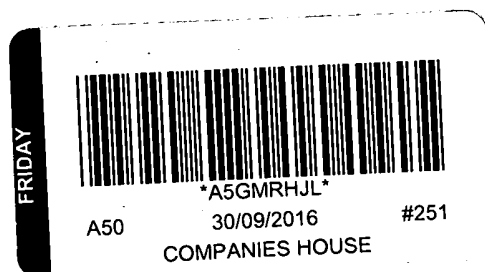


INEOS Capital Ltd

Annual report and financial statements

Registered number 03851680

31 December 2015.



Contents

Directors' report	3
Independent auditor's report to the members of INEOS Capital Ltd	5
Profit and Loss Account	7
Balance Sheet	8
Statement of Changes in Equity	9
Notes	10

Directors' report

The directors present their report and the audited financial statements for the year ended 31 December 2015.

Directors

The directors who held office during the year were as follows:

J F Ginns
G W Leask

Principal activities

The principal activity of the company is as a holding company including holding the intellectual property rights to the name INEOS. This is expected to continue going forward.

Review of business and future developments

INEOS Capital Limited continues to own and maintain the intellectual property rights to the name INEOS which is registered in various countries around the globe, and acts as a holding company. INEOS Capital Limited is to continue to act as a holding company in future years.

Proposed dividend

The directors do not recommend the payment of a dividend (2014: nil).

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 prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising Financial Reporting Standard 102 *The Financial Reporting Standard Applicable in the UK and Republic of Ireland* (FRS 102), 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;
- notify its shareholders in writing about the use of disclosure exemptions, if any, of FRS 102 used in the preparation of financial statements; 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. 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.

Disclosure of information to auditor

The directors confirm that as far as they are aware, there is no relevant audit information of which the company's auditors are unaware and that they have taken all steps necessary 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.

Directors' report (continued)

Independent auditors

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and PricewaterhouseCoopers LLP will therefore continue in office.

On behalf of the board



G Leask
Director

29 September 2016

INEOS Capital Limited
Hawkslease
Chapel Lane
Lyndhurst
SO43 7FG

Independent auditors' report to the members of INEOS Capital Limited

Report on the financial statements

Our opinion

In our opinion, INEOS Capital Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 December 2015 and of its loss 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.

What we have audited

The financial statements, included within the Annual report and financial statements (the "Annual Report"), comprise:

- the Balance Sheet as at 31 December 2015;
- the Profit and Loss account for the year then ended;
- the Statement of Changes in Equity for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" Section 1A, and applicable law (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

Opinion on other matter prescribed by the Companies Act 2006

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 addition, in light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we are required to report if we have identified any material misstatements in the Directors' Report. We have nothing to report in this respect.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

Independent auditors' report to the members of INEOS Capital Limited (continued)

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: take advantage of the small companies exemption in preparing the Directors' Report; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

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) ("ISAs (UK & 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 where expressly agreed by our prior consent in writing.

What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). 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.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.



Michael Jeffrey (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Newcastle upon Tyne
29 September 2016

Profit and Loss Account
for year ended 31 December 2015

	Note	2015 £	2014 £
Administrative expenses		(24,652)	(27,692)
Operating loss	2	(24,652)	(27,692)
Income from investments	4	-	1,910,650
Foreign exchange rate movement		(386,888)	(152,931)
(Loss) / profit on ordinary activities before taxation		(411,540)	1,730,027
Tax on (loss) / profit on ordinary activities	5	30,268	(14,188)
(Loss) / profit for the financial year		(381,272)	1,715,839

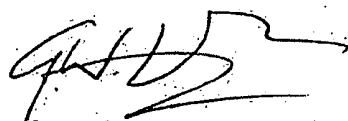
All amounts relate to continuing operations.

There are no income or expenditure items other than those included in the results above for the current financial year and the preceding financial year and therefore no separate statement of comprehensive income has been prepared.

Balance Sheet
at 31 December 2015

	Note	£	2015 £	£	2014 £
Fixed assets					
Tangible assets	6	44,675		44,675	
Investments	7	30,554,088		30,554,088	
			30,598,763		30,598,763
Current assets					
Debtors (including £3,554,467 (2014: £3,554,467) due after more than one year)	8	9,111,669		9,507,420	
Cash at bank and in hand	9	156,010		181,994	
Creditors: amounts falling due within one year	10	(73,031)		(113,494)	
Net current assets			9,194,648		9,575,920
Net assets			39,793,411		40,174,683
Capital and reserves					
Called up share capital	11	37,170,316		37,170,316	
Share premium account		799,000		799,000	
Profit and loss account		1,824,095		2,205,367	
Shareholders' funds			39,793,411		40,174,683

