

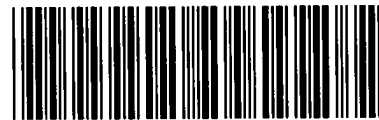
Akzo Nobel Holdings Limited

Annual Report and Financial Statements

Registered number 01731197

31 December 2021

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Directors' Report

for the year ended 31 December 2021

The directors present their Directors' Report and the audited Financial Statements for the year ended 31 December 2021.

Principal Activities

The Company is a holding Company for subsidiaries within the Akzo Nobel Group of companies.

Business Review

The Company made a profit for the financial year of £4,878,206 (2020: £4,370,800) and has net assets of £257,565,000 as at 31 December 2021 (2020: £252,687,000).

Strategic Report

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006 and therefore the Company is exempt from preparing a Strategic Report.

Dividends

The directors did not pay an interim dividend during the year (2020: *£nil*), nor do the directors recommend the payment of a final dividend (2020: *£nil*).

Going Concern

The directors have assessed the cash flow requirements for at least twelve months from the date of approval of the financial statements which show that the company can pay its liabilities as they fall due. All liabilities relate to group relief and an intercompany balance. There are no external liabilities. Akzo Nobel N.V., the Company's ultimate parent undertaking, has provided a letter of support stating its intention that it shall continue to provide financial and other support to the Company for the foreseeable future for a period of at least twelve months from the date of approval of these financial statements to enable it to continue to trade. On this basis the directors, having made appropriate enquiries, consider that the Company has adequate resources, including the existing cash pooling arrangement to continue in operational existence for the foreseeable future, and it is therefore appropriate to adopt the going concern basis in preparation of the financial statements.

Directors

The directors who held office during and up to the date of signing the financial statements were as follows:

L. Dinnage (resigned on 19 May 2021)
B. Williams (appointed on 19 May 2021)
M. Smalley

Political Contributions

Neither the Company nor any of its subsidiaries made any political donations or incurred any political expenditure during the current or prior year.

Financial Risk Management

Financial risk includes price risk, credit risk, liquidity risk and cash flow risk. These are addressed and managed at a group level as disclosed in the AkzoNobel Report 2021, pages 126 to 129 and may be obtained from Christian Neefestraat 2, 1077 WW, Amsterdam, The Netherlands or online at: <https://akzonobel.com/en/investors>.

An overall risk management program seeks to identify, assess and if necessary, mitigate these financial risks in order to minimise potential adverse effects on financial performance.

Future Developments

The directors are of the opinion that the Company is in a position to continue its principal activities in 2022.

Directors' Report *(continued)*
for the year ended 31 December 2021

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 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 101 "Reduced Disclosure Framework", 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;
- 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 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.

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.

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.

Independent Auditors

On 31 August 2021, PricewaterhouseCoopers LLP resigned as the Company's auditor in accordance with Section 519A of the Companies Act 2006. On 25 April 2022, BDO LLP were appointed as the Company's auditors, holding office until to the end of the next period for appointing auditors in accordance with section 485(4c) of the Companies Act 2006.

This report has been prepared in accordance with the special provisions relating to small companies within part 15 of the Companies Act 2006.

On behalf of the Board



M. Smalley
Director

The AkzoNobel Building
Wexham Road
Slough
SL2 5DS
United Kingdom

30 November 2022

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF AKZO NOBEL HOLDINGS LIMITED

Opinion on the 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 2021 and of its profit for the year then ended;
- 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.

We have audited the financial statements of Akzo Nobel Holdings Limited ("the Company") for the year ended 31 December 2021 which comprise the Statement of Comprehensive Income, Balance Sheet, the Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 *Reduced Disclosure Framework* (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's 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 are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report.

Other information

The Directors are responsible for the other information. The other information comprises the information included in the Annual Report and Financial Statements, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF AKZO NOBEL HOLDINGS LIMITED (continued)

Other information (continued)

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 course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. 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 in this regard.

Other Companies Act 2006 reporting

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' report has been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' report.

We have nothing to report in respect of the following matters in relation to which 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' exemptions in preparing the Directors' report and from the requirement to prepare a Strategic report.

Responsibilities of Directors

As explained more fully in the Statement of directors' responsibilities in respect of the Financial Statements, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors 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.

