## **Tessenderlo Fine Chemicals Limited**

Directors' report and financial statements
Registered number 646784
31 December 2006

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Tessenderlo Fine Chemicals Limited Directors' report and financial statements 31 December 2006

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## **Company Information**

#### **Directors**

JM Groenen

BDG Stockhem

DL Van Deynse

AM Van Walleghem

DJ Poynton (resigned on 30 June 2007)

JMA Vandendriessch (appointed on 1 July 2007)

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#### Secretary

AM Van Walleghem

#### Auditors

KPMG LLP

8 Princes Parade

Liverpool

L3 1QH

#### Registered office

Macclesfield Road

Leek

Staffordshire

ST13 8LD

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### Directors' report

The directors present their directors' report and financial statements for the year ended 31 December 2006

#### Principal activities

The principal activity of the company during the year was the processing of chemicals

#### Results and dividends

The profit and loss account and balance sheet, together with appropriate notes, are set out on pages 8 to 21 No interim dividends have been paid (2005 £nil) and the Directors do not propose a final dividend (2005 £nil)

#### **Business review**

The business continued to develop its portfolio of blue chip customers in 2006, with continued emphasis on world-class quality and service

This strategy progressed well with both sales volumes and values increasing compared to 2005. However the strength of the US Dollar (to which the business is exposed), increasing competition in the market place, high energy cost in the first half of the year and adverse price movements on some key raw materials has continued to put pressure on margins. The business has had more success in passing on raw material price rises to customers in 2006.

The business implemented a cost reduction and reorganisation programme called 'Target 2007' towards the end of 2006. This program has resulted in a reorganisation of the management team and has led to a reduction of 9 people from the site. Cost reductions have been targeted in a number of areas across the site. The program delivered encouraging early results but the impact was too late in the year to materially affect the result. As a consequence the business reported a loss in 2006.

At the time of disclosure the cost savings were well ahead of target

For 2008 the principal risks to the business are any potential shortages of supply for key Raw Materials and foreign exchange risks

The Company's key performance indicators are,

	2006	2005
Volume (t's)	27,944	27,127
Value (£000's)	31,840	30,271
Av Sales Price	£1,139	£1,116
Av People	94	94

#### Post balance sheet event

Subsequent to the year end it has been announced that the UK corporation tax rate will decrease from 30% to 28% effective from 1 April 2008 This will reduce the deferred tax asset in future periods

#### Research and development

The Company advanced its research and development activities primarily in the areas of process and product development. The costs of these activities during the year amounted to £272,448 (2005 £395,008)

#### Directors' report (continued)

#### Directors

The directors who held office during the year were as follows

JM Groenen

BDG Stockhem

DL Van Devnse

AM Van Walleghem

DJ Poynton (resigned on 30 June 2007)

There are no directors' interests requiring disclosure under the Companies Act 1985

#### Employment of disabled persons

Where individuals become disabled whilst in the company's employment, every reasonable effort is made to provide opportunity for continued employment within the potential aptitude and ability of the person concerned, and to provide such facilities, including any appropriate training, as may be necessary for that purpose. In dealing with applications for employment and training, career development and promotion of existing employees, efforts are made to ensure that a disabled individual's potential aptitude and ability are considered both without prejudice and as constructively as possible in relation to the opportunities available

#### Employee involvement

A system of departmental and works consultative committees exists at the Leek site Periodically, the company provides information regarding the financial and economic factors affecting its performance

#### Donations

Charitable donations of £nil were paid in the year (2005 £nil) No political donations were made in the year (2005 £nil)

#### Payment of suppliers

The company has a general policy to pay suppliers in accordance with the contract terms agreed with them or, in the absence of such contract terms, in accordance with the company's own standard terms of trading, provided circumstances permit this and that the supplier is also complying with all relevant terms and conditions. Trade creditors at 31 December 2006 were equivalent to 46 days purchases (2005 45 days)

#### Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information

## Directors' report (continued)

#### Auditors

KPMG LLP were re-appointed as auditors during the year and in accordance with section 384 of the Companies Act 1985, a resolution for the reappointment of KPMG LLP as auditors of the company is to be proposed at the forthcoming Annual General Meeting

By order of the board

VANDENDAIESS CHE

Drector

## Statement of directors' responsibilities in respect of the Directors' Report and the financial statements

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

The financial statements are required by law to 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 these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, 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 proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that its financial statements 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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.