These financial statements on page 7 – 16 were approved by the board of directors on 29 September 2016 and were signed on its behalf by:


G Leask
Director

Company registered number: 3851680

Statement of Changes in Equity

	Called up share capital £	Share Premium account £	Profit and loss account £	Total Equity £
Balance as at 1 January 2014	37,170,316	799,000	489,528	38,458,844
Profit for the period	-	-	1,715,839	1,715,839
Balance as at 31 December 2014	37,170,316	799,000	2,205,367	40,174,683

	Called up share Capital £	Share Premium account £	Profit and loss account £	Total equity £
Balance as at 1 January 2015	37,170,316	799,000	2,205,367	40,174,683
Loss for the period	-	-	(381,272)	(381,272)
Balance as at 31 December 2015	37,170,316	799,000	1,824,095	39,793,411

Notes

(forming part of the financial statements)

1 Accounting policies

Ineos Capital Ltd (the "Company") is a company limited by shares and incorporated and domiciled in the UK.

These financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard* applicable in the UK and Republic of Ireland ("*FRS 102*") as issued in August 2015. The presentation currency of these financial statements is sterling. In these financial statements, the partnership has adopted early FRS 102 Section 1A.

In the transition to FRS 102 from old UK GAAP, the Company has made no measurement and recognition adjustments.

FRS 102 grants certain first-time adoption exemptions from the full requirements of FRS 102. No exemptions have been taken in these financial statements.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

1.2 Measurement convention

The financial statements are prepared on the historical cost basis.

1.3 Foreign currency

Transactions in foreign currencies are translated to the Company's functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined. Foreign exchange differences arising on translation are recognised in the profit and loss account.

1.4 Basic financial instruments

Trade and other debtors / creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

Fixed asset investments

Fixed asset investments are stated at cost less provision for impairment in value. Where market conditions exist which, in the opinion of the directors, represents an impairment in value, a charge is made to the profit and loss account in the corresponding period. If circumstances arise which lead to the value increasing, this will be credited to the profit and loss account to a maximum of cost price if management believe the value is sustainable.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purpose only of the cash flow statement.

Notes (continued)

1 Accounting policies (continued)

1.5 Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation.

Where parts of an item of tangible fixed assets have different useful lives, they are accounted for as separate items of tangible fixed assets, for example land is treated separately from buildings.

Depreciation is charged to the profit and loss account on a straight-line basis over the estimated useful lives of each part of an item of tangible fixed assets. Land is not depreciated.

Depreciation methods, useful lives and residual values are reviewed if there is an indication of a significant change since last annual reporting date in the pattern by which the company expects to consume an asset's future economic benefits.

1.6 Turnover

INEOS Capital Limited operates one class of business, that of a holding company, and in one geographical sector, the United Kingdom. Turnover represents income from investments and is recognised on receipt.

1.7 Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on an undiscounted basis.

A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted.

1.8 Critical accounting estimates / judgements

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are reasonable under the circumstances. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Notes (continued)

2 Operating Loss

Included in the loss are the following:

	2015 £	2014 £
Fees Payable to the Company's auditor for audit of these financial statements	2,000	2,000

3 Directors' remuneration

Neither the directors nor the secretary received any emoluments during the year (2014: nil) in respect of their services to the company. No other persons were employed during the year or in the prior year.

4 Income from investments

	2015 £	2014 £
Preferred Member return from investments	-	1,910,650

5 Tax on (loss) / profit on ordinary activities

Total tax expense recognised in the profit and loss account

	2015 £	2014 £
Current tax		
Current tax on income for the period	-	100,391
Adjustments in respect of prior periods	(30,268)	(86,203)
Total current tax (credit) / charge for the year	(30,268)	14,188

Reconciliation of tax charge

	2015 £	2014 £
Profit on ordinary activities before tax	(411,540)	1,730,027
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 20.25% (2014: 21.5%)	(83,337)	371,956
Effects of:		
Expenses not deductible for tax purposes	38,475	(166,176)
Use of tax losses previously unrecognised	44,862	(105,390)
Adjustments to tax charge in respect of previous period	(30,268)	(86,202)
Current tax (credit) / charge for the year	(30,268)	14,188

In July 2015, the UK Corporation tax rate for periods commencing 1 April 2017 was changed from 20% to 19% and for periods from 1 April 2020 from 19% to 18%.

The company did not recognise gross losses of £9,283,538 (2014: £9,127,286) as they are not expected to be used in the near future.

