

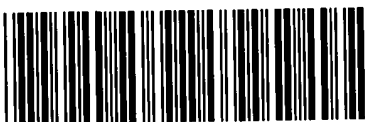
**Company Registration No 436135**

**PPG ARCHITECTURAL COATINGS UK LIMITED**

**ANNUAL REPORT AND FINANCIAL STATEMENTS**

**YEAR ENDED 31 DECEMBER 2016**

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# **PPG ARCHITECTURAL COATINGS UK LIMITED**

## **ANNUAL REPORT AND FINANCIAL STATEMENTS**

**YEAR ENDED 31 DECEMBER 2016**

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# **PPG ARCHITECTURAL COATINGS UK LIMITED**

## **ANNUAL REPORT AND FINANCIAL STATEMENTS**

**YEAR ENDED 31 DECEMBER 2016**

### **OFFICERS AND PROFESSIONAL ADVISERS**

#### **Directors**

M Baines  
P Dowie  
R Hemingway  
P Lafford  
J Metcalf  
L Morris  
V O'Sullivan  
F Parry  
S Pocock  
G Roebuck

#### **Registered Office**

Huddersfield Road  
Birstall  
Batley  
West Yorkshire  
WF17 9XA

#### **Bankers**

Royal Bank of Scotland N.V.  
Gustav Mahlerlaan 350  
1082ME Amsterdam  
The Netherlands  
P.O. Box 12925 1100AX

BNP Paribas  
Fortis Bank S.A.-N.V.  
10 Harewood Avenue  
London  
NW1 6AA

#### **Solicitors**

Walker Morris  
Kings Court  
12 King Street  
Leeds LS1 2HL

#### **Independent auditors**

PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Central Square  
29 Wellington Street  
Leeds  
LS1 4DL

# **PPG ARCHITECTURAL COATINGS UK LIMITED**

## **STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2016**

The directors present their strategic report on the company for the year ended 31 December 2016.

### **Principal activities and business review**

The principal activity of the company remains that of the manufacture and distribution of architectural coatings products to both the trade and retail paint segments.

Both paint segments continue to remain highly competitive environments. The trade paint segment continues to grow in volume and the retail paint segment is seeing a slower but positive growth in 2016. We are beginning to see new entrants to the market from smaller niche businesses' and competition remains strong. Overall, the company's sales continued to perform very well, growing ahead of each paint segment in terms of volume. Both the Johnstone's and Leyland brands have contributed to this success.

In the trade paint segment we invested further in our Johnstone's Decorating Centre network. During 2016 we opened our 200th store at Hillingdon and 3 further new stores (Dumfries, Hampstead and Edmonton). During this year we also acquired the Pepper Paint stores (Livingston, Telford, Galashiels and Pepper Place) and we relocated 3 branches (Great Yarmouth, Brighton & Oxford) to improve our location and manage our cost base. At the end of 2016, our Decorating Centre network consisted of 200 stores (either owned or leased).

We continue to develop our business in adjacent markets with further sales growth in External Wall Insulation and Render Systems along with High Performance Coatings and decorating tools and accessories. We remain focused on being the provider of total coatings solutions to our clients and customers, and invest to drive brand awareness and participation in these markets.

In the retail paint segment, the company continues to perform extremely well in its stockist business through a combination of store expansion activity of key retailers, organic growth and new business won. New business wins in 2016 include a range extension in Homebase, recently acquired by Bunnings and promotional offers in B&Q working closely with them to grow and strengthen our Businesses.

New product development remains integral to our trade strategy and in 2016 we launched a number of new products in both the Johnstone's Trade and Leyland Trade brands. In Johnstone's Trade, we launched New Build Professional Matt, Quick Dry Opaque Fence & Cladding Finish and extensions to our primers offering. We also launched a new Trade woodcare brand to the market, Gori. In the retail market, we made significant extensions to our Johnstone's masonry range in the form of a wide range of additional colours and a new product, Exterior Satin.

We have started to advertise our Leyland Trade brand on TV, along with continuing the national TV campaign and advertising of our Johnstone's Decorating centres, to support our brand awareness programme. In 2016, after being part of one of English football's longest running sponsorship agreements, Johnstone's Paint concluded its 10 year partnership of The Football League Trophy. The partnership has also allowed us to offer once in a life time opportunities to our staff & customers through the many competitions we have offered over the last 10 years, including our sixes tournament, which gives staff the opportunity to play on the most famous football pitch in the world, Wembley.

For the Leyland Trade brand we continued our darts player sponsorship programme, sponsoring three professional players including world number one, Michael Van Gerwen. We also expanded our relationship with the sport through a new sponsorship agreement with the Professional Darts Corporation.

We continue to make significant investment in our manufacturing and logistics facilities. Our investment is focused to adapt to market demands eg: e commerce, and increase our overall capacity and flexibility.

