

IMERYS TALC UK HOLDING LIMITED

ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2012
TOGETHER WITH THE DIRECTORS' AND AUDITOR'S REPORTS

The Company's registered number is 1599006



IMERYS TALC UK HOLDING LIMITED
REPORT OF THE DIRECTORS

Registered Number: 1599006

The directors present their Annual Report on the affairs of the Company together with the financial statements and auditor's report for the year ended 31 December 2012

Principal Activities

Imerys Talc UK Holding Limited is an investment holding company for the European Talc business of the Imerys group and will continue to be so for the foreseeable future. The Company is incorporated in Great Britain and registered in England and Wales.

Going concern

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Directors

The directors who served during the period are as shown below:

D Musson
O Perrot

Disclosure of Information to the Auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the auditor, each director has taken all the steps that he/she is obliged to take as a director in order to make himself/ herself aware of any relevant audit information and to establish that the auditor is aware of that information.

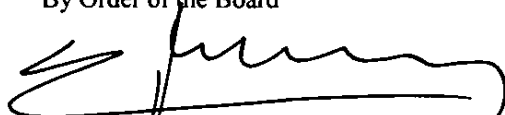
Small Company Special Provisions

The report of the directors has been prepared in accordance with the special provisions of the Companies Act 2006 relating to small companies.

Reappointment of Auditor

A resolution to reappoint Ernst & Young LLP as auditors will be put to the members at the Annual General Meeting.

By Order of the Board



D Musson
Director
Par Moor Centre, Par Moor Road
Par, Cornwall, PL24 2SQ
16 September 2013

IMERYS TALC UK HOLDING LIMITED

Statement of directors' responsibilities in respect of the financial statements

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

Company law requires the directors to prepare financial statements for each financial period. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards 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 those financial statements, 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 UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- 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 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 to enable them to ensure that the financial statements comply with the Companies Act 2006. They 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF IMERYS TALC UK HOLDING LIMITED

We have audited the financial statements of Imerys Talc UK Holding Limited for the year ended 31 December 2012 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Total Recognised Gains and Losses and the related notes 1 to 12. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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 auditor

As explained more fully in the Statement of Directors' Responsibilities set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2012 and of its profit for the year then ended, and
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
IMERYS TALC UK HOLDING LIMITED (continued)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit, or
- the directors were not entitled to take advantage of the small companies' exemption in preparing the directors' report



Briony Kempton (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Bristol

27 September 2013

IMERYS TALC UK HOLDING LIMITED
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2012

		2012 £'000	2011 £'000
	Note		
Income from fixed asset investments		-	43,784
Operating profit	2	-	43,784
Interest receivable and similar income	3	47	3
Interest payable and similar charges	4	-	(118)
Profit on disposal of fixed asset investment		-	665
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		47	44,334
Tax on loss on ordinary activities	5	(12)	-
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION	10	35	44,334

The above results relate to continuing activities

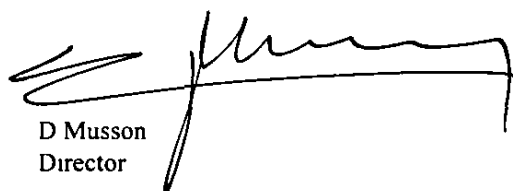
STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
FOR THE YEAR ENDED 31 DECEMBER 2012

The Company had no recognised gains or losses other than the profit for the year (2011 profit)

IMERYS TALC UK HOLDING LIMITED
BALANCE SHEET
AS AT 31 DECEMBER 2012

	Note	2012 £'000	2011 £'000
FIXED ASSETS			
Investments	6	38,631	38,631
CURRENT ASSETS			
Cash at bank and in hand		-	-
Debtors	7	9,992	9,945
		9,992	9,945
CREDITORS Amounts falling due within one year	8	(2,345)	(2,333)
NET CURRENT ASSETS		7,647	7,612
TOTAL ASSETS LESS CURRENT LIABILITIES		46,278	46,243
CAPITAL AND RESERVES			
Called up share capital	9	827	827
Profit and loss account	10	45,451	45,416
Equity shareholders' funds	11	46,278	46,243

These financial statements were approved and authorised for issue by the board on **26** September 2013 and were signed by


D Musson
Director

IMERYS TALC UK HOLDING LIMITED
NOTES TO THE ACCOUNTS

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 preparation

The financial statements have been prepared in accordance with applicable accounting standards, as defined in Companies Act 2006 s 464, and under the historical cost accounting rules

The company is a wholly owned subsidiary of Mircal SA, incorporated in France and is exempt from the requirement to prepare group accounts by virtue of section 400 of the Companies Act 2006. These financial statements therefore present information about the Company as an individual undertaking and not about its group. The company has also taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard 1. The company is also exempt under Financial Reporting Standard 8 from disclosing related party transactions with wholly owned members of the group.