Auditor's 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 auditor's 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF AKZO NOBEL HOLDINGS LIMITED (continued)

Auditor's responsibilities for the audit of the financial statements (continued)

Extent to which the audit was capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- Gaining an understanding of the legal and regulatory framework applicable to the Company and the industry in which it operates, through discussion with management and our knowledge of the industry. This was obtained through focusing on those laws and regulations that had a significant effect on the financial statements or that had a fundamental effect on the operations of the Company. The significant laws and regulations we considered in this context included the UK Companies Act, United Kingdom Accounting Standards, including Financial Reporting Standard 101, and relevant tax legislation;
- Discussing among the audit engagement team how and where fraud might occur in the financial statements and any potential indicators of fraud. As part of this discussion, we identified potential for fraud in management override of controls specifically in relation to the financial data and inappropriate use of estimates;
- Enquiring of management, including obtaining and reviewing supporting documentation, concerning the Company's policies and procedures relating to:
 - identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance;
 - detecting and responding to the risks of fraud and whether they have knowledge of any actual, suspected or alleged fraud; and
 - the internal controls established to mitigate risks related to fraud or non-compliance with laws and regulations.
- Testing the appropriateness of journal entries made through the year by applying specific criteria to detect possible irregularities and fraud;
- Performing a detailed review of the Company's year-end adjusting entries;
- Assessing whether the judgements made in significant accounting estimates were indicative of a potential bias;

Our procedures to respond to risks identified included the following:

- reviewing the financial statement disclosures and testing to supporting documentation to assess compliance with relevant laws and regulations discussed above;
- enquiring of management and those charged with governance concerning actual and potential litigation and claims;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- reviewing minutes of board meetings of those charged with governance to identify any instances of non-compliance with laws and regulations and reviewing correspondence with HMRC;
- in addressing the risk for fraud through management override of controls, testing the appropriateness of journal entries; assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluating the business rationale of transactions that are unusual or outside the normal course of business.


Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF AKZO NOBEL HOLDINGS LIMITED *(continued)*

Use of our report

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.

DocuSigned by:

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Hezelina Hashim (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
Reading, UK
1 December 2022

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Statement of Comprehensive Income
for the year ended 31 December 2021

	<i>Note</i>	2021 £000	2020 £000
Administrative expenses	4	-	-
Operating result		-	-
Interest receivable and similar income	6	5,302	5,396
Profit before taxation		5,302	5,396
Tax on profit	7	(424)	(1,025)
Profit for the financial year		4,878	4,371
Total comprehensive income for the year		4,878	4,371

The results for both the current and preceding years relate to continuing operations.

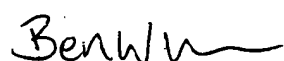
The notes on pages 10 to 17 are an integral part of these financial statements.

Balance Sheet
as at 31 December 2021

	<i>Note</i>	2021 £000	2020 £000
Fixed assets			
Investments	8	1	1
		<u>1</u>	<u>1</u>
Current assets			
Debtors (including amounts due after more than one year of £226,300k (2020: £226,300k))	9	262,139	258,559
Creditors: amounts falling due within one year	10	(4,575)	(5,873)
Net current assets		<u>257,564</u>	<u>252,686</u>
Net assets		<u>257,565</u>	<u>252,687</u>
Capital and reserves			
Called up share capital	11	51,967	51,967
Share premium account		703	703
Capital reserve		322	322
Retained earnings		204,573	199,695
Total shareholders' funds		<u>257,565</u>	<u>252,687</u>

The notes on pages 10 to 17 are an integral part of these financial statements.

These financial statements on pages 7 to 17 were approved by the board of directors on 30 November 2022 and were signed on its behalf by:



B. Williams
Director

Statement of Changes in Equity
for the year ended 31 December 2021

	Called up share capital £000	Share premium account £000	Capital reserve £000	Retained earnings £000	Total shareholders' funds £000
Balance at 1 January 2020	51,967	703	322	195,324	248,316
Profit for the financial year	-	-	-	4,371	4,371
Total comprehensive income for the year	-	-	-	4,371	4,371
Balance at 31 December 2020	51,967	703	322	199,695	252,687

	Called up share capital £000	Share premium account £000	Capital reserve £000	Retained earnings £000	Total shareholders' funds £000
Balance at 1 January 2021	51,967	703	322	199,695	252,687
Profit for the financial year	-	-	-	4,878	4,878
Total comprehensive income for the year	-	-	-	4,878	4,878
Balance at 31 December 2021	51,967	703	322	204,573	257,565

Share Premium Account

The share premium account was created on the issue of shares in the Company in connection with the acquisition of Crown Berger Holdings Limited.

