

ANNUAL REPORT AND FINANCIAL STATEMENTS 2009

CRODA OVERSEAS HOLDINGS LIMITED

Registered Number 3360096

WEDNESDAY



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COMPANIES HOUSE

CRODA OVERSEAS HOLDINGS LIMITED

Directors

Mr M Humphrey
Mr M S Christie

Company Secretary and Registered Office

Miss A L Scott
Cowick Hall
Snaith
Goole
East Yorkshire
DN14 9AA

Independent Auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
Benson House
33 Wellington Street
Leeds
LS1 4JP

Cowick Hall Snaith Goole East Yorkshire DN14 9AA
Telephone 01405 860551 Fax 01405 861767

CRODA OVERSEAS HOLDINGS LIMITED DIRECTORS' REPORT

The directors submit their directors' report and audited financial statements for the year ended 31 December 2009

1 Results and dividends

The Company's principal activity during the year continued to be as an investment holding company

The results for the year are set out on page 5. During the year the Company paid dividends of €43,868,000 (2008: €12,000,000) and accordingly €1,389,000 has been transferred to reserves (2008: €880,000 deducted from reserves).

Given the straightforward nature of the business, the Company's directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the business.

2 Principal risks and uncertainties

From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of the group and are not managed separately. Accordingly the principal risks and uncertainties of Croda Overseas Holdings Limited which include those of the Company, are discussed on pages 14 to 15 of the group's annual report, which does not form part of this report.

3 Directors

The directors who held office during the year are shown on page 1.

4 Statement of directors' responsibilities

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 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 these 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,
- 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 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.

5 Independent auditors

The independent auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution to reappoint them as auditors to the Company will be proposed at the Annual General Meeting.

CRODA OVERSEAS HOLDINGS LIMITED
DIRECTORS' REPORT

6 Disclosure of information to auditors

In the case of each of the persons who are directors at the time when the report is approved, the following applies

- So far as the directors are aware, there is no relevant audit information of which the Company's auditors are unaware, and
- The directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information

By Order of the Board



Miss A L Scott Company Secretary
22 June 2010

CRODA OVERSEAS HOLDINGS LIMITED

Independent auditors' report to the members of Croda Overseas Holdings Limited

We have audited the financial statements of Croda Overseas Holdings Limited for the year ended 31 December 2009 which comprise the profit and loss account, the balance sheet, the accounting policies and the related notes. 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).

Respective responsibilities of directors and auditors

As explained more fully in the directors' responsibilities statements set out on page 2, 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 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.

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 whether expressly agreed by our prior consent in writing.

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 misstatements, 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.

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 2009 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.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

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.



Steve Denison (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
Leeds

23 June 2010

CRODA OVERSEAS HOLDINGS LIMITED
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2009

	Notes	2009 €'000	2008 €'000
Administrative expenses		(18)	243
Operating (loss)/profit		(18)	243
Income from fixed assets	2	45,042	10,769
Profit on ordinary activities before tax		45,024	11,012
Tax on profit on ordinary activities	3	233	108
Profit for the year	9	45,257	11,120

All amounts relate to continuing operations

There were no recognised gains or losses except for those included above in the profit and loss account

There is no material difference between the result as disclosed in the profit and loss account and the result on a historical cost basis

Movements in shareholders' funds are shown in note 10 to the accounts on page 9

CRODA OVERSEAS HOLDINGS LIMITED
BALANCE SHEET AT 31 DECEMBER 2009

	Notes	31 December 2009		31 December 2008	
		€'000	€'000	€'000	€'000
Fixed assets					
Investments in subsidiary undertakings	5		139,375		139,375
Current assets					
Debtors	6	52,053		59,196	
Cash at bank and in hand		-		500	
Creditors amounts falling due within one year	7	(86,198)		(95,230)	
Net current assets			(34,145)		(35,534)
Total assets less current liabilities			105,230		103,841
Net assets			105,230		103,841
Capital and reserves					
Share capital	8		-		-
Share premium account	9		102,497		102,497
Profit and loss account	9		2,733		1,344
Total shareholders' funds	10		105,230		103,841

Signed on behalf of the Board who approved the accounts on 22 June 2010



M S Christie
Director

Registered No 3360096

CRODA OVERSEAS HOLDINGS LIMITED
NOTES TO THE ACCOUNTS

1 Accounting policies

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

Basis of accounting

These financial statements are prepared on the going concern basis, under the historical cost convention, as modified by the revaluation of certain tangible fixed assets and in accordance with the Companies Act 2006 and applicable accounting standards. The principal accounting policies are set out below.