Foreign Currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. The foreign currency assets and liabilities of the Company are translated into GB Pounds Sterling at the rates ruling at the accounting reference date and any adjustment is taken to profit and loss account.

Investments

Investments in subsidiary and group related undertakings are held at cost less amounts written off.

2 OPERATING PROFIT

The Company had no employees in the period (2011 Nil). No directors received emoluments in respect of services rendered to the Company (2011 Nil).

The auditors' remuneration of £6,950 (2011 £3,950) is borne by a fellow group undertaking.

3 INTEREST RECEIVABLE & SIMILAR INCOME

	2012 £'000	2011 £'000
Interest from group undertakings	<u>47</u>	<u>3</u>

4 INTEREST PAYABLE & SIMILAR CHARGES

	2012 £'000	2011 £'000
Interest payable to group undertakings	<u>-</u>	<u>118</u>

5 TAXATION

	2012 £'000	2011 £'000
(a) The tax charge is made up as follows		
(i) Current tax		
UK corporation tax	<u>12</u>	<u>-</u>
Total current tax charge – Note 5(b)	<u>12</u>	<u>-</u>

IMERYS TALC UK HOLDING LIMITED
NOTES TO THE ACCOUNTS
(continued)

(b) Factors affecting the tax charge for the period

The tax assessed on the profit on ordinary activities is the same as (2011 lower) than the standard rate of corporation tax in the UK of 24.5% (2011 26.5%) The differences are reconciled below

	2012 £'000	2011 £'000
Profit on ordinary activities before taxation	47	44,334
Standard rate of corporation tax of 24.5% (26.5%)	12	11,748
Effects of		
Dividends from UK companies	-	(11,603)
Non-taxable gain on sale of investments	-	(176)
Losses carried forward not recognised	-	31
Total current tax charge – Note 5 (a)	12	-

(c) Factors that may affect future tax charges

Recent Finance Acts and budgets have legislated or proposed that the main rate of corporation tax will reduce to 23% from 1 April 2013 with a further reduction of 2% in April 2014 and 1% in April 2015

6 INVESTMENTS

	Investments in subsidiary companies £'000
Cost	
At 1 January and 31 December 2012	42,141
Impairment	
At 1 January and 31 December 2012	3,510
Net book value	
At 31 December 2012 and 31 December 2011	38,631

Principal subsidiaries

Company name	Country	Percentage Shareholding	Description
Luzenac Micro Milling Limited	United Kingdom	100 Ordinary	Dormant
Imerys Talc Mexico SA de CV	Mexico	100 Ordinary	Mining
Imerys Talc Europe SAS	France	100 Ordinary	Holding company

7 DEBTORS Amounts falling due within one year

	2012 £'000	2011 £'000
Amounts owed by group undertakings	9,992	9,945

IMERYS TALC UK HOLDING LIMITED
NOTES TO THE ACCOUNTS
(continued)

8	CREDITORS Amounts falling due within one year	2012	2011
		£'000	£'000
	Advances from group undertaking	2,333	2,333
	Corporation tax	12	-
		<u>2,345</u>	<u>2,333</u>
The loan from group undertakings is non-interest bearing and repayable on demand			
9	SHARE CAPITAL	2012	2011
		£'000	£'000
	Allotted, issued and fully paid 826,828 Ordinary shares of £1 each	<u>827</u>	<u>827</u>
10	PROFIT & LOSS RESERVE	2012	2011
		£'000	£'000
	At 1 January	45,416	12,518
	Profit after tax for the year	35	44,334
	Dividends paid	-	(11,436)
	At 31 December	<u>45,451</u>	<u>45,416</u>
11	EQUITY SHAREHOLDERS' FUNDS	2012	2011
		£'000	£'000
	Opening shareholders' funds	46,243	13,345
	Profit after tax for the year	35	44,334
	Dividends paid	-	(11,436)
	Closing shareholders' funds	<u>46,278</u>	<u>46,243</u>

12 ULTIMATE HOLDING COMPANY

The Company is a subsidiary undertaking of Mircal SA, incorporated and registered in France

The largest and smallest group in which the results of the Company are consolidated is that headed by Imerys SA. The consolidated accounts of this group are available to the public and may be obtained from

The Secretary
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75007 Paris
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