Capital Reserves

The capital reserve arose following the acquisition of some of the Company's subsidiaries.

The notes on pages 10 to 17 are an integral part of these financial statements.

Notes to the Financial Statements

for the year ended 31 December 2021

1 General information

Akzo Nobel Holdings Limited (the “Company”) is a private Company limited by shares and domiciled in the UK. The Company registration number is 01731197 and the registered office address is The AkzoNobel Building, Wexham Road, Slough, SL2 5DS, United Kingdom.

2 Accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below and have, unless otherwise stated, been applied consistently to all years presented in these financial statements.

2.1 Basis of preparation

These financial statements were prepared in accordance with the Companies Act 2006 and Financial Reporting Standard 101 Reduced Disclosure Framework (“FRS 101”) under the historical cost convention in pound sterling.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU (“Adopted IFRSs”), but makes amendments where necessary in order to comply with Companies Act 2006.

The Company’s ultimate parent undertaking, Akzo Nobel N.V. includes the Company in its consolidated financial statements. The consolidated financial statements of Akzo Nobel N.V. are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from Christian Neefestraat 2, 1077 WW, Amsterdam, The Netherlands or online at: <https://akzonobel.com/en/investors>.

The Company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- Statement of Compliance with IFRS;
- Cash Flow Statement and related notes;
- Comparative period reconciliations for share capital;
- Disclosures in respect of transactions entered into between two or more wholly owned members of a group;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs; and
- Disclosures in respect of the compensation of Key Management Personnel.

As the consolidated financial statements of Akzo Nobel N.V. include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- Certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instrument Disclosures.

In accordance with Section 414B of The Companies Act 2006 (Strategic Report and Directors’ Report) Regulations 2013, the Company is exempt from preparing a Strategic Report.

Notes to the Financial Statements (continued)

for the year ended 31 December 2021

2 Accounting policies (continued)

2.2 Going concern

The directors have assessed the cash flow requirements for at least twelve months from the date of approval of the financial statements which show that the company can pay its liabilities as they fall due. All liabilities relate to group relief and an intercompany balance. There are no external liabilities. Akzo Nobel N.V., the Company's ultimate parent undertaking, has provided a letter of support stating its intention that it shall continue to provide financial and other support to the Company for the foreseeable future for a period of at least twelve months from the date of approval of these financial statements to enable it to continue to trade. On this basis the directors, having made appropriate enquiries, consider that the Company has adequate resources, including the existing cash pooling arrangement to continue in operational existence for the foreseeable future, and it is therefore appropriate to adopt the going concern basis in preparation of the financial statements.

2.3 New standards, amendments and IFRIC interpretations

There were amendments to existing accounting standards which became effective during the year ended 31 December 2021.

Interest Rate Benchmark Reform – IBOR 'phase 2' (Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16)

As of 31 December 2021, the company expects the affected loans to transition from LIBOR to SONIA interest rate benchmarks by the end of 2022 with no material impact on the financial statement of the company.

2.4 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The financial statements are presented in 'Pounds Sterling' (£), which is also the Company's functional currency.

2.5 Investments in subsidiaries and associated undertakings

Investments in subsidiaries, associates and joint ventures are held at cost less accumulated impairment losses. Investments are annually reviewed and considered for impairment, if events or changes in circumstances indicate that the carrying amount may not be recoverable.

2.6 Debtors

Amounts receivable are amounts due from group companies for services performed in the ordinary course of business but also incorporate other types of financial assets where the objective is to hold these assets in order to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Amounts receivable are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

Impairment provisions for receivables from related parties and loans to related parties are recognised based on a forward-looking expected credit loss model. The methodology used to determine the amount of the provision is based on whether there has been a significant increase in credit risk since initial recognition of the financial asset. For those where the credit risk has not increased significantly since initial recognition of the financial asset, twelve month expected credit losses along with gross interest income are recognised. For those for which credit risk has increased significantly, lifetime expected credit losses along with the gross interest income are recognised. For those that are determined to be credit impaired, lifetime expected credit losses along with interest income on a net basis are recognised.