# PPG ARCHITECTURAL COATINGS UK LIMITED

## STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2016 (continued)

### Key Performance Indicators

The performance for the year together with comparative data is set out in the table below:

	2016	2015	Definition, method of calculation and analysis
Gross profit (%)	49.6%	51.5%	The ratio of gross profit to turnover expressed as a percent. Within the competitive market, pressure on price is offset by manufacturing and purchasing initiatives.
Return on sales (%)	18.3%	17.4%	Operating profit expressed as a percentage of turnover. We maintain our cost control in a competitive market to ensure we deliver improved ROS.
Return on Investment capital	20.7%	23.0%	Operating profit expressed as a percentage of net assets.

### Strategy

The company continues to pursue its vision of becoming 'Our customers' 1st Choice; delivered by 1st Class People'.

The company's overriding objective is to achieve attractive and sustainable rates of growth and return; principally through organic growth. The company intends to do this via substantial gains in segment share supported by excellent people.

### Future outlook

Under the ownership of our ultimate parent company, PPG Industries, Inc., we remain fully committed to increasing segment share in 2017 and beyond, in spite of some very tough segment conditions.

Investment in our Decorating Centre network and brands continues to be our focus, to maintain and improve our levels of performance in the future. This strategy is fully supported by PPG Industries, Inc.

On behalf of the board

**S Pocock**  
Director

26 September 2017

# **PPG ARCHITECTURAL COATINGS UK LIMITED**

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

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

### **Results and dividends**

The results of the company show a pre-tax profit of £42.7m (2015: £39.1m).

The directors did not pay an interim dividend during the year ended 31 December 2016 (2015: £nil).

The directors do not recommend the payment of a final dividend in respect of the year ended 31 December 2016 (2015: £nil).

### **Principal risks and uncertainties**

The UK market remains susceptible to new entrants as there are low barriers to entry. In order to mitigate this risk, the company maintains a constant focus on innovation, supply chain investment and cost management, working closely with customers to identify changing customer requirements to ensure best value. This approach is one of the key pillars of our company strategy.

The credit risk on financial assets and liabilities is limited because the company, through parent holding companies, has recourse to long term group borrowings which finance the business. Whilst the UK companies continue to make a significant contribution to the financial results of the PPG group, this financing will remain available.

Cash flow risk is primarily in the area of foreign exchange exposure, notably with the Euro. This is managed by currency loans funded through the group treasury function.

The company has recourse to the group treasury function in order to maintain liquidity to ensure that sufficient funds are available for ongoing operations and future developments.

### **Going concern**

The financial statements are prepared on the basis that the company is a going concern, as the directors have reviewed the financial condition of the company and of the PPG group including consideration of future forecasts and uncertainties arising from the current economic environment.

### **Directors**

The directors of the company, who served for the whole of the year ended 31 December 2016 and up to the date of this report except as noted:

M Baines  
P Dowie  
P Lafford  
J Metcalf  
L Morris  
V O'Sullivan  
F Parry  
S Pocock  
G Roebuck  
R Hemingway (resigned 30 September 2016)

# **PPG ARCHITECTURAL COATINGS UK LIMITED**

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

### **Research and development**

The board places a high priority on research and technological innovation, which serves the needs of customers. The cost of such work is disclosed in note 5 to the financial statements.

### **Employment policies**

Employees or their representatives are provided with information and consulted on matters which are, in the opinion of the directors, of concern to them as employees and likely to affect their interests. It is the policy of the company to support the employment of disabled people wherever possible, both in recruitment and by retention of employees who become disabled whilst in the employment of the company, as well as generally through training and career development.

Health and safety at work has always been of prime concern. Continuous efforts are made to improve existing measures and to stimulate interest in safety in each employee.

### **Environmental policies**

At PPG, we are committed to using resources efficiently to preserve and protect the environment in which we operate. To support this we have a programme of continuous improvement aimed at reducing our impact on the environment every year.

We established a new set of environmental sustainability goals in 2016 to better represent the sustainability challenges we currently face. We measure intensity and other calculated rates rather than absolute numbers to account for year-to-year variations in production volume and company growth, which could mask progress or slippage against the goals.

### **Supplier payment policy**

The company's policy is to settle transactions according to payment terms agreed with suppliers when accounts are opened. Trade creditors of the company at 31 December 2016 were equivalent to 163 days purchases (2015: 135 days), based on the average daily amount invoiced by suppliers during the year. We utilize the supply chain finance services of BNP Paribas to extend our payment terms but without detriment to our suppliers.

### **Charitable and political contributions**

During the year the company made charitable donations of £1,720 (2015: £7,888), principally to local charities serving the communities in which the company operates. We also utilise corporate grants for charity and community projects in our region and encourage our employees to provide assistance during working hours. The company made no political contributions.

