A-Gas Investments Limited

Annual report and financial statements

Registered number 06004328

For the year ended 31 December 2019

A-GAS
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Contents

Registered number 06004328

Company Information

Directors
AJ Ambrose
IVS Podmore
REM Stewart

Secretary
REM Stewart

Auditor
Deloitte LLP
Bristol

Banker
The Royal Bank of Scotland PLC
3 Temple Back East
Temple Quay
Bristol
BS1 6DZ

Solicitor
Osborne Clarke
2 Temple Back East
Temple Quay
Bristol
BS1 6EG

Registered Office
Banyard Road
Portbury West
Bristol
BS20 7XH

Strategic Report

Business model

The Company's business model is to act as an intermediate holding Company within the A-Gas Group.

Future developments

The Company intends to continue to act as an intermediate holding Company within the A-Gas Group.

Business review

The Company's financial and other key performance indicators during the year to 31 December 2019 and 2018 were as follows:

	Year ended 31 December 2019 £000	Year ended 31 December 2018 £000	Movement %
(Loss)/profit after tax	**(40)**	236	-117%
Total shareholders deficit	**(9,950)**	(9,910)	-1%
Current assets as a percentage of current liabilities	**8%**	7%	+1%

(Loss)/profit after tax demonstrates the financial performance of the Company. Loss after tax has decreased by 117% from the prior year. While an important statutory measure, it includes various accounting adjustments which makes it harder to gauge the underlying performance of the business. The movement year on year is driven by the tax charge in the year.

Total shareholders deficit demonstrates the financial position of the Company, and the movement year on year is a consequence of the financial performance noted above.

Current assets as a percentage of current liabilities provides an indication of the operational efficiency of the Company. The movement year on year is a consequence of the loan movements within the year.

Principal risks and uncertainties

The Company holds an investment balance in the A-Gas Group. The Company's principal risk is recovery of its investment, which is related to the principal risks and uncertainties facing the Group. These principal risks and uncertainties are broadly grouped as legislative and exposure to credit, liquidity and foreign currency risk.

Strategic Report (continued)

Legislative risk

Demand for A-Gas' products is driven by growth in the underlying demand for climate cooling, refrigeration and fire protection applications. Changes in the regulatory environment in these sectors has an impact on the mix of products sold in each market. There are various regulations governing the packaging used to distribute these products, with disposable cylinders no longer permitted in the EU, Canada and Australia.

The regulatory developments noted above refer principally to the international treaty known as the Montreal Protocol, which controls and will ultimately phase out the production and use of ozone depleting substances (ODS) and specifically the chlorine containing CFC (chlorofluorocarbon) and HCFC (hydrochlorofluorocarbon) based products. The principal replacement products for these ODSs are HFCs (hydrofluorocarbons) and whilst ozone benign, these products are considered to have global warming potential (GWP) and as such are included in the 'basket' of six gases (the major one being CO2) which are encompassed in the Kyoto Protocol, an international treaty that commits parties to reduce greenhouse gas emissions.

During 2015, consensus was reached at the Kigali meeting of the Montreal Protocol Committee on bringing the phase down of HFCs under the Montreal Protocol which is seen as a positive move by the industry in moving end users towards lower GWP products. The so-called Kigali amendment was ratified in 2017 enacting the next legislation.

A-Gas continues to monitor and comply with regulatory and legislative changes in all territories, adapting its product range, packaging and environmental services accordingly.

In addition to the Montreal Protocol, the following key legislative frameworks apply within A-Gas territories:

• **F-Gas regulation (UK/Europe)** – Passed as law by the European Parliament in 2006 as part of the EU's commitments under the Kyoto Protocol, this legislation aimed to reduce emissions of fluorinated greenhouse gases (F Gases) comprising mainly hydrofluorocarbons (HFCs) through containment, leak reduction, repair and recovery. Revisions of the EU F-Gas regulation proposed in 2014 have now entered into force and took effect from 1 January 2015.

The revisions include a cap and phase-down in the supply of HFCs, beginning with a freeze in supply in 2015 (calculated as the annual average of the total quantity of HFCs produced and imported into the EU during the period from 2009 to 2014). This is to be followed by a series of reduction steps from 2016 to reach 21% of HFC supply by 2030. Provision is made for the free allocation of HFC quotas to individual companies based on their historic reported HFC volumes placed on the EU market from 2009 to 2014.

The revisions also included prohibition of F-Gases with a GWP of 2500 or more, although the use of reclaimed and recycled F-Gases with a GWP above 2500 is allowed until 1 January 2030. A proposed ban on import of pre-charged equipment was not approved and was replaced with measures for tracking such imports and exports.

The revisions are expected to increase demand in the medium term for the Group's reclamation activities and for the next generation of less environmentally sensitive chemicals.

• **Clean Air Act/Environmental Protection Agency (US)** - Effective 1 January 1996, the Clean Air Act prohibited the production of virgin, and makes it mandatory to capture, chlorofluorocarbon (CFC) refrigerants and limited the production of virgin HCFC refrigerants to comply with the US obligations under the Montreal Protocol.