Notes to the Financial Statements (*continued*)

for the year ended 31 December 2021

2 Accounting policies (*continued*)

2.7 Creditors

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from group companies.

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2.8 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

2.9 Current and deferred tax

The tax expense for the year comprises current and deferred tax. Tax is recognized in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in shareholders' funds. In this case, the tax is also recognised in other comprehensive income or directly in shareholders' funds, respectively.

The current tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill; or arise from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

2.10 Interest income

Interest income is recognised using the effective interest method. When a loan and receivable is impaired, the Company reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument and continues unwinding the discount as interest income. Interest income on impaired loan and receivables is recognised using the original effective interest rate.

2.11 Dividend income

Dividend income is recognised when the right to receive payment is established.

2.12 Share capital

Financial instruments issued by the company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The company's ordinary shares are classified as equity instruments.

Notes to the Financial Statements *(continued)*
for the year ended 31 December 2021

3 Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

3.1 Critical accounting estimates and assumptions

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(a) Impairment of debtors

The Company makes an estimate of the recoverable value of amounts receivable from group undertakings. When assessing impairment of amounts receivable, management considers factors including a forward-looking position of the borrower's financial position and group level discussion on the loan portfolio.

4 Administrative expenses

There is no charge for the remuneration of auditors in the financial statements of the Company as the auditors' fee of £10,625 (2020: £9,264) in relation to the audit of this Company was borne by another group Company and is not recharged.

No individuals were employed by the Company in either year.

5 Directors and employees

The directors received no remuneration for their services to the Company in either year as their services to the Company were incidental to their services to the group. The present directors are employed by, and receive remuneration for services from, a wholly owned subsidiary of the ultimate parent Company.

No individuals were employed by the Company in either year.

6 Interest receivable and similar income

	2021 £000	2020 £000
Interest receivable from group undertakings	5,302	5,396

Notes to the Financial Statements (continued)
for the year ended 31 December 2021

7 Tax on profit

Recognised in the statement of comprehensive income
Analysis of charge in year

	2021	2020
	£000	£000
<i>UK corporation tax</i>		
Current tax on income for the year	(1,007)	(1,025)
Adjustments in respect of prior periods	583	-
Tax on profit	(424)	(1,025)

Reconciliation of effective tax rate

	2021	2020
	£000	£000
Profit before taxation	5,302	5,396
Tax using the UK corporation tax rate of 19.00% (2020: 19.00%)	(1,007)	(1,025)
Adjustments to tax charge in respect of prior years	583	-
Total tax charge (see above)	(424)	(1,025)

Factors that may affect future current and total tax charges

In the Budget Statement of March 2021, a change to the corporation rate tax was announced, increasing the corporation tax rate from 19% to 25%, effective 1 April 2023. This change had been substantively enacted at the balance sheet date and is therefore reflected in these financial statements.

As a result of the above, the effective current tax rate applicable for 2020 and 2021 is 19%. The rate applied to deferred tax balances is also 19% as at 31 December 2020, and is 25% as at 31 December 2021, being the rates at which deferred tax is expected to crystallise based on the substantively enacted tax rates applicable at the relevant balance sheet dates.

8 Investments

	Shares in group undertakings
	£000
Cost	
At beginning and end of year	1
Accumulated provisions for impairment	
At beginning and end of year	-
Net book value	
At 31 December 2021	1
At 31 December 2020	1

The companies, in which the Company's interest at 31 December 2021 is more than 20%, are disclosed in note 14.

Notes to the Financial Statements (continued)
for the year ended 31 December 2021

9 Debtors

	2021 £000	2020 £000
Amounts owed by group undertakings	262,139	258,559
Due within one year	35,839	32,259
Due after more than one year	226,300	226,300
	<u>262,139</u>	<u>258,559</u>

Amounts owed by group undertakings include an intercompany loan of £226,300,000 (2020: £226,300,000) which started on 15 June 2019 and has an expiry date of 17 September 2024. The interest rate is fixed at 2.25%. Accrued interest at year end was £2,794,000.

