INEOS Industries Property Limited

Annual report and financial statements Registered number 09395791 31 December 2019



Contents

Strategic report	3
Directors' report	4
Independent auditors' report to the members of INEOS Industries Property Limited	6
Profit and Loss Account	9
Balance Sheet	10
Statement of Changes in Equity	11
Statement of Cash Flows	12
Notes (forming part of the financial statements)	13

Strategic report

The directors present their strategic report on the Company for the year ended 31 December 2019.

Review of business and future developments

The principal activity of the Company is the provision of property services to the INEOS Limited group. The directors do not expect any change in the Company's activities during the next financial year.

Results and dividends

The Company's loss for the financial year was £93,000 (2018: loss of £3,367,000). The directors do not recommend payment of a dividend (2018: £nil).

Key performance indicators (KPIs)

Given the straightforward nature of the business, the Company's directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

Principal risks and uncertainties

From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of the INEOS Limited group and are not managed separately.

On 11 March 2020 the World Health Organisation declared a global pandemic in relation to COVID-19.

In early March 2020 the Directors developed contingency plans for the COVID-19 pandemic, with the primary objectives of maintaining the safety of personnel and the reliable operation of the Company. This resulted in a number of changes to standard working practices to reduce personnel on site to those defined as operationally critical.

The Company continues to closely monitor the evolution of the COVID-19 coronavirus and will follow the World Health Organisation and Government advice as required. To date there has been no significant impact on the Company.

Approved and signed by order of the board

Y S Ali

Company Secretary 27 October 2020

Directors' report

The directors present their report and the audited financial statements of the Company for the year ended 31 December 2019.

Principal activities and business review

The principal activity of the Company is the provision of property services to the INEOS Limited group.

Going concern

As at 31 December 2019 the Company has net liabilities of £12.4 million (2018: £12.3 million); however the directors believe that preparing the financial statements on the going concern basis is appropriate due to the continued financial support of INEOS Industries Limited. The directors have received confirmation that INEOS Industries Limited will support the company for at least one year after these financial statements are signed.

Directors

The directors who held office during the year and up to the date of signing the financial statements are as follows:

B Foster (resigned 27 April 2020)

G Leask

J Ginns

D Smeeton

T Pickering (appointed 27 April 2020)

Financial risk management

The Company's operations expose it to a variety of financial risks that include the effects of changes in credit risk, and liquidity risk. The company has in place a risk management programme that seeks to limit the adverse effects on the financial performance of the company where appropriate. The Company is funded internally by the INEOS group and therefore has no direct exposure to liquidity or debt market risk.

Results and dividends

Results and dividends are discussed in the strategic report.

Future developments

The directors do not expect any change in the Company's activities during the next financial year.

Health & safety

The Company has complied with all Health, Safety, Security & Environment laws, regulations and permits. This entity is not actively involved in operational activities.

Charitable contributions

During the year the Company contributed £nil for charitable contributions (2018: £nil).

Directors' report (continued)

Statement of directors' responsibilities

The directors are responsible for preparing the Annual report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". 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 the 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; 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. The directors 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.

Subsequent events

The Company is closely monitoring the evolution of the COVID-19 coronavirus and is following the World Health Organisation and local government advice. With regards to business impact, the effect the virus will have on the global economy and the Company is difficult to assess at this point in time, although the Company is constantly evaluating the situation and monitoring any potential effects on operation.

Disclosure of information to auditors

The directors confirm that as far as they are aware, there is no relevant audit information of which the Company's auditors are unaware and that they have taken all steps necessary as directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Independent auditors

During the year Deloitte LLP were appointed as auditors and have expressed their willingness to continue in office as auditor pursuant to Section 485-488 of the Companies Act 2006. Appropriate arrangements have been put in place for them to be deemed reappointed in the absence of an Annual General Meeting.