## KPMG LLP

8 Princes Parade Liverpool L3 1QH United Kingdom

## Independent auditors' report to the members of Tessenderlo Fine Chemicals Limited

We have audited the financial statements of Tessenderlo Fine Chemicals Limited for the year ended 31 December 2006 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Total Recognised Gains and Losses and the related notes These financial statements 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 financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities on 5

Our responsibility is to audit the financial statements 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 financial statements 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 financial statements.

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 financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, 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 financial statements 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 financial statements.

## Independent auditors' report to the members of Tessenderlo Fine Chemicals Limited (continued)

#### **Opinion**

#### In our opinion

- the financial statements 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 December 2006 and of its loss for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985,
- the information given in the Directors' Report is consistent with the financial statements

KPMG LLP

Chartered Accountants Registered Auditor

Klah Lil

23rd April 2008

## Profit and loss account

for the year ended 31 December 2006

	Note	2006 £000	2005 £000
Turnover Cost of sales	1	31,840 (29,203)	30,271 (28,003)
Gross profit Administrative expenses Selling and distribution expenses		2,637 (1,492) (1,505)	2,268 (1,419) (1,355)
Operating loss Other finance income Interest payable and similar expense	2 3 4	(360) 46 (255)	(506) 12 (240)
Loss on ordinary activities before taxation Taxation on loss on ordinary activities	5	(569) (118)	(734) 127
Loss for the financial year	15	(687)	(607)

All activities of the company are continuing

## Balance sheet at 31 December 2006

Tangible assets 8 12,142 13,27  Current assets Stocks 9 2,391 1,96 Debtors 10 5,835 5,97 Cash at bank and in hand 10 1 (6,303) (6,52  Creditors amounts falling due within one year 11 (6,303) (6,52  Net current assets 1,933 1,43  Total assets less current habilities 14,308 15,05  Creditors, amounts falling due after more than one 12 year (5,000) (4,99  Provisions for habilities and charges 13 (110) (14  Net assets excluding pension hability 9,198 9,91  Pension asset/(hability) 18 207 (43  Net assets including pension hability 9,405 9,47  Capital and reserves Called up share capital 14 9,799 9,799 Capital Redemption Reserve 15 1,087 1,087		Note	2006 £000	2005 £000
Current assets   Stocks   9   2,391   1,96     Debtors   10   5,835   5,97     Cash at bank and in hand   10   1     Creditors amounts falling due within one year   1/	Intangible assets			349 13,271
Stocks   9   2,391   1,96     Debtors   10   5,835   5,97     Cash at bank and in hand   10   1     Creditors amounts falling due within one year   11   (6,303)   (6,52     Net current assets   1,933   1,43     Total assets less current liabilities   14,308   15,05     Creditors, amounts falling due after more than one year   12     year   (5,000)   (4,99     Provisions for liabilities and charges   13   (110)   (14     Net assets excluding pension liability   9,198   9,91     Pension asset/(liability)   18   207   (43     Net assets including pension liability   9,405   9,47     Capital and reserves   Called up share capital   14   9,799   9,79     Capital Redemption Reserve   15   1,087   1,088	Commont accets		12,375	13,620
Creditors amounts falling due within one year11(6,303)(6,52)Net current assets1,9331,43Total assets less current liabilities14,30815,05Creditors, amounts falling due after more than one year12(5,000)(4,99)Provisions for liabilities and charges13(110)(14Net assets excluding pension liability9,1989,91Pension asset/(hability)18207(43)Net assets including pension liability9,4059,47Capital and reserves Called up share capital Capital Redemption Reserve149,7999,79Capital Redemption Reserve151,0871,087	Stocks Debtors		5,835	1,966 5,975 15
Total assets less current liabilities 14,308 15,05  Creditors, amounts falling due after more than one year (5,000) (4,99)  Provisions for liabilities and charges 13 (110) (14  Net assets excluding pension liability 9,198 9,91  Pension asset/(liability) 18 207 (43)  Net assets including pension liability 9,405 9,47  Capital and reserves Called up share capital 14 9,799 9,79  Capital Redemption Reserve 15 1,087 1,088	Creditors amounts falling due within one year	11		7,956 (6,521)
Creditors, amounts falling due after more than one year (5,000) (4,99)  Provisions for liabilities and charges 13 (110) (14)  Net assets excluding pension liability 9,198 9,91  Pension asset/(liability) 18 207 (43)  Net assets including pension liability 9,405 9,47  Capital and reserves Called up share capital 14 9,799 9,79  Capital Redemption Reserve 15 1,087	Net current assets		1,933	1,435
year (5,000) (4,99) Provisions for liabilities and charges 13 (110) (14) Net assets excluding pension liability 9,198 9,91 Pension asset/(liability) 18 207 (43) Net assets including pension liability 9,405 9,47  Capital and reserves Called up share capital 14 9,799 9,79 Capital Redemption Reserve 15 1,087 1,087	Total assets less current liabilities		14,308	15,055
Net assets excluding pension liability  Pension asset/(liability)  18  207  (43  Net assets including pension liability  9,405  9,47  Capital and reserves  Called up share capital  14  9,799  9,79  Capital Redemption Reserve  15  1,087  1,087		12	(5,000)	(4,998)
Pension asset/(liability)  Net assets including pension liability  Capital and reserves Called up share capital Capital Redemption Reserve  15  18  207  (43  9,405  9,47  1,087  1,087	Provisions for liabilities and charges	13	(110)	(147)
Net assets including pension liability  Capital and reserves Called up share capital Capital Redemption Reserve 15 1,087 1,087	Net assets excluding pension liability		9,198	9,910
Capital and reserves       9,799       9,799         Called up share capital       14       9,799       9,799         Capital Redemption Reserve       15       1,087       1,087	Pension asset/(liability)	18	207	(438)
Called up share capital         14         9,799         9,79           Capital Redemption Reserve         15         1,087         1,087	Net assets including pension liability		9,405	9,472
	Called up share capital Capital Redemption Reserve	15	1,087	9,799 1,087 (1,414)
Shareholders' funds 9,405 9,47	Shareholders' funds		9,405	9,472

