

Combined financial statements
of
EQUATE Petrochemical Company K.S.C.C. and Subsidiaries (“EQUATE Group”)
and
The Kuwait Olefins Company K.S.C.C. (“TKOC”)

**Combined financial statements of EQUATE Group and TKOC
State of Kuwait**

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Independent auditor's report

The Shareholders
Equate Petrochemical Company K.S.C.C and The Kuwait Olefins Company K.S.C.C.
State of Kuwait

Opinion

We have audited the combined financial statements of Equate Petrochemical Company K.S.C.C ("EQUATE") and its subsidiaries (together "EQUATE Group") and The Kuwait Olefins Company K.S.C.C. ("TKOC") (together referred to as "the Reporting Entity"), which comprise the combined statement of financial position as at 31 December 2019, the combined statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising significant accounting policies and other explanatory information.

In our opinion, the accompanying combined financial statements present fairly, in all material respects, the combined financial position of the Reporting Entity as at 31 December 2019, and its combined financial performance and its combined cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS).

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Combined Financial Statements* section of our report. We are independent of the Reporting Entity in accordance with International Ethics Standards Board for Accountants Code of Ethics for Professional Accountants (IESBA Code) and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter- Basis of preparation

We draw attention to Note 1 and 2 to the combined financial statements, which describes their basis of preparation, including the approach to and the purpose of preparing them. The combined financial statements of the Reporting Entity were prepared for the presentation to lenders of the EQUATE Group. Our opinion is not modified in respect of this matter.



Responsibilities of Management and Those Charged with Governance for the Combined Financial Statements

Management is responsible for the preparation and fair presentation of the combined financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of combined financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the combined financial statements, management is responsible for assessing the Reporting Entity'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 management either intends to liquidate the Reporting Entity or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Reporting Entity's financial reporting process.

Auditor's Responsibilities for the Audit of the Combined Financial Statements

Our objectives are to obtain reasonable assurance about whether the combined financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs 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 combined financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the combined financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Reporting Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Reporting Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Reporting Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the combined financial statements, including the disclosures, and whether the combined financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



- Obtained sufficient audit evidence regarding the financial information of the entities or the business activities within the Reporting Entity to express an opinion on the combined financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

A handwritten signature in blue ink, appearing to read 'Safi A. Al-Mutawa', written over a faint, illegible stamp or watermark.

Safi A. Al-Mutawa
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of KPMG Safi Al-Mutawa & Partners
Member firm of KPMG International

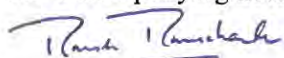
Kuwait: 17 February 2020

**Combined statement of financial position of
EQUATE Group and TKOC
State of Kuwait**

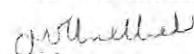
as at 31 December 2019

	Notes	USD million	
		2019	2018
Assets			
Property, plant and equipment	4	3,131	2,906
Goodwill	5	1,689	1,689
Intangible assets	6	372	396
Right-of-use assets	2(e)	585	-
Deferred tax assets	7	61	45
Deferred charges and other assets	8	936	583
Non-current assets		6,774	5,619
Inventories	10	181	230
Due from related parties	9	38	64
Trade and other receivables	11	516	664
Deferred charges and other assets	8	37	13
Cash and bank balances	12	802	2,239
Current assets		1,574	3,210
Total assets		8,348	8,829
Equity			
Share capital		1,080	1,080
Treasury shares		(450)	(450)
Statutory reserve		540	540
Retained earnings		638	1,560
Remeasurement of retirement benefit obligation		(32)	(39)
Foreign currency translation reserve		20	14
Total equity		1,796	2,705
Liabilities			
Loans and borrowings	13	4,607	4,591
Deferred income	14	150	170
Lease liability	2(e)	522	-
Deferred tax liabilities	7	183	214
Retirement benefit obligation	15	421	406
Long term incentives		3	3
Non-current liabilities		5,886	5,384
Long term incentives		4	5
Lease liability	2(e)	65	-
Deferred income	14	15	15
Due to related parties	9	117	142
Trade and other payables	16	465	578
Current liabilities		666	740
Total liabilities		6,552	6,124
Total equity and liabilities		8,348	8,829

The accompanying notes on pages 8 to 56 form an integral part of these combined financial statements



Ramesh Ramachandran
President & Chief Executive Officer
of EQUATE and TKOC



Dawood Al-Abduljalil
Chief Financial Officer

**Combined statement of profit or loss and other comprehensive income of
EQUATE Group and TKOC
State of Kuwait**

for the year ended 31 December 2019

	Notes	USD million	
		2019	2018
Sales		3,346	4,821
Cost of sales	17	(2,498)	(2,897)
Gross profit		<u>848</u>	<u>1,924</u>
Management fee	9	6	5
Reservation right fees		15	15
General, administrative and selling expenses	18	(85)	(105)
Other income / (expense)		3	(3)
Foreign exchange gain / (loss)		3	(3)
Profit from operations		<u>790</u>	<u>1,833</u>
Finance income		16	39
Finance costs		(187)	(189)
Profit before contribution to Kuwait Foundation for the Advancement of Sciences (“KFAS”), Zakat, tax on subsidiaries and Board of Directors’ remuneration		<u>619</u>	<u>1,683</u>
Contribution to KFAS	19	(6)	(16)
Contribution to Zakat	20	(4)	(8)
Tax on subsidiaries	7	29	(99)
Board of Directors’ remuneration		(0)	(0)
Net profit for the year		<u>638</u>	<u>1,560</u>
Other comprehensive income / (expense)			
<i>Items that will not be reclassified subsequently to profit or loss</i>			
Remeasurement of retirement benefit obligation	15	7	20
<i>Items that are or may be reclassified subsequently to profit or loss</i>			
Exchange differences on translation of foreign operations		6	(31)
Other comprehensive income / (expense) for the year		<u>13</u>	<u>(11)</u>
Total comprehensive income for the year		<u>651</u>	<u>1,549</u>

The accompanying notes on pages 8 to 56 form an integral part of these combined financial statements.

Combined statement of changes in equity of
EQUATE Group and TKOC
State of Kuwait

for the year ended 31 December 2019

	USD million						
	Share capital	Treasury shares	Statutory reserve	Retained earnings	Remeasurement of retirement benefit obligations	Foreign currency translation reserve	Total
Balances as at 1 January 2018	1,080	(450)	540	1,131	(59)	45	2,287
Adjustment on initial application of IFRS 9 and IFRS 15	-	-	-	-	-	-	-
Balance as at 1 January 2018 after IFRS 9 and IFRS 15 transition	1,080	(450)	540	1,131	(59)	45	2,287
Net profit for the year	-	-	-	1,560	-	-	1,560
Other comprehensive income	-	-	-	-	20	(31)	(11)
Total comprehensive income	-	-	-	1,560	20	(31)	1,549
Dividends paid	-	-	-	(1,131)	-	-	(1,131)
Balance as at 31 December 2018	1,080	(450)	540	1,560	(39)	14	2,705
Balances as at 1 January 2019	1,080	(450)	540	1,560	(39)	14	2,705
Net profit for the year	-	-	-	638	-	-	638
Other comprehensive income	-	-	-	-	7	6	13
Total comprehensive income	-	-	-	638	7	6	651
Dividends paid	-	-	-	(1,560)	-	-	(1,560)
Balance as at 31 December 2019	1,080	(450)	540	638	(32)	20	1,796

The accompanying notes on pages 8 to 56 form an integral part of these combined financial statements.

