

# **Johnson Matthey America Holdings Limited**

## **Directors' Report and Accounts**

**For the year ended 31 March 2009**

Registered number: 3642634



# Johnson Matthey America Holdings Limited

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# Johnson Matthey America Holdings Limited

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## Directors' report

The directors present their report and audited accounts for the year ended 31 March 2009.

### Principal activity, business review and future developments

The company was the holding company for certain investments of the Johnson Matthey group in the USA. On 30 November 2007 it sold these investments to Johnson Matthey Investments Limited. The company did not trade in the period. On 15 October 2009 the company completed a reduction in paid up share capital from £4,163 to £10, and share premium from £251,620,679 to £nil, through the assignment of the company's loan receivable balance to its shareholders. An application to strike off the company will be made in due course.

### Results and dividends

The company's profit for the year ended 31 March 2009 is £9,503,000 (2008 £6,048,000). The profit and loss account is set out on page 3.

On 30 January 2009 the directors recommended the payment of a final dividend for the year ended 31 March 2008 of £28,363,000 which was paid on 30 January 2009. The directors do not recommend the payment of a final dividend for the year ended 31 March 2009. However, an interim dividend of £10,004,000 for the year ending 31 March 2010 was paid on 8 September 2009.

### Directors

The directors who served during the year were J N Sheldrick, D W Morgan and I B C Huddart.

On 1 July 2009 I B C Huddart resigned and S P Robinson and S Farrant were appointed. On 21 July 2009 D W Morgan resigned. On 7 September 2009 J N Sheldrick resigned and R J MacLeod was appointed.

### Directors' indemnity

The ultimate parent company, Johnson Matthey Plc, has granted an indemnity in favour of the directors under a Deed Poll, the provisions of which were in force during the year ended 31 March 2009 and remain in force at the date of this report.

### Disclosure of information to auditors

So far as each person currently serving as a director of the company at the date this report is approved is aware, there is no relevant audit information of which the company's auditors are unaware and each director hereby confirms that he has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

### Responsibility of the directors for the preparation of the directors' report and the accounts

The directors are responsible for preparing the directors' report and the accounts in accordance with applicable law and regulations.

Company law requires the directors to prepare accounts for each financial year. Under that law the directors have elected to prepare the accounts in accordance with UK accounting standards. The accounts are required to give a true and fair view of the state of affairs of the company and of the profit or loss for that period. In preparing those accounts the directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the accounts; and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the accounts comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

By order of the board

  
S Robinson  
Director

7 December 2009

## Independent auditors' report

to the members of Johnson Matthey America Holdings Limited

We have audited the accounts of Johnson Matthey America Holdings Limited for the year ended 31 March 2009 which comprise the profit and loss account, the balance sheet, the statement of total recognised gains and losses and the related notes. These accounts have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. 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.

### Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the accounts in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities on page 1.

Our responsibility is to audit the accounts in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the accounts give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the accounts.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

### Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the accounts. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the accounts, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the accounts are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the accounts.

### Opinion

In our opinion:

- the accounts give a true and fair view, in accordance with UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 March 2009 and of its profit for the year then ended;
- the accounts have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the accounts.

*KPMG Audit Plc*

*7 December 2009*

**KPMG Audit Plc**  
Chartered Accountants  
Registered Auditor  
8 Salisbury Square  
London EC4Y 8BB

# Johnson Matthey America Holdings Limited

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## Profit and loss account

For the year ended 31 March 2009

	Notes	2009 £'000	2008 £'000
Net gain on foreign exchange		-	739
<b>Operating profit</b>		-	739
Interest receivable from ultimate parent company		12,125	7,902
<b>Profit on ordinary activities before taxation</b>	1	12,125	8,641
Taxation	2	(2,622)	(2,593)
<b>Profit for the year</b>	5	9,503	6,048

All amounts relate to continuing activities.

## Statement of total recognised gains and losses

For the year ended 31 March 2009

	2009 £'000	2008 £'000
Profit for the year	9,503	6,048
Net exchange gain on borrowings to finance equity investments	-	4,199
Exchange losses arising on equity investments	-	(4,199)
Revaluation surplus transferred to retained earnings	-	5,260
<b>Total recognised gains and losses relating to the year</b>	9,503	11,308

## Note of historical cost profits and losses

For the year ended 31 March 2009

	2009 £'000	2008 £'000
Reported profit on ordinary activities before taxation	12,125	8,641
Realisation of investment revaluation gains of previous years	-	5,260
<b>Historical cost profit on ordinary activities before taxation</b>	12,125	13,901
<b>Historical cost profit for the year after taxation</b>	9,503	11,308

The accompanying notes are an integral part of the accounts.