These financial statements were approved by the board of directors on signed on its behalf by

VALDENDRIESSCHE

Director

# Statement of total recognised gains and losses for the year ended 31 December 2006

	2006 £000	2005 £000
	£000	
Loss for the financial year	(687)	(607)
Actuarial gain/(loss) recognised in the pension scheme	855	307
Deferred tax on actuarial gain/(loss) in pension scheme	(235)	(92)
Total recognised gains and losses relating to the financial year	(67)	(392)

#### **Notes**

(forming part of the financial statements)

#### 1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements

#### Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules

#### Foreign currencies

Transactions denominated in foreign currencies occurring during the course of the year are translated into sterling at the exchange rates prevailing at the dates of those transactions

Foreign currency assets and liabilities have been translated into sterling at the market rates at the balance sheet date. All translation differences are dealt with through the profit and loss account

#### Goodwill

The net assets of business acquired are incorporated in the financial statements at their fair values after making appropriate adjustments to reflect the alignment of accounting policies where the accounting policies of acquired businesses would otherwise be inconsistent with those of the Company Goodwill on acquisition, being the excess of the fair value of consideration paid over the fair value of the net assets acquired, is capitalised in the balance sheet and amortised over its useful life, which is generally estimated to be 10 years. Goodwill balances are reviewed annually for impairment based on the net present value of expected future cash flows arising from the purchased trade and assets.

#### Tangible fixed assets and depreciation

Tangible fixed assets are stated at historical cost, less accumulated depreciation. Depreciation is calculated on a straight line basis so as to write-off the cost of the various assets over the period of their expected useful economic lives, as follows

Freehold buildings - 10 - 20 years

Plant and machinery, fixtures and fittings,

and tools and equipment - 5 - 15 years

No depreciation is provided on freehold land or capital work in progress

The carrying values of tangible fixed assets are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable

#### Stock valuation

Stocks are stated at the lower of cost and net realisable value. Overheads are absorbed into the cost of finished goods and work in progress based on product specific production costs

#### Research and development

Research and development expenditure is written off in the year in which it is incurred

#### Operating leases

Operating lease rentals are charged against profits as incurred over the lease term

#### 1 Accounting policies (continued)

#### Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax, with the following exceptions

- Provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposals of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold,
- Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

#### Post-retirement benefits

The company operates a pension scheme providing benefits based on final pensionable pay. The assets of the scheme are held separately from those of the Company

Pension scheme assets are measured using market values. Pension scheme liabilities are measured using a projected unit method and discounted at the current rate of return on a high quality corporate bond of equivalent term and currency to the liability.

