Registration number: 06404791

## **RTA HOLDCO 4 LIMITED**

# ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

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## **COMPANY INFORMATION**

**DIRECTORS** 

R A Avery

M P Bossick

J T C Slade

**COMPANY SECRETARY** 

Rio Tinto Secretariat Limited

**REGISTRATION NUMBER** 

06404791

**REGISTERED OFFICE** 

6 St James's Square

London

United Kingdom SW1Y 4AD

**INDEPENDENT AUDITOR** 

Grant Thornton UK LLP

Chartered Accountants and Senior Statutory Auditor

**Grant Thornton House** 

Melton Street **Euston Square** 

London United Kingdom NW1 2EP

## STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2016

The directors present their Strategic report on RTA Holdco 4 Limited (the "Company") for the year ended 31 December 2016.

#### Introduction

The Company is incorporated, domiciled and registered in England and Wales under the Companies Act 2006 and is a company limited by shares. The Company's ultimate parent undertaking and controlling party is Rio Tinto plc, which together with Rio Tinto Limited and their respective subsidiaries form the Rio Tinto Group (the "Group").

The Company is an intermediate holding company for the Group.

#### **Business review**

The Company's principal continuing activity during the year was an investment holding company. The Directors review the value of the Company's investments at each year end. As a result of these reviews an impairment loss reversal of \$743,245,000 (2015: loss of \$361,233,000) has been provided for in these financial statements.

#### Principal risks and uncertainties

The Company's principal risks and uncertainties, such as financial, operational and compliance risks, are integrated with those of the Group and are not managed separately.

Assessment of the potential economic and non-economic consequences of risks is undertaken by the Group's business units and functions using the framework defined by the Group's risk policy and standard. Once identified, each principal risk and uncertainty is reviewed and monitored by the relevant internal experts and by the Risk Management Committee, the relevant board committees and the board. Full details of the Group's risk factors and policies for financial risk management are discussed in its 2016 Annual Report which does not form part of this report.

### Key performance indicators

The Company's directors are of the opinion that there are no meaningful financial or other key performance indicators that would be necessary or appropriate for an understanding of the development, performance or position of the Company's activities.

The report was approved by the Board and signed on its behalf by:

R A Avery

Date: 19 9 2017

## DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2016

The directors present their report and the audited financial statements for the year ended 31 December 2016.

#### Results and dividends

The profit for the financial year, after taxation, amounted to \$735,764,000 (2015: loss of \$365,047,000).

No interim dividend was paid during the year (2015: \$nil). The Directors do not recommend the payment of a final dividend (2015: \$nil).

#### **Directors**

The directors who served during the year and to the end of this report were:

R A Avery

M P Bossick (appointed 5 May 2017)

JTC Slade

M D Andrewes (resigned 5 May 2017)

The directors had no material interest in any contract or arrangement during the year to which the Company or any subsidiary is or was a party.

#### Directors' responsibilities statement

The directors are responsible for preparing the Strategic report, the Directors' report and the audited financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare audited financial statements for each financial year. Under that law the directors have elected to prepare the audited financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework' ("FRS 101"). Under company law the directors must not approve the audited 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 audited financial statements, the directors are required to:

- select suitable accounting policies and apply them consistently;
- · make judgments 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 audited 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 audited 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.

### Principal activities

The Company's principal activity during the year was an intermediate investment holding company for the Group.

#### Post balance sheet events

There have been no significant events affecting the Company since the year end.

#### **Future developments**

The Company's future developments are integrated with those of the Group which are discussed in the Group's 2016 Annual Report, which does not form part of this report.

## DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2016 (CONTINUED)

#### Indemnities and insurance

The Articles of Association of the Company's ultimate parent, Rio Tinto plc, provides for it to indemnify, to the extent permitted by law, its officers and officers of wholly-owned subsidiaries against liabilities arising from the conduct of the Group's business. The Directors and the company secretary of Rio Tinto plc and certain employees serving as Directors of certain subsidiaries, at the Group's request, have been indemnified in accordance with these provisions. Accordingly, Mr Bossick has been indemnified by Rio Tinto plc against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. This is a 'qualifying third party indemnity' provision as defined by section 234 of the Companies Act 2006. No amounts have been paid under any of these indemnities during the year.

In accordance with section 233 of the Companies Act 2006, the Company has also purchased and maintains insurance against liabilities arising from claims against directors' and officers' actions taken in connection with the Group's business.

#### Disclosure of information to auditor

Each of the persons who were directors' at the time when this Directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- that director has taken all the steps that ought to have been taken as a Director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

#### Independent auditor

Under section 487(2) of the Companies Act, 2006, Grant Thornton UK LLP will be deemed to have been reappointed as auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filling the accounts with the registrar, whichever is earlier.

