year and is in force as at the date of approving the Directors' Report.

The articles of association also provide for the Directors to be indemnified by the Company subject to the provisions of the Companies Act.

This report was approved by the board on 24 August 2023 and signed on its behalf.



W F Rogers
Secretary

LINDUSTRIES LIMITED
REGISTERED NUMBER: SC003848

BALANCE SHEET
AS AT 31 DECEMBER 2022

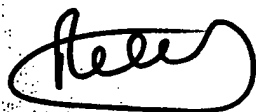
	Note	2022 £000	2021 £000
Fixed assets			
Investments	3	504	504
Current assets			
Debtors: amounts falling due within one year	4	45,810	45,810
Creditors: amounts falling due within one year	5	(1,783)	(1,783)
Net current assets		<u>44,027</u>	<u>44,027</u>
Net assets		<u><u>44,531</u></u>	<u><u>44,531</u></u>
Capital and reserves			
Called up share capital	6	6,952	6,952
Share premium account		4,674	4,674
Profit and loss account		32,905	32,905
Total equity		<u><u>44,531</u></u>	<u><u>44,531</u></u>

For the year ended 31 December 2022 the Company was entitled to exemption from audit under section 480 of the Companies Act 2006.

Members have not required the Company to obtain an audit for the year in question in accordance with section 476 of the Companies Act 2006.

The Directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 24 August 2023.



R C Dowley
Director

The notes on pages 3 to 7 form part of these financial statements.

LINDUSTRIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

1. General information

Lindustries Limited ("the Company") is a limited company incorporated and domiciled in the United Kingdom. The address of its registered office and principal place of business is disclosed in the Company Information.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102 (FRS102), the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and the Companies Act 2006.

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.

The Company is itself a subsidiary company and is exempt from the requirement to prepare group financial statements by virtue of section 401 of the Companies Act 2006. These financial statements therefore present information about the Company as an individual undertaking and not about its group.

The Company is part of the Heidelberg Materials AG group and is included in the consolidated financial statements of Heidelberg Materials AG. The Company therefore qualifies for the reduced disclosures for subsidiaries under FRS 102 including the exemption to present a cash flow statement. The Company is also exempt under Section 33.1A of FRS 102 from disclosing related party transactions with wholly owned subsidiaries of Heidelberg Materials AG.

2.2 Going concern

The Company has limited activity outside of the Heidelberg Materials AG group and therefore its on-going activity is dependent on the operational activity of the Heidelberg Materials AG 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, Heidelberg Materials AG, has made an assessment of identifiable risks on their global business activities, including the on-going impact of the Ukraine crisis, the volatility in energy and raw materials markets, inflationary pressures, rising interest rates and the overarching impact these factors have on construction and consumer markets, and continues to operate on a going concern basis.

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.

2.3 Investments

Investments held as fixed assets are shown at cost less provision for impairment.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

2. Accounting policies (continued)

2.4 Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities and loans to related parties.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of Comprehensive Income.

Financial assets and liabilities are offset and the net amount reported in the Balance Sheet when there is an enforceable legal right to set off and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

2.5 Classification of shares as debt or equity

An equity instrument is a contract that evidences a residual interest in the assets of an entity after deducting all its liabilities. Accordingly, a financial instrument is treated as equity if:

(i) there is no contractual obligation to deliver cash or other financial assets or to exchange financial assets or liabilities on terms that may be unfavourable; and

(ii) the instrument is a non-derivative that contains no contractual obligations to deliver a variable number of shares or is a derivative that will be settled only by the Company exchanging a fixed amount of cash or other assets for a fixed number of the Company's own equity instruments.

The proceeds of an issue are allocated to shareholders' equity, net of transaction costs. The carrying amount of equity is not re-measured in subsequent years.

When shares are issued that create a financial liability of the Company they are presented as a liability in the balance sheet; measured initially at fair value net of transaction costs and thereafter at amortised cost until extinguished on conversion or redemption. The corresponding dividends relating to the liability component are charged as interest expense in the Statement of Comprehensive Income.

The Company's 5% cumulative preference shares and 6% preferred ordinary shares have been accounted for as equity (see note 6).

LINDUSTRIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

3. Fixed asset investments

	Investments in subsidiary companies £000
Cost	
At 1 January 2022 and 31 December 2022	1,392
	<hr/>
Impairment	
At 1 January 2022 and 31 December 2022	888
	<hr/>
Net book value	
At 31 December 2022	504
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At 31 December 2021	504
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There is no impairment during the year as net assets exceed or equal the carrying values.

Subsidiary undertakings

The investments in which the Company held any class of share capital are as follows:

Name	Country of incorporation	Class of shares	Holding	Principal activity
Delmorgal Limited	England and Wales	Ordinary	100%	Group finance company
Imperial Seafoods Limited	England and Wales	Ordinary	100%	Group finance company
Imperial Foods Holdings Limited	England and Wales	Ordinary	100%	Group finance company
Industrial Del Fresno SA	Mexico	Ordinary	76%	Dormant
Lindustries (D) Limited	England and Wales	Ordinary	100%	Dormant

The registered office of Delmorgal Limited, Imperial Seafoods Limited and Imperial Foods Holdings Limited was Hanson House, 14 Castle Hill, Maidenhead, SL6 4JJ.

After the year end the registered office of Delmorgal Limited, Imperial Seafoods Limited and Imperial Foods Holdings Limited moved to Second Floor, Arena Court, Crown Lane, Maidenhead, Berkshire, SL6 8QZ.

The registered office of Industrial Del Fresno SA is Callejon de San Antonio, San Miguel de Allende, 37700 Mexico.

The registered office of Lindustries (D) Limited is 1 Grosvenor Place, London, SW1X 7JH.

LINDUSTRIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

4. Debtors

	2022 £000	2021 £000
Due within one year		
Amounts owed by group undertakings	45,810	45,810

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

5. Creditors: Amounts falling due within one year

	2022 £000	2021 £000
Amounts owed to group undertakings	1,783	1,783

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

6. Share capital

	2022 £000	2021 £000
Allotted, called up and fully paid		
19,007,032 (2021 - 19,007,032) ordinary shares of £0.25 each	4,752	4,752
1,100,000 (2021 - 1,100,000) 5% cumulative preference shares of £1.00 each	1,100	1,100
1,100,000 (2021 - 1,100,000) 6% preferred ordinary shares of £1.00 each	1,100	1,100
	6,952	6,952

The Directors have considered the accounting treatment of the 5% cumulative preference shares and the 6% preferred ordinary shares in relation to FRS102 Section 22: Liabilities and Equity, and are of the opinion that these shares are in substance equity instruments and are accordingly disclosed as share capital in the balance sheet.

No dividends were paid on any class of shares during the year (2021 - £nil).

Holders of the cumulative preference shares have a priority entitlement to a fixed cumulative dividend of 5% per annum and, on a winding up, to receive repayment of all amounts paid up plus all dividend arrears accrued. Four votes per share are currently attributable to these shares and the circumstances in which these voting rights apply are set out in the Company's articles of association.

LINDUSTRIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

6. Share capital (continued)

Holders of the preferred ordinary shares are entitled to a fixed dividend of 6% per annum and, on a winding up, to receive a capital repayment, but only once the cumulative preference shareholders have received their full entitlement. Four votes per share are currently attributable to these shares and the circumstances in which these voting rights apply are set out in the Company's articles of association.

The ordinary shareholders are entitled to one vote per share. Holders of the ordinary shares are only entitled to receive their dividend and capital rights once the holders of the cumulative preference and preferred ordinary shareholders have received their entitlements.

7. Related party transactions

The Company has taken advantage of the exemption under paragraph 33.1A of FRS102 not to disclose transactions with wholly owned subsidiaries in the group headed by Heidelberg Materials AG. Balances outstanding at 31 December with related parties, are as follows:

	2022 £000	2021 £000
Amounts owed by indirect parent undertaking	45,810	45,810
Amounts owed to direct subsidiary undertakings	(1,783)	(1,783)
	<u>44,027</u>	<u>44,027</u>

8. Ultimate parent undertaking and controlling party

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