

Registered number: 03239951

HANSON OVERSEAS HOLDINGS LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

HANSON OVERSEAS HOLDINGS LIMITED

COMPANY INFORMATION

Directors	N Benning-Prince R C Dowley E A Gretton A Quilez Somolinos
Company secretary	W F Rogers
Registered number	03239951
Registered office	Second Floor Arena Court Crown Lane Maidenhead Berkshire SL6 8QZ
Independent auditors	PricewaterhouseCoopers LLP 2 Glass Wharf Bristol BS2 0FR

HANSON OVERSEAS HOLDINGS LIMITED

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HANSON OVERSEAS HOLDINGS LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2023

Business review

The Company is a group investment holding company.

During the year the Company received dividends totalling £343,974,000 from its investments as set out below.

On 30 November 2023 the Company received a dividend in specie of £260,000 from its investment, Paperbefore Limited, which was satisfied by the assignment of an intercompany receivable due from Houserate Limited. Subsequently, the Company impaired its investment in Paperbefore Limited by £81,000 to bring the carrying value in line with the underlying net assets. This has been treated as an exceptional item.

On 20 December 2023, the Company received a dividend in specie of £6,000 from its subsidiary, Hanson Trust Limited, on its preference shares which was satisfied by the assignment of an intercompany receivable due from Houserate Limited.

On 21 December 2023, the Company received dividends in specie of £343,708,000, from its subsidiary, Hanson Trust Limited, which were satisfied by the assignment of an intercompany receivable due from Houserate Limited. Subsequently, the Company impaired its investment in Hanson Trust Limited by £107,963,000 to bring the carrying value in line with the underlying net assets. This has been treated as an exceptional item.

Later on 21 December 2023 the Company declared a dividend in specie of £344,173,000, which was satisfied by the assignment of intercompany receivables of £343,974,000 due from Houserate Limited and £199,000 due from Hanson Holdings (1) Limited.

These transactions are part of a wider plan to simplify the group structure in the UK.

During the year the Company also partially impaired its investments in Hanson (CGF) Finance Limited by £688,000 and Hanson Financial Services Limited by £339,000, and partially reversed the impairment in its investment in Hanson International Holdings Limited by £46,440,000 to bring the carrying values in line with the underlying net assets. These impairments and reversals have been treated as exceptional items.

Section 172(1) Statement

The primary purpose of the Company is that of a group investment holding company. The overall objective of the Directors is to maximise shareholder and stakeholder value whilst working to a sustainable long-term business model. The Directors work to ensure the business strategy and objectives of the Company are aligned with that of the Group. As a group investment holding company, the Company has limited stakeholders having no customers, suppliers or employees.

During the year, the Directors approved capital reductions and subsequent dividends in specie from its investments, Paperbefore Limited and Hanson Trust Limited. Subsequently the Company declared a dividend in specie of £344,173,000 to repatriate surplus assets not required by the business to its shareholder. Prior to undertaking such steps, the Company actively engaged with its shareholder to agree the appropriate course of action.

HANSON OVERSEAS HOLDINGS LIMITED

**STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2023**

Principal risks and uncertainties

Group undertakings

The Company's results arise from transactions with fellow group undertakings in the group headed by Heidelberg Materials AG. The Directors are therefore of the opinion that the Company is not directly exposed to significant risks and uncertainty; however, by the very nature of its activities, the Company is indirectly exposed to similar risks and uncertainties to those faced by other group companies. Details of the proposed risks and uncertainties facing the group headed by Heidelberg Materials AG are disclosed in the financial statements of that Company.

Foreign exchange risk

The Company is exposed to foreign exchange risk in respect of its investments in subsidiary undertakings, which are supported by assets in Euros, US dollars, HK dollars and Israeli Shekels. Significant fluctuations in foreign currency rates could potentially result in future impairment charges. These are not hedged.

This report was approved by the board on 25 June 2024 and signed on its behalf.

Wendy F Rogers

W F Rogers
Secretary

HANSON OVERSEAS HOLDINGS LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2023

The Directors present their report and the audited financial statements for the year ended 31 December 2023.

Results and dividends

The profit for the year, after taxation, amounted to £281,344,000 (2022 - £150,463,000).

A dividend in specie of £344,173,000 (2022 - £520,152,000) was paid during the year.

The Directors do not recommend the payment of a final dividend (2022 - £nil).

Post balance sheet event

On 20 June 2024 the Company received a dividend in specie of £153,980,000 from its subsidiary, Hanson Industrial Limited, which was satisfied by the assignment of an intercompany receivable due from Houserate Limited. Subsequently, the Company impaired its investment in Hanson Industrial Limited by £90,274,000 to bring the carrying value in line with the underlying net assets.

Future developments

The Directors anticipate that the Company will continue as a group investment holding company for the foreseeable future.

Going concern

The Company has limited activity outside of the Heidelberg Materials AG group and therefore its on-going activity is dependent on the operational activity of the Heidelberg Materials AG group.