This report was approved by the Board and signed by order of the Board:

Director, for and behalf of Rio Tinto Secretariat Limited Company secretary

Date: 19/01/2017

6 St James's Square London United Kingdom SW1Y 4AD

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RTA HOLDCO 4 LIMITED

We have audited the financial statements of RTA Holdco 4 Limited for the year ended 31 December 2016 which comprise the statement of comprehensive income, the balance sheet, the statement of changes in equity and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 Reduced Disclosure Framework.

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.

#### Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement 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). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

#### Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

#### **Opinion on financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2016 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
   and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### Opinion on other 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.

## Matter on which we are required to report under the Companies Act 2006

In 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.

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RTA HOLDCO 4 LIMITED (CONTINUED)

#### Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- · the financial statements are not in agreement with the accounting records and returns; or
- · certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Richard Hagley

Senior Statutory Auditor

For and on behalf of Grant Thornton UK LLP Statutory Auditor, Chartered Accountants

Grant Thornton WW

London

Date:

## STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2016

	Note	2016 \$ 000	2015 \$ 000
Impairment reversal/(charges)	7	743,245	(361,233)
Finance costs	4 _	(9,481)	(3,814)
Profit/(loss) before taxation		733,764	(365,047)
Taxation	5	2,000	-
Profit/(loss) for the financial year	_	735,764	(365,047)
Other comprehensive income		-	•
Total comprehensive income/(expense) for the year	_	735,764	(365,047)

## (REGISTRATION NUMBER: 06404791) BALANCE SHEET AS AT 31 DECEMBER 2016

Note	2016 \$ 000	2015 \$ 000
7	3,241,740	2,498,495
	, ,	
5	2,000	-
	3,243,740	2,498,495
8	(1,883,386)	(1,873,905)
-	1,360,354	624,590
9	2,263,581	2,263,581
10	630,155	630,155
10	471,335	471,335
	(2,004,717)	(2,740,481)
•	1,360,354	624,590
	7 5 - 8 - 9 10	Note     \$ 000       7     3,241,740       5     2,000       3,243,740

These financial statements were approved and authorised by the Board and signed on its behalf by:

RA Avery
Director
Date: 1992017

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

#### 1 Accounting policies

This note provides a list of all significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### 1.1 Basis of preparation of financial statements

The financial statements have been prepared using the historical cost convention, and in accordance with the Companies Act 2006, as applicable to companies using Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101").

As a result of the amendments to FRS 101 issued in July 2015 and effective for reporting periods beginning 1 January 2016, the financial statements are now presented in accordance with IAS 1 "Presentation of Financial Statements".

The Company is a subsidiary company and is exempt from the requirement to prepare consolidated financial statements by virtue of section 400 of the Companies Act 2006. These financial statements are therefore separate financial statements.

The financial statements are presented in US dollars (US\$) and all amounts are rounded to the nearest thousand (\$000) unless otherwise stated.

#### 1.2 Financial reporting standard 101 - Reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134 136 of IAS 1 'Presentation of Financial Statements';
- · the requirements of IAS 7 'Statement of Cash Flows';
- the requirements of paragraphs 30 and 31 of IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors';
- the requirements in IAS 24 'Related Party Disclosures' to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member; and
- the requirements of paragraphs 134(d)-(134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets.

Where required, equivalent disclosures are given in the consolidated financial statements which can be obtained as set out in Note 11.

#### 1.3 Going concern

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future and they have received an undertaking from the Company's parent that it will not seek repayment of a loan outstanding until the Company has sufficient funds to do so. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

#### 1.4 Valuation of Investments

Investments in subsidiaries are measured at cost less accumulated impairment.

## 1.5 Foreign currency translation

#### (a) Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). These financial statements are presented in US dollars (\$), which is the Company's functional and presentation currency.

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2016

	Share capital \$ 000	Share premium \$ 000	Capital reserve \$ 000	Accumulated losses \$ 000	Total equity \$ 000
At 1 January 2016	2,263,581	630,155	471,335	(2,740,481)	624,590
Comprehensive income: Profit for the year	· •	- -	: <del>-</del>	735,764	735,764
Transactions with owners:					
At 31 December 2016	2,263,581	630,155	471,335	(2,004,717)	1,360,354
	Share capital	Share premium	Capital reserve	Accumulated losses	Takal amulia
At 1 January 2015	\$ <b>000</b>	\$ 000 630 155	\$ 000	\$ 000	Total equity \$ 000 (75, 279)
At 1 January 2015	<b>\$ 000</b> 1,670,000	<b>\$ 000</b> 630,155			
At 1 January 2015  Comprehensive income: Loss for the year	*	•		\$ 000	\$ 000
Comprehensive income:	*	•		<b>\$ 000</b> (2,375,434)	<b>\$ 000</b> (75,279)
Comprehensive income: Loss for the year Transactions with owners:	*	•		<b>\$ 000</b> (2,375,434)	<b>\$ 000</b> (75,279)
Comprehensive income: Loss for the year Transactions with owners: Shares issued during the	1,670,000	•		<b>\$ 000</b> (2,375,434)	\$ 000 (75,279) (365,047)