# Johnson Matthey America Holdings Limited

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## Balance sheet

As at 31 March 2009

	Notes	2009 £'000	2008 £'000
<b>Current assets</b>			
Debtors: amounts owed by ultimate parent company		263,750	282,581
<b>Creditors: amounts falling due within one year</b>			
Amounts owed to other group companies		(2,622)	-
Current corporation tax		-	(2,593)
<b>Net current assets</b>		<b>261,128</b>	<b>279,988</b>
<b>Net assets</b>		<b>261,128</b>	<b>279,988</b>
<b>Capital and reserves</b>			
Called up share capital	4	4	4
Share premium account	5	251,621	251,621
Profit and loss account	5	9,503	28,363
<b>Shareholders' funds</b>	6	<b>261,128</b>	<b>279,988</b>

The accounts were approved by the Board on 7 December 2009 and signed on its behalf by:



**R MacLeod**  
*Director*

Company registration number: 3642634

The accompanying notes are an integral part of the accounts.

## **Accounting policies**

**For the year ended 31 March 2009**

### **Accounting convention**

The accounts are prepared in accordance with applicable accounting standards under the historical cost convention.

### **Basis of preparation**

The company has taken advantage of the exemption from preparing consolidated accounts afforded by section 228 of the Companies Act 1985 because it is a wholly owned subsidiary of Johnson Matthey Plc which prepares consolidated accounts that are publicly available (note 8). Accordingly, these accounts present information about the company as an individual undertaking and not about its group.

The company is also on this basis exempt from the requirement of Financial Reporting Standard (FRS) 1 (Revised) – “Cash Flow Statements” to present a cash flow statement.

The going concern basis is no longer applicable as the shareholders had by the end of the year formed their intention to have the company struck off the Register of Companies. The accounts at the end of the year reflect the expected liquidation values of assets and liabilities.

### **Taxation**

Corporation tax payable is provided on taxable profits at the current rate.

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## Notes to the accounts

For the year ended 31 March 2009

### 1. Profit on ordinary activities before taxation

The directors are remunerated by the ultimate parent company. No remuneration (2008 £ nil) was paid to the directors in respect of services to this company. During the year no director (2008 three) exercised share options in the ultimate parent company and all of the directors (2008 three) received shares under the ultimate parent company long term incentive plan.

Audit fees are borne by the ultimate parent company.

### 2. Taxation

	2009 £'000	2008 £'000
<b>Analysis of tax charge in the year</b>		
<b>Current tax</b>		
UK corporation tax on profits for the year	2,622	2,593
<b>Total taxation</b>	<b>2,622</b>	<b>2,593</b>
<b>Factors affecting tax charge for the year</b>		
Profit on ordinary activities before taxation	12,125	8,641
Taxation charge at UK corporation tax rate of 28% (2008 30%)	3,395	2,593
Effects of:		
Losses claimed from Johnson Matthey Fuel Cells Limited, paid for at 62.5% of the value	(773)	-
<b>Current tax charge for the year</b>	<b>2,622</b>	<b>2,593</b>

The tax payable for the year has been reduced by £2,622,000 because of group relief received from fellow subsidiaries for which a payment of £2,622,000 will be made during the year ending 31 March 2010.

No provision for deferred tax is required.

### 3. Dividends

	2009 £'000	2008 £'000
2007/08 Final ordinary dividend	28,363	-

The directors recommend the payment of an interim ordinary dividend of £10,004,000 for the year ending 31 March 2010 is to be paid on 8 September 2009.

### 4. Called up share capital

	Authorised Number	£'000	Allotted, called up and fully paid Number	£'000
<b>Ordinary shares of £1 each</b>				
At the beginning and end of year	10,000	10	4,163	4



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## Notes to the accounts

For the year ended 31 March 2009

### 5. Reserves

	Share premium account £'000	Profit and loss account £'000
At beginning of year	251,621	28,363
Profit for the year	-	9,503
Dividend (note 3)	-	(28,363)
<b>At end of year</b>	<b>251,621</b>	<b>9,503</b>

### 6. Movement in shareholders' funds

	2009 £'000	2008 £'000
Profit for the year	9,503	6,048
Net exchange gain on borrowings to finance equity investments	-	4,199
Exchange losses arising on equity investments	-	(4,199)
Dividend (note 3)	(28,363)	-
Movement in shareholders funds	(18,860)	6,048
Opening shareholders' funds	279,988	273,940
Closing shareholders' funds	261,128	279,988

### 7. Related party transactions

As the company is a wholly owned subsidiary of Johnson Matthey Plc, the company has taken advantage of the exemption contained in Financial Reporting Standard (FRS) 8 "Related Party Disclosures" and has therefore not disclosed transactions or balances with entities which form part of the Johnson Matthey group.

There were no other related party transactions during the year.

### 8. Ultimate parent company

The company's immediate parent company is Matthey Finance Limited. Its ultimate parent company is Johnson Matthey Plc. The consolidated accounts of Johnson Matthey Plc are available to the public and may be obtained from 40-42 Hatton Garden, London EC1N 8EE.

### 9. Post balance sheet events

On 15 October 2009 the company completed a reduction in paid up share capital from £4,163 to £10, and share premium from £251,620,679 to £nil, through the assignment of the company's loan receivable balance to its shareholders. An application to strike off the company will be made in due course.