On the basis of their assessment of the Company's financial position and relevant enquiries, the Directors have no reason to believe that a material uncertainty exists that may cast significant doubt on the ability of the Company to continue as a going concern. The Directors have noted that the ultimate parent undertaking, Heidelberg Materials AG, has made an assessment of identifiable risks on their global business activities, including the on-going impact of the Ukraine and Middle East crises, political uncertainties, the volatility in energy and raw materials markets, continuing inflationary pressures, high interest rates and the overarching impact these factors have on construction and consumer markets, and continues to operate on a going concern basis.

Thus the Directors have a reasonable expectation that the Company will be able to continue in operational existence for the foreseeable future and they continue to adopt the going concern basis of accounting in preparing the financial statements.

Directors

The Directors who served during the year and up to the date of signing the financial statements were:

N Benning-Prince
R C Dowley
E A Gretton
A Quilez Somolinos

Directors' indemnity

Heidelberg Materials AG has indemnified, by means of directors' and officers' liability insurance, one or more Directors of the Company against liability in respect of proceedings brought by third parties, subject to the conditions set out in section 234 of the Companies Act. Such qualifying third party indemnity provision was in force during the year and is in force as at the date of approving the Directors' Report.

The articles of association also provide for the Directors to be indemnified by the Company subject to the provisions of the Companies Act.

HANSON OVERSEAS HOLDINGS LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2023**

Disclosure of information to auditors

Each of the persons who are Directors at the time when this Directors' Report is approved has confirmed that:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the Director has taken all the steps that ought to have been taken as a Director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Independent auditors

PricewaterhouseCoopers LLP having indicated their willingness to act will continue in office, as auditors of the Company, in accordance with section 487 of the Companies Act 2006.

This report was approved by the board on 25 June 2024 and signed on its behalf.

Wandy F Rogers

W F Rogers
Secretary

HANSON OVERSEAS HOLDINGS LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2023

The Directors are responsible for preparing the Strategic Report, the Directors' 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 101 "Reduced Disclosure Framework", and applicable law).

Under company law, 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 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 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 also 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 to enable them to ensure that the financial statements comply with the Companies Act 2006.

The Responsibilities Statement was approved by the board on 25 June 2024 and signed on its behalf.



W F Rogers
Secretary

Report on the audit of the annual report and financial statements

Opinion

In our opinion, Hanson Overseas Holdings Limited's financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2023 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Balance Sheet and as at 31 December 2023; the Statement of Comprehensive Income and the Statement of Changes in Equity for the year then ended; and the notes to the financial statements, comprising material accounting policy information and other explanatory information.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the Company's ability to continue as a going concern.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The Directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

With respect to the Strategic report and Directors' report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic report and Directors' report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' report for the year ended 31 December 2023 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' report.

Responsibilities for the financial statements and the audit

Responsibilities of the Directors for the financial statements

As explained more fully in the Directors' Responsibilities Statement, the Directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The Directors are also responsible for such internal control as they 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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF HANSON OVERSEAS HOLDINGS LIMITED

Auditors' 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 auditors' 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the Company and industry, we identified that the principal risks of non-compliance with laws and regulations related to the Companies Act 2006 and UK tax legislation, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries and management bias in accounting estimates. Audit procedures performed by the engagement team included:

- Reading board minutes for evidence of breaches of regulations and reading relevant correspondence;
- Identifying and testing journal entries, in particular journal entries posted with unexpected account combinations;
- Inquiries of management in respect of any known or suspected instances of non compliance with laws and regulations and fraud;
- Challenging management on key accounting estimates and auditing the assumptions to supporting third party documentation where applicable.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

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 auditors' report.

Use of this report

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.

HANSON OVERSEAS HOLDINGS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF HANSON OVERSEAS HOLDINGS LIMITED

Other required reporting

Companies Act 2006 exception reporting

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

- we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the Company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Stuart Couch

Stuart Couch (Senior statutory auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Bristol
26 June 2024

HANSON OVERSEAS HOLDINGS LIMITED

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2023

	Note	2023 £000	2022 £000
Exceptional items - Impairment of fixed asset investments and release of impairment in value of fixed asset investments	5	(62,630)	(213,970)
Operating loss		<u>(62,630)</u>	<u>(213,970)</u>
Income from fixed assets investments		343,974	364,433
Profit before tax		<u>281,344</u>	<u>150,463</u>
Tax on profit	6	-	-
Profit for the financial year		<u>281,344</u>	<u>150,463</u>
Total comprehensive income for the year		<u><u>281,344</u></u>	<u><u>150,463</u></u>

All amounts relate to continuing operations.

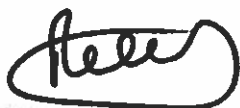
The notes on pages 13 to 22 and Appendix I form part of these financial statements.