Notes (continued)

6 Fixed assets

	Freehold land £
Cost	
Balance at 1 January 2015	44,675
Acquisitions	-
Disposals	-
Balance at 31 December 2015	<u>44,675</u>
Depreciation and impairment	
Balance at 1 January 2015	-
Disposals	-
Balance at 31 December 2015	<u>-</u>
Net book value	
At 1 January 2015	<u>44,675</u>
At 31 December 2015	<u>44,675</u>

7 Investments

	Investments £
Cost	
At 1 January 2015	30,554,088
Additions	-
Disposals	-
At 31 December 2015	<u>30,554,088</u>

The Company has the following investments in associates:

	Country of incorporation	Class of shares held	Ownership 2015 %	Ownership 2014 %
Hampshire Aviation LLP	UK	Preferred	25	25

The directors believe that the carrying value of the investments is supported by their underlying net assets.

Notes (continued)

8 Debtors

	2015 £	2014 £
Amounts owed by group undertakings	9,108,789	9,503,172
Other debtors	2,880	4,248
	<u>9,111,669</u>	<u>9,507,420</u>
Due within one year	5,557,202	5,952,953
Due after more than one year	<u>3,554,467</u>	<u>3,554,467</u>

Amounts owed by group undertakings are not secured, repayable on demand and are not interest bearing.

9 Cash and cash equivalents

	2015 £	2014 £
Cash at bank and in hand	<u>156,010</u>	<u>181,994</u>

10 Creditors: amounts falling due within one year

	2015 £	2014 £
Trade creditors	909	5,354
Accruals and deferred income	<u>72,122</u>	<u>108,140</u>
	<u>73,031</u>	<u>113,494</u>

Notes (continued)

11 Called up share capital

	2015 £	2014 £
Authorised		
1,000,000 (2014: 1,000,000) ordinary shares of 0.1p each	1,000	1,000
50,000,000 (2014: 50,000,000) 'A' ordinary shares of £1 each	50,000,000	50,000,000
1,000 (2014: 1,000) deferred shares of £1 each	1,000	1,000
	50,002,000	50,002,000
Allotted and fully paid		
1,000 (2014: 1,000) ordinary shares of 0.1p each	1	1
37,169,315 (2014: 37,169,315) 'A' ordinary shares of £1 each	37,169,315	37,169,315
1,000 (2014: 1,000) deferred shares of £1 each	1,000	1,000
	37,170,316	37,170,316

Save as provided below, the ordinary shares, the 'A' ordinary shares and the deferred shares rank pari passu.

Each of the deferred shares are entitled to receive a dividend of 0.00001 pence per annum. Each of the 'A' ordinary shares are entitled to receive a dividend of 0.0000001% of any profits of the Company in excess of £50,000,000 per annum.

On return of capital, each of the deferred shares carry the right to amounts paid up immediately subsequent to the repayment of the holders of the ordinary shares pari passu the sum of a further £100,000,000 per share.

None of the deferred shares or the 'A' ordinary shares carry rights to receive notice of or to attend and vote at any general meeting of the company, nor do they carry any other right to participate in the profits or the assets of the company.

The ordinary shares rank pari passu in all respects in relation to any dividend declared made or paid by the company subject only to the dividend rights of the deferred shares as stated above.

On a return of assets on liquidation, reduction of capital or otherwise, the surplus assets of the company available for distribution amongst the members shall be paid to and distributed among the holders of the ordinary shares pro rata according to their respective shareholdings, subject only to the rights on return of capital of the deferred shares and 'A' ordinary shares as set out above.

12 Financial instruments

The carrying amounts of the financial assets and liabilities include:

	2015 £	2014 £
Assets measured at amortised cost	9,108,789	9,503,172
Liabilities measured at amortised cost	909	5,354

Notes (continued)

13 Related parties

The following individuals and group companies are related:

J A Ratcliffe
INEOSAG
INEOS Group AG
Hawkslease Finance Company Limited

Transactions undertaken with related parties and balances outstanding at the yearend were as follows:

	Value of transaction	Balance receivable at 31 December	Value of transaction	Balance receivable at 31 December
	2015 £	2015 £	2014 £	2014 £
Sales to related parties				
INEOS Companies	1,563	1,563	9,057	9,057
Loan advances to related parties				
INEOS Companies	(386,888)	9,107,226	(152,932)	9,494,115

14 Ultimate parent company and parent company of larger group

The Company is a subsidiary undertaking of INEOS AG. The ultimate controlling party is J A Ratcliffe.
No other group financial statements include the results of the Company.

15 Transition

There are no matters adjusted or to disclose as a result of transition to Financial Reporting Standard 102 *The Financial Reporting Standard*.