**Combined statement of cash flows of
EQUATE Group and TKOC
State of Kuwait**

for the year ended 31 December 2019

	Notes	USD million	
		2019	2018
Cash flows from operating activities			
Net profit for the year		638	1,560
<i>Adjustments for:</i>			
Depreciation	2 & 4	269	249
Amortisation of intangible and deferred assets	6 & 8	80	54
Reservation right fees	14	(15)	(15)
Deferred income tax		(46)	(13)
Finance costs		187	189
Finance income		(16)	(39)
Provision for ECL		-	8
Provision for retirement benefit obligation	15	47	47
Provision for slow moving inventories		-	(1)
Foreign exchange gain on retirement benefit	15	(4)	(2)
Provision for long term incentives		2	6
		<u>1,142</u>	<u>2,043</u>
<i>Changes in:</i>			
Inventories		49	31
Due from related parties		26	25
Trade and other receivables		148	104
Deferred charges and other assets		9	4
Due to related parties		(24)	18
Trade and other payables		(97)	(51)
Retirement benefit obligation paid	15	(21)	(35)
Long term incentives paid		(3)	(7)
Net cash from operating activities		<u>1,229</u>	<u>2,132</u>
Cash flows from investing activities			
Purchase of property, plant and equipment	4	(456)	(622)
Payment for Ethylene supply agreement	8	(410)	-
Payment for intangibles		(19)	-
Investment in staff saving scheme		(1)	(6)
Maturity of short term deposits		964	99
Finance income received		32	46
Net cash generated from / (used in) investing activities		<u>110</u>	<u>(483)</u>
Cash flows from financing activities			
Repayment of long term loan	13	-	(100)
Loan origination fees paid		-	(11)
Finance costs paid		(204)	(182)
Payment of lease liabilities	2(e)	(49)	-
Dividends paid		(1,560)	(1,131)
Net cash used in financing activities		<u>(1,813)</u>	<u>(1,424)</u>
Net (decrease) / increase in cash and cash equivalents		(474)	225
Cash and cash equivalents at beginning of the year		1,224	999
Cash and cash equivalents at end of the year	12	<u>750</u>	<u>1,224</u>

The accompanying notes on pages 8 to 56 form an integral part of these combined financial statements.

**Notes to the combined financial statements of
EQUATE Group and TKOC
State of Kuwait**

for the year ended 31 December 2019

1. Reporting entity

EQUATE Petrochemical Company K.S.C.C. ("EQUATE") is a Closed Kuwaiti Shareholding Company incorporated in the State of Kuwait on 20 November 1995. EQUATE is engaged in manufacturing and sale of ethylene glycol ("EG") and polyethylene ("PE"). EQUATE also operates and maintains Olefins II, Styrene, Aromatics and Polypropylene plants on behalf of its related entities in Kuwait.

The Kuwait Olefins Company K.S.C.C. ("TKOC") is a Closed Kuwaiti Shareholding Company incorporated in the State of Kuwait on 10 October 2004 and is engaged in the manufacturing and sale of Ethylene and Ethylene Glycol ("EG"). TKOC is owned by EQUATE's shareholders and is managed by EQUATE's management. Additionally, the manufacturing plants of both EQUATE and TKOC are integrated and operated and managed by EQUATE's management under various agreements.

EQUATE and TKOC are owned by DOW Europe Holding B.V. ("DEHBV"), Petrochemical Industries Company K.S.C. ("PIC"), Boubyan Petrochemical Company K.S.C. ("BPC") and Al-Qurain Petrochemical Industries Company K.S.C. ("QPIC"). The shareholding of both the companies are identical and they are under common control. The registered address of both the companies is Central Ahmadi, Block 12, Kuwait.

DEHBV is a subsidiary of the The DOW Chemical Company ("TDCC").

EQUATE and its subsidiaries together referred as "EQUATE Group" and EQUATE Group and TKOC together referred as "the Reporting Entity".

The combined financial statements, which is the responsibility of the management of the Reporting Entity, is being presented with the sole purpose of providing, in a single set of financial statements, information related to the combined financial position and combined financial performance of the Reporting Entity. The combined financial statements is being prepared by and at the level of the common shareholders of EQUATE Group and TKOC. The combined financial statements of the Reporting Entity were prepared for presentation to lenders of EQUATE Group.

The combined financial statements as at and for the year ended 31 December 2019 comprise of the consolidated financial statements of EQUATE Group and TKOC. List of directly and indirectly owned subsidiaries of EQUATE are as follows:

Name of entity	Country of incorporation	Principal business	Percentage of holdings	
			31 December 2019	31 December 2018
Equate Petrochemical B.V. ("EQUATE BV")	Netherlands	Holding Company	100%	100%
MEGlobal Canada ULC ("MEGC")	Canada	Manufacturing and sales of EG	100%	100%
EQUATE Sukuk SPC Limited	UAE	Special Purpose Company	100%	100%
Held through EQUATE BV				
MEGlobal B.V ("MEG B.V.")	Netherlands	Holding Company	100%	100%

**Notes to the combined financial statements of
EQUATE Group and TKOC
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for the year ended 31 December 2019

MEGlobal Americas Inc	USA	Marketing and distribution of EG	100%	100%
MEGlobal Asia Limited	China	Marketing and distribution of EG	100%	100%
MEGlobal International FZE	UAE	Marketing and distribution of EG	100%	100%
MEGlobal Mexico S.A. de C.V.	Mexico	Marketing and distribution of EG	100%	100%
MEGlobal Trading Group	China	Marketing and distribution of EG	100%	100%
MEGlobal Europe GmbH	Switzerland	Marketing and distribution of EG	100%	100%
MEGlobal Comercio Do Brasil Ltda	Brazil	Marketing and distribution of EG	100%	100%
Equipolymers GmbH	Germany	Manufacturing and sales of PET	100%	100%
Equipolymers Srl	Italy	Marketing of PET	100%	100%
Held through MEGC Alberta & Orient Glycol Company ULC	Canada	Manufacturing and sales of EG	100%	100%

The Management is evaluating scenarios of a potential future combination of TKOC and EQUATE Group. This project is still in a feasibility study stage and not yet approved by the Board of Directors.

These combined financial statements were authorised for issue by President and Chief Executive Officer of the Reporting Entity on 17 February 2020.

2. Basis of preparation

a) Basis of accounting and combination

These combined financial statements have been prepared by combining consolidated financial statements of EQUATE Group and financial statements of TKOC for the year ended 31 December 2019, prepared in accordance with International Financial Reporting Standards (IFRS).

This is the first set of the Reporting Entity's annual financial statements in which IFRS 16, *Leases* and IFRIC 23, *Uncertainty Over Income Tax Treatment* have been applied. Changes to significant accounting policies are described in Note 2 (e).

