

Company Registration No. 03767301

**Venator Nominees UK Limited
(formerly Huntsman Nominees (UK) Limited)**

**Annual Report and Financial Statements
For the year ended 31 December 2017**

TUESDAY



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**Venator Nominees UK Limited,
(formerly Huntsman Nominees (UK) Limited),
Company Registration 03767301**

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**Venator Nominees UK Limited,
(formerly Huntsman Nominees (UK) Limited),
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DIRECTORS' REPORT

The directors present their annual report and financial statements for the year ended 31 December 2017.

ACTIVITIES

The company has not traded during the year and has made neither profit nor loss.

DIRECTORS AND THEIR INTERESTS

The following persons held office as Directors during the year and since:

Duncan Emerson (resigned 30 January 2017)
Michael C. Dixon (resigned 1st July 2017)
Richard J. J. Phillipson
Kurt D. Ogden (appointed 21st July 2017)
Russell R. Stolle (appointed 21st July 2017)
John J. Pehrson (appointed 21st July 2017)

No director had any interest in the shares of the company or any parent undertaking incorporated in Great Britain at any time during the year.

SECRETARY

Richard J J Phillipson

REGISTERED OFFICE

Titanium House, Hanzard Drive
Wynyard Park, Stockton-on-Tees
TS22 5FD
United Kingdom

The directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

Approved by the Board of Directors
and signed on behalf of the Board

A handwritten signature in black ink, appearing to be 'K D Ogden', followed by a long horizontal line extending to the right.

K D Ogden
Director

Date: 6 September 2018

**Venator Nominees UK Limited,
(formerly Huntsman Nominees (UK) Limited),
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STATEMENT OF DIRECTORS' RESPONSIBILITIES

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 such 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 judgments and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed; 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 proper accounting records that 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.

**Venator Nominees UK Limited,
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**BALANCE SHEET
31 December 2017**

	Note	2017 £	2016 £
Current Assets			
Cash at bank and in hand		<u>2</u>	<u>2</u>
Capital and Reserves			
Called up share capital - equity	4	<u>2</u>	<u>2</u>

For the year ending 31 December 2017 the company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies.

Directors' responsibilities:

- The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476; and
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

These financial statements of Venator Nominees UK Limited (Registration number 3767301) were approved by the Board of Directors on 6 September 2018 and approved on their behalf by:



K D Ogden
Director

Date: 6 September 2018

**Venator Nominees UK Limited,
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**NOTES TO THE ACCOUNTS
Year ended 31 December 2017**

1. ACCOUNTING POLICIES

The financial statements are prepared under the historical cost convention as modified by the revaluation of certain assets, and in accordance with FRS 102.

2. DIRECTORS AND EMPLOYEES

None of the directors received any emoluments in respect of services to the company during the year or the previous year. There are no employees of the company other than the directors.

3. PROFIT AND LOSS ACCOUNT

The company did not trade during the year and therefore made neither profit nor loss, nor any other recognised gain or loss.

4. CALLED UP SHARE CAPITAL

	Number of Shares	2017 £	Number of Shares	2016 £
Authorised				
Ordinary shares of £1	1,000	1,000	1,000	1,000
Called up, allotted and fully paid				
Ordinary shares of £1	2	2	2	2

5. RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption available to group companies within FRS8 ("Related Party Disclosures") which allows it not to disclose transactions with group entities or investees of the group qualifying as related parties.

6. ULTIMATE PARENT COMPANY

The immediate parent company is Venator Group (formerly Tioxide Group), a company incorporated in England & Wales. As at 31 December 2017, the ultimate parent undertaking of Venator Nominees UK Limited was Huntsman Corporation, a company incorporated in the state of Texas in the United States of America.

Following the completion of the initial public offering of Venator Materials PLC on 8 August 2017, Venator Materials PLC became the intermediate parent company of Venator Nominees UK Limited. A secondary public offering on 4 December 2017 brought Huntsman's share of Venator Materials PLC down to 53.1%. Venator Materials PLC is listed on the New York Stock Exchange and is the controlling party of Venator Group.

The results of Venator Nominees (UK) Limited for the year ended 31 December 2017 have been consolidated in the financial statements of Huntsman International LLC, a company registered in the state of Texas in the United States of America and being the smallest parent undertaking to prepare group financial statements. Huntsman Corporation is the parent of the largest group of which the company is a member and for which consolidated financial statements are prepared.

Huntsman International LLC and Huntsman Corporation's registered address is 10003 Woodloch Forest Drive, The Woodlands, Texas 77380 and Venator Materials International UK Limited's registered address is Titanium House, Hanzard Drive, Wynyard Park, Stockton-on-Tees, TS22 5FD.

Copies of the consolidated financial statements of Huntsman International LLC and Huntsman Corporation can be obtained from the group's website at www.huntsman.com.