### **Statement of disclosure of information to auditors**

The Directors of the company at the date of this report confirm that:

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

# **PPG ARCHITECTURAL COATINGS UK LIMITED**

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

### **Independent auditors**

PricewaterhouseCoopers LLP have expressed their willingness to continue in office as auditors and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

On behalf of the board

A handwritten signature in black ink, appearing to be 'S Pocock', written over a horizontal line.

**S Pocock**  
**Director**

26 September 2017



# **PPG ARCHITECTURAL COATINGS UK LIMITED**

## **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", 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 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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.

# **PPG ARCHITECTURAL COATINGS UK LIMITED**

## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF PPG ARCHITECTURAL COATINGS UK LIMITED**

### **Report on the financial statements**

#### **Our opinion**

In our opinion, PPG Architectural Coatings UK 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 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.

#### **What we have audited**

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

- the balance sheet as at 31 December 2016;
- the profit and loss account and statement of comprehensive income 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 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", 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, 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.

In addition, in light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we are required to report if we have identified any material misstatements in the Strategic Report and the Directors' Report. We have nothing to report in this respect.

#### **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.

## **PPG ARCHITECTURAL COATINGS UK LIMITED**

### **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF PPG ARCHITECTURAL COATINGS UK LIMITED (continued)**

#### **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.

#### **Responsibilities for the financial statements and the audit**

##### **Our responsibilities and those of the directors**

As explained more fully in the Statement of the Directors' Responsibilities set out on page 8, 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. With respect to the Strategic Report and Directors' Report, we consider whether those reports include the disclosures required by applicable legal requirements.



Tom Yeates (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Leeds  
26 September 2017

# PPG ARCHITECTURAL COATINGS UK LIMITED

## PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2016

	Note	2016 £ 000	2015 £ 000
<b>TURNOVER</b>	3	228,839	222,379
Cost of sales		(115,411)	(107,933)
<b>GROSS PROFIT</b>		113,428	114,446
Distribution & selling costs		(56,222)	(60,493)
Administrative expenses		(15,394)	(15,328)
<b>OPERATING PROFIT</b>	5	41,812	38,625
Interest receivable and similar income	6	1,065	560
Interest payable and similar charges	7	(163)	(117)
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		42,714	39,068
Tax on profit on ordinary activities	8	(8,894)	(5,951)
<b>PROFIT FOR THE FINANCIAL YEAR</b>		33,820	33,117

All of the above activities are derived from continuing operations.

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

# PPG ARCHITECTURAL COATINGS UK LIMITED

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

	Note	2016 £ 000	2015 £ 000
<b>Profit for the financial year</b>		33,820	33,117
<b>Other comprehensive income</b>			
Re-measurements of net defined benefit obligation	16	133	504
<b>Other comprehensive income for the year, net of tax</b>		133	504
<b>Total comprehensive income for the year</b>		33,953	33,621

# PPG ARCHITECTURAL COATINGS UK LIMITED

## BALANCE SHEET

As at 31 December 2016

	Note	2016 £'000	2015 £'000
<b>Fixed assets</b>			
Intangible assets	9	1,967	279
Tangible assets	10	<u>18,057</u>	<u>18,400</u>
		<u>20,024</u>	<u>18,679</u>
<b>Current assets</b>			
Stocks	11	19,823	16,318
Debtors	12	224,113	190,000
Cash at bank and in hand		<u>694</u>	<u>3,589</u>
		<u>244,630</u>	<u>209,907</u>
<b>Creditors: amounts falling due within one year</b>	13	<u>(62,640)</u>	<u>(60,555)</u>
<b>Net current assets</b>		<u>181,990</u>	<u>149,352</u>
<b>Total assets less current liabilities</b>		<b>202,014</b>	<b>168,031</b>
<b>Creditors: amounts falling due after more than one year</b>	14	<b>(335)</b>	<b>(335)</b>
<b>Provisions for liabilities</b>	15	<u>(30)</u>	<u>-</u>
<b>Net assets excluding pension asset</b>		<b>201,649</b>	<b>167,696</b>
<b>Pension asset</b>	16	<u>-</u>	<u>-</u>
<b>Net assets including pension asset</b>		<u>201,649</u>	<u>167,696</u>
<b>Capital and reserves</b>			
Called up share capital	17	350	350
Profit and loss account		<u>201,299</u>	<u>167,346</u>
<b>Total shareholders' funds</b>		<u>201,649</u>	<u>167,696</u>

The financial statements of PPG Architectural Coatings UK Limited, registered number 436135, on pages 11 to 26 were approved by the Board of Directors on 26 September 2017 and signed on its behalf by:

  
S Pocock  
Director

# PPG ARCHITECTURAL COATINGS UK LIMITED

## STATEMENT OF CHANGES IN EQUITY 31 DECEMBER 2016

	<b>Called-up share capital £ 000</b>	<b>Retained Earnings £ 000</b>	<b>Total £ 000</b>
<b>Balance as at 1 January 2015</b>	350	133,725	134,075
Profit for the year	-	33,117	33,117
Other comprehensive income for the year	-	504	504
<b>Total comprehensive income for the year</b>	-	33,621	33,621
<b>Balance at 31 December 2015</b>	350	167,346	167,696
<b>Balance as at 1 January 2016</b>	350	167,346	167,696
Profit for the year	-	33,820	33,820
Other comprehensive income for the year	-	133	133
<b>Total comprehensive income for the year</b>	-	33,953	33,953
<b>Balance at 31 December 2016</b>	350	201,299	201,649

# PPG ARCHITECTURAL COATINGS UK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2016

### 1. ACCOUNTING POLICIES

#### Basis of preparation

PPG Architectural Coatings UK Limited ('the company') is a limited company incorporated in the United Kingdom. The address of its registered office and principal place of business are disclosed on page 2. The company's principal activity is the manufacture and distribution of architectural coatings products to both the trade and retail paint segments.

The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006 and applicable United Kingdom law and accounting standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102"). The particular accounting policies adopted are described below. They have been applied consistently in both years.

These financial statements are prepared on a going concern basis, under the historical cost convention, as modified by the revaluation of land and buildings and certain financial assets and liabilities measured at fair value through profit and loss.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 2.

#### Exemptions

The Company's shareholders have been notified of the following exemptions and no objections have been received.

The Company has taken advantage of the exemption in FRS102 (Section 33) 'Related party disclosure' not to disclose its transactions with group companies as its results are consolidated into the financial statements of its ultimate parent company which are publicly available.

The Company is a wholly owned subsidiary undertaking of PPG Industries Inc., which produces a consolidated cash flow statement that is publicly available. In accordance with Financial Reporting Standard 102 (FRS102), the company has taken advantage of the exemption in FRS102 from preparing a cash flow statement.

The Company has exemption from the financial instrument disclosures, required under FRS 102 paragraphs 11.39 to 11.48A and paragraphs 12.26 to 12.29, as the information is provided in the consolidated financial statement disclosures.

#### Going concern

The financial statements are prepared on the basis that the company is a going concern, as the directors have reviewed the financial condition of the company and of the PPG group including consideration of future forecasts and uncertainties arising from the current economic environment. The company's parent has provided a letter of support for the period at least 12 months from the date of the audit report sign-off. Based upon this the directors have formed the view that the position of the company and the PPG group is sufficiently strong. Consequently the directors are satisfied it is reasonable to prepare the financial statements on a going concern basis.



# PPG ARCHITECTURAL COATINGS UK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (continued)

Year ended 31 December 2016

### 1. ACCOUNTING POLICIES (continued)

#### Stocks and work in progress

Stocks and work in progress are stated at the lower of cost and net realisable value. In establishing cost, stocks and work in progress at the end of the year are taken to represent latest purchases or production.

On this basis, cost comprises:

Raw materials	-	purchase price
Work in progress and finished goods	-	raw materials, direct labour and attributable production overheads

#### Turnover

Turnover represents the invoiced value of sales net of value added tax in the normal course of business and is recognised upon despatch of goods sold. Geographical analysis of turnover is shown in note 3.

#### Tangible fixed assets

Tangible fixed assets are shown at cost less accumulated depreciation. The cost of fixed assets is their purchase cost, together with any incidental expenses of acquisition. Depreciation is provided at rates calculated to write off the cost less estimated residual value of fixed assets on a straight-line basis over their estimated useful lives.

The estimated useful lives of assets are as follows:

Short leasehold properties	- By reference to the unexpired portion of the lease
Plant and motor vehicles	- 3 to 10 years

The carrying values of tangible fixed assets are reviewed for impairment if events or changes in circumstances indicate that the carrying value may not be recoverable. Any impairment in the value of fixed assets below depreciated historical cost is charged to the profit and loss account.

#### Pensions and retirement indemnities

The company participates in a defined benefit pension scheme. The scheme is administered by trustees and is independent of the company finances. Contributions are paid to the scheme in accordance with the recommendations of independent actuaries to enable the trustees to meet from the scheme the benefits accruing in respect of current and future service. Pension scheme assets are measured using market value. Pension scheme liabilities are measured using a projected unit method and discounted at the current rate of return on a high quality corporate bond of equivalent term and currency to the liability. The increase in the present value of the liabilities of the pension scheme expected to arise from employee service in the period is charged to operating profit. The expected return on the scheme's assets and the increase during the period in the present value of the scheme's liabilities arising from the passage of time are included in other finance income. Actuarial gains and losses are recognised in the statement of total recognised gains and losses.

The pension scheme's surpluses, to the extent that they are considered recoverable, or deficits are recognised in full and presented on the face of the balance sheet net of the related deferred tax.