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016 (CONTINUED)

#### (b) Transactions and balances

Transactions denominated in other currencies are converted to the functional currency at the exchange rate at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at year-end exchange rates. Non monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are translated using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of comprehensive income, except when they are deferred in equity as qualifying cash flow hedges and qualifying net investment hedges.

#### 1.6 Taxation

Current tax, including UK corporation tax and overseas tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date. Except as otherwise required by IAS 12 ("Income taxes"), deferred tax is provided in full on temporary differences at the balance sheet date.

#### 1.7 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost. Any difference between the amounts originally received (net of transaction costs) and the redemption value is recognised in the profit and loss account over the period of the borrowings using the effective interest method.

### 2 Critical accounting estimates and judgments

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies. These judgments and assumptions are based on management's best knowledge of the facts and circumstances, but actual results may differ materially from the amounts included in the financial statements. The estimates and assumptions that could have a significant impact on the results of the Company are set out below.

#### **Impairment**

Assets are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amount exceeds its recoverable amount. The assessment of the carrying amount often requires estimates of future cash flows and foreign exchange rates.

## 3 Operating loss before taxation

- (a) No emoluments were paid or payable to directors during the year in respect of their services to the Company (2015: \$nil).
- (b) The average number of persons employed during the year, excluding directors, was nil (2015: nil).
- (c) Employees who are involved in the management and operation of the Company have contracts of service with other Group entities and therefore their remuneration is included within those entities' financial statements.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016 (CONTINUED)

#### 4 Finance costs 2016 2015 \$ 000 \$ 000 Interest payable on loans from group undertakings 9,481 3,814 5 Taxation 2016 2015 \$ 000 \$ 000 Corporation tax Current tax credit for the year (2,000)

#### Factors affecting tax charge for the year

The tax assessed for the year is lower than (2015: higher than) the standard rate of corporation tax in UK of 20% (2015: 20.25%).

The differences are reconciled below:

	2016 \$ 000	2015 \$ 000
Profit/(loss) before tax	733,764	(365,047)
Profit/(loss) multiplied by standard rate of corporation tax in the UK of 20% (2015: 20.25%)	146,753	(73,922)
Effects of: Impairment (reversal)/charge not subject to tax	(4.49.040)	72.450
Group relief for (claimed)/surrendered for no value	(148,649) (104)	73,150 772
Total tax benefit for the year	(2,000)	<u> </u>

### Factors that may affect future tax charges

A reduction to the main rate of UK corporation tax to 19%, with effect from 1 April 2017, was substantively enacted on 26 October 2015. A further reduction to 17% with effect from 1 April 2020, was substantively enacted on 6 September 2016.

## 6 Auditor's remuneration

The auditor's remuneration of \$2,849 (2015: \$3,427) is borne by a fellow Group undertaking.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016 (CONTINUED)

#### 7 Investments

	Investments in subsidiaries \$ 000
Cost	
At 1 January 2016	5,219,720
At 31 December 2016	5,219,720
Impairment	
At 1 January 2016	2,721,225
Reversal	(743,245)
At 31 December 2016	1,977,980
Carrying amount	
At 31 December 2016	3,241,740
At 31 December 2015	2,498,495

The Company's direct and indirect investments are listed in note 10. The directors review the value of the Company's investments at each year end. This review identified that impairment charges of \$813,558,000 made in previous years could be reversed but a new impairment charge of \$70,313,000 was also required. As a result a net impairment loss reversal of \$743,245,000 has been included in these accounts. The main drivers leading to the increase in the valuation in 2016 were improvements in expected future revenues arising from contractual changes, the recognition of certain tax losses not previously considered recoverable and a reduction of some intragroup costs allocated to the business.

#### 8 Borrowings

	2016 \$ 000	2015 \$ 000
Current Amount due to group undertakings	1,883,386	1,873,905

Amounts owed to group undertakings bear interest based on USD LIBOR and are repayable on demand.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016 (CONTINUED)

## 9 Share capital

Allotted, called up and fully paid shares

	2016 \$ 000	2015 \$ 000
1,670,000,101 Ordinary Shares of \$1 each	1,670,000	1,670,000
810,000,000 Ordinary Shares of \$0.732816 each	593,581	593,581
	2,263,581	2,263,581

#### 10 Reserves

Share premium represents the value in excess of nominal value received by the Company in consideration for issuing its shares.

