

Registered number: 04443088

Q. E. D. Chemical Solutions Limited
Annual report and financial statements
for period ended 31 December 2016



Q. E. D. Chemical Solutions Limited

Annual report and financial statements for period ended 31 December 2016

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Q. E. D. Chemical Solutions Limited

Directors and advisers

Directors

G Baldock
S Cramer
P Mauguy
A Griffith (Appointed 10 February 2017)
D Lee (Appointed 10 February 2017)

Secretary

G Baldock

Registered office

Profile West
950 Great West Road
Brentford
Middlesex
England
TW8 9ES

Independent auditors

PricewaterhouseCoopers LLP
3 Forbury Place
23 Forbury Road
Reading
Berkshire
RG1 3JH

Q. E. D. Chemical Solutions Limited

Directors' report for period ended 31 December 2016

The Directors present their report and the audited financial statements of Q. E. D. Chemical Solutions Limited (the "Company") for the period ended 31 December 2016.

Principal activities

The Company has not traded during the period.

Going concern

The directors are required to prepare financial statements on the going concern basis, unless it is inappropriate to presume that the Company will continue in business. The directors believe that the adoption of the going concern basis in the preparation of the financial statements is appropriate as the directors of the group headed by WP Safety-Kleen (Cayman) Limited, of which the Company is a member, have confirmed via a letter of support that it is management's intention to provide the necessary financial support for 12 months from the date of approval of these financial statements. In concluding on the going concern basis, the directors have also considered the financial position of the WP Safety-Kleen (Cayman) Limited group, further details of which are disclosed in the consolidated financial statements of WP Safety-Kleen (Cayman) Limited.

Principal risks and uncertainties

For information relating to the group's principal risks and uncertainties please refer to the consolidated financial statements of the ultimate parent company.

Business review

The Company has not traded during the period ended 31 December 2016 or in the prior period ended 31 December 2015. The Directors do not envisage the Company commencing any trade in the foreseeable future and as such no review of the business has been conducted.

Results and dividends

The Company's loss for the financial period is £3,782 (2015: £Nil). The Directors do not recommend the payment of a dividend (2015: £nil).

Directors

The Directors who held office during the period and up to the date of signing the financial statements, unless otherwise stated, were as follows:

G Baldock	
S Cramer	
M Greenwood	(Resigned 10 February 2017)
P Mauguy	
T Short	(Resigned 25 January 2016)
A Griffith	(Appointed 10 February 2017)
D Lee	(Appointed 10 February 2017)

Directors' and Officers' Liability

The Group provided the Directors' and Officers' with liability insurance for the period. The insurance does not provide cover in the event that the Director is proved to have acted fraudulently.

Q. E. D. Chemical Solutions Limited

Directors' report for period ended 31 December 2016 (continued)

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 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;
- 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.

Statement of disclosure of information to auditors

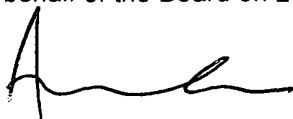
Each of the persons who is a Director at the date of approval of this report confirms that, so far as each of the Directors is aware, there is no relevant audit information (that is, information needed by the Company's auditors in connection with preparing their report) of which the Company's auditors are unaware. Each Director has taken all the steps that he ought to have taken as a Director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Independent auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at Annual General Meeting.

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

On behalf of the Board on 20 June 2017



A Griffith
Director

Registered number: 04443088

Q. E. D. Chemical Solutions Limited

Independent auditors' report to the members of Q.E.D Chemical Solutions Limited

Our opinion

In our opinion, Q.E.D Chemical Solutions 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 2016 and of its result 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 2016;
- the Profit and Loss Account 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 "Reduced Disclosure Framework".

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, the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

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.

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.

Indepent auditors' report to the members of Q.E.D Chemical Solutions Limited

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, 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 and financial statements 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.