Approved and signed on behalf of the board

Y S Ali

Company Secretary INEOS Industries Property Limited Hawkslease, Chapel Lane, Lyndhurst, SO43 7FG 27 October 2020

Independent auditor's report to the members of INEOS Industries Property Limited

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of INEOS Industries Property 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 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the profit and loss account;
- the balance sheet:
- the statement of changes in equity;
- the cash flow statement;
- the related notes 1 to 17.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (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.

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

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.

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

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.

James Leigh FCA (Senior statutory auditor)

For and on behalf of Deloitte LLP

Statutory Auditor

London, United Kingdom

27 October 2020

Profit and Loss Account for the year ended 31 December 2019

	Note	2019 £000	2018 £000
Turnover	2	10,717	6,881
Administrative expenses		(9,707)	(10,038)
Operating profit / (loss)		1,010	(3,157)
Interest payable and similar expenses	7	(994)	(915)
Profit/(loss) before taxation	3	16	(4,072)
Tax on (loss)/profit	8	(109)	705
Loss for the financial year		(93)	(3,367)

All activities of the company derive from continuing operations.

The Company has no other comprehensive income and therefore no separate statement of comprehensive income has been presented.

Balance Sheet As at 31 December 2019

222					
	Note	2019 £000	2019 £000	2018 £000	2018 £000
Fixed assets Property, plant and equipment	9	7,863		8,166	
			5 060		0.166
Current assets		_	7,863	_	8,166
Debtors Cash at bank and in hand	10	1,872 419		1,976 783	
		2,291		2,759	
Creditors: amounts falling due within one year	11	(22,354)		(23,046)	
Net current liabilities			(20,063)		(20,287)
Total assets less current liabilities			(12,200)		(12,121)
Provisions for liabilities			•		
Deferred tax	12		(157)		<u>(143)</u>
Net liabilities			(12,357)		(12,264)
Capital and reserves					
Called up share capital	14		-		-
Profit and loss account			(12,357)		(12,264)
Total equity			(12,357)		(12,264)

These financial statements on pages 9 to 19 were approved by the board of directors on 27 October 2020 and were signed on its behalf by:

G Leask
Director

Company registered number: 09395791

Statement of Changes in Equity for the year ended 31 December 2019

	Called up share capital £000	Profit and loss account £000	Total Equity £000
Balance at 1 January 2018	-	(8,897)	(8,897)
Loss for the financial year	-	(3,367)	(3,367)
Balance at 31 December 2018	-	(12,264)	(12,264)
	Called up share capital £000	Profit and loss account £000	Total Equity £000
Balance at 1 January 2019	-	(12,264)	(12,264)
Loss for the financial year	-	(93)	(93)
Balance at 31 December 2019	-	(12,357)	(12,357)

Statement of Cash Flows for the year ended 31 December 2019

Note	2019 £'000	2018 £'000
Cash flows from / used in operating activities		
Profit / (loss) before taxation	16	(4,072)
Adjustments for:		
Depreciation 9	1,243	1,142
Net finance costs 7	994	915
Decrease in trade and other receivables	10	320
Increase / (decrease) in trade and other payables	275_	(208)
Net cash generated / used in operating activities	2,538	(1,903)
Cash flows used in investing activities		
Acquisition of property, plant and equipment	(940)	(1,726)
Net cash used in investing activities	(940)	(1,726)
Cash flows used in / from financing activities		
Interest paid	(994)	(915)
Loans to / from related parties	(968)	5,301
Net cash used from financing activities	(1,962)	4,386
Net (decrease)/increase in cash and cash equivalents	(364)	757
Cash and cash equivalents at 1 January	783_	26
Cash and cash equivalents at 31 December	419	783

Notes (forming part of the financial statements)

1 Accounting policies

INEOS Industries Property Limited is a private company, limited by shares, incorporated, registered and domiciled in England, UK.

These financial statements were prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, 'The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland' ("FRS 102") and the Companies Act 2006.

The accounting policies set out below have, unless otherwise stated, been applied consistently on the going concern basis, to all periods presented in these financial statements and in accordance with the Companies Act 2006 as applicable to companies using FRS 102.