The pension scheme surplus (to the extent that it is recoverable) or deficit is recognised in full. The movement in the scheme surplus/deficit is split between operating charges, finance items and, in the statement of total recognised gains and losses, actuarial gains and losses.

#### Cash flow statement

Under Financial Reporting Standard 1 (revised 1996) the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own publishes consolidated financial statements

#### 1 Accounting policies (continued)

#### Related party transactions

As a wholly owned subsidiary, the company has taken advantage of the exemption afforded by Financial Reporting Standard 8 not to disclose related party transactions with other members of the Tessenderlo Chemie NV group No director during the period has been materially interested in any contract with the company

#### Turnover

Turnover represents amounts invoiced to third parties and other Tessenderlo group companies, net of value added tax, arising from the sale of chemicals and related products

#### 2 Operating loss

Operating loss is stated after charging/(crediting) the following amounts:	2006 £000	2005 £000
Operating lease rentals – plant and machinery Goodwill amortisation Depreciation on owned assets	111 116 1,610	125 117 1,367
Auditors' remuneration - audit services - other services relating to taxation Research and development expenditure	28 7 272	16 3 395
Research and development expenditure		
3 Other finance income		
	2006 £000	2005 £000
Expected return on pension scheme assets Interest on pension scheme liabilities	324 (278)	256 (244)
	46	12
4 Interest payable		
	2006 £000	2005 £000
Interest payable to group undertaking Cost of forward contracts and currency options	360 88	272
Foreign exchange gain	(193)	(32)
	255	240

## 5 Taxation on loss on ordinary activities

3 Taxation on loss on ordinary activities		
	2006 £000	2005 £000
UK Corporation tax:		
UK Corporation tax charge/(credit) on loss for the year	363	253
Adjustment in respect of prior years	(10)	399
Total current tax	353	652
UK deferred tax		
Origination and reversal of timing differences	(235)	(375)
Adjustment in respect of prior years	-	(404)
Total deferred tax (note 13)	(235)	(779)
Tax charge/(credit) on loss on ordinary activities	118	(127)
The tax assessed for the period is lower than the standard rate of corporation tax in the lare explained below	JK of 30%	The differences
	2006 £000	The differences  2005 £000
	2006	2005
Loss on ordinary activities before tax	2006 £000 (569)	2005 £000 (734)
are explained below	2006 £000	2005 £000
Loss on ordinary activities before tax  Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 30%  Effects of  Expenses not deductible for tax purposes	2006 £000 (569)	2005 £000 (734) ————————————————————————————————————
Loss on ordinary activities before tax  Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 30%  Effects of  Expenses not deductible for tax purposes  Depreciation in excess of capital allowances	2006 £000 (569) ————————————————————————————————————	2005 £000 (734) ————————————————————————————————————
Loss on ordinary activities before tax  Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 30%  Effects of  Expenses not deductible for tax purposes  Depreciation in excess of capital allowances  Adjustment in respect of prior periods	2006 £000 (569) ————————————————————————————————————	2005 £000 (734) ————————————————————————————————————
Loss on ordinary activities before tax  Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 30%  Effects of  Expenses not deductible for tax purposes  Depreciation in excess of capital allowances	2006 £000 (569) ————————————————————————————————————	2005 £000 (734) ————————————————————————————————————

#### 6 Directors and employee information

	2006 £000	2005 £000
Staff costs		
Wages and salaries	2,354	2,791
Social security costs	253	239
Other pension costs (note 18)	413	412
	<del></del>	<del></del>
	3,020	3,442

The average monthly number of persons employed by the company during the year was

	2006 Number	2005 Number
By activity Production Selling and distribution Administration	66 13 15	66 13 15
	94	94
	<del></del>	

Directors' emoluments in the year amounted to £119,803 (2005 £133,002) One director is a member of the company's defined benefit pension scheme (2005 one)

#### 7 Intangible fixed assets

	Goodwill £000
Cost At 1 January and 31 December 2006	1,167
Amortisation At 1 January 2005 Charge for the year	818 116
At 31 December 2006	934
Net book value at 31 December 2006	233
Net book value at 31 December 2005	349

