
INEOS Fluor International Limited

Annual report and financial statements
Registered number 04110462
Year ended – 31 December 2019

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Directors' Report

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

Results and dividends

The company's loss before taxation for the financial year was £3,000 (2018: £1,000 profit). The directors do not recommend payment of a dividend (2018: £nil).

Political and charitable contributions

The company made no political or charitable contributions during the year (2018: £nil).

Principal risks and uncertainties

The management of the business and execution of the company's strategy are subject to a number of risks. The key business risks and uncertainties affecting the company are considered to relate to local and national competition factors which would cause a decline in the market. Further discussion of these risks and uncertainties in the context of the group as a whole, is provided in the annual report of parent company INEOS Group Holdings S.A., which does not form part of this report.

The withdrawal agreement under which the United Kingdom will leave the European Union was ratified on 31 January 2020. This has started a transition period until the end of December 2020. The Company has limited activities in the United Kingdom so does not expect a significant financial impact on its business from Brexit.

Subsequent events

The Company is closely monitoring the evolution of the COVID-19 pandemic and is following the World Health Organisation travel advice. With regards to business impact, the effect the virus will have on the global economy and the chemicals industry is difficult to assess at this point in time, although the Company is constantly evaluating the situation and monitoring any potential effects on production and deliveries. Whilst there is significant uncertainty due to the COVID-19 crisis, the directors have concluded that it is appropriate to prepare the financial statements on a going concern basis as given the nature of the Company the impact is expected to be limited.

Key performance indicators ("KPIs")

The directors of INEOS Group Holdings S.A. manage the group's operations on a divisional basis. For this reason, the company's directors believe that analysis using performance indicators of the company is not necessary or appropriate for an understanding of the development, performance or position of the business of INEOS Fluor International Limited. The development, performance and position of the group, including this company, is discussed in the group's annual report which does not form part of this report.

Financial risk management

The company's operations expose it to a variety of financial risks that include the effects of changes in credit risk, liquidity risk and interest rate 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. Interest rate exposures are managed on a group basis and are fully disclosed in the consolidated financial statements of INEOS Group Holdings S.A.

Directors' Report (continued)

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 (resigned 3 June 2020)
G Leask
A Brown
A Hogan (appointed 3 June 2020)

Going concern

As at 31 December 2019 the Company has net assets of £0.49million (2018: £0.50 million). The entity is financed through its own operations, however if needed the directors have received confirmation that INEOS Holdings Limited will support the Company for at least one year after these financial statements are signed. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

Directors' responsibilities statement

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 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", and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, 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.

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.

Directors' Report (continued)

Disclosure of information to auditors

Each of the persons who is a director at the date of approval of this report confirms that:

- (i) so far as each director is aware, there is no relevant audit information of which the Company's auditors are unaware.
- (ii) each director has taken all the steps that he ought to have taken in his duty as director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

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

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 accordance with an elective resolution made under section 487 of the Companies Act 2006.

Small company exemption

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

Approved and signed on behalf of the board



A Brown
Director

28 September 2020

Unit 14 Evenwood Close
Runcorn
WA7 1LZ
United Kingdom

Independent Auditors' Report to the Members of INEOS Fluor International Limited

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of INEOS Fluor International 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 income statement;
- the statement of financial position;
- the statement of changes in equity; and
- the related notes 1 to 11.

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.

Independent Auditors' Report to the Members of INEOS Fluor International Limited (continued)

Other information (continued)

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 directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has 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 directors' report.

Independent Auditors' Report to the Members of INEOS Fluor International Limited (continued)

Matters on which we are required to report by exception

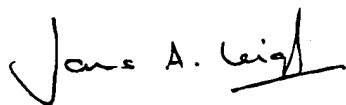
Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- 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; or
- the directors were not entitled to take advantage of the small companies' exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

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
28 September 2020

Income Statement
For the year ended 31 December 2019

	<u>Note</u>	<u>2019</u>	<u>2018</u>
		<u>£'000</u>	<u>£'000</u>
Finance income	5	-	1
Finance expense	5	(3)	-
(Loss)/Profit before taxation		<u>(3)</u>	<u>1</u>
Tax on (Loss)/Profit	6	-	-
(Loss)/Profit for the financial year		<u><u>(3)</u></u>	<u><u>1</u></u>

All activities of the company relate to continuing operations.

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

Statement of Financial Position
As at 31 December 2019

	<u>Note</u>	<u>2019</u> £'000	<u>2018</u> £'000
Current assets			
Trade and other receivables	7	459	459
Cash and cash equivalents		<u>39</u>	<u>42</u>
		498	501
Net assets			
		<u>498</u>	<u>501</u>
Capital and reserves			
Called up share capital	8	-	-
Retained earnings		498	501
Total shareholders' funds			
		<u>498</u>	<u>501</u>

The notes on pages 11 to 14 are an integral part of these financial statements.

