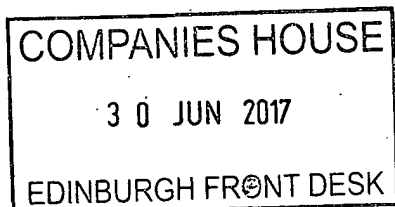


Norit (UK) Holding Limited
Annual Report and Financial Statements
For the year ended 30 September 2016

Registered Number SC402921



Norit (UK) Holding Limited

Annual report for the year ended 30 September 2016

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Norit (UK) Holding Limited

Directors and advisers for the year ended 30 September 2016

Directors

B.P. Genemans

M. Maloney

L.E. Theron

Company Secretary

S. A. Henshaw

Independent auditor

Deloitte LLP

110 Queen Street

Glasgow

G1 3BX

Solicitors

Eversheds LLP

1 Callaghan Square

Cardiff

United Kingdom

CF10 5BT

Registered office

45 Clydesmill Place

Cambuslang Industrial Estate

Glasgow

United Kingdom

G32 8RF

Norit (UK) Holding Limited

Strategic report for the year ended 30 September 2016

Principal activities

The company's principal activity is that of a financial investment company.

Business Review

The principal activities of the company are that of an investment holding company.

The company recorded a loss after tax for the year ended 30 September 2016 of £5.0m (2015: loss of £13.6m). Net liabilities as at 30 September 2016 are £0.7m (2015: net assets of £4.4m). The uplift in performance before tax of £7.4m is due to a combination of no impairment of the company's investment this year (2015 impairment of £13.3m) offset by the downside of currency exchange rate loss of £4.2m (2015: gain of £1.3m)

Key performance indicators

The company's key performance indicator is the carrying value of investments in its subsidiaries.

Principal risks and uncertainties

The company's principal risks and uncertainties relate to the carrying value of its investments in subsidiaries. The company carries out annual impairment reviews with reference to the trading projections of subsidiaries to monitor the risk of impairment.

The company's principal financial assets are amounts owed by group undertakings. The company periodically assesses the strength of its subsidiaries with reference to their net asset position and profitability.

The company's principal financial liabilities are amounts owed to group undertakings. The company looks to manage this risk by ensuring that total current assets exceed current liabilities. At this level there is a financial risk from changes in FX rates which has caused the company to go in to a negative balance sheet position on revaluation of the loan to the functional currency of Norit UK Holdings Limited. However at a higher level this is not a risk to the parent company whose functional currency is that of the loan, Euros. So this loss is effectively mitigated at the next level in the hierarchy of Cabot Corp as a whole.

Financial risk management objectives

The company's activities expose it to a limited number of financial risks including credit risk, cash flow risk and liquidity risk.

Cash flow risk

The company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates. Cabot Corp uses foreign exchange forward contracts and interest rate swap contracts to hedge these exposures.

Credit risk

The company's credit risk is primarily attributable to its investment. An allowance for impairment is made where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows.

Norit (UK) Holding Limited

Strategic report for the year ended 30 September 2016

Liquidity risk

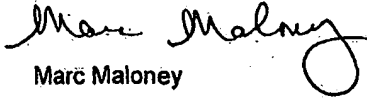
In order to maintain liquidity to ensure that sufficient funds are available for ongoing operations and future developments, the company uses a mixture of long-term and short-term debt finance.

Future developments

The Company expects to continue as an investment holding company for the foreseeable future.

Approved by the board on and signed on behalf of the board by

June 30, 2017



Marc Maloney

Director

Norit (UK) Holding Limited

Directors' report for the year ended 30 September 2016

The directors present their annual report and the audited financial statements of the company for the year ended 30 September 2016.

Results and dividends

The result for the year is presented in the profit and loss account is set out on page 9 and the balance sheet on page 10.

The directors do not recommend the payment of a dividend (2015: £nil).

Events after post balance sheet date

There were no significant events after the balance sheet date.

Going concern

The directors have a reasonable expectation that the company have adequate resources to continue in operational existence for the foreseeable future. There are assurances and commitments in place from the ultimate parent company that there will be support available if required given the net liability position of the company at present. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

After careful consideration and deliberation in assessing future performance taking into account current projections on the company's performance and operating market conditions the directors have a reasonable expectation that the company have adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

Directors and their interests

The results for the year to 30 September 2016 are set out in the profit and Loss account on page 9.

Directors' indemnity and insurance

Pursuant to the company's articles of association, the directors were throughout the year to 30 September 2016 and are at the date of this report entitled to a qualifying indemnity provision as defined in section 236 of the Companies Act 2006.

Political contributions

No political donations were made by the company during the year.