The US Environmental Protection Agency (EPA) is responsible for establishing federal regulations to comply with the Act, and it has achieved this by issuing annual consumption and production allowances to US

Strategic Report (continued)

manufacturers and importers. The regulations allow for the production or importation of HCFC-22 and the allowances for 2015 were 22 million pounds, reducing in a linear manner down to zero in 2020.

The revisions are expected to increase demand in the medium term for the Group's reclamation activities and for the next generation of less environmentally sensitive chemicals.

The USA is a signatory to the Kigali Amendment, but will need Senate approval to ratify, which is not expected in the near future.

• As a party to the Montreal Protocol and its amendments, **South Africa** and **Singapore** are obliged and committed to following the agreed phase out of HCFCs as follows:

- Freeze consumption and production in 2015 at the baseline consumption (2009-2010);
- Reduce 10% by 1 January 2015;
- Reduce 35% by 1 January 2020;
- Reduce 67.5% by 1 January 2025;
- Allow 2.5% annual consumption during 1 January 2030-31 December 2040.

This is controlled through the regulations regarding the Phasing Out and Management of Ozone Depleting Substances (ODS) together with the National Environmental Air Quality Act. The phase-out mechanism adopted by the Department of Environmental Affairs (DEA) to ensure that South Africa adheres to this phase out schedule, is by the issuing of quotas to importers of HCFCs based on their 2009/10 import volumes. South Africa has elected to accelerate the phase out of HCFCs by annual reductions in quota from 2015 and has also elected to accelerate the phase out of HCFC R141b with all imports of this product being banned from 1 January 2016. In addition, recovery of used product is now mandatory. The revisions are expected to increase demand in the medium term for the Group's reclamation activities and for the next generation of less environmentally sensitive chemicals.

• **Ozone Protection and Synthetic Greenhouse Gas Management (Australia)** – with regards to the phase-out of HCFCs in Australia, the country is following an accelerated phase-out plan in comparison to their obligations under the Montreal Protocol. This accelerated plan all but removes the ability to import or produce virgin HCFCs from the beginning of 2017. Under the same legislation, the Australian Government has passed into law the phase down of HFCs to achieve an 85% reduction in imports/production by 2036. The phase down has commenced from the beginning of 2018 and represents an acceleration of their commitments under the Kigali Amendment to the Montreal Protocol. This legislation is expected to increase demand in the medium term for the Group's reclamation activities and for the next generation of less environmentally sensitive chemicals.

Brexit risk

Readiness

The Group have convened an internal Brexit Committee to assess all of the potential impacts and have taken the measures that the Group deem necessary to mitigate the key risks to the business of which the Group believe there are very few. Over 70% of its global business is outside the UK and the Group do not export significant amounts of product to Europe from the UK. With regards to imports, these are controlled by quotas and it is the quota position that is more important as regards to the availability of virgin product imported from Europe, than whether tariffs are applied.

Strategic Report (continued)

Customers

The Group will continue to supply our UK customers from the UK. For European customers, to the extent they are not already supplied by our businesses in the Netherlands and Germany, it is likely we will begin supplying them from the Netherlands. The Group has invested in additional separation capacity in the Netherlands and will be able to reclaim and separate product in mainland Europe to service European customers.

Supply Chain

For virgin product the Group will be able to continue to import product from outside Europe using our quota. The Group also buy virgin product from other suppliers based in Europe which may attract additional tariffs post-Brexit but the Group do not believe this will have a material adverse effect on the business.

Employees

The Group has a small number of European nationals working in its business in the UK and the Group is looking at what impact Brexit may have on their right to work.

Financing

The Group do not believe that our financing arrangements will be impacted by Brexit.

Regulation

F-Gas is European legislation but it has been adopted under UK law so would take an Act of Parliament to repeal the legislation. Furthermore, the UK has ratified the Kigali Amendment of the Montreal Protocol and so the country would be subject to HFC phase-down regulation under Kigali in the event that the F-Gas Regulations were repealed in Parliament.

Exposure to credit, liquidity and foreign currency risk

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Group policies are aimed at minimising such losses and deferred terms are only granted to customers who demonstrate an appropriate payment history and credit worthiness. Details of the Company's debtors are given in Note 8.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Group aims to mitigate liquidity risk by properly managing cash generation from its operations and applying cash collection targets. The Group also manages liquidity risk by managing credit facilities and fixed term debt.

Foreign currency risk

Foreign currency risk is the risk associated with changes in profitability as a result of trading in more than one currency. The Group manages this risk by hedging large foreign currency denominated transactions and by seeking to match foreign currency denominated assets and liabilities in order to achieve a form of natural hedge.