HANSON OVERSEAS HOLDINGS LIMITED
REGISTERED NUMBER: 03239951

BALANCE SHEET
AS AT 31 DECEMBER 2023

	Note	2023 £000	2022 £000
Fixed assets			
Investments	8	3,649,074	3,711,705
Current assets			
Debtors: amounts falling due within one year	9	331,008	331,206
Net assets		<u>3,980,082</u>	<u>4,042,911</u>
Capital and reserves			
Called up share capital	10	-	-
Profit and loss account		3,980,082	4,042,911
Total equity		<u>3,980,082</u>	<u>4,042,911</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 25 June 2024.



R C Dowley
Director

The notes on pages 13 to 22 and Appendix I form part of these financial statements.

HANSON OVERSEAS HOLDINGS LIMITED**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2023**

	Called up share capital £000	Profit and loss account £000	Total equity £000
At 1 January 2022	-	4,412,600	4,412,600
Comprehensive income for the year			
Profit for the year	-	150,463	150,463
Contributions by and distributions to owners			
Dividend paid	-	(520,152)	(520,152)
At 1 January 2023	<u>-</u>	<u>4,042,911</u>	<u>4,042,911</u>
Comprehensive income for the year			
Profit for the year	-	281,344	281,344
Contributions by and distributions to owners			
Dividend paid	-	(344,173)	(344,173)
At 31 December 2023	<u>-</u>	<u>3,980,082</u>	<u>3,980,082</u>

The notes on pages 13 to 22 and Appendix I form part of these financial statements.

HANSON OVERSEAS HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

1. Accounting policies

1.1 General information

Hanson Overseas Holdings Limited ("the Company") is a limited company incorporated and domiciled in the United Kingdom. The address of its registered office and principal place of business is disclosed in the Company Information.

1.2 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 101 (FRS101) 'Reduced Disclosure Framework' and the Companies Act 2006.

The Company's financial statements are presented in Sterling, which is also the Company's functional currency, and all values are rounded to the nearest thousand pounds (£'000) except where otherwise indicated.

The material accounting policies applied in the preparation of these financial statements are set out below. These policies have, unless otherwise stated, been consistently applied to all periods presented.

The Company is itself a subsidiary company and is exempt from the requirement to prepare group financial statements by virtue of section 401 of the Companies Act 2006. These financial statements therefore present information about the Company as an individual undertaking and not about its group.

1.3 Financial Reporting Standard 101 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
 - paragraph 79(a)(iv) of IAS 1;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member

This information is included in the consolidated financial statements of Heidelberg Materials AG as at 31 December 2023 and these financial statements may be obtained from Berliner Strasse 6, D 69120 Heidelberg, Germany.

HANSON OVERSEAS HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

1. Accounting policies (continued)

1.4 Going concern

The Company has limited activity outside of the Heidelberg Materials AG group and therefore its on-going activity is dependent on the operational activity of the Heidelberg Materials AG group.

On the basis of their assessment of the Company's financial position and relevant enquiries, the Directors have no reason to believe that a material uncertainty exists that may cast significant doubt on the ability of the Company to continue as a going concern. The Directors have noted that the ultimate parent undertaking, Heidelberg Materials AG, has made an assessment of identifiable risks on their global business activities, including the on-going impact of the Ukraine and Middle East crises, political uncertainties, the volatility in energy and raw materials markets, continuing inflationary pressures, high interest rates and the overarching impact these factors have on construction and consumer markets, and continues to operate on a going concern basis.

Thus the Directors have a reasonable expectation that the Company will be able to continue in operational existence for the foreseeable future and they continue to adopt the going concern basis of accounting in preparing the financial statements.

1.5 Investments

Investments in subsidiaries and other investments are held at historical cost less provision for impairment.

1.6 Financial instruments

Financial assets

Financial assets are initially measured at fair value plus, in the case of a financial asset not subsequently measured at fair value through profit or loss, transaction costs.

The Company's financial assets comprise amounts owed by group undertakings.

Financial assets are subsequently measured at amortised cost where they are financial assets held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Amortised cost is calculated using the effective interest method and represents the amount measured at initial recognition less repayments of principal plus the cumulative amortisation using the effective interest method of any difference between the initial amount and the maturity amount, adjusted for any loss allowance.

Impairment of financial assets

The Company recognises a loss allowance for expected credit losses (ECL) on investments in debt instruments that are measured at amortised cost. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

HANSON OVERSEAS HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

1. Accounting policies (continued)

1.6 Financial instruments (continued)

The ECL required for other debt instruments is determined using a three stage model.

- At the initial recognition of the financial asset an expected credit loss provision is recorded for the twelve month period following the reporting date. Any interest revenue is calculated on the gross carrying amount of the financial asset.

- If the credit risk of that financial instrument has increased significantly since initial recognition, a loss allowance for full lifetime expected credit losses is recorded. Any interest revenue is calculated on the gross carrying amount of the financial asset. Should the significant increase in credit risk reverse within subsequent reporting periods then the expected credit losses on the financial instrument revert to being measured based on an amount equal to the twelve month expected credit losses.

