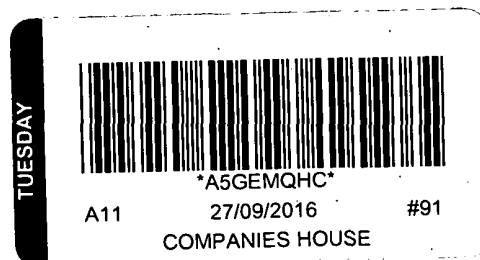


INEOS Fluor International Limited

Annual report and financial statements

Registered number 4110462

31 December 2015



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Directors' report for the year ended 31 December 2015

The directors present their report and the audited financial statements of the company for the year ended 31 December 2015. The company is exempt from producing a Strategic Report under S414B of Companies Act 2006.

Principal activities

The company's principal activities ceased following the disposal of the fluorochemicals business out of the INEOS Fluor Group on 31 March 2010 although some related legacy transactions have occurred since this date. The directors do not expect any changes to the activities of the company in the foreseeable future.

Turnover for the year relates to the release of deferred income which is expected to be fully released by 2016. The company's profit on ordinary activities before taxation for the financial year was £9,000 (2014: £5,000). The directors do not recommend payment of a dividend (2014: £nil).

Principal risks and uncertainties

The company's operations expose it primarily to foreign exchange and interest rate risk. The company is funded internally by the INEOS group and therefore has no direct exposure to liquidity or debt market risk. Foreign exchange losses arise from balances with other group companies, therefore this risk is mitigated at a group, rather than at a company level.

From the perspective of the company, the principal risks and uncertainties are integrated with the principal risks of the group and are not managed separately. Accordingly, the principal risks and uncertainties of INEOS Group Holdings S.A., which include those of the company, are discussed in the group's annual report which does not form part of this report.

Key performance indicators ("KPIs")

Disclosures related to KPIs are no longer considered to be relevant to readers of the financial statements due to the straightforward nature of the company's activities and have therefore been excluded.

Strategic future developments

The directors expect the company's activities going forward to be largely consistent due the cessation of principal activities.

Directors

The directors who held office during the year and up to the date of this report were as follows:

A White

M J Maher (Resigned 24 August 2015)

G Leask

A Brown (Appointed 24 August 2015)

Qualifying third party indemnity

The directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force.

Directors' responsibilities statement

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations. Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 *Reduced Disclosure Framework* (FRS 101).

Directors' report for the year ended 31 December 2015 (continued)

Directors' responsibilities statement (continued)

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 United Kingdom Accounting Standards, including FRS 101 have been followed, subject to any material departures disclosed and explained in the financial statements;
- notify its shareholders about the use of disclosure exemptions, if any, of FRS 101 used in the preparation of financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and the group 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 the group 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 company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Political and charitable contributions

The company made no political or charitable contributions during the year (2014: £nil).

Statement of disclosure to auditors

Each of the persons who are directors at the date of approval of this report confirms that:

- (a) there is no relevant information of which the company's auditors are unaware, and
- (b) the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

Independent auditors

PricewaterhouseCoopers LLP have indicated their willingness to continue in office. As a result of the Company passing a written resolution, there is no longer a requirement for the auditors to be reappointed on an annual basis.

On behalf of the Board

A Brown
Director



22 September 2016

Independent auditors' report to the members of INEOS Fluor International Limited

Report on the financial statements

Our opinion

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

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

What we have audited

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

- the statement of financial position as at 31 December 2015;
- the income statement for the year then ended;
- the statement of changes in equity for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law (United Kingdom Generally Accepted Accounting Practice).

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

Opinion on other matter prescribed by the Companies Act 2006

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

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

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

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

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

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

Entitlement to exemptions

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

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the 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.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

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

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

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



Hazel Macnamara (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Manchester

22 September 2016

Income Statement

For year ended 31 December 2015

	Note	2015 £000	2014 £000
Revenue		8	8
Gross profit		<u>8</u>	<u>8</u>
Administrative income		3	-
Operating profit	2	<u>11</u>	<u>8</u>
Interest payable and similar charges	5	(2)	(3)
Profit on ordinary activities before income tax		<u>9</u>	<u>5</u>
Income tax expense on ordinary activities	6	(2)	(1)
Profit for the financial year		<u><u>7</u></u>	<u><u>4</u></u>

All activities of the company have ceased therefore these activities are discontinued.

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

Statement of Financial Position

As at 31 December 2015

	<i>Note</i>	2015 £000	£000	2014 £000	£000
Current assets					
Trade and other receivables	7	461		463	
Cash and cash equivalents		34		36	
		<hr/>		<hr/>	
Creditors: amounts falling due within one year	8	495 (7)		499 (18)	
		<hr/>		<hr/>	
Net current assets		488		481	
			<hr/>		<hr/>
Total assets less current liabilities			488		481
			<hr/>		<hr/>
Net assets			488		481
			<hr/> <hr/>		<hr/> <hr/>
Equity					
Ordinary shares	9		-		-
Retained earnings	10		488		481
			<hr/>		<hr/>
Total shareholders' funds			488		481
			<hr/> <hr/>		<hr/> <hr/>

The notes on pages 9 to 14 are an integral part of these financial statements.