Strategic Report (continued)

Post Statement of Financial Position events and future developments

The outbreak of COVID-19 ("COVID") in early 2020 has affected business and economic activity around the world, including all regions in which the Group operates. The Group considers this to be a non-adjusting post Statement of Financial Position event as of 31 December 2019. Given the spread of the virus, the range of potential outcomes for the global economy are difficult to predict at this point in time. At the same time there are a number of policy and fiscal responses emerging across the globe intended to mitigate potential negative economic impacts.

The Company and Group is monitoring all COVID developments closely, following guidance from the WHO and abides by the requirements as activated by local governments. Contingency plans have been implemented to mitigate the potential adverse impact on the Group's employees, operations and financial position. This includes a c. £10.4m draw from the debt facilities in March 2020.

While the directors expect the Company and Group to continue to grow in the coming years, the uncertainty and risks associated with COVID should not be underestimated. The impacts of COVID on the Group are set out in detail in the following section. Initial focus has been on enduring the worst period of the pandemic and in due course this will shift to recalibrating and pro-actively pursuing new opportunities in the years to come.

Going concern

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic and Directors' Reports. The financial position of the Company is described in the Strategic Report.

In assessing the Company and the Group's going concern the directors have given extensive consideration to the impact of COVID-19 ("COVID"), the disease caused by the SARS-CoV-2 virus, which has been classified as a global pandemic by the World Health Organisation ("WHO") following its rapid spread across the world in the first quarter of 2020.

The financial statements of A-Gas Group Limited, being the largest and smallest Group in which the results of the Company are consolidated, sets out significant further detail on the impact of COVID and forecasts used in management's assessment of the Group's going concern. This detail applies equally to the Company, given the intrinsic link between Company and Group.

After careful consideration the directors have a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence and operate within the level of their facilities for the 12 months from signing these accounts and they continue to adopt the going concern basis in preparing the annual report and accounts. A letter of support has been provided by A-Gas Group Limited.

Section 172(1) statement

The Directors of the Company – and those of all UK companies – must act in accordance with their duties under the Companies Act 2006 (the Act). These include a fundamental duty to promote the success of the Company for the benefit of its members as a whole. This duty has been central to the Board's decision-making processes and outcomes over many years.

A-Gas Investments Limited, in its position as an intermediate holding Company within the A-Gas Group, is intrinsically linked to the success of the Group as a whole, and the promotion of Group success inherently promotes the success of A-Gas Investments Limited. All of the directors that serve on the board of A-Gas

Strategic Report (continued)

Investments Limited are also Group directors and so give consideration to the Company and the Group's success in tandem.

Long-term consequences of decision-making (s172(1)(a))

The Group's Board delegates day-to-day management and decision-making to its senior management team, but it maintains oversight of the Company's performance, and reserves to itself specific matters for approval, including significant new business initiatives. Then, by receiving regular updates on business programmes and objectives, the Board monitors that management is acting in accordance with agreed strategy. Processes are in place to ensure that the Board receives all relevant information to enable it to make well-judged decisions in support of the Company's long-term success.

The financial statements of A-Gas Group Limited, being the largest and smallest Group in which the results of the Company are consolidated, sets out further detail on how the board performs its duties in relation to long-term consequences of decision-making as set out in the Act.

Reputation for high standards of business conduct (s172(1)(e))

The Board is responsible for developing a corporate culture which promotes integrity and transparency. It has established systems of corporate governance and approves policies and procedures which promote corporate responsibility and ethical behaviour.

Key policies that have been implemented include an Anti-Bribery and Corruption policy and a Trade Sanctions policy. An ethics hotline has also been established where employees can report any concerns or potential policy breaches anonymously. Furthermore, as noted in the Directors' Report, the company's Modern Slavery Act Statement describes the steps it had taken to ensure that slavery and human trafficking were not taking place in the context of business carried out in 2019.

Stakeholder Engagement (s172(1)(c))

The Board recognises that relationships with A-Gas' key stakeholders, including its investors, lenders, employees, customers, and suppliers are important in helping the Company to achieve its business aims.

The Board considers and discusses information from across the organisation to help it understand the impact of A-Gas' operations, and the interests and views of our key stakeholders. It also reviews strategy, financial and operational performance, as well as information covering areas such as key risks, and legal and regulatory compliance. This information is provided to the Board through reports sent in advance of each Board meeting, and through in-person presentations.

As a result of these activities, the Board has an overview of engagement with stakeholders, and other relevant factors, which enables the Directors to comply with their legal duty under section 172 of the Act.

Investors

Investors aim to maximise returns at the level of risk they are willing to assume. Consequently, investor concerns revolve around having continued access to the information they need to assess the relevant risks and ultimately achieving the expected return on their investment.

The financial statements of A-Gas Group Limited, being the largest and smallest Group in which the results of the Company are consolidated, sets out further detail on how the board performs its duties in relation to its investors.

