HYTHE CHEMICALS LIMITED

Directors' Report and Financial Statements

for the year ended 31 December 2007

Registered Number: 1383989

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. Directors' report and financial statements

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Directors' report

The directors present their annual report and financial statements of the Company, for the year ended 31 December 2007

Principal activities and business review

The company did not trade during the year

Political and charitable contributions

The company made no political or charitable contributions during the year (2006 £nil)

Directors

The directors during the year and after the balance sheet date were as follows

S L Catchpole – resigned as Director 31 12 2007

N Liptrot - resigned as Secretary 31 12 2007

N Liptrot – appointed as Director 31 12 2007

A Holland – appointed as Secretary 31 12 2007

None of the directors had any interest in the shares of the Company at any time during the year

At 31 December 2007, the Company's ultimate parent company was Cognis GmbH, which is incorporated in Germany Therefore, pursuant to s3 of the Companies (Disclosure of Directors' Interests) (Exceptions) Regulations 1985, directors' interests of the ultimate parent do not have to be shown

Dividends

The directors recommend that no dividend be paid in respect of the year (2006 £Nil)

By order of the Board

N Liptrot Director

1 October 2008

Charleston Road Hythe Southampton SO45 3ZG

Balance sheet

at 31 December 2007

Current assets	2007 £	2006 £
Debtors	100	100
Capital and reserves Share capital Authorised, called up, allotted and fully paid 100 ordinary shares of £1 each	100	100

The Company was dormant within the meaning of Section 250 Companies Act 1985 throughout the period. For the year ended 31 December 2007, the company was entitled to exemption under s249AA(1) of the Companies Act 1985

No members have required the company to obtain an audit of its accounts for the year in question in accordance with s249B(2)

The directors acknowledge their responsibility for

- a) Ensuring the company keeps accounting records which comply with s221,
- b) Preparing accounts which give a true and fair view of the state of affairs of the company as at the end of its financial year, and of its profit and loss for the financial year in accordance with s226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company

Profit and loss account

During the financial year and the preceding financial year the Company did not trade and received no income and incurred no expenditure. Consequently, during those years the Company made neither a profit nor a loss

The financial statements on pages 2 to 3 were approved by the Board on 1 October 2008 and signed on its behalf by

N Liptrot Director

Notes to 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 Company's financial statements

Basis of accounting

The Company financial statements have been prepared under the historical cost convention, in accordance with applicable UK Accounting Standards

2. Directors and employees

The Company has no employees (2006 None) All the directors are employees of other Group undertakings and receive no emoluments in respect of services provided to the Company (2006 Nil)

3. Ultimate parent company

The company's ultimate parent company is Cognis GmbH, a company registered in Germany The largest and smallest group in which the results of the company are consolidated remains that headed by Cognis GmbH

The consolidated accounts of Cognis GmbH for the year-ended 31 December 2007 will become available to the public, once available, may be obtained from Charleston Road, Hardley, Hythe, Southampton, SO45 3ZG

4. Lease of Property

The Company is the legal owner of certain long leasehold property at Fawley in Hampshire as described in two leases as follows

(1) a lease dated 1st April, 1958 between Esso Petroleum Company Limited and Gemec Limited, and (2) a lease dated 5th June, 1968 between Esso Petroleum Company Limited and Union Carbide UK Limited

The beneficial interest in these long leasehold properties is held by Cognis UK Limited, (formerly Cognis Performance Chemicals UK Limited), a fellow subsidiary of the Company's immediate parent company Accordingly, these long leasehold properties are recorded in the accounts of Cognis UK Limited for the period