- If objective evidence of impairment exists, a loss allowance for full lifetime expected credit losses is recognised. Any interest revenue is calculated on the net carrying amount of the financial asset.

1.7 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders.

1.8 Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted by the Balance Sheet date.

Income tax is charged or credited to other comprehensive income if it relates to items that are charged or credited to other comprehensive income. Similarly, income tax is charged or credited directly to equity if it relates to items that are credited or charged directly to equity. Otherwise income tax is recognised in the Statement of Comprehensive Income.

1.9 Exceptional items

The Company presents as exceptional items those material items of income and expense which because of the nature and expected infrequency of the events giving rise to them, merit separate presentation to allow shareholders to understand better the elements of financial performance in the year, so as to facilitate comparison with prior periods and to assess better trends in financial performance.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

2. Judgments in applying accounting policies and key sources of estimation uncertainty

Impairment of investments

The Company reviews investments in subsidiaries and other investments for impairment if there are any indications that the carrying values may not be recoverable. The carrying value of the investment is compared to the recoverable amount and where a deficiency exists, an impairment charge is considered by management.

The recoverable amount represents the net assets of the investment at the time of the review or where applicable is represented by an estimate of future cash flows expected to arise from the investment. A suitable discount rate is applied to the future cash flows in order to calculate the present value.

Reversals of impairments are recognised where there is a favourable change in the economic assumptions in the period since the provision was made.

Recoverability of amounts owed by group undertakings

The Company recognises a loss allowance for expected credit losses (ECL) on investments in debt instruments that are measured at amortised cost. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

3. Auditors' remuneration

Fees for audit services provided to the Company have been borne by other group undertakings. It is not practicable to ascertain what proportion of such fees relates to the Company.

4. Staff costs

The average monthly number of employees, including the Directors, during the year was nil (2022 - nil).

The Directors of the Company are also directors of a number of the group's fellow subsidiaries. The Directors received total remuneration of £1,116,000 (2022 - £967,000), which was paid by various fellow subsidiaries. The Directors do not believe that it is practicable to apportion this amount between their services as Directors of the Company and their services as directors of fellow subsidiary companies.

HANSON OVERSEAS HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

5. Exceptional items

	2023 £000	2022 £000
Release of impairment in value of fixed asset investments	46,440	150,922
Impairment of fixed asset investments	(109,071)	(364,890)
Reversal of provision/(provision) against amounts owed by group undertakings	1	(2)
	<u>(62,630)</u>	<u>(213,970)</u>

During the year the Company partially impaired its investments in Hanson (CGF) Finance Limited by £688,000, Hanson Financial Services Limited by £339,000, Paperbefore Limited by £81,000 and Hanson Trust Limited by £107,963,000 to bring the carrying values in line with the underlying net assets. The Company also partially released the impairment against its investment in Hanson International Holdings Limited by £46,440,000 to bring the carrying value in line with the underlying net assets. Net assets has been used as an approximation of fair value less cost of disposal.

In the prior year the Company partially impaired its investments in Hanson (CGF) Finance Limited by £574,000, Hanson Financial Services Limited by £283,000, Beforeblend Limited by £61,000 and British Agricultural Services Limited by £363,972,000 to bring the carrying values in line with the underlying net assets. The Company also partially released the impairment against its investment in Hanson International Holdings Limited by £150,922,000 to bring the carrying value in line with the underlying net assets.

6. Tax

	2023 £000	2022 £000
Current tax		
Current UK corporation tax on profit for the year	-	-
Total current tax	<u>-</u>	<u>-</u>

HANSON OVERSEAS HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

6. Tax (continued)

Reconciliation of the tax charge for the year

The tax assessed for the year is lower than (2022 - lower than) the standard rate of corporation tax in the UK of 23.5% (2022 - 19%). The differences are explained below:

	2023 £000	2022 £000
Profit before tax	281,344	150,463
Profit before tax multiplied by standard rate of corporation tax in the UK of 23.5% (2022 -19%)	66,116	28,588
Effects of:		
Impairment/release of provision for impairment in value of subsidiary undertaking not taxable	14,718	40,654
Non-taxable income	(80,834)	(69,242)
Group relief	(4,260)	(1,822)
Transfer pricing adjustments	4,260	1,822
Total tax charge for the year	-	-

Factors that may affect future tax charges

The main rate of corporation tax increased from 19% to 25% on 1 April 2023.

7. Dividends paid

	2023 £000	2022 £000
Dividends paid	344,173	520,152

On 21 December 2023 the Company declared a dividend in specie of £344,173,000, which was satisfied by the assignment of intercompany receivables of £343,974,000 due from Houserate Limited and £199,000 due from Hanson Holdings (1) Limited.

In the prior year the Company declared a dividend in specie of £520,152,000, which was satisfied by the assignment of intercompany receivables of £508,872,000 due from Houserate Limited and £11,280,000 due from Hanson Packed Products Limited.