Capital reserve represents a capital contribution received by the Company in the form of a loan payable being forgiven by its parent.

#### 11 Parent and ultimate parent undertaking

The Company's immediate parent is Rio Tinto International Holdings Limited. The ultimate parent and controlling party is Rio Tinto plc. Copies of the Rio Tinto plc consolidated financial statements can be obtained from the registered office at 6 St James's Square, London, United Kingdom, SW1Y 4 AD or from Rio Tinto website at www.riotinto.com.

### 11.1 Subsidiaries and joint ventures

#### (a) Direct subsidiaries

Details of the direct subsidiaries as at 31 December 2016 are as follows:

Name of subsidiary	Country of incorporation	Registered address	Share class	% share class held
RTA Holdco Australia 1 Pty Ltd	Australia	123 Albert Street, Brisbane QLD 4000, Australia	Ordinary shares	100%
RTA Holdco Australia 5 Pty Ltd	Australia	123 Albert Street, Brisbane QLD 4000, Australia	Ordinary shares	100%

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016 (CONTINUED)

(b) Indirect subsidiaries

Details of the indirect subsidiaries as at 31 December 2016 are as follows:

	Country of			
Name of subsidiary	incorporation	Registered address	Share class	% share class held
Alcan Gove Pty Limited	Australia	123 Albert Street, Brisbane QLD 4000, Australia	Class A shares	100%
Alcan Gove Pty Limited	Australia	123 Albert Street, Brisbane QLD 4000, Australia	Class B shares	100%
Alcan Gove Development Pty Limited	Australia	123 Albert Street, Brisbane QLD 4000, Australia	Ordinary shares	100%
Alcan Gove Superannuation Pty Limited	Australia	123 Albert Street, Brisbane QLD 4000, Australia	Ordinary shares	100%
Alcan Holdings Australia Pty Limited	Australia	123 Albert Street, Brisbane QLD 4000, Australia	Class A shares	100%
Alcan Holdings Australia Pty Limited	Australia	123 Albert Street, Brisbane QLD 4000, Australia	Ordinary shares	100%
Alcan Northern Territory Alumina Pty Limited	Australia	123 Albert Street, Brisbane QLD 4000, Australia	Ordinary shares	100%
Alcan South Pacific Pty Ltd	Australia	123 Albert Street, Brisbane QLD 4000, Australia	Ordinary shares	100%
Gove Aluminium Ltd	Australia	123 Albert Street, Brisbane QLD 4000, Australia	Non redeemable preference shares	100%
Gove Aluminium Ltd	Australia	123 Albert Street, Brisbane QLD 4000, Australia	Redeemable preference shares	100%
Gove Aluminium Ltd	Australia	123 Albert Street, Brisbane QLD 4000, Australia	Ordinary shares	100%
Nhulunbuy Corporation Limited*	Australia .	Endeavour Square, Nhulunbuy, Northern Territory 0880 Australia		0%
Rio Tinto Alcan Technology Pty Ltd	Australia	123 Albert Street, Brisbane QLD 4000, Australia	Ordinary shares	100%
RTA AAL Australia Limited	Australia	123 Albert Street, Brisbane QLD 4000, Australia	Ordinary shares	99.99%

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016 (CONTINUED)

Name of subsidiary	Country of incorporation	Registered address	Share class	% share class held
Swiss Aluminium Australia Limited	Australia	123 Albert Street, Brisbane QLD 4000, Australia	Ordinary shares	100%
Swiss Aluminium Australia Limited	Australia	123 Albert Street, Brisbane QLD 4000, Australia	Stock unit shares A	100%
Swiss Aluminium Australia Limited	Australia	123 Albert Street, Brisbane QLD 4000, Australia	Stock unit shares B	100%
Swiss Aluminium Australia Limited	Australia	123 Albert Street, Brisbane QLD 4000, Australia	Stock unit shares C	100%
Trans Territory Pipeline Pty Limited	Australia	123 Albert Street, Brisbane QLD 4000, Australia	Ordinary shares	100%

<sup>\*</sup> Ownership is held through an interest in capital. The entity has no classes of shares.

#### (c) Joint venture

Name of joint venture	Country of incorporation	Registered address	% of ownership interest
Queensland Alumina Limited	Australia	Plant Operations Building, Parsons Point, Gladstone QLD 4680, Australia	41.39%

## 12 Related party transactions

The Company has taken advantage of the exemption contained within paragraph 8(k) of FRS 101 and has not disclosed transactions entered into with wholly-owned group entities.

## 13 Post balance sheet events

There have been no significant events affecting the Company since the year end.