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Strategic Report (continued)

Lenders

Like investors, lenders also look to achieve a return on funds they have lent to the Company under the debt facilities they make available. However, returns are generally lower, given risk is lowered through a series of mitigating actions, including the seniority of the facilities in the inter-creditor agreement, securing the facilities with assets of the company, setting financial covenants which the company must achieve, and prescribing various other obligations which the company must fulfil (including information undertakings).

The financial statements of A-Gas Group Limited, being the largest and smallest Group in which the results of the Company are consolidated, sets out further detail on how the board performs its duties in relation to its lenders.

Employees (s172(1)(b))

The requirements of the Act in relation to employees are not applicable as there are no individuals employed in the Company.

Customers

The requirements of the Act in relation to customers are not applicable as there are no third-party customers subject to dealings with the Company.

Suppliers

The requirements of the Act in relation to customers are not applicable as there are no third-party suppliers subject to dealings with the Company.

Communities (s172(1)(d))

We engage with the communities in which we operate to build trust and understand the local issues that are important to them. Key areas of focus include how we can support local causes and issues, create opportunities to recruit and develop local people and be responsible stewards of the environment. We partner with local charities and organisations at a site level to raise awareness and funds.

Approved for issue by order of the board:

REM Stewart
Director

Banyard Road
Portbury West
Bristol
BS20 7XH
3 July 2020

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Directors' Report

The directors present their report and financial statements for the year to 31 December 2019.

Results and dividends

The loss for the year, after taxation, amounted to £40,000 (2018: profit of £236,000).

No dividends were paid during the year (2018: £nil). The directors do not recommend the payment of a final dividend (2018: £nil).

Directors of the Company

The directors who served during the year, and subsequently, were:

AJ Ambrose
IVS Podmore
REM Stewart

Directors' qualifying third party indemnity provision

The Company has granted an indemnity to one or more of its directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. Such qualifying third party indemnity provision remains in force as at the date of approving the directors' report. This indemnity is in place for one or more directors of any parent, subsidiary or fellow subsidiary.

Political contributions

Neither the Company nor any of its subsidiaries made any political donations or incurred any political expenditure during the year (2018: none).

The Modern Slavery Act 2015

The A-Gas Group is committed to meeting the aims of the Modern Slavery Act 2015. We strongly oppose slavery and human trafficking in our supply chains and in any part of our business. To be trusted to do the right thing is one of our core values. We would never knowingly engage with suppliers or contractors involved in slavery or human trafficking. In accordance with the requirements of the Act we have published on our website a Slavery and human trafficking statement signed by the chief executive and we have provided a prominent link to the statement on the home page.

Disclosure of information to the auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Directors' Report (continued)

Other information

An indication of likely future developments in the business, principal risks and uncertainties, policies and information on exposure to credit, liquidity and foreign currency risk, Brexit risk, going concern and particulars of significant events which have occurred since the end of the financial year have been included in the Strategic Report.

Auditor

During the year the Company appointed Deloitte LLP as its auditor. Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and Deloitte LLP will therefore continue in office.

Approved for issue by order of the board:

REM Stewart
Director

Banyard Road
Portbury West
Bristol
BS20 7XH
3 July 2020

Directors' Responsibilities Statement

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 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), including FRS 101 "Reduced Disclosure Framework". 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; 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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Independent auditor's report to the members of A-Gas Investments Limited

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of A-Gas Investments Limited (the 'Company'):

- give a true and fair view of the state of the Company's affairs as at 31 December 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the Statement of Profit and Loss and Other Comprehensive Income;
- the Statement of Financial Position;
- Statement of Changes in Equity; and
- the related notes 1 to 16.

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 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 Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We are required by ISAs (UK) to report in respect of the following matters where:

- the directors' use of the going concern basis of accounting in preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of these matters.

Other information
The directors are responsible for the other information. The other information comprises the information included in the annual report, 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.

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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 respect of these matters.

Responsibilities of directors
As explained more fully in the directors' responsibilities statement, 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.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Report on other legal and regulatory requirements

Opinions on other matters 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 strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have 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 any material misstatements in the strategic report or the directors' report.

Matters on which we are required to report by exception
Under the Companies Act 2006 we are required to report in respect of the following matters 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.

We have nothing to report in respect of these matters.

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.

Andrew Wright

Andrew Wright FCA (Senior statutory auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
Bristol, United Kingdom
Date: 3 July 2020

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Statement of Profit and Loss and Other Comprehensive Income

for the Year ended 31 December 2019

	Note	**Year ended 31 December 2019 £000**	Year ended 31 December 2018 £000
Revenue	2	-	-
Operating loss	3	-	-
Finance expense	5	(40)	(36)
Loss before taxation		(40)	(36)
Tax on Loss	6	-	272
(Loss)/profit for the year		(40)	236
Total comprehensive (loss)/income for the year		(40)	236

All results are derived from continuing activities.

The notes on pages 18 to 29 form an integral part of these financial statements.

There are no other recognised gains or losses attributable to the shareholders of the Company other than as stated above and therefore no separate Statement of Other Comprehensive Income has been presented.