HANSON OVERSEAS HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

8. Fixed asset investments

	Investments in subsidiary companies £000	Other investments £000	Total £000
Cost or valuation			
At 1 January 2023 and 31 December 2023	18,557,739	1,435,118	19,992,857
Impairment			
At 1 January 2023	14,922,623	1,358,529	16,281,152
Charge for the period	108,651	420	109,071
Reversal of impairment losses	(46,440)	-	(46,440)
At 31 December 2023	14,984,834	1,358,949	16,343,783
Net book value			
At 31 December 2023	3,572,905	76,169	3,649,074
At 31 December 2022	3,635,116	76,589	3,711,705

See note 5 for details of the impairment charge and impairment reversal.

Subsidiary undertakings and other investments

Name	Country of incorporation	Class of shares	Holding	Principal activity
Beazer Limited	England and Wales	8.67% Cumulative redeemable preference	100%	Investment holding company
Beforeblend Limited	England and Wales	Ordinary 'B' Ordinary	100%	Investment holding company
British Agricultural Services Limited	England and Wales	Ordinary	100%	Group finance company
British Ever Ready Limited	England and Wales	Ordinary	100%	Group finance company
Hanson (BBINO2) Limited	England and Wales	'A' Ordinary	100%	Dormant
Hanson (CGF) Finance Limited	England and Wales	Ordinary	100%	Investment holding company
Hanson (CGF) (No2) Limited	England and Wales	Ordinary	8.52%	Group finance company
Hanson (CGF) Holdings Limited	England and Wales	Ordinary	100%	Investment holding company
Hanson (NAIL) Limited	England and Wales	Ordinary	100%	Investment holding company
Hanson Aggregates (North) Limited	England and Wales	Ordinary	26%	Group finance company
Hanson Aggregates Limited	England and Wales	Ordinary	100%	Group finance company

HANSON OVERSEAS HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

8. Fixed asset investments (continued)

Name	Country of incorporation	Class of shares	Holding	Principal activity
Hanson America Holdings (4) Limited	England and Wales	Ordinary	100%	Group finance company
Hanson Batteries Limited	England and Wales	Ordinary	100%	Investment holding company
Hanson Financial Services Limited	England and Wales	Ordinary	33.03%	Investment holding company
Hanson Funding (G) Limited	England and Wales	Ordinary	100%	Investment holding company
Hanson Holdings (2) Limited	England and Wales	'B' Ordinary	100%	Investment holding company
Hanson Industrial Limited	England and Wales	Ordinary	100%	Investment holding company
Hanson International Holdings Limited	England and Wales	Ordinary	100%	Investment holding company
Hanson Peabody Limited	England and Wales	Ordinary	100%	Investment holding company
Hanson Trust Limited	England and Wales	Ordinary	100%	Investment holding company
Hartsholme Property Limited	England and Wales	Ordinary	100%	Group finance company
HK Holdings (No.1) Limited	England and Wales	Ordinary	100%	Investment holding company
Lindustries Limited	Scotland	5% Cumulative preference 6% Preferred Ordinary	100% 100%	Investment holding company
Paperbefore Limited	England and Wales	Ordinary 'B' Ordinary	100% 100%	Group finance company
Slotcount Limited	England and Wales	UK Ordinary	100%	Dormant
Tillotson Commercial Vehicles Limited	England and Wales	Ordinary	100%	Dormant
United Gas Industries Limited	England and Wales	10% Non-cumulative second preference 7.5% Cumulative preference Deferred Ordinary	100% 100% 100% 100%	Group finance company

A full listing of indirectly held investments is presented in Appendix I.

The registered office of the investments incorporated in England and Wales is Second Floor, Arena Court, Crown Lane, Maidenhead, Berkshire, SL6 8QZ.

The registered office of Lindustries Limited is 4th Floor Saltire Court, 20 Castle Terrace, Edinburgh, EH1 2EN, Scotland.

HANSON OVERSEAS HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

9. Debtors

	2023 £000	2022 £000
Due within one year		
Amounts owed by group undertakings	331,008	331,206

Amounts owed by group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

10. Share capital

	2023 £	2022 £
Allotted, called up and fully paid		
105 (2022 - 105) ordinary shares of £1 each	105	105

The Company has no authorised share capital limit.

11. Related party transactions

The Company has taken advantage of the exemption under paragraph 8(k) of FRS 101 not to disclose transactions with wholly owned subsidiaries in the group headed by Heidelberg Materials AG. Balances outstanding at 31 December with related parties, are as follows:

	2023 £000	2022 £000
Amounts owed by indirect/direct parent undertakings	-	199
Amounts owed by indirect/direct subsidiary undertakings	331,007	331,006
Amounts owed by fellow group subsidiary undertakings	1	1
	<u>331,008</u>	<u>331,206</u>

12. Post balance sheet event

On 20 June 2024 the Company received a dividend in specie of £153,980,000 from its subsidiary, Hanson Industrial Limited, which was satisfied by the assignment of an intercompany receivable due from Houserate Limited. Subsequently, the Company impaired its investment in Hanson Industrial Limited by £90,274,000 to bring the carrying value in line with the underlying net assets.