1.1 Measurement convention

The financial statements are prepared on the historical cost basis.

1.2 Going concern

The directors believe that preparing the financial statements on the going concern basis is appropriate due to the continued financial support of INEOS Industries Limited. The directors have received confirmation that INEOS Industries Limited will support the company for at least one year after these financial statements are signed.

1.3 Foreign, currency

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

1.4 Non-derivative financial instruments

Non-derivative financial instruments comprise investments in equity and debt securities, trade and other debtors, cash and cash equivalents, loans and borrowings, and trade and other creditors.

Trade and other debtors

Trade and other debtors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses.

Trade and other creditors

Trade and other creditors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

1.5 Intra-group financial instruments

Where the Company enters into financial guarantee contracts to guarantee the indebtedness of other companies within its group, the Company considers these to be insurance arrangements and accounts for them as such. In this respect, the Company treats the guarantee contract as a contingent liability until such time as it becomes probable that the Company will be required to make a payment under the guarantee.

1 Accounting policies (continued)

1.6 Property, plant and equipment

Property, plant and equipment are stated at historic purchase cost less accumulated depreciation. Cost includes the original price and the costs attributable to bringing the asset to its working condition for its intended use. Depreciation is calculated to write off the cost of the assets, less their residual values, over their expected useful lives using the straight line basis. The expected useful lives of the assets to the business are reassessed periodically in the light of experience. The depreciation rates used are as follows:

Hans Crescent Fixtures and fittings - 8.75 years
Hans Crescent IT Equipment - 5 years
Hans Crescent Assets under construction - Nil

Anchor House Fixtures and fittings - 14.9 years
Anchor House IT Equipment - 5 years
Anchor House Assets under construction - Nil

1.7 Turnover

INEOS Industries Property Limited operates one class of business, that of property services, and in one geographical sector, the United Kingdom. Turnover represents property cost recoveries and is recognised on the accruals basis.

1.8 Taxation

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

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

Deferred tax is 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.

1.9 Accounting estimates and judgements

The Company prepares its financial statements in accordance with FRS101, which requires management to make judgements, estimates and assumptions which affect the application of the accounting policies, and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. The estimates and assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates change and in any future periods. There is no area within the financial statements that involve a significant degree of judgement or estimation.

2 Turnover

Turnover represents the recovery of costs from related party companies, for the use of office space in Hans Crescent and Anchor House, both in London.

3 Profit / (loss) before taxation

Profit / (loss) before taxation is stated after charging

	2019 £000	2018 £000
Depreciation	1,243	1,142

4 Auditors' remuneration

The audit fee for the company in the current year is £2,375 (2018: £2,375).

5 Directors' remuneration

None of the directors received any remuneration for their services provided during the year (2018: none).

6 Staff numbers and costs

The monthly average number of employees other than the directors of the company during the year was 1 (2018: 1).

The payroll costs in the company were as follows:

The payron costs in the company were as ronows.		
	2019	2018
	£000	£000
	2000	2000
Wages and salaries	39	31
Pension	2	2
	4	3
Social security	4	3
	45	36
7 Interest payable and similar expenses		
	2019	2018
	£000	£000
Interest woughlo and similar supposes	994	915
Interest payable and similar expenses	994	913

Interest payable and similar charges includes £944,000 (2018: £915,000) payable to a related party.

8 Tax on profit / loss

	2019 £000	2018 £000
UK corporation tax		
Current tax on income / (expense) for the year	58	(753)
Adjustment in respect of prior periods	37	(66)
Deferred tax for the year	2	34
Adjustment in respect of prior periods	12	80
Total tax charge / (credit)	109	(705)
Reconciliation of effective tax rate	2019 £000	2018 £000
Profit / (loss) before taxation	16	(4,072)
Profit / (loss) multiplied by the standard rate of tax in the UK of 19.00% (2018: 19.00%)	3	(774)
Adjustment in respect of prior periods	49	14
Non deductible expenses / tax exempt revenues	57	55
Total tax on profit /(loss)	109	(705)

Changes to the UK corporation tax rates were substantively enacted as part of Finance Act 2015 (on 26 October 2015) and Finance Act 2016 (on 6 September 2016). These include reductions to the main rate to 19% from 1 April 2018 and to 17% from 1 April 2020. In the UK budget of March 2020, it was announced that the reduction in corporation tax rate would be withdrawn and the rate will now stay at 19%; any relevant impact will be accounted for in the accounts for year ended 31 December 2020.