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Statement of Financial Position

at 31 December 2019

	Note	2019 £000	2018 £000
Non-current assets			
Investments in subsidiaries	7	**31,427**	31,427
		31,427	31,427
Current assets			
Debtors	8	**3,354**	3,354
Deferred taxation	10	**272**	272
		3,626	3,626
Current liabilities			
Amounts falling due within one year	9	**(45,003)**	(44,963)
Net current liabilities		**(41,377)**	(41,337)
Total assets less current liabilities		**(9,950)**	(9,910)
Net liabilities		**(9,950)**	(9,910)
Capital and reserves			
Share capital	11	**-**	-
Retained earnings		**(9,950)**	(9,910)
Equity shareholder funds		**(9,950)**	(9,910)

The notes on pages 18 to 29 form an integral part of these financial statements.

These financial statements were approved by the board of directors on 3 July 2020 and were signed on its behalf by:

REM Stewart
Director

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Statement of Changes in Equity

	Share capital £000	Retained earnings £000	Total equity £000
Balance at 1 January 2018	-	(10,146)	(10,146)
Total comprehensive income for the year			
Profit in year	-	236	236
Total comprehensive income for the year	**-**	**236**	**236**
Balance at 31 December 2018	**-**	**(9,910)**	**(9,910)**

	Share capital £000	**Retained earnings £000**	**Total equity £000**
Balance at 1 January 2019	-	(9,910)	(9,910)
Total comprehensive loss for the year			
Loss in year	-	(40)	(40)
Total comprehensive loss for the year	**-**	**(40)**	**(40)**
Balance at 31 December 2019	**-**	**(9,950)**	**(9,950)**

Notes (forming part of the Financial Statements)

1. Accounting policies

A-Gas Investments Limited (the Company) is a private Company limited by shares and incorporated and domiciled in England and the UK. The registered number is 06004328 and registered address is Banyard Road, Portbury West, Bristol, BS20 7XH.

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.

The presentation currency of these financial statements is Sterling. All amounts in the financial statements have been rounded to the nearest £1,000.

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101").

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 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

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

- a Cash Flow Statement and related notes;
- Comparative year reconciliations for share capital, tangible fixed assets, intangible assets and investment properties;
- Disclosures in respect of transactions with wholly owned subsidiaries;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs;
- Disclosures in respect of the compensation of Key Management Personnel;
- Disclosures of transactions with a management entity that provides key management personnel services to the Company; and
- Certain disclosures in relation to the revenue requirements of IFRS 15.

As the consolidated financial statements of A-Gas Group Limited 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 IAS 36 Impairment of assets in respect of the impairment of goodwill and indefinite life intangible assets;
- Disclosures required by IFRS 5 Non-current Assets Held for Sale and Discontinued Operations in respect of the cash flows of discontinued operations;
- Certain disclosures required by IFRS 3 Business Combinations in respect of business combinations undertaken by the Company; and
- Certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instrument Disclosures.

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

The directors have concluded that in the application of these accounting policies, there have been no judgements that have a significant effect on the financial statements, nor any estimates with a significant risk of material misstatement.

Notes (forming part of the Financial Statements)

Basis of preparation and measurement convention

The financial statements are prepared under the historical cost convention as modified by financial instruments recognised at fair value.

Going concern

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic and Directors' Report. The financial position of the Company is described in the Strategic Report.

In assessing the Company and the Group's going concern the directors have given extensive consideration to the impact of COVID-19 ("COVID"), the disease caused by the SARS-CoV-2 virus, which has been classified as a global pandemic by the World Health Organisation ("WHO") following its rapid spread across the world in the first quarter of 2020.

The financial statements of A-Gas Group Limited, being the largest and smallest Group in which the results of the Company are consolidated, sets out significant further detail on the impact of COVID and forecasts used in management's assessment of the Group's going concern. This detail applies equally to the Company, given the intrinsic link between Company and Group.

After careful consideration the directors have a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence and operate within the level of their facilities for the 12 months from signing these accounts and they continue to adopt the going concern basis in preparing the annual report and accounts. A letter of support has been provided by A-Gas Group Limited.

Foreign currency

Transactions in foreign currencies are translated to the Group companies' functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the statement of financial position 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 statement of comprehensive income.

Notes (forming part of the Financial Statements)

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 interest for a similar debt instrument.

The Company applies the IFRS 9 simplified approach to measuring expected credit losses using a lifetime expected credit loss provision for trade debtors and contract assets. To measure expected credit losses on a collective basis, trade receivables and contract assets are grouped based on similar credit risk and aging. The contract assets have similar risk characteristics to the trade receivables for similar types of contracts. The expected loss rates are based on the Company's historical credit losses experienced over the three year period prior to the year end.

Interest-bearing borrowings classified as basic financial instruments

Interest-bearing borrowings are recognised initially at fair value, normally being the transaction price plus directly attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method.