The company contributes to a defined contribution pension plan for new employees. Contributions are charged to the profit and loss accounts as they become payable.

# PPG ARCHITECTURAL COATINGS UK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (continued)

Year ended 31 December 2016

### 1. ACCOUNTING POLICIES (continued)

#### Leases

Assets held under finance leases and other similar contracts, which confer rights and obligations similar to those attached to owned assets, are capitalised as tangible fixed assets and are depreciated over the shorter of the lease terms and their useful lives. The capital elements of future lease obligations are recorded as liabilities, while the interest elements are charged to the profit and loss account over the period of the leases to produce a constant rate of charge on the balance of capital repayments outstanding. Hire purchase contracts are dealt with similarly, except that assets are depreciated over their useful lives.

Rentals under operating leases are charged on a straight line basis over the lease term, even if the payments are not made on such a basis. Benefits received and receivable as an incentive to sign an operating lease are similarly spread on a straight line basis over the lease term, except where the period of the review date on which the rent is first expected to be adjusted to the prevailing market rate is shorter than the full lease term, in which case the shorter period is used.

#### Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the contracted rate or the rate of exchange ruling at the Balance Sheet date and the gains or losses on translation are included in the profit and loss account.

#### Intangibles

Intellectual property rights and investment in an electric substation are amortised on a straight line basis over their estimated useful economic lives of 5 and 20 years respectively. Capitalised software is amortised on a straight line basis over its estimated useful economic live between 3 and 5 years.

#### Intangibles

Capitalised software is amortised on a straight line basis over its estimated useful economic live between 3 and 5 years.

### 2. CRITICAL ACCOUNTING JUDGEMENTS AND ESTIMATION UNCERTAINTY

#### Critical accounting judgements and estimation of uncertainty

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

#### (i) Useful economic lives of tangible assets

The annual depreciation charge for tangible assets is sensitive to changes in the estimated useful economic lives and residual values of the assets. The useful economic lives and residual values are re-assessed annually. They are amended when necessary to reflect current estimates, based on technological advancement, future investments, economic utilisation and the physical condition of the assets. See note 10 for the carrying amount of the property plant and equipment, and note 1 for the useful economic lives for each class of assets.

# PPG ARCHITECTURAL COATINGS UK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (continued) Year ended 31 December 2016

### 2. CRITICAL ACCOUNTING JUDGEMENTS AND ESTIMATION UNCERTAINTY (continued)

#### (ii) Inventory provisioning

When calculating the inventory provision, management considers the nature and condition of the inventory, as well as applying assumptions around anticipated saleability of finished goods and future usage of raw materials. See note 11 for the net carrying amount of the inventory and associated provision.

#### (iii) Impairment of debtors

The company makes an estimate of the recoverable value of trade and other debtors. When assessing impairment of trade and other debtors, management considers factors including the current credit rating of the debtor, the ageing profile of the debtors and historical experience. See note 12 for the net carrying amount of the debtors and associated impairment provision.

### 3. TURNOVER ANALYSIS BY GEOGRAPHY

	2016 £'000	2015 £'000
United Kingdom	220,529	213,615
Europe	8,146	8,764
Rest of the world	164	-
	<u>228,839</u>	<u>222,379</u>

Turnover relates to sales of architectural coatings products.

### 4. EMPLOYEES

	2016 £'000	2015 £'000
a) Employment cost of employees:		
Wages and salaries	37,959	38,710
Social security costs	3,419	3,639
Other pension costs (see note 16)	3,154	3,086
	<u>44,532</u>	<u>45,435</u>
	2016 Number	2015 Number
b) The average monthly number of people employed by the company during the year was:		
Production	323	335
Selling and distribution	1,014	1,016
Administration	67	65
	<u>1,404</u>	<u>1,416</u>
c) Directors' Emoluments:	2016 £'000	2015 £'000
Fees	1,323	1,304
Other emoluments (including pension contributions and benefits in kind)	280	242
	<u>1,603</u>	<u>1,546</u>

# PPG ARCHITECTURAL COATINGS UK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (continued) Year ended 31 December 2016

### 4. EMPLOYEES (continued)

#### d) Directors' Pensions

All directors are members of the company's defined contribution pension scheme in both years.

Highest paid director

The remuneration of the highest paid director, including pension contributions of £31,000 (2015: £28,000), was £255,000 (2015: £261,000).