These combined financial statements have been prepared as following:

- Financial statements of EQUATE Group and TKOC are combined on a line-by-line basis by adding together assets, liabilities, income and expenses;
- Share capital and reserves are aggregated;

**Notes to the combined financial statements of
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for the year ended 31 December 2019

- Inter-company transactions and balances between EQUATE Group and TKOC are eliminated; and
- Taxes have been determined based on the tax charges recorded by individual combined entities.

b) Basis of measurement

These combined financial statements have been prepared on the historical cost or amortized cost basis, except for the derivative financial instruments which are measured at fair value.

c) Functional and presentation currency

These combined financial statements are presented in United States Dollars (“USD”) which is the functional currency of both EQUATE Group and TKOC. The functional currency is not the currency of the country in which the Reporting Entity is domiciled as majority of the transactions of the Reporting Entity is denominated in USD. All financial information presented in USD has been rounded to the nearest million.

d) Use of judgements and estimates

The preparation of these combined financial statements in conformity with IFRSs require management to make judgments, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about the carrying value of assets and liabilities that are not readily apparent from other sources.

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

Information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the combined financial statements are described in note 3(s).

e) Changes in accounting policies

IFRS 16 Leases

The Reporting Entity applied IFRS 16 using the modified retrospective approach and hence the comparative information presented for 2018 is not restated – i.e. it is presented, as previously reported, under IAS 17 and related interpretations. The details of the changes in accounting policies are disclosed below. Additionally, the disclosure requirements in IFRS 16 have not generally been applied to comparative information.

**Notes to the combined financial statements of
EQUATE Group and TKOC
State of Kuwait**

for the year ended 31 December 2019

(i) Definition of a lease

Previously, the Reporting Entity determined at contract inception whether an arrangement was or contained a lease under IFRIC 4, *Determining whether an Arrangement contains a Lease*. The Reporting Entity now assesses whether a contract is or contains a lease based on the definition of a lease.

On transition to IFRS 16, the Reporting Entity have been elected to apply the practical expedient to grandfather the assessment of which transactions are leases. The Reporting Entity applied IFRS 16 only to contracts that were previously identified as leases. Contracts that were not identified as leases under IAS 17 and IFRIC 4 were not reassessed for whether there is a lease under IFRS 16. Therefore, the definition of a lease under IFRS 16 was applied only to contracts entered into or changed on or after 1 January 2019.

(ii) As a lessee

As a lessee, the Reporting Entity leases many assets including land, plants, equipment and vehicles. The Reporting Entity previously classified leases as operating or finance leases based on its assessment of whether the lease transferred significantly all of the risks and rewards incidental to ownership of the underlying asset to the Reporting Entity. Under IFRS 16, the Reporting Entity recognises right-of-use assets and lease liabilities for most of these leases – i.e. these leases are on-balance sheet.

At commencement or on modification of a contract that contains a lease component, the Reporting Entity allocates the consideration in the contract to each lease component on the basis of its relative stand-alone price.

Leases classified as operating leases under IAS 17

Previously, the Reporting Entity classified various leases as operating leases under IAS 17. On transition, for these leases, lease liabilities were measured at the present value of the remaining lease payments, discounted at the Reporting Entity's incremental borrowing rate as at 1 January 2019. Right-of-use assets are measured at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments.

The Reporting Entity used a number of practical expedients when applying IFRS 16 to leases previously classified as operating leases under IAS 17. In particular, the Reporting Entity:

- did not recognise right-of-use assets and liabilities for leases for which the lease term ends within 12 months of the date of initial application;
- did not recognise right-of-use assets and liabilities for leases of low value assets (USD 0 million);
- used hindsight when determining the lease term.

(iii) As a lessor

As at the reporting date, the Reporting Entity not entered into any contracts in which the Reporting Entity is a lessor.

**Notes to the combined financial statements of
EQUATE Group and TKOC
State of Kuwait**

for the year ended 31 December 2019

(iv) Impact on transition

On transition to IFRS 16, the Reporting Entity recognised additional right-of-use assets and additional lease liabilities. The impact on transition as at 1 January 2019 is as follows:

	USD million
	1 January 2019
Assets	
Right-of-use assets	<u>618</u>
Liabilities	
Lease liabilities	<u>618</u>

When measuring lease liabilities for leases that were classified as operating leases, the Reporting Entity discounted lease payments using its incremental borrowing rate at 1 January 2019. The weighted average rate applied is 3.72% - 4.33%.

Set out below, are the carrying amounts of the Reporting Entity's right-of-use assets and lease liabilities and the movements during the year ended 31 December 2019:

	Right-of-use asset	Lease liabilities
As at 1 January 2019	618	618
Depreciation charge for the year	(33)	-
Finance cost	-	18
Lease payments	-	(49)
As at 31 December 2019	<u>585</u>	<u>587</u>

The impact on the combined statement of profit or loss and other comprehensive income due to adoption of IFRS 16 is as follows:

	USD million
Leases under IFRS 16	
Interest on lease liabilities	18
Depreciation charge for the year	33
Reversal of rental Expenses	(48)
Decrease in profit from operations	<u>3</u>

The current and non-current portion of lease liability is set of below:

	USD million
Current	65
Non-current	522
As at 31 December 2019	<u>587</u>

**Notes to the combined financial statements of
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IFRIC 23, Uncertainty over Income Tax Treatments

IFRIC 23 is effective for annual reporting periods beginning on or after 1 January 2019. It clarifies the accounting for uncertainties in income taxes. The interpretation is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under IAS 12.

As at the reporting date, the application of IFRIC 23 did not result in any significant impact on the combined financial statements.

3. Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these combined financial statements except as disclosed in 2(e) above:

a) Basis of consolidation

The combined financial statements comprise the consolidated financial statements of EQUATE Group as at the reporting date and its subsidiaries (investees which are controlled by Equate Group) at the same date or a date not earlier than one month from the reporting date. Control is achieved when the Reporting Entity is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Reporting Entity controls an investee if and only if the Reporting Entity has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its return.

When the Reporting Entity has less than a majority of the voting or similar rights of an investee, the Reporting Entity considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Reporting Entity's voting rights and potential voting rights

The Reporting Entity re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Reporting Entity obtains control over the subsidiary and ceases when the Reporting Entity loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the Reporting Entity's combined financial statements from the date the Reporting Entity gains control until the date the Reporting Entity ceases to control the subsidiary.

Profit or loss and each component of the other comprehensive income are attributed to the shareholders of the Reporting Entity and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Reporting Entity's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Reporting Entity are eliminated in full on consolidation.

**Notes to the combined financial statements of
EQUATE Group and TKOC
State of Kuwait**

for the year ended 31 December 2019

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Reporting Entity lose control over a subsidiary, it derecognises the related assets (including goodwill and intangible assets), liabilities, non-controlling interest and other components of equity while any resultant gain or loss is recognised in profit or loss. Any investment retained is recognised at fair value.

Business combination under common control

With respect to business combinations, arising from transfers of interests in entities that are under the control of the shareholders the Reporting Entity has chosen to apply IFRS 3 – Business combinations. Accordingly, transactions under common control are accounted for using the acquisition method whereby the assets and liabilities acquired are recognized at their fair value.

The cost of an acquisition is measured as the aggregate of the consideration transferred, and the identifiable assets acquired and liabilities assumed in a business combination which are measured at acquisition date fair value, and the amount of any non-controlling interests in the acquiree. For each business combination, the Reporting Entity elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition related costs are recognized as expenses in the periods in which the costs are incurred. When the Reporting Entity acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. Any contingent consideration to be transferred by the acquirer will be recognized at fair value at the acquisition date. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of IFRS 9 *Financial Instruments*, is measured at fair value with the changes in fair value recognised in the combined statement of income.