Future developments

Future developments are discussed within the Strategic report on page 3.

Auditor

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

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware; and

Norit (UK) Holding Limited

- the director has taken all the steps that he ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information

This confirmation is given and should be interpreted in accordance with the provision of s418 of the Companies Act 2006.

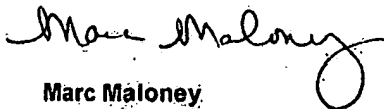
Deloitte LLP have indicated their willingness to be reappointed for another term and appropriate arrangements are being made for them to be deemed reappointed as auditor in the absence of an Annual General Meeting.

Approval of reduced disclosures

Norit (UK) Holding Limited as a qualifying entity, has taken advantage of the disclosure exemptions in FRS 102 paragraph 1.12. Norit EAPA Holding B.V. have been notified in writing about the intention to take advantage of the disclosure exemptions and no objections have been received.

The Company also intend to take advantage of these exemptions in the financial statements to be issued in the following year. Objections may be served on the Norit EAPA Holding B.V, as the immediate parent of the entity, or by a shareholder/s holding in aggregate 5 per cent or more of the total allocated shares in the Company or more than half of the allotted shares in the entity not held by Norit EAPA Holding B.V as the immediate parent. They should be served by 20th June 2017.

Approved by the Board and signed on its behalf by:



Marc Maloney
Director

Norit (UK) Holding Limited

Directors' responsibilities statement

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS102 "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 these financial statements, the directors are required to:

- select suitable accounting policies and then 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 financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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

Norit (UK) Holding Limited

Independent auditor's report to the members of Norit (UK) Holding Limited

We have audited the financial statements of Norit (UK) Holding Limited for the year ended 30 September 2016 which comprise the Profit and Loss account, Balance sheet, the Statement of Changes in Equity and the related notes 1 to 12. 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 FRS102 and the Financial Reporting Standards applicable in the UK and Republic of Ireland.

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 Statement of Directors' Responsibilities, 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

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. 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.

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 30 September 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 matter prescribed by the Companies Act 2006

In our opinion 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.

Norit (UK) Holding Limited

Independent auditor's report to the members of Cabot Norit (UK) 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.



David Crawford CA (Senior Statutory Auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
Glasgow, United Kingdom

30th June 2017

Norit (UK) Holding Limited

Profit and Loss Account for the year ended 30 September 2016

	Note	Year ended 30 September 2016	Year ended 30 September 2015
		£	£
Impairment of investment in subsidiary	7	-	(13,286,986)
Interest payable and similar charges	4	(1,938,527)	(1,629,424)
FX (loss)/gain on intercompany loan revaluation	5	(4,207,299)	1,329,628
Loss on ordinary activities before taxation		(6,145,826)	(13,586,782)
Tax on loss on ordinary activities	6	1,118,103	46,388
Loss for the financial year		(5,027,723)	(13,540,394)

Total expense attributable to equity shareholders of the Company. All of the company's activities are continuing operations.

There is no difference between the loss on ordinary activities before taxation and the loss for the financial year stated above, and their historical cost equivalents.

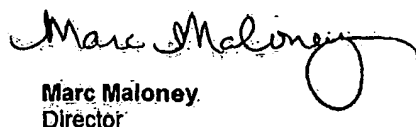
There is no statement of comprehensive income as there is no difference between loss for the year and comprehensive expense.

Norit (UK) Holding Limited

Balance sheet as at 30 September 2016

	Note	30 September 2016 £	30 September 2015 £
Fixed assets			
Investments	7	29,125,135	29,125,135
Current assets			
Debtors	8	1,021,820	-
		30,146,955	29,125,135
Creditors: amounts falling due within one year	9	(30,798,568)	(24,749,025)
Net current (liabilities)/assets		(651,613)	4,376,110
Net (liabilities)/assets		(651,613)	4,376,110
Capital and reserves			
Called up share capital	10	1,982,129	1,982,129
Share premium account	10	17,838,370	17,838,370
Profit and loss account	10	(20,472,112)	(15,444,389)
Total shareholder's (deficit)/funds		(651,613)	4,376,110

The financial statements of Norit (UK) Holding Limited (registered number SC402921) were approved by the board of directors and authorised for issue on 30th June 2017. They were signed on its behalf by:


Marc Maloney
 Director

Norit (UK) Holding Limited

Statement of changes in equity For the year ended 30 September 2016

	Called-up share capital £	Share premium £	Profit and loss account £	Total £
At September 2014	1,982,129	17,838,370	(1,903,995)	17,916,504
Loss for the financial year	-	-	(13,540,394)	(13,540,394)
At 30 September 2015	1,982,129	17,838,370	(15,444,389)	4,376,110
Loss for the financial year	-	-	(5,027,723)	(5,027,723)
At 30th September 2016	1,982,129	17,838,370	(20,472,112)	(651,613)

Norit (UK) Holdings Limited

Notes to the financial statements For the year ended 30 September 2016

1 Accounting policies

General information and basis of accounting

Norit (UK) Holding Limited is a company incorporated in the United Kingdom under the Companies Act. The address of the registered office is given on page 1. The nature of the Company's operations and its principal activities are set out in the strategic report on pages 2 to 3.

