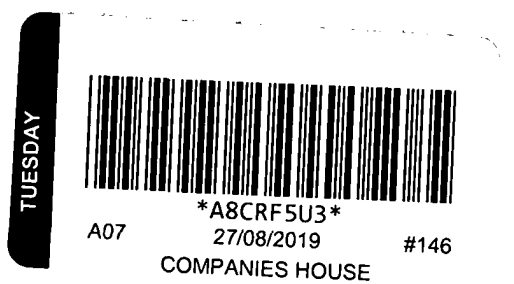


NALCO HOLDINGS UK LIMITED
REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 NOVEMBER 2018



NALCO HOLDINGS UK LIMITED
REPORT AND FINANCIAL STATEMENTS
YEAR ENDED 30 NOVEMBER 2018

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NALCO HOLDINGS UK LIMITED
OFFICERS AND PROFESSIONAL ADVISERS

The board of directors	E de Villemeur	(appointed 28 June 2019)
	P Hey	(appointed 28 June 2019)
	C R Lee	(resigned 28 June 2019)
	J Gamble	(resigned 28 June 2019)
Company secretary	W A Joyce	
Registered office	Winnington Avenue Northwich Cheshire CW8 4DX	
Independent Auditors	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors No 1 Spinningfields Hardman Square Manchester M3 3EB	
Bankers	Bank of America 26 Elmfield Road Bromley Kent BR1 1WA	
Solicitors	Eversheds Sutherland 70 Great Bridgewater Street Manchester M1 5ES	

NALCO HOLDINGS UK LIMITED

STRATEGIC REPORT

YEAR ENDED 30 NOVEMBER 2018

The directors present the Strategic report on the company for the year ended 30 November 2018.

Review of the business and key performance indicators

The company acts as a holding company and does not trade. For this reason the directors believe that analysis using key performance indicators is not necessary or appropriate for an understanding of the development, performance or position of the company.

Strategy

The company monitors its investment in subsidiaries through periodic review of subsidiary performance.

Principal risks and uncertainties

The management of the business and the execution of the company's strategy are subject to a key business risk of adverse economic conditions in Europe affecting subsidiary performance.

Approved by the board of directors and signed on its behalf by:



E de Villemeur
Director
22 August 2019

NALCO HOLDINGS UK LIMITED

DIRECTORS' REPORT

YEAR ENDED 30 NOVEMBER 2018

The directors present their report and the audited financial statements of the company for the year ended 30 November 2018.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

A review of the business of the company is included in the Strategic report on page 2.

The principal activity of the company is to hold investments in subsidiary undertakings. The company did not trade during the year. There were no movements in the profit and loss account during the year and therefore a profit and loss account has not been presented.

As the company did not trade, the company is not exposed to financial risks such as price risk, credit risk, liquidity risk and cash flow risk.

RESULTS AND DIVIDENDS

The result for the financial year amounted to £nil (2017: £nil).

The directors have not recommended a dividend (2017: £nil).

DIRECTORS

The directors of the company who were in office during the year and up to the date of signing the financial statements are listed on page 1.

There are no directors' interests requiring disclosure under the Companies Act 2006.

The directors have the benefit of qualifying third party indemnity provisions for the purpose of sections 234 of the Companies Act 2006. Indemnity provisions of this nature have been in place during the financial year and also at the date of approval of the financial statements but have not been utilised by the directors.

INDEPENDENT AUDITORS

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Registered office:
PO Box 11
Winnington Avenue
Northwich
Cheshire
CW8 4DX

Signed by order of the directors



W A Joyce

Company Secretary
22 August 2019

NALCO HOLDINGS UK LIMITED
STATEMENT OF DIRECTORS' RESPONSIBILITIES
YEAR ENDED 30 NOVEMBER 2018

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 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", 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 102, 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 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.

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.

Directors' confirmations

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.

NALCO HOLDINGS UK LIMITED

Independent Auditors' Report to the Members of Nalco Holdings UK Limited

Report on the audit of the financial statements

Opinion

In our opinion, Nalco Holdings UK Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 30 November 2018;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Report and Financial Statements (the "Annual Report"), which comprise: the Balance Sheet as at 30 November 2018; the Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

ISAs (UK) require us to report to you when:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of the above matters.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern. For example, the terms on which the United Kingdom may withdraw from the European Union are not clear, and it is difficult to evaluate all of the potential implications on the company's trade, customers, suppliers and the wider economy.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

NALCO HOLDINGS UK LIMITED
Independent Auditors' Report to the Members of Nalco Holdings
UK Limited (continued)

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Strategic Report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 30 November 2018 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of Directors' Responsibilities, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

NALCO HOLDINGS UK LIMITED

Independent Auditors' Report to the Members of Nalco Holdings UK Limited (continued)

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.