9 Property, plant and equipment

	Assets under construction £000	Fixtures and fittings £000	IT Equipment £000	Total £000
Cost				
At 1 January 2019	91	9,114	1,517	10,722
Additions	5	927	. 8	940
At 31 December 2019	96	10,041	1,525	11,662
Accumulated depreciation				
At 1 January 2019	-	(1,964)	(592)	(2,556)
Depreciation charge for the year		(939)	(304)	(1,243)
At 31 December 2019	-	(2,903)	(896)	(3,799)
Net book value				
At 31 December 2019	96	7,138	629	7,863
At 31 December 2018	91	7,150	925	8,166
				
10 Debtors				
			2019	2018
			£000	£000
Amounts owed by related parties			1,767	1,875
Other receivables			105	101
			1,872	1,976

Amounts owed by related parties are unsecured, interest free, have no fixed date of repayment.

11 Creditors: amounts falling due within one year

	2019 £000	2018 £000
Trade payables Amounts owed to related parties Other payables	163 21,680 511	144 22,584 318
	22,354	23,046

Amounts owed to related parties are unsecured, attract interest at market rates, have no fixed date of repayment and are repayable on demand.

12 Deferred tax

The amounts provided for deferred tax are set out below. The potential liability has been fully provided.

	2019 £000	2018 £000
Deferred tax liability on accelerated capital allowances	157	143
Analysis of movement in the year		£'000
At 1 January 2019		143
Charged to the profit and loss account		14
At 31 December 2019		157

13 Post-employment benefits

INEOS operates a number of defined contribution pension plans, the company contributes to one. The total expense relating to this plan in the current year was £1,950 (2018: £1,500).

14 Called up share capital

	2019	2018
	£000	£000
Allotted and called up 100 ordinary shares of £1 each (2018: 100 Ordinary shares of £1 each)	-	-

15 Related parties

During the year the Company made sales to related parties of £10,717,000 (2018: £6,881,0000). At 31 December 2019 the Company had a trade receivable due of £1,767,000 (2018: £1,875,000) and had a trade payable of £79,000 (2018: £17.000).

Sales to related parties	2019	2018
	£000	£000
INEOS Group Holdings S.A.	3,160	1,600
INEOS Industries Limited	6,402	385
INEOS Enterprises Limited	344	4,380
INOVYN Limited	811	516
	10,717	6,881
Trade receivables	2019	2018
	£000	£000
INEOS Group Holdings S.A.	-	13
INEOS Industries Limited	1,767	1,862
INDOO INGUSTICS EMINOU	1,767	1,875
		1,073
Trade payables	2019	2018
	€000	£000
INEOS Group Holdings S.A.	79	14
INEOS Industries Holdings Limited	21,601	22,567
INOVYN Limited		3
THO VITA DAMAGO	21,680	22,584

16 Parent undertaking and controlling party

The immediate and ultimate parent company at 31 December 2019 was INEOS Limited, a company incorporated in the Isle of Man.

The directors regard Mr J A Ratcliffe to be the ultimate controlling party by virtue of his majority shareholding in the ultimate parent undertaking INEOS Limited.

17 Subsequent events

The Company is closely monitoring the evolution of the COVID-19 coronavirus and is following the World Health Organisation and local government advice. With regards to business impact, the effect the virus will have on the global economy and the Company is difficult to assess at this point in time, although the Company is constantly evaluating the situation and monitoring any potential effects on its operation.