<b>5. OPERATING PROFIT</b>	<b>2016</b>	<b>2015</b>
	<b>£'000</b>	<b>£'000</b>
<b>Operating profit is arrived at after charging:</b>		
Depreciation of tangible fixed assets - owned	3,066	3,142
Depreciation of tangible fixed assets - leased	20	18
Loss on disposal of fixed assets	(90)	(242)
Amortisation of intangible fixed assets	301	3,369
Hire of plant and machinery - operating leases	2,007	2,232
Hire of other assets - operating leases	4,703	4,373
Research and development costs	2,371	1,896
Fees payable to the company's auditors for the audit of the company's annual financial statements	55	78
Taxation services	-	35
<b>6. INTEREST RECEIVABLE AND SIMILAR INCOME</b>	<b>2016</b>	<b>2015</b>
	<b>£'000</b>	<b>£'000</b>
Receivable from group undertakings	<u>1,065</u>	<u>560</u>
<b>7. INTEREST PAYABLE AND SIMILAR CHARGES</b>	<b>2016</b>	<b>2015</b>
	<b>£'000</b>	<b>£'000</b>
Payable to group undertakings	<u>163</u>	<u>117</u>
<b>8. TAX ON PROFIT ON ORDINARY ACTIVITIES</b>	<b>2016</b>	<b>2015</b>
<u>UK Corporation tax:</u>	<b>£'000</b>	<b>£'000</b>
Current tax on income for the year	<u>(8,436)</u>	<u>(5,598)</u>
Total current tax charge	<b>(8,436)</b>	<b>(5,598)</b>
<u>Deferred tax (see note 15):</u>		
Deferred tax current year	<u>(329)</u>	<u>(119)</u>
Deferred tax prior year	<u>(129)</u>	<u>(234)</u>
Tax on profit on ordinary activities	<u><b>(8,894)</b></u>	<u><b>(5,951)</b></u>

# PPG ARCHITECTURAL COATINGS UK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (continued) Year ended 31 December 2016

### 8. TAX ON PROFIT ON ORDINARY ACTIVITIES (continued)

The actual tax charge for the current and the previous year differs from the standard rate of Corporation tax in the UK for the reasons set out in the following reconciliation;

	2016 £'000	2015 £'000
Profit on ordinary activities before taxation	42,714	39,068
Current tax 20% (2015: 20.25%)	8,543	7,911
<u>Effects of:</u>		
Expenses not deductible for tax purposes	177	768
Other timing differences	258	-
Imputed interest income	379	384
Pension scheme adjustments	27	102
Group relief claimed for no payment	(490)	(3,214)
Total current tax charge (see above)	8,894	5,951

The Corporate tax rate was reduced to 20% with effect from 1 April 2015, and further rate reductions to 19% from 1 April 2017 and then 17% from 1 April 2020 were enacted by the balance sheet date. The current tax rate for the year ended 31 December 2016 is therefore 20% (2015: 20.25%) and deferred tax has been recognised at 17% (2015: 18%).

### 9. INTANGIBLE FIXED ASSETS

	Computer Software	Trademark Licences	Purchased Goodwill	Total
	£ 000	£ 000	£ 000	£ 000
<b>Cost</b>				
At 1 January 2016	2,374	38	62,634	65,046
Additions	1,258	458	273	1,989
At 31 December 2016	3,632	496	62,907	67,035
<b>Accumulated Amortisation</b>				
At 1 January 2016	2,095	38	62,634	64,767
Charge for the year	183	89	29	301
At 31 December 2016	2,278	127	62,663	65,068
<b>Net book value</b>				
At 31 December 2016	1,354	369	244	1,967
At 31 December 2015	279	-	-	279

# PPG ARCHITECTURAL COATINGS UK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (continued)

Year ended 31 December 2016

### 10. TANGIBLE FIXED ASSETS

	Short leasehold property £'000	Plant and motor vehicles £'000	Total £'000
<b>Cost</b>			
At 1 January 2016	9,560	55,270	64,830
Additions	785	1,958	2,743
At 31 December 2016	<u>10,345</u>	<u>57,228</u>	<u>67,573</u>
<b>Accumulated depreciation</b>			
At 1 January 2016	4,092	42,338	46,430
Charge for the year	940	2,146	3,086
At 31 December 2016	<u>5,032</u>	<u>44,484</u>	<u>49,516</u>
<b>Net book amount</b>			
At 31 December 2016	<u>5,313</u>	<u>12,744</u>	<u>18,057</u>
At 31 December 2015	<u>5,468</u>	<u>12,932</u>	<u>18,400</u>

The net book amount of tangible fixed assets includes £29,000 (2015: £98,000) in respect of finance leases and hire purchase agreements. Depreciation charged in the year on these assets amounted to £3,500 (2015: £18,000).

### 11. STOCKS

	2016 £'000	2015 £'000
Raw materials and consumables	2,501	2,277
Work in progress	571	323
Finished goods	<u>16,751</u>	<u>13,718</u>
	<u>19,823</u>	<u>16,318</u>

There is no material difference between the balance sheet value of stock and their replacement cost. Inventories are stated after provisions for impairment of £2,222,831 (2015: £2,394,403).