The financial statements have been prepared under the historical cost convention, modified to include certain items at fair value, and in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council. There have been no adjustments on transition to FRS 102.

The functional currency of Norit (UK) Holdings Limited is considered to be pounds sterling because that is the currency of the primary economic environment in which the Company operates.

Norit (UK) Holding Limited meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its separate financial statements. Norit (UK) Holding Limited is consolidated in the financial statements of its parent. The ultimate parent undertaking and controlling entity is Cabot Corporation, a publicly listed company on the Nasdaq stock exchange and incorporated in the United States of America, which is the smallest and largest group to consolidate these financial statements. Copies of these financial statements are available from Cabot Norit (UK) Limited, 45 Clydesmill Place, Cambuslang Industrial Estate, Glasgow, G32 8RF. Exemptions have been taken in these separate Company financial statements in relation to presentation of a cash flow statement, remuneration of key management personnel and financial instrument disclosures.

Going concern

At 30 September 2016, the company had net liabilities of £651,613 (2015: net assets of £4,376,110).

The directors have a reasonable expectation that the Company and the Group have adequate resources to continue in operational existence for the foreseeable future. There are assurances and commitments in place from the ultimate parent company that there will be support available if required given the net liability position of the company at present. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

Group financial statements

The financial statements contain information about Norit (UK) Holding Limited as an individual company and do not contain consolidated financial information as the parent of a subsidiary. The company is exempt from preparing consolidated financial statements, under s400 of the Companies Act 2006, as it is included in the consolidated financial statements of Cabot Corporation (a listed company on the Nasdaq Stock Exchange in the United States of America which are publically available).

Norit (UK) Holdings Limited

Notes to the financial statements

For the year ended 30 September 2016

1 Accounting policies (continued)

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.

Financial assets and liabilities

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Financial assets and liabilities are only offset in the statement of financial position when, and only when there exists a legally enforceable right to set off the recognised amounts and the Company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of transaction. All differences are taken to the profit and loss account.

Taxation

Current and deferred taxation is based on the (losses)/profits for the year and includes all tax liabilities

accruing to the date of the financial statements. Full provision is made on a non-discounted basis for deferred taxation liabilities arising from differences that have originated but not reversed at the balance sheet date. Deferred tax assets are recognised to the extent that they are regarded as recoverable.

Norit (UK) Holding is part of a tax group for certain aspect of the tax legislation.

Group relief is applied across the UK tax group, comprising Purton Carbons, Cabot Activated Carbon Holdings, Cabot GB Limited, Cabot UK Holdings Limited, Cabot Norit UK Limited this is settled periodically, and was but there is currently no requirement for such schemes to be settled annually.

Norit (UK) Holdings Limited

Notes to the financial statements

For the year ended 30 September 2016

2 Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 1, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the critical judgements, apart from those involving estimations (which are dealt with separately below), that the directors have made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

Fixed Asset investment

The principal risks are limited to the carrying value of the investments in the company's subsidiaries. The company reviews investments in subsidiaries for impairment whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. We perform comprehensive market research and monitor market conditions to identify potential impairments.

We estimate the recoverable amount using a standard Cabot model which looks at future budgeted income and expenditure streams and discounts using the Cabot cost of Capital. We then apply sensitivity analysis to look at the impact of possible changes on these assumptions to check that this would not affect the decision made on the investment.

Norit (UK) Holdings Limited

Notes to the financial statements

For the year ended 30 September 2016

3 Directors' emoluments and transactions

L.E. Theron is paid through a subsidiary company, Cabot Norit (UK) Limited; M.D. Maloney through Cabot Corporation and B.P. Genemans through a fellow group company, Norit NV. No recharge is made to Norit (UK) Holding Limited in respect of these emoluments. There were no employees in the financial year other than the directors.

Auditor's remuneration of £1,000 (2015: £1,000) was borne by subsidiary company Cabot Norit (UK) Limited and not recharged. There were no non-audit fees payable to the company's auditor in either the current or prior year.