The financial statements on pages 6 to 14 were approved by the Board of Directors on 22 September 2016 and signed on its behalf by:



A Brown
Director

Company registered number: 4110462

Statement of Changes in Equity

For the year ended 31 December 2015

	Called up Share capital £000	Retained earnings £000	Total shareholders' funds £000
Balance at 1 January 2014	-	477	477
Profit for the financial year	-	4	4
Balance at 31 December 2014	-	481	481

	Called up Share Capital £000	Retained earnings £000	Total shareholders' funds £000
Balance at 1 January 2015	-	481	481
Profit for the financial year	-	7	7
Balance at 31 December 2015	-	488	488

Notes

(Forming part of the financial statements)

1 Accounting policies

INEOS Fluor International Limited (the "Company") is a company incorporated and domiciled in the UK with a registered office of Runcorn Site Hq South Parade, P.O. Box 9, Runcorn, Cheshire, WA7 4JE. 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.

The Company's parent undertaking, INEOS Group Holdings S.A. includes the Company in its consolidated financial statements. The consolidated financial statements of INEOS Group Holdings S.A. are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from the Company Secretary at Hawkslease, Chapel Lane, Lyndhurst, SO43 7FG, United Kingdom.

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;
- Disclosures in respect of transactions with wholly owned subsidiaries ;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs; and
- Disclosures in respect of the compensation of Key Management Personnel.

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

1.1 *Going concern*

The Directors have considered the company's projected future cash flows and working capital requirements and are confident that the company has sufficient cash flows to meet its working capital requirements for the next twelve months from the signing the financial statements. Accordingly the financial statements have been prepared on the going concern basis.

1.2 *Foreign currency*

Transactions in foreign currencies are translated to the Company's functional currencies 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 Income Statement.

1.3 *Expenses*

Interest payable and Interest receivable

Interest payable includes net foreign exchange losses that are recognised in the Income Statement (see foreign currency accounting policy). Other interest receivable and similar income include net foreign exchange gains.

Notes (continued)
(Forming part of the financial statements)

1 Accounting policies (continued)

1.5 Taxation

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

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the 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 Statement of Financial Position 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.

1.6 Deferred income

Amounts received in advance of the provision of goods or services to the customer are recorded as a liability and shown on the Statement of Financial Position as deferred income. Income is released to the Income Statement when revenue recognition criteria have been considered to have been met.

1.7 Non-derivative financial instruments

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

Trade and other receivables

Trade and other receivables 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.

1.8 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.

Notes (continued)
(Forming part of the financial statements)

2 Operating profit

The audit fee has been included in the overall audit fee for INEOS Fluor Limited and is not separately recharged to the company.

3 Staff numbers and costs

The company does not have any employees (2014: none).

All work related to the company is carried out by people employed by other INEOS group companies.

4 Directors' remuneration

The directors did not receive any emoluments in respect of their services to the company in 2015 (2014: £nil).

5 Interest payable and similar charges

	2015	2014
	£000	£000
Net foreign exchange loss	(2)	(3)
Total interest payable and similar charges	(2)	(3)

Notes (continued)
(Forming part of the financial statements)

6 Income tax expense on ordinary activities

Recognised in the Income Statement

	2015 £000	£000	2014 £000	£000
<i>UK corporation tax</i>				
Current tax on income for the year	2		1	
Total current tax		2		1
Tax on profit on ordinary activities		2		1

Reconciliation of effective tax rate

Tax expense for the year is equal (2014: equal) to the standard rate of corporation tax in the UK for the year ended 31 December 2015 of 20.25% (2014: 21.5%). As explained below:

	2015 £000	2014 £000
Profit on ordinary activities before taxation	9	5
Profit multiplied by the standard rate of tax in the UK of 20.25 % (2014 : 21.5%)	2	1
Total tax expense	2	1

The tax rate for the current period is lower than the prior period due to the changes in the UK corporation tax rate which decreased from 21% to 20% from 1 April 2015. A change to the UK corporation tax rate was announced in the Chancellor's Budget on 16 March 2016. The change announced is to reduce the main rate to 17% from 1 April 2020. Changes to reduce the UK corporation tax rate to 19% from 1 April 2017 and to 18% from 1 April 2020 had already been substantively enacted on 26 October 2015. As the change to 17% had not been substantively enacted at the balance sheet date its effects are not included in these financial statements.

Notes (continued)
(Forming part of the financial statements)

7 Trade and other receivables

	2015 £000	2014 £000
Group relief receivable	461	463
	461	463
	461	463

8 Creditors: amounts falling due within one year

	2015 £000	2014 £000
Amounts owed to group undertakings	-	3
Accruals and deferred income	7	15
	7	18
	7	18

Amounts owed to group undertakings comprised of intercompany current accounts, which were repayable on demand and do not bear interest.

9 Called up share capital

	2015 £	2014 £
<i>Allotted, called up and fully paid</i>		
Ordinary shares of £1 each, classified in shareholders' funds	1	1
	1	1
	1	1

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

10 Retained earnings

	2015 £000	2014 £000
At 1 January	481	477
Profit for the financial year	7	4
	488	481
At 31 December	488	481

Notes (continued)
(Forming part of the financial statements)

11 Controlling parties

The Company is a subsidiary undertaking of INEOS Fluor Holdings Limited, which is the ultimate parent company registered in England and Wales. The ultimate controlling party is INEOS AG a company registered in Switzerland. The smallest and largest group in which the results of the Company are consolidated is that headed by INEOS Group Holdings S.A., a subsidiary of INEOS AG. The consolidated financial statements of INEOS Group Holdings S.A. are available to the public and may be obtained from the Company Secretary at Hawkslease, Chapel Lane, Lyndhurst, SO43 7FG, United Kingdom.

The Directors regard Mr JA Ratcliffe to be the ultimate controlling party by virtue of his majority shareholding in INEOS AG.

12 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 significant degree of judgement or estimation.