Investments in preference and ordinary shares

Investments in equity instruments are measured initially at fair value, which is normally the transaction price. Transaction costs are excluded if the investments are subsequently measured at fair value through the statement of comprehensive income. Subsequent to initial recognition investments that can be measured reliably are measured at fair value with changes recognised in the statement of comprehensive income. Other investments are measured at cost less impairment in the statement of comprehensive income.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits.

Impairment excluding deferred tax assets

Financial assets (including trade and other debtors)

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the Company would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. Impairment losses are recognised in the statement of comprehensive income. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through the statement of comprehensive income.

Notes (forming part of the Financial Statements)

Taxation

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

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

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of goodwill; the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised.

Reserves

The Company's capital and reserves are as follows:

Called up share capital
Called up share capital reserve represents the nominal value of shares issued.

Retained earnings
Retained earnings represents cumulative profits or losses, net of dividends paid and other adjustments.

Fixed asset investments

In the parent financial statements, investments in subsidiaries are carried at cost less impairment.

Notes (forming part of the Financial Statements)

2. Turnover

The Company is an intermediate holding company and has not traded during the current or previous year.

3. Expenses and auditors' remuneration

Included in (loss)/profit are the following:

	2019 £000	2018 £000
Auditor's remuneration:		
- Audit of these financial statements	**3**	3

The Company's audit fee was £3,000 (2018: £3,000) and was borne by another Company within the A-Gas Group. Fees paid to the Company's auditor, Deloitte LLP, for services other than the statutory audit of the Company are not disclosed in the Company's accounts since the consolidated accounts of the Company's parent, A-Gas Group Limited disclose non-audit fees on a consolidated basis.

There were no persons employed by the Company in either year.

4. Directors remuneration

All directors are also directors of an intermediate parent Company, A-Gas Group Limited. Their emoluments for the current and prior year are borne by and disclosed in the financial statements of A-Gas (Orb) Limited, an intermediate Group company. None of the services provided by directors can be attributed to the Company as they are insignificant (2018: none).

Notes (forming part of the Financial Statements)

5. Finance expense

	2019 £000	2018 £000
Interest payable on unsecured loan notes due to fellow Group company	**40**	36
	40	36

6. Tax on loss

	2019 £000	2019 £000	2018 £000	2018 £000
Current tax				
Total current tax		-		-
Deferred tax				
Tax losses	-		(272)	
Total deferred tax		-		(272)
Total tax credit		-		(272)

Reconciliation of effective tax rate:

	2019 £000	2018 £000
(Loss)/profit for the year	**(40)**	236
Total tax credit	-	(272)
Loss for the year before tax	**(40)**	(36)
Tax using the UK corporation tax rate of 19% (2018: 19%)	**(8)**	(7)
Thin capitalisation and transfer pricing	**(390)**	(423)
Previously unrecognised deferred tax	-	(271)
Group relief for no consideration	**398**	429
Total tax credit	-	(272)

The Finance Bill 2016 included provisions to reduce the main rate of corporation tax to 17% from 1 April 2020. However, in the March 2020 Budget it was announced that the cut in the rate to 17% will now not occur and the Corporation Tax Rate will be held at 19%. As this has not been enacted by the Statement of Financial Position date, balances as at 31 December 2019 continue to be measured at 17%, the amended tax rate would cause a £5,430 increase in the deferred tax asset.

A-GAS TOGETHER WE CAN

Notes (forming part of the Financial Statements)

7. Investments in subsidiaries

The Company has the following investments in subsidiaries:

Subsidiary undertaking	*Class and percentage of shares held*	*Country of incorporation*	*Registered address*	*Principal activity*
A-Gas International Limited[1]	100% ordinary	England & Wales	3	Holding company
A-Gas (UK) Limited[1]	100% ordinary	England & Wales	3	Chemicals and gases
A-Gas (Australia) Pty Limited[1]	100% ordinary	Australia	4	Chemicals and gases
A-Gas (South Africa) (Pty) Limited[1]	100% ordinary	South Africa	5	Chemicals and gases
A-Gas (SEA) Pte Limited[1]	100% ordinary	Singapore	6	Chemicals and gases
A-Gas Electronic Materials Limited[1]	100% ordinary	England & Wales	3	Electronic materials
A-Gas (Performance Chemicals), Inc.[1]	100% ordinary	USA	7	Chemicals and gases
Comercializadora Industrial JFD, S.A de C.V[1]	100% ordinary	Mexico	8	Chemicals and gases
A-Gas Solpac Asia Pacific Pte Limited[1]	100% ordinary	Singapore	6	Holding company
A-Gas Solpac Holdings (Thailand) Limited[1,22]	49% ordinary	Thailand	9	Holding company
A-Gas Thailand Limited[1]	99% ordinary	Thailand	9	Chemicals and gases
A-Gas (Shanghai) Chemical Co Limited[1]	100% ordinary	China	10	Chemicals and gases
A-Gas US Holdings, Inc.[1]	100% ordinary	USA	11	Holding company
A-Gas US, Inc.[1]	100% ordinary	USA	11	Holding company
Reclamation Technologies, Inc.[1]	100% ordinary	USA	12	Chemicals and gases
Coolgas, Inc.[1]	100% ordinary	USA	11	Chemicals and gases
A-Zone Technologies Limited[1]	100% ordinary	England & Wales	3	Chemicals and gases
Dioxi Limited[1]	100% ordinary	England & Wales	3	Dormant
RapRec, Inc[1]	100% ordinary	USA	13	Chemicals and gases
RapRec Franchising, Inc[1]	100% ordinary	USA	13	Chemicals and gases
RapRec Support, Inc[1]	100% ordinary	USA	13	Chemicals and gases
RapRec Refrigerants, Inc[1]	100% ordinary	USA	13	Chemicals and gases
BTC B.V[1]	100% ordinary	Netherlands	14	Chemicals and gases
Diversified Pure Chem LLC[1,2]	N/A	USA	15	Chemicals and gases
A-Gas Deutschland GmbH[1]	100% ordinary	Germany	16	Holding company
A-Gas Canada Inc[1]	100% ordinary	Canada	17	Chemicals and gases
A-Gas (New Zealand) Limited[1]	100% ordinary	New Zealand	18	Chemicals and gases
Arthur Friedrichs Kältemittel GmbH[1]	100% ordinary	Germany	19	Chemicals and gases
A-Gas Grundstücksverwaltungs GmbH[1]	100% ordinary	Germany	16	Property company
Vemac Services Pte Limited[1]	100% ordinary	Singapore	20	Chemicals and gases
A-Gas Environmental Services Hongkong Limited[1]	100% ordinary	Hong Kong	21	Chemicals and gases

Notes (forming part of the Financial Statements)

7. Investments in subsidiaries - Company (continued)

Note 1 – Shares held by a subsidiary company of A-Gas Group Limited.
Note 2 – Entity is an LLC, control is exercised via membership interests rather than shareholding.
Note 3 - Banyard Road, Portbury West, Bristol, BS20 7XH, UK
Note 4 - 9-11 Oxford Road, Laverton North, Melbourne, Victoria, Australia, 3026
Note 5 - 649 Afrikander Road, Mirdock Valley South, Simonstown, South Africa
Note 6 - C/O KWCA Pte Ltd 80 Raffles Place, #25-01 UOB Plaza 1, Singapore 048624
Note 7 - Brandywine Building, 1000 West Street, 17th Floor, Wilmington, New Castle County, Delaware, 19801
Note 8 - Pablo Villaseñor 460, Col. Ladrón de Guevara CP 44600 Guadalajara, México
Note 9 - 68-68/6 S&B Tower, Floor 7th, Room No. 702, Pan Road, Silom, Bangrak, Bangkok 10500, Thailand
Note 10 - Room 1102 Yunding International Building , 800 Chengshan Rd, Pudong District, Shanghai, 200125
Note 11 - 1209 Orange Street, Wilmington, New Castle County, Delaware, 19802
Note 12 - 4119 Dunkirk, Toledo, Ohio, 43606
Note 13 - 8932, W. Cactus Road, Peoria, AZ, 85381
Note 14 - Albert Thijsstraat 65, 6471 WX, Eygelshoven
Note 15 - 1209 Orange Street, Wilmington, New Castle County, Delaware, 19802
Note 16 - Reeperbahn 1, C/O Osborne Clarke, Rechtsanwalte Steuerberater PartGmbB, Tanzende Turme, 20359
Note 17 - 199 Bay Street, Suite 4000, Commerce Court West, Toronto, Ontario, Canada, M5L 1A9
Note 18 - MinterEllisonRuddWatts, Level 20, 88 Shortland Street, Auckland Central, Auckland, 1010
Note 19 - Bei den Kämpen 22, Seevetal, 21220
Note 20 - 142 Tuas South Avenue 2 West Point, Bizhub Singapore, 637176 Singapore
Note 21 - RM 1203, 12/F W50, 50 Wong Chuk Hang RD, Hong Kong
Note 22 - The Directors have assessed that the Company has significant influence over A-Gas Solpac Holdings (Thailand) Limited as it controls 95% of the voting power of those shares

The following dormant subsidiaries of the Company have taken advantage under s394A of the Companies Act 2006 exemption from preparing individual accounts. These subsidiaries are exempt from the requirement to prepare individual accounts by virtue of this section. The following dormant subsidiaries of the Company have taken advantage under s448A of the Companies Act 2006 exemption from filing individual accounts. The directors of the subsidiaries are exempt from the requirement to deliver a copy of the subsidiaries' individual accounts by virtue of this section.