The financial statements on pages 8 to 14 were approved by the Board of Directors on 28 September 2020 and signed on its behalf by:



A Brown
Director

Company registered number: 04110462

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

	Called up share capital	Retained earnings	Total shareholders' funds
	£'000	£'000	£'000
Balance at 1 January 2018	-	500	500
Profit for the financial year	-	1	1
Total comprehensive income for the year	-	1	1
Balance at 31 December 2018	-	501	501

	Called up share capital	Retained earnings	Total shareholders' funds
	£'000	£'000	£'000
Balance at 1 January 2019	-	501	501
Loss for the financial year	-	(3)	(3)
Total comprehensive expense for the year	-	(3)	(3)
Balance at 31 December 2019	-	498	498

Notes to the Financial Statements for the year ended 31 December 2019

1 Accounting policies

INEOS Fluor International Limited (the "Company") is a private company limited by shares incorporated, registered and domiciled in England, UK with a registered office Unit 14 Evenwood Close, Runcorn, WA7 1LZ.

These financial statements were prepared on a going concern basis under the historical cost convention in accordance with The Companies Act 2006 as applicable to companies using 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 their registered address, 58, rue Charles Martel, Luxembourg, L-2134, Luxembourg.

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 period reconciliations for share capital;
- 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 believe that preparing the financial statements on the going concern basis is appropriate due to the continued financial support of INEOS Holdings Limited. The directors have received confirmation that INEOS Holdings Limited intend to support the Company for at least one year after these financial statements are signed.

1.2 *New standards, amendments and IFRIC interpretations*

There are no amendments to accounting standards that are effective for the year ended 31 December 2019 which have had a material impact on the company. IFRS 16 became effective in the year however, given the entity does not have any leases, it is not relevant and as such does not apply IFRS 16.

1.3 *Expenses*

Finance income and Finance costs

Finance costs includes net foreign exchange losses that are recognised in the Income Statement. Finance income include net foreign exchange gains.

Notes to the Financial Statements for the year ended 31 December 2019 (continued)

1 Accounting policies (continued)

1.4 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.

1.5 Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

Non-derivative financial instruments comprise trade and other receivables, loans and borrowings, and trade and other payables.

Trade and other receivables

Trade and other receivables are recognised initially at fair value plus transaction costs that are directly attributable to the acquisition or issue. Subsequent to initial recognition they are tested for classification as per IFRS 9. If the trade receivables meet the cash flow characteristics and business model tests as per IFRS 9, then they are recognised at amortised cost. If they do not qualify for being recognised at amortised cost they are recognised at fair value through profit or loss.

Trade and other payables

Trade and other payables are recognised initially at fair value less transaction costs that are directly attributable to the acquisition or issue. Subsequent to initial recognition, they are measured at amortised cost using the effective interest method.

Interest-bearing borrowings

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

2 Operating profit

Fees receivable by the Company's auditors in respect of audit services to the Company were £2,248 (2018: £2,048). This cost has been borne by INEOS Fluor Limited.

Notes to the Financial Statements for the year ended 31 December 2019 (continued)

3 Staff numbers and costs

The company does not have any employees (2018: 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 (2018: £nil). No directors have benefits accruing under a defined benefit pension scheme (2018: none).

5 Finance income

	<u>2019</u>	<u>2018</u>
	£'000	£'000
Foreign exchange gains	-	1
Total finance income	<u>-</u>	<u>1</u>
Foreign exchange losses	<u>(3)</u>	-
Total finance expense	<u>(3)</u>	-
Net finance (expense) / income	<u>(3)</u>	<u>1</u>

6 Tax on (loss) / profit

Recognised in the Income Statement

	<u>2019</u>	<u>2018</u>
	£'000	£'000
UK Corporation Tax		
Current tax on income for the year	-	-
Adjustments in respect of prior periods	<u>-</u>	<u>-</u>
Tax charge	<u>-</u>	<u>-</u>

Tax expense for the year is equal (2018: equal) to the standard rate of corporation tax in the UK for the year ended 31 December 2019 of 19% (2018: 19%).

Changes to the UK corporation tax rates were substantively enacted as part of Finance Bill 2015 (on 26 October 2015) and Finance Bill 2016 (on 7 September 2016). These include reductions to the main rate to 19% from 1 April 2017 and to 17% from 1 April 2020. In the 2020 budget it was announced that the corporation tax main rate would remain at 19% for the financial year beginning 1 April 2020, rather than reducing it to 17% from 1 April 2020. The charge to corporation tax and the main rate will also be set at 19% for the financial year beginning 1 April 2021

Notes to the Financial Statements for the year ended 31 December 2019 (continued)

7 Trade and other receivables

	2019	2018
	£'000	£'000
Group relief receivable	459	459
	459	459

8 Called up share capital

	2019	2018
	£	£
<i>Allotted and fully paid</i>		
1 (2018: 1) ordinary shares of £1 each	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.

9 Controlling parties

The Company is a subsidiary undertaking of INEOS Fluor Holdings Limited, which is the immediate parent company registered in England and Wales. The ultimate controlling party is INEOS Limited, a company registered in the Isle of Man.

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 Limited. 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 which is the registered address.

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

10 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.

11. Subsequent events

The impact of the COVID-19 global pandemic is recognised as a subsequent event and has been discussed in the Directors' Report on page 2.