John Maitland (Senior Statutory Auditor)

For and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

Reading

20 June 2017

Q. E. D. Chemical Solutions Limited

Profit and loss account for period ended 31 December 2016

	Note	31 December 2016 £	31 December 2015 £
Administrative expenses		-	-
Exceptional items	4	(3,782)	-
Operating loss		(3,782)	-
Loss on ordinary activities before taxation	3	(3,782)	-
Tax on loss on ordinary activities	7	-	-
Loss for the financial period	11	(3,782)	-

The results for the periods stated above are derived entirely from discontinued operations.

There are no material differences between the loss on ordinary activities before taxation and the loss for the financial year stated above and their historical cost equivalents.

There are no recognised gains and losses other than the loss for the financial periods and accordingly no separate statement of total recognised gains and losses has been presented.

These financial statements on pages 6 to 12 were approved by the Board of Directors on 20 June 2017.

Q. E. D. Chemical Solutions Limited

Balance sheet as at 31 December 2016

	Note	31 December 2016 £	31 December 2015 £
Current assets			
Debtors - amounts falling due within one year	8	4,100	166,227
Cash at bank and in hand		-	-
		4,100	166,227
Creditors - amounts falling due within one year	9	-	(158,345)
Net assets		7,882	7,882
Capital and reserves			
Called up share capital	10	122	122
Share premium account	11	3,978	3,978
Profit and loss account	11	-	3,782
Total shareholders' funds	12	4,100	7,882

These financial statements on pages 6 to 12 were approved by the Board of Directors on 20 June 2017 and were signed on its behalf by:



S Cramer
Director

Registered number: 04443088

Q. E. D. Chemical Solutions Limited

Notes to the annual report and financial statements for period ended 31 December 2016

1 Accounting policies

Basis of preparation

These financial statements are prepared on the going concern basis under the historical cost convention, and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies, which have been applied consistently throughout the period, are set out below.

Accounting period

The current period financial statements are made up to the 31st December 2016.

The comparative period financial statements are for the 52 week period ending 31 December 2015.

Taxation

Corporation tax payable is provided on taxable profits at the current rate.

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

Deferred tax assets are recognised when it is considered more likely than not that they will be recovered. Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are forecast 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

Going Concern

The Directors are required to prepare financial statements on the going concern basis, unless it is inappropriate to presume that the Company will continue in business. The Directors believe that the adoption of the going concern basis in the preparation of the financial statements is appropriate as the directors of the group headed by WP Safety-Kleen (Cayman) Limited, of which the Company is a member, have confirmed that it will provide the necessary financial support for 12 months from the date of approval of these financial statements. In concluding on the going concern basis, the directors have also considered the financial position of the WP Safety-Kleen (Cayman) Limited group, further details of which are disclosed in the consolidated financial statements of WP Safety-Kleen (Cayman) Limited.

2 Cash flow statement and related party disclosures

The Company is a wholly owned subsidiary of WP Safety-Kleen (Cayman) Limited, and is included in the publicly available consolidated financial statements of that company.

Consequently the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1 'Cash Flow Statements' (revised 1996). The Company is also exempt under the terms of paragraph 3(c) FRS 8 'Related Party Disclosures' from disclosing related party transactions with other companies that are part of the WP Safety-Kleen (Cayman) Limited group of companies.

Q. E. D. Chemical Solutions Limited

Notes to the annual report and financial statements for period ended 31 December 2016 (continued)

3 Loss on ordinary activities before taxation

Loss on ordinary activities before taxation is stated after charging:

	31 December 2016 £	31 December 2015 £
Auditors' remuneration		
- audit fees	-	-

The audit fee for the period is borne by Safety Kleen Group Services limited, a fellow subsidiary undertaking.

4 Exceptional items

During the year balances due from the parent company were written off.

5 Employee information

The company has no employees (2015: none).

6 Directors' emoluments

In the current period the services of four of the Directors (2015: four) were paid by Safetykleen Group Services Limited (formerly known as WP Bidco Limited) or Safety-Kleen UK Limited. It is not practical to allocate their remuneration to other companies within the group headed by WP Safety-Kleen (Cayman) Limited.