Subsidiary Undertaking	*Companies House Registration Number*
Dioxi Limited	6984821

	Shares in Group undertakings	**Total**
	£000	**£000**
Cost		
Balance at 1 January 2019 and 31 December 2019	31,427	**31,427**
Net book value		
Balance at 1 January 2019 and 31 December 2019	31,427	**31,427**

Notes (forming part of the Financial Statements)

8. Debtors

	2019 £000	2018 £000
Other debtors	**10**	10
Amounts owed by fellow Group companies	**3,344**	3,344
	3,354	3,354

Amounts owed by Group undertakings bear no interest, are unsecured and are payable on demand.

As members of the same Group, it is common for Group companies to transact with fellow Group undertakings to meet the requirements of said fellow Group undertaking.

9. Creditors falling due in less than one year

	2019 £000	2018 £000
Unsecured loan notes due to fellow Group company	**531**	492
Amounts owed to fellow Group companies	**4,546**	4,546
Loans due to fellow Group companies	**39,834**	39,834
Accruals	**92**	91
	45,003	44,963

The unsecured loan notes due to a Group company bear interest at 8% per annum and are repayable on demand. The amounts owed to fellow Group companies bear no interest and are payable within one year. The loans due to fellow Group companies bear no interest and are payable within one year.

As members of the same Group, it is common for Group companies to transact with fellow Group undertakings to meet the requirements of said fellow Group undertaking.

Notes (forming part of the Financial Statements)

10. Deferred tax assets and liabilities

The following are the major deferred tax liabilities and assets recognised by the Company and the movements thereon during the current and prior reporting period.

	Tax losses £000	**Total £000**
Charge to profit or loss	272	**272**
Balance at 1 January 2019	272	**272**
Balance at 31 December 2019	272	**272**

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes paid by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis. The following is the analysis of the deferred tax balances (after offset) for financial reporting purposes:

	2019 £000	2018 £000
Deferred tax assets	**272**	272
	272	272

At the reporting date, the Company has unused tax losses of £1.4m (2018: £1.6m) available for offset against future profits. A deferred tax asset has been recognised in respect of £0.3m (2018: £0.3m) of such losses.

11. Capital and reserves

	2019 £000	2018 £000
Authorised, allotted, called up and fully paid		
One ordinary share of £1	-	-

The amount of dividends per share for 2019 was £nil (2018: £nil).

Notes (forming part of the Financial Statements)

12. Financial instruments

The Company's financial instruments may be analysed as follows:

	2019 £000	2018 £000
Financial assets		
Financial assets measured at amortised cost	**10**	10
Financial liabilities		
Financial liabilities measured at amortised cost	**(93)**	(93)

Financial assets measured at amortised cost comprise cash, trade debtors, and other debtors.
Financial liabilities measured at amortised cost comprise bank loans and overdrafts, trade creditors, other creditors and accruals.

13. Contingencies

The Company together with other Group subsidiaries has fixed and floating charges under a charge dated 11 August 2017 in respect of loans and bank borrowings of a parent of the Company. The total amount of loans guaranteed at 31 December 2019 was £232,120,213 (2018: £240,110,756). As at 31 December 2019, £220,269,209 (2018: £225,368,916) was utilised.

The Company together with Group subsidiaries has guaranteed the Group revolving credit facility to the extent of £30,000,000 (2018: £30,000,000). As at 31 December 2019, £25,342,702 (2018: £20,767,486) was utilised.

14. Post Statement of Financial Position Events

The outbreak of COVID-19 ("COVID") in early 2020 has affected business and economic activity around the world, including all regions in which the Group operates. The Company considers this to be a non-adjusting post Statement of Financial Position event as of 31 December 2019. Refer to the Strategic Report for more information.

Notes (forming part of the Financial Statements)

15. Related party transactions

The Company has taken advantage of the exemption given by FRS101 to subsidiary undertakings, 100% of whose voting rights are controlled within the Group, by not disclosing information on related party transactions with entities that are part of the Group, or investees of the Group qualifying as related parties.

	Loans to parties & receivables outstanding		Loans from parties & creditors outstanding	
	2019	2018	**2019**	2018
	£000	£000	**£000**	£000
Entities with control, joint control or significant influence	-	-	**30,537**	30,537
Entities over which the Company has control, joint control or significant influence	**3,344**	3,344	**13,843**	13,843
	3,344	3,344	**44,380**	44,380

16. Ultimate parent Company and parent Company of larger Group

The Company is a subsidiary undertaking of A-Gas (Orb) Limited and the registered address is: Banyard Road, Portbury West, Bristol, BS20 7XH, United Kingdom. The ultimate holding Company is Clean TopCo Limited, incorporated in the Cayman Islands, and the registered address is: P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.

The ultimate controlling party is KKR & Co. Inc., incorporated in Delaware, United States of America and registered at 9 West 57th Street, Suite 4200, New York, New York, 10019, United States of America.

The largest and smallest Group in which the results of the Company are consolidated is that headed by A-Gas Group Limited, incorporated in the United Kingdom, and the registered address is: 11th Floor, 200 Aldersgate Street, London, EC1 4HD, United Kingdom. Consolidated financial statements can be obtained from Companies House.