Edward Moss (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Manchester
22 August 2019

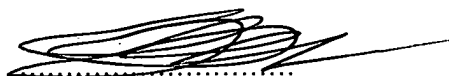
NALCO HOLDINGS UK LIMITED
COMPANY NUMBER 00900663

BALANCE SHEET

As at 30 NOVEMBER 2018

	Note	2018 £000	2017 £000
FIXED ASSETS			
Investments	7	70,060	70,060
TOTAL ASSETS LESS CURRENT LIABILITIES		70,060	70,060
NET ASSETS		<u>70,060</u>	<u>70,060</u>
CAPITAL AND RESERVES			
Called up share capital	9	1,000	1,000
Share premium account	9	126,319	126,319
Accumulated losses		<u>(57,259)</u>	<u>(57,259)</u>
TOTAL EQUITY		<u>70,060</u>	<u>70,060</u>

The financial statements on pages 8 to 14 were approved by the board of directors on 22 August 2019 and signed on their behalf by:



E de Villemeur
Director

NALCO HOLDINGS UK LIMITED
COMPANY NUMBER 00900663

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED
30 NOVEMBER 2018**

	Called up share capital £000	Share premium £000	Accumulated losses £000	Total equity £000
Balance as at 1 December 2016	1,000	126,319	(57,259)	70,060
Result for the financial year	-	-	-	-
Balance at 30 November 2017	<u>1,000</u>	<u>126,319</u>	<u>(57,259)</u>	<u>70,060</u>
Balance as at 1 December 2017	1,000	126,319	(57,259)	70,060
Result for the financial year	-	-	-	-
Balance at 30 November 2018	<u>1,000</u>	<u>126,319</u>	<u>(57,259)</u>	<u>70,060</u>

The company has not traded during the year or the preceding financial year. During these years, the company received no income and incurred no expenditure and therefore made neither a profit or loss.

NALCO HOLDINGS UK LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 30 NOVEMBER 2018

1. GENERAL INFORMATION

Nalco Holdings UK Limited ("the company") acts as a holding company and does not trade. The company is a private company limited by shares and is incorporated in England, United Kingdom. The address of its registered office is PO Box 11, Winnington Avenue, Northwich, Cheshire, CW8 4DX.

2. STATEMENT OF COMPLIANCE

The financial statements of Nalco Holdings UK Limited have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS102") and the Companies Act 2006.

3. ACCOUNTING POLICIES

The principal accounting policies are summarised below. They have all been applied consistently throughout the current year.

Basis of preparation

These financial statements are prepared on a going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom.

Basis of consolidation

The company and all of its subsidiary undertakings are included in the consolidated financial statements of a larger group, Ecolab Inc, drawn up in accordance with the provisions of the Seventh Directive (83/349/EEC) or in a manner equivalent to consolidated financial statements and consolidated annual reports so drawn up. Accordingly the company, in accordance with the exemption in s401 of the Companies Act, has not prepared consolidated financial statements. The financial statements therefore contain information about Nalco Holdings UK Limited as an individual company and not as a group.

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 4.

NALCO HOLDINGS UK LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 30 NOVEMBER 2018

3. ACCOUNTING POLICIES (continued)

Exemptions for qualifying entities under FRS102

FRS102 allows a qualifying entity certain disclosure exemptions, subject to certain conditions, which have been complied with, including notification of, and no objection to, the use of exemptions by the company's shareholders.

The company has taken advantage of the following exemptions on the basis that the information is included in the consolidated financial statements of the company's ultimate parent undertaking, Ecolab Inc, a company registered in the USA:

- from preparing a statement of cash flows;
- from the financial instrument disclosures, required under FRS102 paragraphs 11.39 to 11.48A and the paragraphs 12.26 to 12.29; and
- from disclosing the company key management personnel compensation, as required by FRS102 paragraph 33.7.

Investments

Investments in subsidiary and associated undertakings are stated at cost, less provisions for permanent diminution in values. Provisions for permanent diminution in value are charged to the profit and loss account.

4. CRITICAL ACCOUNTING JUDGEMENTS AND ESTIMATION UNCERTAINTY

Company management and the board of directors make estimates and assumptions about the future. These estimates and assumptions impact recognised assets and liabilities, as well as revenue and expenses and other disclosures. These estimates are based on historical experience and on various assumptions considered reasonable under the prevailing conditions. The actual outcome may diverge from these estimates if other assumptions are made, or other conditions arise. The estimates and assumptions that may have a significant effect on the carrying amounts of assets and liabilities within the financial year include:

Fixed asset investments are recognised at cost, less any impairments. The carrying amount of the company's fixed asset investments is tested as soon as changed conditions show that a need for impairment has arisen. Having identified no indications of potential impairment in investments, management have not performed a review for any potential impairment, and consequently have not made any provision for impairment.