HANSON OVERSEAS HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

13. Ultimate parent undertaking and controlling party

The Company's immediate parent undertaking is Hanson Holdings (1) Limited, a company registered in England and Wales. The Company's ultimate parent undertaking is Heidelberg Materials AG, a company registered in Germany. The largest and smallest group in which the results of the Company are consolidated is that headed by Heidelberg Materials AG. Copies of the consolidated financial statements of Heidelberg Materials AG may be obtained from Berliner Strasse 6, D 69120 Heidelberg, Germany.

HANSON OVERSEAS HOLDINGS LIMITED

**APPENDIX I – LISTING OF INDIRECT SUBSIDIARIES AND INVESTMENTS
AT 31 DECEMBER 2023**

Name	Country of incorporation	Group ownership %	Registered office
ACHKC Joint Venture	China	25.00	18 Tak Fung Street, Room 1901A, 19/F., One Harbourfront, Hunghom, Hong Kong S.A.R., China
AHK Aggregates Ltd.	China	31.75	18 Tak Fung Street, Room 1901A, 19/F., One Harbourfront, Hunghom, Hong Kong S.A.R., China
AHK Concrete Ltd	China	25.00	18 Tak Fung Street, Room 1901A, 19/F., One Harbourfront, Hunghom, Hong Kong S.A.R., China
ARC Building Limited	England and Wales	100.00	*
ARC Property Investments Limited	England and Wales	100.00	*
Alliance Construction Materials Limited	China	50.00	18 Tak Fung Street, Room 1901A, 19/F., One Harbourfront, Hunghom, Hong Kong S.A.R., China
Anche Holdings Inc.	Panama	100.00	PH ARIFA, 9th and 10th Floors, West Boulevard, Santa Maria Business District, Panama City, Panama
Anderson Concrete Ltd	China	50.00	18 Tak Fung Street, Room 1901A, 19/F., One Harbourfront, Hunghom, Hong Kong S.A.R., China
Asia Stone Co Ltd	China	50.00	18 Tak Fung Street, Room 1901A, 19/F., One Harbourfront, Hunghom, Hong Kong S.A.R., China
Asian Carriers Inc.	Panama	58.33	PH ARIFA, 9th and 10th Floors, West Boulevard, Santa Maria Business District, Panama City, Panama
Berec Holdings B.V.	The Netherlands	100.00	Pettelaarpark 30, 5216 PD, 's-Hertogenbosch, The Netherlands
Boom Victory Investments Ltd	British Virgin Islands	25.00	Vistra Corporate Service Centre, Wickhams Cay II, Tortola, VG 1110 Road Town, British Virgin Islands
Bulldog Company Limited	Guernsey	100.00	22 Havilland Street, GY1 2QB, St. Peter Port, Guernsey

HANSON OVERSEAS HOLDINGS LIMITED

APPENDIX I – LISTING OF INDIRECT SUBSIDIARIES AND INVESTMENTS AT 31 DECEMBER 2023

Name	Country of incorporation	Group ownership %	Registered office
CGF Capital B.V.	The Netherlands	100.00	Pettelaarpark 30, 5216 PD, 's-Hertogenbosch, The Netherlands
CHB Group Limited	England and Wales	100.00	*
CHB P H R Limited	England and Wales	100.00	*
Conbloc Limited	England and Wales	100.00	*
Concrete Services Ltd	China	50.00	18 Tak Fung Street, Room 1901A, 19/F., One Harbourfront, Hunghom, Hong Kong S.A.R., China
Creative Land Developers Limited	England and Wales	50.00	*
Delmorgal Limited	England and Wales	100.00	*
Desimpel Brick Limited	England and Wales	84.17	*
E & S Retail Limited	England and Wales	100.00	*
E Sub Limited	England and Wales	100.00	*
Ensign Park Limited	England and Wales	50.00	*
Fruitbat Company	England and Wales	100.00	*
Gypsum Carrier, Inc.	Panama	58.33	PH ARIFA, 9th and 10th Floors, West Boulevard, Santa Maria Business District, Panama City, Panama
HB Hotels Limited	England and Wales	100.00	*
HK Holdings (No.2) Limited	England and Wales	100.00	*
HPL Albany House Developments Limited	England and Wales	50.00	*
HPL Estates Limited	England and Wales	100.00	*
HPL Investments Limited	England and Wales	100.00	*
HPL Properties Limited	England and Wales	100.00	*
HPL Property Limited	England and Wales	100.00	*
HPL West London Developments Limited	England and Wales	50.00	*
Hanson (BB) Limited	England and Wales	100.00	*
Hanson (CGF) (No.1) Limited	England and Wales	100.00	*
Hanson (ER - No 10) Limited	England and Wales	100.00	*
Hanson (ER - No 5) Limited	England and Wales	100.00	*
Hanson (ER-No 16) Inc.	USA	100.00	251 Little Falls Drive, 19808 Wilmington, USA
Hanson (ER-No 3) Limited	England and Wales	100.00	1 Grosvenor Place, SW1X 7JH London, United Kingdom
Hanson (F) Limited	England and Wales	84.17	*
Hanson (FH) Limited	England and Wales	84.17	*
Hanson (Israel) Ltd	Israel	99.98	Jabotinsky 5, 5252006, Ramat Gan, Israel