If the business combination is achieved in stages, the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date and included in cost of acquisition in determination of goodwill. Any resulting gain or loss on re-measurement of previously held equity interest is recognised in combined income statement. If the initial accounting for the business combination is incomplete by the end of the reporting period in which the combination occurs, the Reporting Entity reports provisional amounts for the items for which the accounting is incomplete and retrospectively adjusts these amounts during the measurement period of one year from the acquisition date.

Goodwill is measured as the excess of the aggregate of the fair value of the consideration transferred in the business combination, the amount recognized for non-controlling interest, and the fair value of any previously held equity interest in the acquiree, over the fair value of the acquiree's net identifiable assets acquired and liabilities assumed. If the aggregate consideration transferred, is lower than the fair value of net assets acquired, the difference is recognised as gain on business combination in the combined income statement on the acquisition date.

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b) Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is computed on the straight-line method based on estimated useful lives of assets as follows:

	2019	2018
Buildings, waterway improvements and roads	5 to 40 years	5 to 40 years
Plant and equipment	1 to 25 years	1 to 20 years
Office furniture and equipment	5 years	5 years
Catalysts	2 years	2 years

The estimated useful lives, residual values and depreciation methods are reviewed at each year end, with the effect of any changes in estimate accounted for on a prospective basis.

Expenditure incurred to replace a component of an item of property, plant and equipment that is accounted for separately, is capitalised with the carrying amount of the property, plant and equipment being replaced. Other subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the item of fixed asset. All other expenditure is recognised in the statement of profit or loss when the expense is incurred. Maintenance and repairs, replacements and improvements of minor importance are expensed as incurred. Significant improvements and replacements of assets are capitalised.

Assets in the course of construction for production, rental or administrative purposes, or for purposes not yet determined, are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Reporting Entity's accounting policy. Depreciation of these assets, on the same basis as other property, plant and equipment, commences when the assets are ready for their intended use.

The replacement costs of major components and overhaul costs which improve the economic benefit that can be generated are capitalised by the Reporting Entity. The Reporting Entity recognises and accounts for each component of its asset separately for depreciation. The component approach is also applied where regular major inspections of an asset are a condition of continuing to use it. The cost of each inspection is treated as a separate item (replacement) of property, plant and equipment provided recognition criteria are satisfied.

The Reporting Entity has reclassified catalysts from inventory to be part of property, plant and equipment from the current year as the Management determined that the life of the catalysts are estimated to be more than one year.

Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognised on a net basis within other income in the combined statement of profit or loss.

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At each reporting date, the Reporting Entity reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Reporting Entity estimates the recoverable amount of the cash-generating unit to which the asset belongs.

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the combined statement of profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the combined statement of profit or loss.

c) Goodwill

Goodwill arising on the acquisition of a subsidiary is recognised as an asset at the date that control is acquired (the acquisition date). Goodwill is measured as the excess of the consideration transferred over the net fair value of the identifiable net assets recognised.

If, after reassessment, the Reporting Entity's interest in the net fair value of the acquiree's identifiable net assets exceeds the consideration transferred, the excess is recognised immediately in the combined statement of profit and loss as a bargain purchase gain.

Goodwill is not amortised, but is reviewed for impairment at least annually. Goodwill impairment is determined by assessing the recoverable amount of cash-generating unit to which goodwill relates. The recoverable amount is the value in use of the cash-generating unit, which is the net present value of estimated future cash flows expected from such cash-generating unit. If the recoverable amount of cash generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit prorated on the basis of the carrying amount of each asset in the unit.

Any impairment loss recognised for goodwill is not reversed in a subsequent period. On disposal of a subsidiary, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

d) Intangible assets

Intangible assets consist of technology and licences for the manufacture of ethylene, ethylene glycol and polyethylene. Intangible assets also consist of assets acquired on business combination like customer relationships, intellectual properties, brands, software and ethylene supply agreement, and brands.

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Intangibles are measured at cost less accumulated amortisation and any accumulated impairment losses. Licenses to manufacture ethylene, ethylene glycol and polyethylene are amortised from the date of commencement of commercial production on a straight-line basis over twenty years, except for the olefin technology, which is amortised over five years.

Customer relationships (useful life-10 years), Intellectual properties, software and Ethylene Supply agreements acquired by the Reporting Entity have finite useful lives and are measured at cost less accumulated amortization and any accumulated impairment losses.

Brands recognized by the Reporting Entity on business combination has an infinite life and will be considered for annual impairment testing.

The estimated useful lives, residual values and amortisation methods are reviewed at each year end, with the effect of any changes in estimate being accounted for on a prospective basis.

At each reporting date, the Reporting Entity reviews the carrying amounts of its intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Reporting Entity estimates the recoverable amount of the cash-generating unit to which the asset belongs.

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the combined statement of profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the combined statement of profit or loss.

e) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i) Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, FVOCI or FVTPL.

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The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Reporting Entity's business model for managing them. With the exception of deposits and due from a related party that do not contain a significant financing component or for which the Reporting Entity has applied the practical expedient, the Reporting Entity initially measures a financial asset at its fair value plus, in the case of a financial asset not at FVTPL, transaction costs.

In order for a financial asset to be classified and measured at amortised cost or FVOCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Reporting Entity commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial assets at amortised cost (debt instruments),
- Financial assets at FVOCI with recycling of cumulative gains and losses (debt instruments),
- Financial assets designated at FVOCI with no recycling of cumulative gains and losses upon derecognition (equity instruments),
- Financial assets at FVTPL.

Financial assets at amortised cost

The Reporting Entity measures financial assets at amortised cost if both of the following conditions are met:

- The financial asset is held within a business model with the objective 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.

Financial assets at amortised cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired. The Reporting Entity's financial assets at amortised cost includes loan to related party, due from related parties, trade and other receivables and bank balances.

(a) Business model assessment

The Reporting Entity determines its business model at the level that best reflects how it manages groups of financial assets to achieve its business objective. The Reporting Entity's business model is not assessed on an instrument-by-instrument basis, but at a higher level of aggregated portfolios and is based on observable factors such as:

- How the performance of the business model and the financial assets held within that business model are evaluated and reported to the entity's key management personnel; and
- The risks that affect the performance of the business model (and the financial assets held within that business model) and, in particular, the way those risks are managed;

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The business model assessment is based on reasonably expected scenarios without taking 'worst case' or 'stress case' scenarios into account. If cash flows after initial recognition are realised in a way that is different from the Reporting Entity's original expectations, the Reporting Entity does not change the classification of the remaining financial assets held in that business model, but incorporates such information when assessing newly originated or newly purchased financial assets going forward.

(b) The SPPI test

As a second step of its classification process, the Reporting Entity assesses the contractual terms of financial asset to identify whether they meet the SPPI test.

Principal for the purpose of this test is defined as the fair value of the financial asset at initial recognition and may change over the life of the financial asset (for example, if there are repayments of principal or amortisation of the premium/discount).

The most significant elements of interest within a lending arrangement are typically the consideration for the time value of money and credit risk. To make the SPPI assessment, the Reporting Entity applies judgement and considers relevant factors such as the currency in which the financial asset is denominated, and the period for which the profit rate is set.

In contrast, contractual terms that introduce a more than de minimum exposure to risks or volatility in the contractual cash flows that are unrelated to a basic lending arrangement do not give rise to contractual cash flows that are solely payments of principal and profit on the amount outstanding. In such cases, the financial asset is required to be measured at FVTPL.