4 Interest payable and similar charges

	Year ended 30 September 2016	Year ended 30 September 2015
	£	£
Interest payable on intercompany loan	1,938,527	1,629,424

5 FX (loss)/gain on intercompany loan revaluation

	Year ended 30 September 2016	Year ended 30 September 2015
	£	£
Foreign exchange (loss)/gain on Intercompany loan	(4,207,299)	1,329,628

Norit (UK) Holdings Limited

Notes to the financial statements For the year ended 30 September 2016

6 Tax on (loss) on ordinary activities

	Year ended 30 September 2016	Year ended 30 September 2015
	£	£
Current tax:		
United Kingdom corporation tax on (loss)/for the year	-	-
Current year group relief (receivable)/payable	(1,075,530)	-
Adjustment in respect of prior years	(42,573)	(46,388)
Tax on (loss) on ordinary activities	(1,118,103)	(46,388)

The tax assessed for the year is lower than (2015: higher) the standard rate of corporation tax in the UK (20 %) (2015: 20.5%). The differences are explained below:

	Year ended 30 September 2016	Year ended 30 September 2015
	£	£
(Loss) on ordinary activities before taxation	(6,145,826)	(13,586,782)
(Loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 20 % (2015: 20.5%)	(1,229,177)	(2,785,290)
Effects of:		
Expenses not deductible for tax purposes and other permanent differences	153,647	2,731,514
Losses surrendered without charge	-	53,776
Adjustments in respect of prior years	(42,573)	(46,388)
Current tax (credit) for the year	(1,118,103)	(46,388)

Reductions in the UK corporation tax rate to 20% (effective from 1 April 2015) were substantively enacted on 2 July 2014. Further reductions to 19% (effective from 1 April 2017) and to 17% (effective 1 April 2020) were effectively enacted on 26 October 2015.

Norit (UK) Holdings Limited

Notes to the financial statements

For the year ended 30 September 2016

7 Fixed asset investments

Cost	£
As at 1 st October 2014	42,412,121
Impairment on investment in subsidiary (2015)	(13,286,986)
At 1 October 2015 and 30 September 2016	29,125,135

The principal undertakings in which the company's interest at the year end is as follows:

	Registered office	Proportion of voting rights and ordinary share capital held	Nature of business
Cabot Norit (UK) Limited	45 Clydesmill Place, Cambuslang Industrial estate Glasgow G32 8RF	100%	Manufacturer of Activated Carbon

8 Debtors : amounts falling due within one year

	30 September 2016 £	30 September 2015 £
Group tax relief receivable	1,021,820	-
	1,021,820	-

The amounts owed from subsidiary undertakings are free of interest, have no fixed date of repayment and are repayable on demand.

Norit (UK) Holdings Limited

Notes to the financial statements

For the year ended 30 September 2016

9 Creditors: amounts falling due within one year

	30 September 2016 £	30 September 2015 £
Amounts owed to group undertakings	30,798,568	24,749,025
	30,798,568	24,749,025

The amounts owed to group undertaking represent a loan of €25,000,000 which is repayable on 6 July 2021. Interest is charged at a rate of 7% per annum. In addition, on the last day of each calendar year, the amount of interest accrued on the loan is added to the loan. However, the loan is repayable on demand with ten working days' notice at any time by the parent if requested.

10 Called up share capital

	30 September 2016 £	30 September 2015 £
Allotted, called up and fully paid		
1,982,129 (2015:1,982,129) ordinary shares of £1 each	1,982,129	1,982,129

The company has one class of ordinary shares which carry no rights to fixed income.

The company's other reserves are as follows:

- The share premium reserve contains the premium arising on issue of equity shares net of expenses.
- The profit and loss reserve represents cumulative profits or losses, net of dividends and adjustments.

11 Ultimate parent company

The company is wholly owned by Norit EAPA Holding B.V., a company incorporated in the Netherlands.

The ultimate parent undertaking and controlling entity is Cabot Corporation with registered office at 2 Seaport Lane, Suite 1300, Boston, Massachusetts, USA., a publicly listed company on the Nasdaq stock exchange and incorporated in the United States of America, which is the smallest and largest group to consolidate these financial statements. Copies of these financial statements are available from Cabot Norit (UK) Limited, 45 Clydesmill Place, Cambuslang Industrial Estate, Glasgow, G32 8RF.

Norit (UK) Holdings Limited

Notes to the financial statements

For the year ended 30 September 2016

12 Transition to FRS 102

This is the first year that the Company has presented its financial statements under Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council. The last financial statements under previous UK GAAP were for the year ended 30 September 2015 and the date of transition to FRS 102 was therefore 1 October 2014.

As a consequence of adopting FRS 102, a number of accounting policies have changed to comply with that standard. Management have made an assessment of the accounting treatment and there are no material adjustments arising on transition.