The total emoluments of the Directors for their services to the whole group were as follows:

	31 December 2016 £	31 December 2015 £
Aggregate emoluments	654,025	624,411
Amounts paid to pension schemes	22,935	30,784
	676,960	655,195

The highest paid Director received emoluments of £184,000(201: £179,757) and pension contributions of £13,680 (2015: £12,675).

Four (2015: four) Directors have retirement benefits accruing under money purchase pension schemes.

Q. E. D. Chemical Solutions Limited

Notes to the annual report and financial statements for period ended 31 December 2016 (continued)

7 Tax on loss on ordinary activities

The tax assessed for the year is the same (2015: 20%) as the standard rate of corporation tax in the UK 20%.

	31 December 2016 £	31 December 2015 £
Loss on ordinary activities before taxation	(3,782)	-
Loss on ordinary activities multiplied by average standard rate in the UK 20% (2015: 20%)	(756)	-
Effects of:		
Expenses not deductible	756	-
Total current tax charge	-	-

The company has an unrecognised deferred tax asset of £39,234 (2015: 7,847 in relation to post-cessation expenses as at 31 December 2016 (at 20%))

8 Debtors - amounts falling due within one year

	31 December 2016 £	31 December 2015 £
Amounts owed by Group undertakings	4,100	166,227

Amounts owed by Group undertakings are unsecured, interest free and repayable on demand.

9 Creditors - amounts falling due within one year

	31 December 2016 £	31 December 2015 £
Amounts owed to Group undertakings	-	158,345
Corporation tax	-	-
	-	158,345

Q. E. D. Chemical Solutions Limited

Notes to the annual report and financial statements for period ended 31 December 2016 (continued)

10 Called up share capital

	31 December 2016 £	31 December 2015 £
Allotted and fully paid		
100 (2015: 100) Ordinary shares of £1 each	100	100
22 (2015: 22) Ordinary shares—Class B non-voting of £1 each	22	22
	122	122

11 Reserves

	Profit and loss account £	Share premium account £
At 31 December 2015	3,782	3,978
Loss for the financial period	(3,782)	-
At 31 December 2016	-	3,978

12 Reconciliation of movements in shareholders' funds

	31 December 2016 £	31 December 2015 £
Loss for the financial period	(3,782)	-
Opening shareholders' funds	7,882	7,882
Closing shareholders' funds	4,100	7,882

13 Related party transactions

The Company is exempt under the terms of paragraph 3(c) FRS 8 'Related Party Disclosures' from disclosing related party transactions with other companies that are part of the WP Safety-Kleen (Cayman) Limited group of companies.

There were no other related party transactions.

Q. E. D. Chemical Solutions Limited

Notes to the annual report and financial statements for period ended 31 December 2016 (continued)

14 Ultimate parent undertaking and controlling party

The Company's immediate parent undertaking is Safety-Kleen UK Limited., a company incorporated in England.

WP Safety-Kleen (Cayman) Limited, a company incorporated in the Cayman Islands, is the Company's ultimate parent undertaking and controlling party, and is the largest and the smallest group of which the Company is a member and for which consolidated financial statements are prepared. The consolidated financial statements of WP Safety-Kleen (Cayman) Limited can be obtained from WP Safety-Kleen (Cayman) Limited, 950 Great West Rd, Brentford TW8 9ES.

The group headed by WP Safety-Kleen (Cayman) Limited is a portfolio company of funds (the "Warburg Pincus Funds") advised and managed by Warburg Pincus LLC, a private equity firm organised in the United States of America. The Warburg Pincus Funds hold 73.4% of WP Safety-Kleen (Cayman) Limited's ordinary shares and jointly have a controlling interest in the group and therefore the Company.

15 Events after the reporting date

On 18th May 2017 Warburg Pincus announced their agreement to sell the Safetykleen Europe Group to Apax Partners LLP. The transaction is subject to customary closing conditions and is expected to close in Q3 2017. The current ownership structure and management team remain in place.