#### 8 Tangible fixed assets

	Freehold land and buildings	Plant and machinery	Fixtures, fittings, tools and equipment	Capital work in progress	Total
	£000	£000	£000	£000	000£
Cost	2000	2000	2000		
At beginning of year	1,184	16,603	2,275	407	20,469
Additions	· -	, <u>-</u>	-	481	481
Reclassifications	-	707	33	(740)	-
At end of year	1,184	17,310	2,308	148	20,950
Depreciation			<u> </u>		
At beginning of year	137	5,318	1,743	•	7,198
Charge for the year	15	1,440	155	-	1,610
At end of year	152	6,758	1,898	•	8,808
Net book value					
At 31 December 2006	1,032	10,552	410	148	12,142
At 31 December 2005	1,047	11,285	532	407	13,271
			<del></del>		

Included within freehold land and buildings is land amounting to £500,000 (2004 £500,000) which is not depreciated

#### 9 Stocks

	2006 £000	2005 £000
Raw materials and consumables	713	730
Work in progress	205	146
Finished goods and goods for resale	1,473	1,090
	2,391	1,966
10 Debtors		
	2006	2005
	£000	£000
Trade debtors	4,924	5,354
Amounts owed by group undertakings	225	142
Prepayments and accrued income	152	83
Other taxation and social security	446	396
Deferred tax asset	88	-
	5,835	5,975

11 Creditors: amounts falling due within one year			
		2006	2005
		£000	£000
Trade creditors		3,769	2,819
Amounts owed to group undertakings		1,739	2,680
Other taxation and social security		573	214
Other creditors and accruals		222	808
		6,303	6,521
12 Creditors: amounts falling due after more than one year			
		2006	2005
		£000	£000
Amounts owed to group undertakings		5,000	4,998
Analysis of daht		<u> </u>	<del></del>
Analysis of debt		2006	2005
		£000	£000
Debt can be analysed as falling due			
In one year or less, or on demand		1,739	2,680
Between one and two years		1,000	1,000
Between two and five years		3,000	3,000
In five years or more		1,000	998
		6,739	7,678
		-	
13 Provisions for habilities			
Defe	rred taxation	Restructuring	Total
		provisions	
	£000	€000	£000
At the beginning of year	147	-	147
Charge to the profit and loss for the year	-	110	110
Disclaimed capital allowances	(147)	-	(147)
		110	110
	-	110	

Restructuring provision relates to redundancy payments to be paid in 2007 Redundancies were announced to all affected employees prior the year end

#### 13 Provision for habilities (continued)

	2006	2005
Deferred tax	£000	£000
At 1 January	147	949
Transfer from the profit and loss account	-	(779)
Transfer from the statement of total recognised gains and losses	-	(170)
Arising on movement in pension scheme liability	(235)	147
	(88)	147
	<del></del>	

The above deferred tax asset as at 31 December 2006 is included within debtors (note 10)

There is an unprovided deferred tax asset of £309,000 in respect of depreciation in advance of capital allowances. This has not been recognised as the directors are not sufficiently certain of future profits to assure recovery of the asset

#### 14 Called up share capital

	2006 £000	2005 £000
Authorised 100,000,000 Cumulative redeemable preference shares of £1 each	100,000	100,000
50,130,000 Ordinary shares of £1 each	50,130	50,130
	150,130	150,130
Allested welled on and fully paid		
Allotted, called up and fully paid Ordinary shares of £1 each	9,799	9,799
	<del></del>	<del></del>

#### 15 Reconciliation of shareholders' funds and movements on reserves

•	Share capital	Capital redemption reserve £000	Profit and loss account	Total shareholder's funds £000
At 1 January 2006  Loss for the year  Actuarial gain recognised in the pension scheme net of	9,799 -	1,087	(1,414) (687)	9,472 (687)
deferred tax charge	-	-	620	620
At 31 December 2006	9,799	1,087	(1,481)	9,405
			2006 £000	2005 £000
Profit and loss reserve excluding pension asset/liability Pension asset/(liability)			(1,688) 207	
Profit and loss reserve including pension asset/liability			(1,481)	(1,414)

#### 16 Capital commitments

16 Capital commitments		
	2006	2005
	£000	£000
Contracts placed for future capital expenditure not provided in the financial statements	4	197
17 Operating leases – plant and machinery		
	2006	2005
	£000	£000
Annual commitments payable under non-cancellable operating leases expiring		
Within one year	35	1
Between one and five years	177	266
	<del></del>	<del></del>
	212	267
		<del></del>