Further, financial assets carried at amortised cost are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Income from loans and advances, foreign exchange gains and losses and impairment are recognised in the statement of income. Any gain or loss on derecognition is recognised in the statement of income.

Financial assets at FVOCI (debt instruments)

The Reporting Entity measures debt instruments at FVOCI if both of the following conditions are met:

- The financial asset is held within a business model with the objective of both holding to collect contractual cash flows and selling; 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.

For debt instruments at FVOCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value change recognised in OCI is recycled to profit or loss. The Reporting Entity does not carry any debt instruments at fair value through OCI.

Financial assets designated at FVOCI (equity instruments)

Upon initial recognition, the Reporting Entity can elect to classify irrevocably its equity investments as equity instruments designated at FVOCI when they meet the definition of equity under IAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by-instrument basis.

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Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, except when the Reporting Entity benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at FVOCI are not subject to impairment assessment. The Reporting Entity does not carry any equity instrument designated at fair value through OCI.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model.

Notwithstanding the criteria for debt instruments to be classified at amortised cost or at FVOCI, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss. The Reporting Entity does not carry any financial assets at FVTPL.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Reporting Entity's statement of financial position) when:

- The rights to receive cash flows from the asset have expired, or
- The Reporting Entity has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Reporting Entity has transferred substantially all the risks and rewards of the asset, or (b) the Reporting Entity has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Reporting Entity has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Reporting Entity continues to recognise the transferred asset to the extent of its continuing involvement. In that case, the Reporting Entity also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Reporting Entity has retained.

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Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Reporting Entity could be required to repay.

Impairment of financial assets

The Reporting Entity recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Reporting Entity expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

The Reporting Entity has established a policy to perform an assessment at the end of each reporting period of whether credit risk has increased significantly since initial recognition by considering the change in the risk of default occurring over the remaining life of the financial instrument.

Under the general approach, the Reporting Entity determines whether the financial asset is in one of the three stages in order to determine the amount of ECL to recognize:

Stage 1: 12 months ECL

For exposures where there has not been a significant increase in credit risk since initial recognition, the portion of the lifetime ECL associated with the probability of default events occurring within next 12 months is recognised.

Stage 2: Lifetime ECL – not credit impaired

For credit exposures where there has been a significant increase in credit risk since initial recognition but that are not credit impaired, a lifetime ECL is recognised.

Stage 3: Lifetime ECL – credit impaired

Financial assets are assessed as credit impaired when one or more events that have a detrimental impact on the estimated future cash flows of that asset have occurred. As this uses the same criteria as under IAS 39, the Reporting Entity methodology for specific provisions remains largely unchanged.

Lifetime ECL are recorded on financial assets that is credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

For trade and other receivables, the Reporting Entity applies a simplified approach in calculating ECLs. Therefore, the Reporting Entity does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date.

The Reporting Entity allocates each exposure to a credit risk grade based on the data that is determined to be predictive of the risk of loss (including but not limited to external ratings, audited financial statements, management accounts and cash flow projections and available press information about customers) and applying experienced credit judgement.

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Credit risk grades are defined using qualitative and quantitative factors that are indicative of the risk of default.

Exposures within each credit risk grade are segmented by geographic region and industry classification and an ECL rate is calculated for each segment based on delinquency status and actual credit loss experience over the past four years. These rates are multiplied by scalar factors to reflect differences between economic conditions during the period over which the historical data has been collected, current conditions and the Reporting Entity's view of economic conditions over the expected lives of the receivables.

The Reporting Entity has elected to measure loss allowances at an amount equal to 12 month ECLs for the bank balances, loans to a related party and due from related parties, for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Reporting Entity considers reasonable and supportable information that is relevant and available without undue cost or effort. The Reporting Entity has established a provision matrix based on quantitative and qualitative information and analysis, Reporting Entity's historical credit loss experience, adjusted for forward-looking factors considering the country ratings specific to the receivables and the economic environment.

The Reporting Entity evaluates the probability of default considering the period of past due receivables. However, in certain cases, the Reporting Entity may also consider a financial asset to be in default when internal or external information indicates that the Reporting Entity is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Reporting Entity. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

ii) **Financial liabilities**

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Reporting Entity's financial liabilities include loans and borrowings, due to related parties, trade payables and accruals and other liabilities.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Reporting Entity that are not designated as hedging instruments in hedge relationships as defined by IFRS 9.

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Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the statement of profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied. The Reporting Entity has not designated any financial liability as at fair value through profit or loss.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

iii) *Offsetting of financial instruments*

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

f) Leases

Policy applicable from 1 January 2019

At inception of a contract, the Reporting Entity assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Reporting Entity uses the definition of a lease in IFRS 16.

This policy is applied to contracts entered into, on or after 1 January 2019.

As a lessee

At commencement or on modification of a contract that contains a lease component, the Reporting Entity allocate the consideration in the contract to each lease component on the basis of its relative stand-alone prices.

The Reporting Entity recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

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The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Reporting Entity by the end of the lease term or the cost of the right-of-use asset reflects that the Reporting Entity will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Reporting Entity's incremental borrowing rate. Generally, the Reporting Entity uses its incremental borrowing rate as the discount rate.

The Reporting Entity determine its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- amounts expected to be payable under a residual value guarantee; and
- Payments in an optional renewal period if the Reporting Entity is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the combined financial statements are reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Reporting Entity's estimate of the amount expected to be payable under a residual value guarantee, if the Reporting Entity changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Short-term leases and leases of low-value assets

The Reporting Entity applies the short-term lease recognition exemption to its short-term leases of USD 2 million (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Policy applicable before 1 January 2019

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the statement of profit or loss on a straight-line basis over the term of the lease. Lease incentives received are recognized as an integral part of the total lease expense, over the term of the lease.

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Significant judgement in determining the lease term of contracts with renewal options

The Reporting Entity determine the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Reporting Entity applies judgement in evaluating whether it is reasonably certain to exercise the option to renew. That is, it considers all relevant factors that create an economic incentive for it to exercise the renewal. After the commencement date, the Reporting Entity reassess the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise (or not to exercise) the option to renew (e.g., a change in business strategy).

g) Inventories

Finished goods are measured at the lower of weighted average cost or net realisable value. The cost of finished products includes direct materials, direct labour and fixed and variable manufacturing overhead and other costs incurred in bringing inventories to their present location and condition. Net realisable value is the estimated selling price for inventories in the ordinary course of business less estimated costs of completion and selling expenses.

Raw materials and catalysts are measured at weighted average cost net of allowance for slow-moving and obsolete items. Spare parts are not intended for resale and are measured at weighted average cost after making allowance for slow-moving and obsolete items. Purchase cost includes the purchase price, import duties, transportation, handling and other direct costs.

h) Cash and cash equivalents

Cash and cash equivalents consist of cash on hand, bank current accounts and short term deposits with an original maturity of three months or less from the date of placement.

i) Treasury shares

When share capital recognised as equity is repurchased, the amount of the consideration paid, including directly attributable costs, is recognised as a deduction from equity. Repurchased shares are classified as treasury shares and are presented in the statement of changes in equity. When treasury shares are sold or reissued subsequently, the amount received is recognised as an increase in equity, and the resulting surplus or deficit on the transaction is presented in treasury shares reserve.

j) Retirement obligations

The Reporting Entity accounts for retirement benefits under IAS 19 “Employee Benefits”. Benefits are payable to EQUATE Group and TKOC employees on completion of employment in accordance with the Kuwaiti Labour Law. The subsidiaries have various pension plans in accordance with the local conditions and practices in the Country in which they operate. Benefits payable under these plans are in accordance with the laws in those countries.