Cashflow

The Company is a wholly owned subsidiary of Croda International Plc and is included in the consolidated financial statements of this company which are publicly available. Consequently, the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1 (Revised 1996).

Investments

Fixed asset investments are stated at cost less provision for impairment.

2 Income from fixed assets

	2009 €'000	2008 €'000
Dividends received from subsidiary undertakings	45,875	13,255
Interest paid on loans to subsidiary undertakings	(833)	(2,486)
	<hr/> 45,042	<hr/> 10,769

3 Tax

	2009 €'000	2008 €'000
United Kingdom current tax		
Corporation tax		
- current year	233	630
Overseas withholding taxes	-	(522)
	<hr/> 233	<hr/> 108

CRODA OVERSEAS HOLDINGS LIMITED
NOTES TO THE ACCOUNTS

3 Tax (continued)

The current tax charge for the year is lower (2008 lower) than that calculated using the standard rate of corporation tax in the UK. The differences are explained below -

	2009 €'000	2008 €'000
Factors affecting the tax charge for the year		
Profit on ordinary activities before tax	45,024	11,012
	<hr/>	<hr/>
Tax at the standard rate of corporation tax in the UK of 28% (2008 28.5%)	(12,607)	(3,138)
Effect of		
Dividend income not taxable	12,845	3,768
Overseas withholding tax	-	(522)
Exceptional item	(5)	-
	<hr/>	<hr/>
	233	108
	<hr/>	<hr/>

4 Dividends

During the year the Company paid dividends of €43,868,000 (2008 €12,000,000) to Croda International Plc

5 Investments in subsidiary undertakings

€'000

Cost less amounts written off

At 1 January 2009 and 31 December 2009

139,375

The Company's subsidiary undertakings are listed below and are wholly owned

Subsidiary	Country of Incorporation	Principal activity
Croda Investments Inc	USA	Investment holding company
Croda spol s r o	Czech Republic	Sale and distribution of chemicals
Croda Italiana SpA	Italy	Sale and distribution of chemicals
Croda Holdings SAS	France	Investment holding company
Croda Oleochemicals Iberica SA	Spain	Processing, sale and distribution of chemicals
Croda Argentina SA	Argentina	Sale and distribution of chemicals
Croda Adhesives Europe nv	Belgium	Dormant
Croda GmbH	Germany	Sale and distribution of chemicals
Croda Specialities Malaysia Sdn Bhd	Malaysia	Sale and distribution of chemicals
Croda do Brasil Ltda	Brazil	Processing, sale and distribution of chemicals
Croda EPC Thornton Pty Ltd	Australia	Property holding company
Croda Woobang Co Ltd (60% owned)	Korea	Processing, sale and distribution of chemicals
PT Uniqema Indonesia Ltd (60% owned)	Indonesia	Processing, sale and distribution of chemicals
Croda Belgium NV	Belgium	Technical support services

In the opinion of the directors the aggregate value of investments in subsidiary undertakings is not less than the amounts at which they are stated in the balance sheet

CRODA OVERSEAS HOLDINGS LIMITED
NOTES TO THE ACCOUNTS

6 Debtors

	2009	2008
	€'000	€'000
Amounts owed by group undertakings	52,053	59,196

7 Creditors: amounts falling due within one year

	2009	2008
	€'000	€'000
Corporation taxation	3,254	3,487
Other creditors	66	66
Amounts owed to group undertakings	82,878	91,677
	86,198	95,230

8 Share capital

	Authorised		Allotted, called up and fully paid	
	2009	2008	2009	2008
	€	€	€	€
Ordinary shares of £1 each	160	160	8	8

9 Statement of movements on reserves

	Share premium account	Profit and loss Account	Total shareholders' funds
	€'000	€'000	€'000
At 1 January 2009	102,497	1,344	103,841
Profit for the year	-	45,257	45,257
Dividends	-	(43,868)	(43,868)
At 31 December 2009	102,497	2,733	105,230

10 Reconciliation of movements in shareholders' funds

	2009	2008
	€000	€000
Profit for the year	45,257	11,120
Dividends	(43,868)	(12,000)
Movement on shareholders' funds	1,389	(880)
Opening shareholders' funds	103,841	104,721
Closing shareholders' funds	105,230	103,841

CRODA OVERSEAS HOLDINGS LIMITED
NOTES TO THE ACCOUNTS

11 Directors and employees

None (2008 None) of the directors received any emoluments in respect of their services to the Company
The Company has no employees or pension obligations

12 Ultimate parent company

The ultimate parent company is Croda International Plc, a company registered in England. Croda International Plc group is the largest and smallest group of which the Company is a member and for which group accounts are prepared. Copies of the group accounts can be obtained from the Company Secretary at the registered office of the Company detailed on page 1.