

OS AA01

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



Companies House

02932/40.

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

☒ What this form is NOT for
You cannot use this form to
an alteration of manner of
with accounting requirements

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COMPANIES HOUSE

FC 30868

Part 1 Corporate company name

Corporate name of
overseas company ①

Pilkington International Holdings B V

UK establishment
number

B R 0 1 5 9 3 0

→ 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

Dutch Civil Code, Title 9, Book 2

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

Dutch Civil Code, Title 9, Book 2



A3 Accounts

Accounts

Have the accounts been audited? Please tick the appropriate box

☒ No Go to Section A5

☐ Yes Go to Section A4

OS AA01

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A4

Audited accounts

Audited accounts	<p>Have the accounts been audited in accordance with a set of generally accepted auditing standards?</p> <p>Please tick the appropriate box</p> <p><input type="checkbox"/> No Go to Part 3 'Signature'</p> <p><input type="checkbox"/> Yes Please enter the name of the organisation or other body which issued those standards below, and then go to Part 3 'Signature'</p>	<p>① Please insert the name of the appropriate accounting organisation or body</p>
Name of organisation or body ①		


A5

Unaudited accounts

Unaudited accounts	<p>Is the company required to have its accounts audited?</p> <p>Please tick the appropriate box</p> <p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes</p>	
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Part 3

Signature

	<p>I am signing this form on behalf of the overseas company</p>	
Signature	<p>Signature</p> <p>X  X</p>	
	<p>This form may be signed by Director, Secretary, Permanent representative</p>	

OS AA01

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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 Carolyn Jones

Company name c/o Pilkington Group Limited

Address European Technical Centre

Hall Lane

Lathom

Post town Nr Ormskirk

County/Region Lancashire

Postcode L 4 0 5 U F

Country England

DX

Telephone 01744 693108



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

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Page 1

**Annual report and accounts for
the year ended March 31, 2013**

Pilkington International Holdings B.V.

Amsterdam

Contents

1	Directors' report	3
2	Annual accounts	4
2 1	Balance sheet as at March 31, 2013 (after proposed appropriation of results)	5
2 2	Profit and loss account for the year ended March 31, 2013	6
2 3	Notes to the annual accounts	7
3	Other information	12
3 1	Profit appropriation according to articles of association	13
3 2	Proposed profit appropriation	13
3 3	Financial instruments	13

1 Directors' report

Directors' report – March 31, 2013

The company has operated in the year as a holding company in accordance with the Articles of Association and the wishes of the shareholder

1. Result for the year

The net result for the year amounted to a loss of EUR 37,485,215 75 against a profit of EUR 1,029,866,557 21 for the previous year. This loss mainly resulted from dividends received from the company's investments amounting to EUR 56,245,946 71 against EUR 122,672,782 91 in the previous year. In addition, the company realised an exceptional loss of EUR 93,601,739 17, arising on the difference between book value and market value of various investments disposed of in the period. Last year, there was an extraordinary net profit of EUR 909,497k due to the disposal of subsidiaries

2. Movements in investments and other developments

Following recent changes in Japanese tax law, an exercise was undertaken during the year to simplify the corporate structure of the NSG Group. Details of the changes affecting Pilkington International Holdings BV are shown in note 2 3 3

3. Appropriation of profit

The directors propose to add the current year's loss amounting to EUR 37,485,215 75 to distributable reserves


This appropriation of profit has been incorporated within the annual accounts in adherence of the approval of the shareholders in General Meeting.

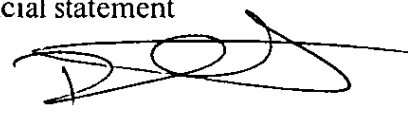
4. Future prospects

There are no current plans for further investments or disposals

The Directors are satisfied with the performance of the business and they continue to adopt the going concern basis of accounting in preparing the annual financial statement


R. Hales
Director


J A Massa
Director


I M Smith
Director

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Page 4

2 Annual accounts

2.1 Balance sheet as at March 31, 2013 (after proposed appropriation of results)

Assets

(in thousands of euros)

	<u>2012</u>	<u>2013</u>
Financial fixed assets		
Investments in subsidiary companies	2,107,177	1,521,491
Investments in associated companies	21,817	21,817
Trade investments	28,105	28,105
	<u>2,157,099</u>	<u>1,571,413</u>
Current assets		
Receivables from affiliated companies	19,913	44
Other receivables (incl. fixed assets)	34	12
Taxes and social security premiums	778	225
Financial receivables	9,148	0
Cash and bank balances	26	76
	<u>29,899</u>	<u>356</u>
Total assets	<u>2,186,998</u>	<u>1,571,770</u>

Shareholders' equity and liabilities

(in thousands of euros)