5. RESULT ON ORDINARY ACTIVITIES BEFORE TAXATION

Auditors' remuneration is borne by the subsidiary company, Nalco Limited. No fees for non-audit services have been paid to the company's auditors in the year.

NALCO HOLDINGS UK LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 30 NOVEMBER 2018

6. PARTICULARS OF EMPLOYEES

The company has no employees of its own (2017: £nil) and relies on affiliated companies to provide administrative support. The emoluments of the directors are paid by fellow subsidiary undertakings and it is not possible to make an apportionment of their emoluments in respect of this company. Accordingly, these financial statements include no emoluments in respect of the directors. No directors received any remuneration in respect of their services to the company during the year (2017 - £nil).

7. INVESTMENTS

Shares in subsidiary undertakings

	£000
COST	
At 1 December 2017	158,906
Additions	-
At 30 November 2018	<u>158,906</u>
AMOUNTS WRITTEN OFF	
At 1 December 2017 and 30 November 2018	<u>(88,846)</u>
NET BOOK VALUE	
At 30 November 2018	<u>70,060</u>
At 30 November 2017	<u>70,060</u>

NALCO HOLDINGS UK LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 30 NOVEMBER 2018

7. INVESTMENTS (continued)

Details of the investments are as follows:

	Registered address	Status	Holding (%)	Class of shares held
<i>Subsidiary undertakings:</i>				
Nalco Investments UK Limited *	Winnington Avenue, Northwich, Cheshire, UK	Non-trading	100	Ordinary
Nalco Limited*	Winnington Avenue, Northwich, Cheshire, UK	Trading	100	Ordinary
Nalco Manufacturing Limited	Winnington Avenue, Northwich, Cheshire, UK	Trading	100	Ordinary
Nalco Norge A/S	Vassbotnen1, PO Box 1064, 4391 Sandnes, Norway	Trading	100	Ordinary
Ecolab A/S	Innsporten 9, Postboks 6440, Etterstad, 0605 Oslo, Norway	Trading	100	Ordinary
Nalco Danmark A/S	Høffdingsvej 36 3, DK- 2500 Valby, Denmark	Trading	100	Class A
Nalco North Africa Limited	Winnington Avenue, Northwich, Cheshire, UK	Non-trading	100	Ordinary
Nalco Services Limited	Winnington Avenue, Northwich, Cheshire, UK	Non-trading	100	Ordinary
Nalco Energy Services Limited	Winnington Avenue, Northwich, Cheshire, UK	Non-trading	100	Ordinary
Nalco Energy Services Marketing Limited	Winnington Avenue, Northwich, Cheshire, UK	Non-trading	100	Ordinary
Hydrosan Limited	Winnington Avenue, Northwich, Cheshire, UK	Non-trading	100	Ordinary
Houseman Limited	Winnington Avenue, Northwich, Cheshire, UK	Non-trading	100	Ordinary, Preference A & B
Enviroflo Engineering Limited	Winnington Avenue, Northwich, Cheshire, UK	Non-trading	100	Ordinary
Calgon Europe Limited	Winnington Avenue, Northwich, Cheshire, UK	Non-trading	100	Ordinary

* Shareholdings are owned directly by the company.

NALCO HOLDINGS UK LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 30 NOVEMBER 2018

7. INVESTMENTS (continued)

The trading companies listed above are involved in the provision of services, speciality chemicals and industrial water treatment equipment for the paper, oil and shipping industries and for general process uses.

The directors believe that the carrying value of the investments is supported by their underlying net assets.

8. RELATED PARTY TRANSACTIONS

As a 100% owned subsidiary undertaking of Ecolab Inc, the company has taken advantage of the exemption in FRS 102 from disclosing transactions with other members of the group headed by Ecolab Inc.

9. CALLED UP SHARE CAPITAL AND SHARE PREMIUM ACCOUNT

Authorised share capital:

	2018	2017
	£000	£000
1,000,200 (2017: 1,000,200) Ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>

Allotted, called up and fully paid:

	2018		2017	
	No	£000	No	£000
Ordinary shares of £1 each	<u>1,000,131</u>	<u>1,000</u>	<u>1,000,131</u>	<u>1,000</u>

Share premium of £126,319,000 (2017: £126,319,000) has historically been recognised.

10. ULTIMATE PARENT COMPANY

The directors regard Ecolab Inc, incorporated in USA, as the ultimate parent company and the ultimate controlling party.

Ecolab Inc is the parent company of the smallest and largest group of which the company is a member and for which group financial statements are drawn up. Copies of the financial statements are available from 370 N. Wabasha Street, St. Paul, Minnesota 55102-2233, USA.

The immediate parent undertaking is Nalco Acquisition Two Limited.