### 12. DEBTORS

	2016 £'000	2015 £'000
<b>Amounts falling due within one year:</b>		
Trade debtors	24,567	26,462
Amounts owed by group undertakings	196,393	160,541
Other Debtors	69	-
Deferred tax asset	816	1,274
Prepayments and accrued income	<u>2,268</u>	<u>1,723</u>
	<u>224,113</u>	<u>190,000</u>

# PPG ARCHITECTURAL COATINGS UK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (continued) Year ended 31 December 2016

### 12. DEBTORS (continued)

	2016 £ 000	2015 £ 000
<b>Deferred taxation</b>		
Balance at 1 January	1,274	1,627
Profit and loss account charge	(458)	(353)
Balance at 31 December	<u>816</u>	<u>1,274</u>
The amounts recognised in the financial statements are as follows:		
Difference between accumulated depreciation and amortisation and capital allowances	772	1,274
Short term timing differences	44	-
Unutilised losses		
Balance at 31 December	<u>816</u>	<u>1,274</u>

The amount owed by group undertakings are unsecured, interest free and repayable at various dates. Trade debtors includes £393,975 (2015: £215,190) falling due after more than one year. Trade debtors are stated after provisions of impairment of £296,708 (2015: £445,918).

A deferred tax asset has been recognised as the directors consider that based on the anticipation of future taxable earnings it is more likely than not that the asset will be recovered.

Deferred tax is measured on a non-discounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax laws substantively enacted at the balance sheet date.

There are no further unrecognised deferred tax assets or unprovided deferred tax liabilities other than those stated above at either year end.

### 13. CREDITORS:

	2016 £'000	2015 £'000
<b>Amounts falling due within one year</b>		
Trade creditors	51,501	39,890
Amounts owed to group undertakings	4,928	11,691
Other taxation and social security	1,197	1,187
Corporation tax	4,975	3,222
Accruals and deferred income	39	4,565
	<u>62,640</u>	<u>60,555</u>

The amount owed to group undertakings are unsecured, interest free and repayable at various dates during 2017.

### 14. CREDITORS:

	2016 £'000	2015 £'000
<b>Amounts falling due after more than one year</b>		
Finance lease creditor	<u>335</u>	<u>335</u>

The amount owed to group undertakings are unsecured, interest free and repayable at various dates.

# PPG ARCHITECTURAL COATINGS UK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (continued) Year ended 31 December 2016

### 15. PROVISIONS FOR LIABILITIES

	Other provision £'000
At 1 January 2016	-
Charged to profit and loss account	30
At 31 December 2016	<u>30</u>

### 16. PENSION COMMITMENTS

The PPG Coatings (AC and PC) Pension Scheme closed to future accrual on the 5 April 2013, and was merged into the PPG Industries (UK) Limited Pension Plan – AC Division, on 6 April 2013 on a sectionalised basis. Upon closure the accrued benefits of active members ceased to be linked to final salary and will instead revalue in deferment broadly in line with increases in the Consumer Price Index ("CPI"). The most recent valuation is at 5 April 2016 and updated to 31 December 2016 by a qualified actuary.

The key financial assumptions used by the actuary were:

	2016 % per annum	2015 % per annum
Inflation for the financial year-Retail Price Index (RPI)	3.20	3.15
Inflation for the financial year-Customer Price Index (CPI)	2.10	2.05
Pension increases (5% LPI)	3.05	3.09
Discount rate for Division liabilities	2.65	3.65

#### Main Demographic assumptions

The mortality assumptions are based on standard mortality tables which allow for future mortality improvements.

	2016 Years	2015 Years
Life expectancy of a male currently aged 65	21.1	21.3
Life expectancy of a female currently aged 65	23.1	23.9
Life expectancy at 65 for male currently aged 45	22.3	22.7
Life expectancy at 65 for female currently aged 45	24.5	25.3

#### Reconciliation of funded status to balance sheet

	2016 £ 000	2015 £ 000
Fair value of plan assets	200,852	163,377
Present value of funded defined benefit obligations	(171,757)	(143,745)
Funded status, net amount recognised, end of year (before deferred tax)	29,095	19,632
Unrecognised asset	(29,095)	(19,632)
Asset recognised, end of year (after deferred tax)	-	-



# PPG ARCHITECTURAL COATINGS UK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (continued) Year ended 31 December 2016

### 16. PENSION COMMITMENTS (continued)

When determining the asset recognised on the balance sheet, it has been assumed that the Company is unable to recover the surplus through a refund from the Division in the future.