On 15 September 2021 a new loan of £39,000,000 was entered into with an expiry date of 15 September 2022. The interest rate is fixed at 0.39%. Shortly thereafter, following settlement of group relief, the loan was reduced from £39,000,000 to £33,037,000. The balance as at 31 December 2021 including interest amounted to £33,045,000.

On 13th October 2022, the Company entered into loan arrangements to provide intra-group funding in the amount of £33,000,000. The loan term began on 15 September 2022 and is due to mature on 30 December 2022.

10 Creditors: amounts falling due within one year

	2021 £000	2020 £000
Group relief payable	1,007	5,873
Amounts owed to group undertakings	3,568	-
	<u>4,575</u>	<u>5,873</u>

Equivalent consideration will be paid to fellow group companies to settle group relief balances.

Amounts owed to group undertakings include a balance of £3,568,656 that is repayable on demand. Interest is charged monthly based on 1-month LIBOR plus a spread of -10/+15 basis points.

11 Called up share capital

	2021 £000	2020 £000
<i>Allotted, called up and fully paid</i>		
41,957,020 (2020: 41,957,020) ordinary shares of £1 each	41,957	41,957
10,000 (2020: 10,000) "A" ordinary shares of £1 each	10	10
10,000,000 (2020: 10,000,000) redeemable preference shares of £1 each	10,000	10,000
	<u>51,967</u>	<u>51,967</u>

Notes to the Financial Statements *(continued)* for the year ended 31 December 2021

11 Called up share capital *(continued)*

All share capital is classified as shareholders' funds. There has been no movement in the number of shares in the current year.

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

The "A" ordinary shares rank *pari passu* in all respects with the ordinary shares in the capital of the Company, save that each "A" ordinary share confers on the holder thereof the right on a winding up or other return of capital to receive in priority to any payment to the holders of any other class of shares in the capital of the Company, the amount paid up on such "A" ordinary share and a premium in the sum of £19,369.

Each redeemable preference share ranks *pari passu* with the ordinary shares in the capital of the Company in respect of dividends and distributions. The shares are non-voting and have a right to return of capital on winding up of the Company immediately after repayment of the "A" ordinary shares but in priority to the holders of any other class of shares in the capital of the Company. No further rights on winding up, beyond the return of capital, to participate in the profits or assets of the Company are conferred on these redeemable preference shares.

The terms of the redeemable preference shares allow the Company, at any time, to redeem at par all or any of the shares. All redeemable preference shares so purchased will be redeemed and cancelled and may not be re-issued.

12 Reserves

The following describes the nature and purposes of each reserve within equity:

Reserve	Description and purpose
Called up Share capital	Nominal value of share capital subscribed for.
Share premium	Amount subscribed for share capital in excess of nominal value.
Capital Reserves	Accumulated capital surplus of a company earmarked for future capital losses or purchases
Retained earnings	All other net gains and losses and transactions with owners (e.g. dividends) not recognised elsewhere.

13 Ultimate parent Company and parent undertaking of largest group of which the Company is a member

The Company is a wholly-owned subsidiary Company of Akzo Nobel Limited, a Company incorporated in England and Wales.

The only group in which the results of the Company are consolidated is that headed by the ultimate parent Company, Akzo Nobel N.V. incorporated in the Netherlands.

Copies of the Akzo Nobel N.V. Annual Report and Financial Statements are available to the public and may be obtained from Christian Neefstraat 2, 1077 WW, Amsterdam, The Netherlands or online at: <https://akzonobel.com/en/investors>.

Notes to the Financial Statements (continued)
for the year ended 31 December 2021

14 Investment in related undertakings

The Company has the following investments in subsidiaries:

	Country of Incorporation	Class of shares held	Ownership	
			2021	2020
International Coatings Limited	England and Wales	Ordinary	100%	100%
Subsidiary undertakings	Registered Office Address	Limited by shares or guarantee	Registration number	Public or private
International Coatings Limited	The AkzoNobel Building, Wexham Road, Slough, SL2 5DS, United Kingdom.	Shares	1957483	Private

15 Post Balance sheet events

On 15 September 2022 outstanding intra-group loan was repaid in full plus interest in the amount of £33,347,525.

On 13th October 2022, the Company entered into loan arrangements to provide intra-group funding in the amount of £33,000,000. The loan term began on 15 September 2022 and is due to mature on 30 December 2022.