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The cost of providing defined retirement benefit plans are determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each statement of financial position date. Re-measurement of the Reporting Entity's defined benefit obligation which mainly comprises actuarial gain and losses are recognised immediately in statement of other comprehensive income. Past service cost is recognised immediately in the period of plan amendment in the combined statement of profit or loss. Interest expense is determined on defined benefit obligation for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period, taking into account any changes in the defined benefit obligation during the period as a result of benefit payments. The liability is not externally funded.

Liabilities for defined contribution plans are expensed as the related service is provided.

k) Provisions

A provision is recognised if, as a result of a past event, the Reporting Entity has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows that reflects current market assessments of the time value of money and the risks specific to the liability.

l) Revenue recognition

Revenue is measured based on the consideration specified in a contract with a customer. The Reporting Entity recognized revenue when it transfers control over a good or service to a customer. Revenue is measured at a fair value of the consideration received or receivable, taking into account defined terms of payment in a contract and net of applicable discounts.

Revenue from sale of products:

Revenue from the sale of products is recognised when a customer obtains control of those products, which normally is when title passes at point of delivery, based on the contractual terms of the agreements. The Reporting Entity determines that the customer obtains control of the goods based on the following factors:

- The Reporting Entity's right to reclaim / call back once the goods are on board;
- The Reporting Entity's right to divert / sell the goods once onboard
- The primary beneficiary in the event of losses from the insurance company.

The following table provides information about the nature and timing of satisfaction of performance obligations in contracts with customers, including significant payment terms, and the related revenue recognition policies:

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Nature and timing of satisfaction of performance obligations, including significant payment terms

Customer obtain control of goods based on the agreed Incoterms. The invoices are generated at that point of time based on provisional pricing.

Invoices are usually paid within 90 days. Each such sale normally represents two performance obligations as below:

- Sale of goods
- Shipping, Insurance and logistics

Revenue recognition

Recognition of the revenues is done separately for the two performance obligations as follows:

- Sale of goods: At the time the control passes from the Reporting Entity to the customer based on the agreed Incoterms.
- Shipping, Insurance and logistics income and costs are recognised over the period of delivery.

Revenue from shipping and handling services

The shipping and handling occurs after a customer obtains control of the goods, the Reporting Entity considered shipping and handling services to be a distinct service, in which the Reporting Entity allocates a portion of the transaction price to the shipping and handling. Revenue allocated to the goods is recognized when control of the goods transfers to the customer i.e. point in time. Revenue allocated to the shipping and handling is recognized as the shipping and handling performance obligation is satisfied i.e. over the time. The related costs are generally expensed as incurred. As a practical expedient, if an entity has a right to consideration (ie a right to an invoice) from a customer in an amount that corresponds directly to the value transferred to the customer to date, the entity may recognize revenue in that amount in line with IFRS 15.

Variable pricing – preliminary pricing

Certain products in certain markets may be sold with variable pricing arrangements. Such arrangements determine that a preliminary price is charged to the customer at the time of transfer of the control of products, while the price of products can only be determined by reference to a time period ending after that time. In such cases, and irrespective of the formula used for determining preliminary and final prices, revenue is recorded at the time of transfer of control of products at an amount representing the expected final amount of consideration that the Reporting Entity receives.

Where the Reporting Entity records receivable for the preliminary price, subsequent changes in the estimated final price will not be recorded as revenue until such point in time at which the final price is determined.

Interest income

Interest income is accrued on effective yield basis, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

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m) Borrowing costs

Borrowing costs directly attributable to the construction of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use, are added to the cost of those assets by applying a capitalisation rate on the expenditure on such assets, until such time as the assets are substantially ready for their intended use. The capitalisation rate used by the Reporting Entity is the weighted average of the borrowing costs applicable to the outstanding borrowings during the period. Borrowing costs that are not directly attributable to the acquisition, construction, or production of qualifying assets are recognised in the combined statement of profit or loss using the effective interest method in the period in which they are incurred.

n) Income taxes

Deferred income tax assets and liabilities are computed for differences between the financial statement and tax basis of assets and liabilities that will result in taxable or deductible amounts in the future. Such deferred income tax asset and liability computations are based on substantially enacted tax laws and rates applicable to periods in which the differences are expected to affect taxable income. Current and deferred tax are recognized as an expense or income in profit or loss, except when they relate to items credited or debited directly to equity, in which case the tax is also recognized directly in equity.

The carrying amount of deferred tax assets is reviewed at each combined statement of financial position date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Income tax expense is the tax payable or refundable for the period plus or minus the change during the period in deferred tax assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Reporting Entity intends to settle its current tax assets and liabilities on a net basis.

o) Reservation right fees

Reservation right fees are recognized in the combined statement of financial position as deferred income. The fees are presented as deferred income and recognized to income on a systematic and rational basis over a period of 20 years, which is the fees received from Olefins II project entities for usage of utility plant to the extent of construction cost of utility plant incurred by the Reporting Entity. The deferred income is amortised over the useful life of plant, which is 20 years.

p) Government Grants

Government grants related to assets are recognized in the combined statement of financial position as deferred income. The grants are presented as deferred income and recognized to income on a systematic and rational basis over a period of 20 years, which is the average life of the assets to which the grant relates.

q) Translation of foreign currencies

Transactions in foreign currencies are translated into USD at rates of exchange prevailing at the transaction dates. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated into USD at rates of exchange prevailing at the combined statement of financial position date. The resultant exchange differences are recorded in the combined statement of profit or loss.

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Non-monetary assets and liabilities denominated in foreign currencies that are measured in terms of historical cost are translated using the exchange rate at the date of transaction.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined. Foreign currency differences arising on retranslation are recognised in the combined statement of profit or loss.

The assets and liabilities of foreign operations, are translated to USD at the exchange rates at the reporting date. The income and expenses of foreign operations are translated to USD at the average exchange rates for current year. Foreign exchange differences arising on translation are recognized in other comprehensive income and presented in the foreign currency translation reserve in equity.

When a foreign operation is disposed of such that control, significant influence or joint control is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of gain or loss on disposal. When the Reporting Entity disposes of only part of its interest in a subsidiary that includes a foreign operation while retaining control, the relevant proportion of the cumulative amount is reattributed to the non-controlling interests.

r) Operating segments

Segment reporting requires a “management approach” under which segment information is presented on the same basis as that used for internal reporting purposes. This leads to segments being reported in a manner that is more consistent with the internal reporting provided to the chief operating decision maker. A segment is distinguishable component of the Reporting Entity that engages in business activities from which it earns revenue and incurs costs. The operating segments are used by the management of the Reporting Entity to allocate resources and assess performance.

s) Critical accounting judgements and key sources of estimation uncertainty

The following are the critical accounting judgements, apart from those involving estimations that management has made in the process of applying the entity’s accounting policies and that have the most significant effect on the amounts recognised in the combined financial statements.

Retirement Benefit Obligation

The cost of providing retirement benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at each statement of financial position date. Actuarial valuations are based on a number of assumptions and require significant judgements made by the management. The management believes that the assumptions used in determining the retirement benefit obligation using actuarial valuation method are reasonable.