	<u>2012</u>	<u>2013</u>
Shareholders' equity		
Issued capital	139,820	139,820
Additional paid-in capital	943,421	943,421
Dividend paid	-	(577,647)
Retained earnings	1,103,603	1,066,117
	<u>2,186,844</u>	<u>1,571,711</u>
Current liabilities		
Taxes and social security premiums	5	5
Other payables	1	7
Accrued expenses	148	47
	<u>154</u>	<u>59</u>
Total shareholders' equity and liabilities	<u>2,186,998</u>	<u>1,571,770</u>

2.2 Profit and loss account for the year ended March 31, 2013

(in thousands of euros)	<u>2012</u>	<u>2013</u>
Dividend income from investments		
Subsidiary companies	122,673	56,246
Associated companies	-	-
	<u>122,673</u>	<u>56,246</u>
Expenses		
General expenses	(464)	(154)
Exchange profits / (losses)	(1,648)	1
Interest income / (expenses)	<u>(302)</u>	<u>8</u>
Result from ordinary activities before taxation	120,259	56,101
Taxation		
Corporate income tax	355	15
Other taxes	<u>(150)</u>	<u>-</u>
Result from ordinary activities after taxation	120,464	56,116
Extraordinary items		
Extraordinary redundancy	(93)	-
Loss from sales of subsidiaries	-	(93,602)
Profit from sales of subsidiaries	966,101	-
Loss from sales of subsidiaries (Austria, Denmark)	<u>(56,604)</u>	<u>-</u>
Net result	<u>1,029,868</u>	<u>(37,486)</u>

2.3 Notes to the annual accounts

2.3.1 General

The company is a wholly-owned subsidiary of NSG UK Enterprises Limited, a 100% owned subsidiary within Nippon Sheet Glass Co., Limited, Japan. The financial information of Pilkington International Holdings B.V. is included in the consolidated annual accounts of the NSG UK Enterprises Limited Group. The activity of the company is principally that of a holding company. These annual accounts have been prepared in accordance with the Dutch Civil Code, Title 9, Book 2.

The company has used the exemption available under Article 408 of the Dutch Civil Code, Title 9, Book 2, and accordingly, consolidated financial information is not presented in the notes to these annual accounts. The consolidated annual accounts of NSG UK Enterprises Limited Group are filed with the Trade Register in Amsterdam.

2.3.2 Statement on accounting policies

Financial fixed assets

- Subsidiary companies are those investments in which the company holds more than 50% of the voting rights
- Associated companies are those investments in which the company has a long-term investment with voting rights between 20% and 50% and normally with Board representation
- Trade investments are investments in which the company owns less than 20% of the capital and voting rights or investments in which the company owns between 20% and 50% of the voting rights, but which are not accounted for as an associated company
- Financial fixed assets are valued at the lower of cost or market value based on the total of financial fixed assets. The cost of investments acquired from the parent company is principally based on
 - Net asset values at March 31, 1980 using Pilkington Group accounting policies
 - Actual cost to the parent company if acquired after March 31, 1980.
 - Market value where available

Basis of valuation

Unless otherwise stated, assets and liabilities are carried at the amounts at which they were originally acquired or incurred

Foreign currencies

Accounts receivable or payable denominated in foreign currencies are translated at rates of exchange ruling at the year-end. Differences arising on exchange are taken to income. Foreign exchange results on long-term loans which are used to finance subsidiary companies are taken directly to shareholder's equity. This policy reflects the long-term investment nature of the loans involved.

Recognition of income

Dividends are recorded as income in the accounting period when they are actually received. Foreign currency amounts are translated into Euros at dividend declaration date. Exchange differences between date of declaration and date of actual receipt are charged to exchange profits/(losses) in the profit and loss account.

2.3.3 Investments in subsidiary companies

The movement during the year in the company's investments in subsidiary companies was as follows. This reflects transactions undertaken by the company as part of an exercise to simplify the NSG Group.

(in thousands of euro's)	<u>2012</u>	<u>2013</u>
At April 1	328,440	2,107,177
Investments at cost		
Acquisition of investments at cost resulting from the merger with Pilkington International Finance BV on 31 August 2011	1	-
Acquisition of investments at cost resulting from the merger with Pilkington Nederland (No 1) BV on 31 August 2011	366	-
Acquisition of investments at cost resulting from the merger with Pilkington Nederland (No 2) BV on 31 August 2011	38,897	-
Acquisition of investments at cost resulting from the merger with Pilkington Nederland (No 3) BV on 1 September 2011	585,315	-
Acquisition of investments at cost resulting from the merger with Pilkington Germany Holding BV on 10 February 2012	249,821	-
Investment in preference shares issued by Pilkington Group Ltd	1,541,671	24,709
Capital contributions	4,008	-
Divestment of subsidiary companies	(575,571)	
Divestment of subsidiary companies See note (c)	-	(24,709)
Divestment of subsidiary companies	(19)	-
Divestment of subsidiary companies	(65,752)	-
Divestment of Pilkington Investments (No 1) - see note (b)	-	(585,315)
Divestment of Pilkington Investments (No 2) - see note (b)	-	(366)
Divestment of Pilkington Glass Slovakia Spol s r o -see note (a)	-	(5)
At March 31	<u>2,107,177</u>	<u>1,521,491</u>