HANSON OVERSEAS HOLDINGS LIMITED

APPENDIX I – LISTING OF INDIRECT SUBSIDIARIES AND INVESTMENTS AT 31 DECEMBER 2023

Name	Country of incorporation	Group ownership %	Registered office
Hanson (RBMC) Limited	England and Wales	84.17	*
Hanson (SH) Limited	England and Wales	84.17	*
Hanson Brick Ltd	England and Wales	84.17	*
Hanson Building Products Limited	Jersey	84.17	22 Grenville Street, JE4 8PX St. Helier, Jersey
Hanson Clay Products Limited	England and Wales	84.17	*
Hanson Finance (2003) Limited	England and Wales	100.00	*
Hanson Industrial (Engineering Holdings) Limited	England and Wales	100.00	*
Hanson Land Development Limited	England and Wales	100.00	*
Hanson Overseas Corporation Limited	England and Wales	100.00	*
Hanson Packed Products Limited	England and Wales	84.17	*
Hanson Quarry Products (Israel) Ltd	Israel	99.98	Jabotinsky 5, 5252006, Ramat Gan, Israel
Hanson Retail Limited	England and Wales	100.00	*
Hanson TIS Holdings Limited	England and Wales	84.17	*
Hanson TIS Limited	England and Wales	84.17	*
Hanson Thermalite Limited	England and Wales	84.17	*
Hanson Yam Limited Partnership	Israel	99.98	Jabotinsky 5, 5252006, Ramat Gan, Israel
Harri Green Recycling, S.L.	Spain	50.00	Polígono Industrial El Campillo, 19, 48500 Abanto y Ciérvana, Spain
Heidelberg Materials BP Limited	England and Wales	84.17	*
Heidelberg Materials Hispania Hormigones, S.L.	Spain	81.68	Carretera de Almeria km 8, 29720 Málaga, Spain
Heidelberg Materials Hispania Áridos, S.A.	Spain	100.00	Calle Cardenal Marcelo Spínola, num. 42, 1a planta, 28016 Madrid, Spain
Heidelberg Materials Iberia Holding, S.L.	Spain	100.00	Calle Cardenal Marcelo Spínola, num. 42, 1a planta, 28016 Madrid, Spain
Heidelberg Materials Mediterranean Basin B.V.	The Netherlands	100.00	Pettelaarpark 30, 5216 PD, 's-Hertogenbosch, The Netherlands
Homes (East Anglia) Limited	England and Wales	100.00	*
Hong Kong Concrete - Anderson Concrete JV	Hong Kong	25.00	26/F, 118 Connaught Road West, Hong Kong, Hong Kong
Hurst and Sandler Limited	England and Wales	100.00	*
Imperial Foods Holdings Limited	England and Wales	100.00	*
Imperial Group Limited	England and Wales	100.00	*
Imperial Seafoods Limited	England and Wales	100.00	*