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Determination of functional currency

Functional currency is the currency of the primary economic environment in which the Reporting Entity operates. When indicators of the primary economic environment are mixed, management uses its judgment to determine the functional currency that most faithfully represents the economic effect of the underlying transactions, events and conditions. The management have determined that the functional currency of the Company is USD since the majority of the Reporting Entity's transactions are denominated in USD. Sales and Purchases are also received and paid in USD.

Acquisition accounting

The Reporting Entity assesses the fair value of assets and liabilities assumed in an acquisition on a provisional basis. If new information obtained within one year of the date of acquisition about facts and circumstances that existed at the date of acquisition identifies adjustments to the assessed fair values, or any additional provisions that existed at the date of acquisition, then the accounting for the acquisition will be revised.

Deferred tax assets

The net deferred tax asset represents income taxes recoverable through future deductions from taxable profits and are recorded on the statement of financial position. Deferred income tax assets are recorded to the extent that realization of the related tax benefit is probable. In determining future taxable profits and the amount of tax benefits that are probable in the future, management makes reasonable judgments and estimates based on taxable profits and expectations of future income. As tax losses do not expire in Germany and Italy, utilization of these tax losses require management to consider taxable profits well into the future. This significant long-term view increases the uncertainty of such projections.

As a result of this and certain limits on annual tax loss usage, the Reporting Entity limits its consideration of German and Italian tax losses to 10 years, which is considered a more foreseeable future, even though the ability to potentially utilize the tax losses extends beyond this period.

Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the statement of financial position date are discussed below:

Measurement of fair values of financial instruments

The Reporting Entity uses the following hierarchy for determining and disclosing the fair values of financial instruments by valuation technique:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

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The level in the fair value hierarchy within which the fair value measurement is categorised in its entirety is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. For this purpose, the significance of an input is assessed against the fair value measurement in its entirety. If a fair value measurement uses observable inputs that require significant adjustment based on unobservable inputs, that measurement is a level 3 measurement.

For financial instruments carried at amortized cost, fair values are not materially different from their carrying values and are used only for disclosure purpose. Fair value of such financial instruments are classified under level 3 determined based on discounted cash flow basis, with most significant inputs being the discount rate that reflects the credit risk of counterparties.

Measurement of ECLs

The measurement of ECLs on financial assets involves complex estimations. ECLs are probability weighted estimates of credit losses and are measured as the present value of all cash shortfalls discounted at the effective profit rate of the financial instrument. Cash shortfall represent the difference between cashflows due to the Reporting Entity in accordance with the contract and the cashflows that the Company expects to receive. The key elements in the measurement of ECL include probability of default, loss given default and exposure at default.

The Probability of Default (“PD”) is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the financial asset has not been previously derecognized and is still in the portfolio.

The Exposure at Default (“EAD”) is an estimate of the exposure at a future default date, taking into account expected changes in the exposure after the reporting date, including repayments of principal and profit, whether scheduled by contract or otherwise, expected drawdowns on committed facilities.

The Loss Given Default (“LGD”) is an estimate of the loss arising in the case where a default occurs at a given time.

Impairment of other tangible and intangible assets and useful lives

The Reporting Entity’s management tests annually whether tangible and intangible assets have suffered impairment in accordance with accounting policies. The recoverable amount of an asset is determined based on value-in-use method. This method uses estimated cash flow projections over the estimated useful life of the asset discounted using market rates.

During the year, the Reporting Entity reviewed the estimated useful life over which its tangible assets are depreciated and intangible assets are amortised. Based on the review, the Reporting Entity’s management have reassessed the useful life of plant and equipment and estimated useful life at 25 years. Further, the Reporting Entity’s management are satisfied that the estimates of useful life of other tangible assets are appropriate.

Impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the value in use of the cash-generating units to which goodwill has been allocated. The value in use calculation requires management to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value.

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Legal contingencies

Legal contingencies cover a wide range of matters threatened in various jurisdictions against the Reporting Entity. Provisions are recorded for pending litigation when it is determined that an unfavourable outcome is probable and the amount of loss can be reasonably estimated, after consideration of advice from attorneys. Due to the inherent uncertain nature of litigation, the ultimate outcome or actual cost of the settlement may materially vary from estimates.

i) Standards and interpretations issued but not yet effective

A number of new standards are effective for annual periods beginning after 1 January 2019 and earlier application is permitted; however, the Reporting Entity has not early adopted the new or amended standards in preparing these combined financial statements.

The following amended standards and interpretations are not expected to have a significant impact on the combined financial statements.

- Amendments to References to Conceptual Framework in IFRS Standards.
- Definition of a Business (Amendments to IFRS 3).
- Definition of Material (Amendments to IAS 1 and IAS 8).
- IFRS 17 Insurance Contracts.

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4. Property, plant and equipment

	USD million					
	Buildings, land, waterway improvements and roads	Plant and equipment	Office furniture and equipment	Catalysts	Assets under construction	Total
Cost						
Balance at 1 January 2018	279	4,851	144	-	349	5,623
Additions	-	21	-	46	555	622
Transfers	2	45	8	6	(61)	-
Disposal	(3)	(22)	-	-	-	(25)
Balance at 31 December 2018	278	4,895	152	52	843	6,220
Additions	4	12	3	-	437	456
Transfers	280	907	16	11	(1,214)	-
Disposal	-	-	-	(6)	-	(6)
Foreign currency translation	-	1	-	-	-	1
Balance at 31 December 2019	562	5,815	171	57	66	6,671
Accumulated depreciation and impairment losses						
Balance at 1 January 2018	91	2,833	135	-	-	3,059
Charge for the year	6	210	7	26	-	249
Foreign currency translation	-	6	-	-	-	6
Balance at 31 December 2018	97	3,049	142	26	0	3,314
Charge for the year	9	198	4	25	-	236
Disposal	-	-	-	(6)	-	(6)
Foreign currency translation	-	(4)	-	-	-	(4)
Balance at 31 December 2019	106	3,243	146	45	-	3,540
Carrying amounts						
At 31 December 2018	181	1,846	10	26	843	2,906
At 31 December 2019	456	2,572	25	12	66	3,131

During the year, the Reporting Entity conducted an operational efficiency review for its production plants, which resulted in changes in the expected usage of the production plants. The management had originally estimated useful life of 20 years for these plants, however the plants are now estimated to remain in production for 25 years from the date of purchase. As a result, the expected useful life of plant and equipment has increased.

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The effect of these changes on actual and expected depreciation expense, included in cost of sales is as follows:

USD million	2020	2021	2022	2023	2024
Decrease in depreciation expense	45	45	45	45	45

Assets under construction comprise of improvement projects for the existing plants. Such assets are not subject to depreciation until the improvements are tested and available and ready for use.

In November 2019, the Reporting Entity completed the construction and commenced the operations of its new Ethylene Glycol plant in the Gulf Coast of the United States of America (“USGC project”). The amount of the total borrowing cost capitalized amounted to USD 34 million (2018: USD 14 million) for the USGC project, from which USD 20 million is capitalized during 2019 (2018: USD 10 million).

Depreciation is allocated to cost of sales and general, administrative and selling expenses in order to reflect appropriately the way in which economic benefits are derived from the use of property, plant and equipment (Note 17 and Note 18).