<i>Amounts recognised in profit and loss account</i>	<b>2016</b> <b>£'000</b>	<b>2015</b> <b>£'000</b>
Operating cost:		
Administration expenses	<u>504</u>	<u>504</u>
Actuarial gain recognised in Statement of Comprehensive Income	<u>504</u>	<u>504</u>

#### *Amounts recognised in Statement of Comprehensive Income*

	<b>2016</b> <b>£'000</b>	<b>2015</b> <b>£'000</b>
Asset (gains)/losses arising during the year	(35,139)	7,272
Liability losses arising during the year	26,257	2,759
Change in the effect of the asset ceiling	<u>8,749</u>	<u>(10,535)</u>
Actuarial gain recognised in Statement of Comprehensive Income	<u>(133)</u>	<u>(504)</u>

#### *Changes to the present value of the division liabilities during the year*

	<b>2016</b> <b>£'000</b>	<b>2015</b> <b>£'000</b>
Opening defined benefit obligation (DBO)	143,745	138,751
Interest expense on DBO	5,185	5,084
Actuarial loss on liabilities	26,257	2,759
Net benefits paid	<u>(3,430)</u>	<u>(2,849)</u>
Closing defined benefit obligation	<u>171,757</u>	<u>143,745</u>

#### *Changes to the fair value of the division assets during the year*

	<b>2016</b> <b>£'000</b>	<b>2015</b> <b>£'000</b>
Opening fair value of division assets	163,377	167,850
Interest income on Division assets	5,899	6,152
Gain/(loss) on Division assets	35,139	(7,272)
Contributions by the company	371	-
Net benefits paid	(3,430)	(2,849)
Administration costs incurred	<u>(504)</u>	<u>(504)</u>
Closing fair value of division assets	<u>200,852</u>	<u>163,377</u>

# PPG ARCHITECTURAL COATINGS UK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (continued) Year ended 31 December 2016

### 16. PENSION COMMITMENTS (continued)

<i>Analysis return on Division assets</i>	<b>2016</b>	<b>2015</b>
	<b>£'000</b>	<b>£'000</b>
Interest income on Division assets	<b>5,899</b>	6,152
Gain/(loss) on Division assets	<b>35,139</b>	(7,272)
Actual return on Division assets	<b>41,038</b>	(1,120)
 <i>Division assets</i>	 <b>2016</b>	 <b>2015</b>
	<b>£'000</b>	<b>£'000</b>
Diversified Growth Funds	<b>83,052</b>	80,788
Gilts and bonds	<b>74,657</b>	58,459
Other	<b>43,143</b>	24,130
Combined	<b>200,852</b>	163,377

None of the Division's assets are invested in the Company's financial instruments or in property occupied by, or other assets used by, the Company.

The Company expects to contribute £0.6m to the pension plan in 2017.

#### Group Personal Pension

The company pays contributions to a Group Personal Pension ("GPP") in respect of employees. The company's contributions to the GPP in the year up to 31 December 2016 were £1,907,511 (2015: £1,877,055). There are no contributions unpaid at 31 December 2016.

### 17. CALLED UP SHARE CAPITAL

	<b>2016</b>	<b>2015</b>
	<b>£'000</b>	<b>£'000</b>
Authorised:		
65,000,000 (2015: 65,000,000) ordinary shares of £1 each	<b>65,000</b>	65,000
Allotted, issued and fully paid:		
350,000 (2015: 350,000) ordinary shares of £1 each	<b>350</b>	350

### 18. COMMITMENTS

	<b>2016</b>	<b>2015</b>
	<b>£000</b>	<b>£000</b>
a) Future capital expenditure		
Contracted for, but not provided in the financial statements	<b>220</b>	1,400
b) Leasing commitments		
The company had the following future minimum lease payments under non- cancellable operating leases for each of the following periods:		
Land and building payments due:	<b>2016</b>	<b>2015</b>
	<b>£'000</b>	<b>£'000</b>
within 1 year	<b>4,040</b>	4,117
between 1 and 2 years	<b>3,620</b>	3,638
between 2 and 5 years	<b>7,069</b>	7,551
beyond 5 years	<b>7,561</b>	7,280
	<b>22,290</b>	22,586

# PPG ARCHITECTURAL COATINGS UK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (continued)

Year ended 31 December 2016

### 18. COMMITMENTS (continued)

	2016 £'000	2015 £'000
Plant and motor vehicles payments due:		
within 1 year	926	1,408
between 1 and 2 years	763	431
between 2 and 5 years	933	720
beyond 5 years	-	58
	<u>2,622</u>	<u>2,617</u>

### 19. ULTIMATE PARENT UNDERTAKING

The immediate parent company is Kalon Investment Company Limited, a company incorporated in the United Kingdom.

The directors regard PPG Industries Inc, a company incorporated and registered in the United States of America and listed on the New York Stock Exchange, as the ultimate parent company and ultimate controlling party by virtue of its 100% interest in the equity share capital of the company.

This is the largest and smallest company within which the Company's results are consolidated. Copies of its financial statements can be obtained from 2400 One PPG Place, Pittsburgh, Pennsylvania 15222-5401, USA.