HANSON OVERSEAS HOLDINGS LIMITED

**APPENDIX I – LISTING OF INDIRECT SUBSIDIARIES AND INVESTMENTS
AT 31 DECEMBER 2023**

Name	Country of incorporation	Group ownership %	Registered office
Industrial Del Fresno SA	Mexico	76.00	Callejon de San Antonio, 37700 San Miguel de Allende, Mexico
Irvine - Whitlock Limited	England and Wales	84.17	*
James Grant & Company (West) Limited	Scotland	100.00	4th Floor Saltire Court, 20 Castle Terrace, EH1 2EN Edinburgh, United Kingdom
K. Wah Construction Products (Shenzhen) Company Limited	China	25.00	He Ping Tong Fu Yu Industrial Park, Fuyong Town, China
K.M. Property Development Company Limited	England and Wales	100.00	*
K.Wah Materials (Huidong) Ltd	China	25.00	Shi Xia Pai Community, Niu Gu Dun Village, Ren Shan Town, Hui Zhou City, China
K.Wah Materials and Development (Huidong) Co Ltd	British Virgin Islands	25.00	Wickhams Cay II, Vistra Corporate Services Centre, VG 1110 Road Town, British Virgin Islands
Kidde Industries, Inc.	USA	100.00	251 Little Falls Drive, 19808 Wilmington, USA
Latent Developments Limited	British Virgin Islands	25.00	Wickhams Cay II, Vistra Corporate Services Centre, VG 1110 Road Town, British Virgin Islands
Lindustries (D) Limited	England and Wales	100.00	1 Grosvenor Place, SW1X 7JH London, United Kingdom
M E Sub Limited	England and Wales	100.00	*
Marnee Limited	England and Wales	100.00	*
Mediterranean Carriers, Inc.	Panama	58.33	50th Street, Plaza 2000 Building, 16th Floor, Panama City, Panama
Morebeat Limited	England and Wales	100.00	*
PUSH NA Holdings, Inc.	USA	100.00	251 Little Falls Drive, 19808 Wilmington, USA
Padyear Limited	England and Wales	50.00	*
Picon Overseas Limited	Guernsey	100.00	22 Havilland Street, GY1 2QB, St. Peter Port, Guernsey
Pimco 2945 Limited	England and Wales	100.00	*
Pioneer Beton Muva Umachzavot Ltd	Israel	99.98	Jabotinsky 5, 5252006, Ramat Gan, Israel
Pioneer International Overseas Corporation	British Virgin Islands	100.00	Craigmuir Chambers, P O Box 71, Tortola, Road Town, British Virgin Islands
Pioneer Investments UK Limited	England and Wales	100.00	*

HANSON OVERSEAS HOLDINGS LIMITED

**APPENDIX I – LISTING OF INDIRECT SUBSIDIARIES AND INVESTMENTS
AT 31 DECEMBER 2023**

Name	Country of incorporation	Group ownership %	Registered office
Pioneer Overseas Investments Limited	Guernsey	100.00	22 Havilland Street, GY1 2QB, St. Peter Port, Guernsey
Pioneer Quarries (Hong Kong) Limited	China	50.00	18 Tak Fung Street, Room 1901A, 19/F., One Harbourfront, Hunghom, Hong Kong S.A.R., China
Pornphen Prathan Company Limited in liquidation	Thailand	56.85	1769 Ramkhamhang Road, 3rd Floor Rit Ratana Building, 10240 Bangkok, Thailand
Redshow Limited	England and Wales	100.00	*
S Sub Limited	England and Wales	100.00	*
SJP 1 Limited	England and Wales	100.00	*
SQ Finance No 2 Limited	England and Wales	100.00	*
ST NICOLAS S.à r.l.	Luxembourg	100.00	5, rue des Primeurs, 2361 Strassen, Luxembourg
Sailtown Limited	England and Wales	100.00	*
Seacoast Products, Inc.	USA	31.50	1209 Orange Street, 19801, Wilmington, United States
Second City Properties Limited	England and Wales	100.00	*
Shapedirect Limited	England and Wales	100.00	*
Shek O Quarry Limited	China	50.00	18 Tak Fung Street, Room 1901A, 19/F., One Harbourfront, Hunghom, Hong Kong S.A.R., China
Stone Quarries Hanson Ltd.	Israel	49.99	Jabotinsky 5, 5252006, Ramat Gan, Israel
Tadir Readymix Concrete (1965) Ltd	Israel	100.00	Jabotinsky 5, 5252006, Ramat Gan, Israel
Tillotson Commercial Motors Limited	England and Wales	100.00	*
Tilmanstone Brick Limited	England and Wales	84.17	*
Timesound	England and Wales	100.00	*
Total Limited	USA	100.00	251 Little Falls Drive, 19808 Wilmington, USA
U.D.S. Holdings B.V.	The Netherlands	100.00	Pettelaarpark 30, 5216 PD, 's-Hertogenbosch, The Netherlands
UDS (No 3) Limited	England and Wales	100.00	*
UDS Corporation Limited	England and Wales	100.00	*
UDS Finance Limited	England and Wales	100.00	*
UDS Group Limited	England and Wales	100.00	*
UDS Holdings (1) Limited	England and Wales	100.00	*
UGI Group Limited	England and Wales	100.00	*
Welbecson Group Limited	England and Wales	100.00	*

HANSON OVERSEAS HOLDINGS LIMITED**APPENDIX I – LISTING OF INDIRECT SUBSIDIARIES AND INVESTMENTS
AT 31 DECEMBER 2023**

Name	Country of incorporation	Group ownership %	Registered office
Winning Harvest Limited	China	35.00	18 Tak Fung Street, Room 1901A, 19/F., One Harbourfront, Hunghom, Hong Kong S.A.R., China
Zhuhai City Asia Stone Trading Co Ltd.	China	50.00	No 88 Port Road, No. 1810A&B, Block 2, Hengqin New District, Hengqin, China
Zhuhai Hengqin Alliance Trading Co. Ltd	China	50.00	No 88 Port Road, No. 1810A&B, Block 2, Hengqin New District, Hengqin, China

* The registered office of the investments as at 31 December 2023 is Second Floor, Arena Court, Crown Lane, Maidenhead, Berkshire, SL6 8QZ.