#### 18 Pension arrangements

The Company operates a pension scheme providing benefits based on final pensionable pay The latest full actuarial valuation was carried out at 1 February 2003 and was updated for FRS 17 purposes to 31 December 2005 and 31 December 2006 by a qualified independent actuary

The major assumptions used in this valuation were

At 31 December		At 31 December 2005 (p a)	At 31 December 2004 (p a)	
Rate of increase in salaries Rate of increase in pensions in payment Discount rate Inflation assumption Investment return	3.50%	3 65%	4 25%	
	3.00%	2 50%	2 50%	
	5.16%	4 90%	5 25%	
	3.00%	2 65%	2 75%	
	6.82%	6 73%	7 33%	

The assumptions used by the actuary are chosen from a range of possible actuarial assumptions which, due to the timescale covered, may not necessarily be borne out in practice

#### Scheme assets

The fair value of the scheme's assets, which are not intended to be realised in the short term and may be subject to significant change before they are realised, and the present value of the scheme's liabilities, which are derived from cash flow projections over long periods and thus inherently uncertain, were

#### 18 Pension arrangements (continued)

	31 December 2006 Long term		31 December 2005 Long term		31 December 2004 Long term		
	expected rate of return (p a )	Market value £000	expected rate of return (p a)	Market value £000	expected rate of return (p a)	Market value £000	
Equities Bonds Other - cash	7 36% 5 16% 4 50%	4,408 954 180	7 10% 4 90% 4 5%	3,967 487 117	7 8% 5 25% 4 5%	2,780 216 264	
Total market value of scheme assets Present value of scheme liabilities	f	5,542 (5,247)		4,571 (5,156)		3,260 (4,135)	
Surplus/(Deficit) in the scheme		295		(585)		(875)	
Deferred tax (liability /asset	y)	(88)		147		262	
		207		(438)		(613)	

The deferred tax asset at 31 December 2005 has not been fully recognised as the excess over accelerated capital allowances is not considered recoverable (see note 13)

Analysis of other pension costs charged in arriving at operating loss

	2006	2005
Operating loss	000£	£000
Current service cost Past service costs	413	412
Total operating charge	413	412
Other finance income	2006 £000	2006 £000
Interest cost on pension scheme liabilities Expected return on pension scheme assets	(278) 324	(244) 256
Net income	46	12
Analysis of amount recognised in Statement of Total Recognised Gains and Losses	2006 £000	2006 £000
Actual return less expected return on pension scheme assets Experience gains and losses arising on the scheme liabilities Changes in assumptions underlying the present value of the scheme	160 142 553	577 (262) (8)
Actuarial loss recognised in Statement of Total Recognised Gains and Losses	855	307

#### 18 Pension arrangements (continued)

History of experience gains and losses	2006	2005	2004	2003	2002
Difference between expected and actual return on scheme assets Amount (£000)	160	577	49	188	(16)
Percentage of scheme assets at end of year  Experience gains and losses on scheme liabilities	29%	12 6%	1 5%	7 5%	-
Amount (£000)	142	(262)	(41)	28	27
Percentage of scheme liabilities at end of year	(2.7%)	5 1%	1 0%	-	1 2%
Total amount recognised in Statement of Total Recognised Gains and Losses Amount (£000)	855	307	(135)	(278)	(10)
Percentage of scheme liabilities at end of year	16.3%	6 0%	(3 3%)	(8 5%)	-
Movement in deficit during the year ended 31 December 2006.			2006 £000		2005 £000
			(E9E)		(875)
Deficit in scheme at 1 January 2006  Movement in year		•	(585)		(873)
Current service cost			(413)		(412)
Contributions			392		383 12
Other financial income Actuarial gain			46 855		307
Actualiai gaili		_		-	
Surplus/(Deficit) in scheme at 31 December 2006		•	295		(585)
		_		_	

## 19 Ultimate parent company and parent undertaking of larger group of which the company is a member

The immediate parent undertaking and controlling party is Tessenderlo Holding UK Limited, a company registered in England and Wales which in turn is a wholly owned subsidiary undertaking of the ultimate parent company and controlling party, Tessenderlo Chemie NV, which is incorporated in Belgium Copies of the Tessenderlo Chemie NV consolidated accounts may be obtained from the registered office, Rue du Trone 130, B-1050 Brussels

#### 20 Post balance sheet event

Subsequent to the year end it has been announced that the UK corporation tax rate will decrease from 30% to 28% effective from 1 April 2008. This will reduce deferred tax asset in future periods