During the year, the following events took place

- (a) On 30 April 2012, the company transferred its investment in the following companies to Pilkington Group Limited, in return for cash: Pilkington Glass Slovakia Spol s r o
- (b) On 18 March 2013, the company transferred its investment in the following companies to Pilkington Group Limited, in return for cash: Pilkington Investments (No 1) Company, Pilkington Investments (No 2) Company
- (c) On 31 March 2013, the company transferred its investment in the following companies to Pilkington Group Limited, in return for preference shares: Pilkington Chile Holding Limitada and Inversion Float Chile Limitada

2.3.4 Investments in associated companies

The movements during the year were as follows

(in thousands of euros)	2012	2013
At April 1	-	21,817
Acquisition of investments at cost resulting from the merger with Pilkington Nederland (No 2) BV on 31 August 2011	21,817	-
At March 31	21,817	21,817

2.3.5 Trade investments

The movements during the year were as follows

(in thousands of euros)	2012	2013
At April 1	28,105	28,105
At March 31	28,105	28,105

Following the transactions described at 2 3 3, 2 3 4 and 2 3 5, Pilkington International Holdings BV holds investments in the following subsidiaries at 31 March 2013

Name of Company	Country of Registration	% equity and voting rights hld
Subsidiary companies		
Pilkington Special Glass Shanghai Limited	China	100,00
Pilkington Solar (Taicang) Limited	China	100,00
Pilkington China Glass Special Glass Limited	China	100,00
Pilkington Distribution and Sales LLC *	Russia	100,00
Sesosbras Servicos e Comercio Ltda	Brazil	100,00
Pilkington Group Limited (<i>Preference shares</i>)	United Kingdom	100,00
Joint Ventures/Associated companies		
Holding Concorde SA(A)	Colombia	49,00
Vidrio Andino SA, Columbia	Columbia	3,10
Pilkington Automotive Romania S A	Romania	0,40
Vimexico S A de CV	Mexico	8,20
Pilkington Czech spol S r o	Czech Republic	0 01
Trade investments		
Shanghai Yaohua Pilkington Glass Co Ltd	China	19,41
Continental Float Glass Ltd	India	5,00
Vitro Global SA	Switzerland	20,96
Taiwan Autoglas Ind Corporation	Taiwan	10,00

* Pilkington Distribution and Sales LLC was liquidated on 27 May 2013

2 3 6 Shareholders' equity

The movements during the year were as follows

(in thousands of euros)	Issued capital	Additional paid-in capital	Retained Earnings	Total
At March 31, 2012	139,820	943,421	1,103,603	2,186,844
Net result 2012/2013	-	-	(37,486)	(37,486)
Dividend paid	-	-	(577,647)	(577,647)
At March 31, 2013	139,820	943,421	488,470	1,571,711

2 3 7 Directors

The company has no supervisory directors. Directors' remuneration, included in general expenses during the year, amounted to NIL (2011/12: EUR NIL)

2 3 8 Employee information

The average number of employees during the year was 0 (2011/12: 2)

Personnel expenses during the year included in general expenses amount to EUR 56,367 (2011/12: EUR 236,061)

The total social charges included therein amount to EUR 1,093 (2011/12: EUR 5,217). Also included is EUR 403 (2011/12: EUR 45,641) as pension costs.

2 3 9 Interest income / (expenses)

Interest income / (expenses) from group companies was EUR 8,853 (2011/12: EUR (302,000))

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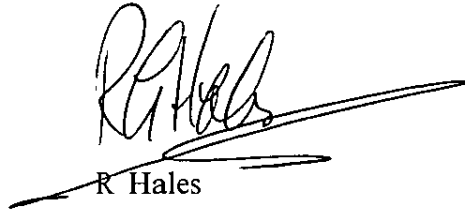
Page 12

Lathom - UK, 31 January, 2014

Board of Directors,



I M Smith



R Hales



J A Massa

3 Other information

3.1 Profit appropriation according to articles of association

Loss for the year is at the disposal of the shareholders in general meeting

The directors may propose interim dividends at any time, provided the level of retained earnings so permits

3.2 Proposed profit appropriation

The directors propose to deduct the result of the current year from distributable reserves

This proposal has already been included in the annual accounts in adherence of the approval of the shareholders in General Meeting

3.3 Financial instruments

Financial risk management

The Company is exposed to changes in currency exchange rates, and uses financial instruments in connection with its risk management activities where felt necessary