EQUATE and TKOC’s plants was constructed on land leased from Government of Kuwait and these renewable leases are valid until April 2031 and May 2031 respectively.

5. Goodwill

Goodwill and indefinite useful life intangibles acquired in a business combination is allocated at acquisition to the Cash Generating Unit (‘CGU’) that is expected to benefit from that business combination. Goodwill represents expected economic benefits from the business combination including the future growth of the operations, synergies expected from supply chain and logistics, reduction of cost, silver leasing programs and access to global market and network. The impairment testing for Goodwill is carried out annually. The carrying amount of goodwill has been allocated to the Ethylene Glycol (EG) CGU. The recoverable amount of this cash-generating unit is determined based on a value in use calculation which uses cash flow projections based on future production volume increases, financial budgets, market prices, and the industry supply demand balance of glycol as reviewed by the directors.

The Reporting Entity tests goodwill annually for impairment or more frequently if there are indications that goodwill might be impaired.

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The recoverable amounts of the cash generating units are determined based on the value in use method. The key assumptions for the value in use calculations are those regarding the discount rates, growth rates and expected changes to selling prices and direct costs during the period. Management estimates discount rates using rates that reflect current market assessments of the time value of money and the risks specific to the cash generating units. The growth rates are based on industry growth forecasts. Changes in selling prices and direct costs are based on past practices and expectations of future changes in the market.

Management used a Weighted Average Cost of Capital of 8.35% to 9% in 2019 (2018: 9.13% to 9.32%) and terminal value growth rate of 1% to 2% in 2019 (2018: 1% to 2%) for various CGUs.

The value in use of the cash-generating units to which goodwill has been allocated, as estimated by management indicates that there has been no impairment during the year ended 31 December 2019.

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6. Intangible assets

	USD million					
	Technology and license fees	Customer Relationships	Brand	Intellectual property	Software	Total
Cost						
Balance at 1 January 2018	334	320	88	11	15	768
Additions	-	-	-	-	-	-
Balance at 31 December 2018	334	320	88	11	15	768
Additions	3	-	-	-	16	19
Balance at 31 December 2019	337	320	88	11	31	787
Accumulated amortisation and impairment losses						
Balance at 1 January 2018	253	66	-	-	15	334
Charge for the year	6	32	-	-	-	38
Balance at 31 December 2018	259	98	-	-	15	372
Charge for the year	6	33	-	1	3	43
Balance at 31 December 2019	265	131	-	1	18	415
Carrying amounts						
At 31 December 2018	75	222	88	11	-	396
At 31 December 2019	72	189	88	10	13	372

In conjunction with the business combination between EQUATE, EQUATE BV and MEGC, the EQUATE Group obtained access to the distribution channels and customer relationships. These relationships have been recognized on acquisition and are being amortized over 10 year period. The amortization period of customer relationships represents management's best estimate of the expected usage or consumption of the economic benefits of the acquired assets, which is based on historical experience of customer attrition rates. The amortization of customer relationships is included in cost of sales. The EQUATE Group has also recognized the MEGlobal brand as an intangible asset on its acquisition of the MEGBV and MEGC business. Brand is tested for impairment. Refer note 5.

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7. Deferred tax assets and liabilities

The provision for income taxes consists of the following:

	USD million	
	2019	2018
Income tax-net		
Current	17	112
Deferred	(46)	(13)
	<u>(29)</u>	<u>99</u>

Net income taxes paid in 2019 were USD 49 (2018: USD 145 million). This represents deferred tax assets and liabilities of subsidiaries.

	USD million	
	2019	2018
Deferred tax assets		
Post – retirement benefit obligations	5	5
Tax losses	76	53
Glycol capacity reservation agreement	47	-
Interest	13	-
Property, plant and equipment	(84)	(15)
Others	4	2
	<u>61</u>	<u>45</u>
Deferred tax liabilities		
Intangible assets	(42)	(49)
Property, plant and equipment	(92)	(112)
Others	(49)	(53)
	<u>(183)</u>	<u>(214)</u>

At 31 December 2019, the EQUATE Group has unused significant tax losses of USD 509 million (2018: USD 471 million) available for offset against the future profits, with no expiration dates.

8. Deferred charges and other assets

	USD million	
	2019	2018
Ethylene supply agreement	279	197
Ethylene subscription rights – USGC project	673	385
Others	21	14
	<u>973</u>	<u>596</u>
Classified as: -		
Current	37	13
Non-current	936	583
	<u>973</u>	<u>596</u>

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- In the current year the EQUATE Group paid an additional amount of USD 95 million to DOW towards Ethylene subscription rights for Alberta plant.
- In regard to USGC project, the EQUATE Group has entered into a binding term sheet with Dow to secure an ethylene supply contract for the Gulf Coast facility. The contract secures the subscription rights to 27.6% of one of Dow's ethylene crackers. Total cost is USD 700 million, with the current year payment of USD 315 million on 27 February 2019.
- Others represents license costs and ethylene subscription fees which is being amortised from 1 February 2019. The license agreement is with Dow to secure a fully-paid up Ethylene Oxide / Ethylene Glycol license for USD 16 million. Instalments paid total USD 14 million until 31st Dec 2018 and USD 2 million paid on 10th October 2019.

9. Related party transactions

In the normal course of business, the Reporting Entity enter into transactions with its shareholders PIC (directly owned by Kuwait Petroleum Corporation ("KPC")), BPC, QPIC and DEHBV, part of TDCC.

EQUATE Marketing Company EC, Bahrain ("EMC"), which is owned by PIC and DEHBV, is the exclusive sales agent in certain territories for the marketing of PE produced by the EQUATE. EQUATE reimburses all the actual expenses incurred by EMC.

During 2004, DEHBV and PIC initiated a number of joint venture petrochemical projects ("Olefins II projects") in Kuwait to manufacture polyethylene, ethylene glycol and styrene monomer. The Olefins II projects consist of the EQUATE expansion project, and the incorporation and development of TKOC, The Kuwait Styrene Company K.S.C.C. ("TKSC") and Kuwait Aromatics Company K.S.C.C. ("KARO"). TKSC is a joint venture of DEHBV (42.5%) and KARO (57.5%). KARO is owned by PIC (20%), Kuwait National Petroleum Company K.S.C. ("KNPC") (60%) and QPIC (20%).

On 2 December 2004, EQUATE signed a Materials and Utility Supply Agreement ("MUSA") with TKOC, TKSC, KARO and PIC. Under the terms of the MUSA, EQUATE receives a reservation right fee from the above entities that equals the total capital construction costs incurred by EQUATE on the new utilities and infrastructure facilities under the Olefins II projects.

On 2 December 2004, EQUATE signed an Operations, Maintenance and Services Agreement ("OMSA") with TKOC, TKSC and KARO and PIC. Under the terms of the OMSA, EQUATE provides operating, maintenance and other services to the above entities and for which EQUATE receives a fixed management fee over and above the actual operating cost.

On 2 December 2004, TKOC signed an Ethylene supply agreement with EQUATE and TKSC. Under the terms of the agreement, the price per metric tonne of ethylene is paid by TKSC based on the quantity delivered to them at contract price.

During 2005, services agreements were signed between DEHBV, PIC and EQUATE with TKOC, TKSC, KARO and PIC for the provision of various services to the Olefins II projects.

An agreement to amend MUSA and service agreements ("primary agreements") was signed between the parties to the primary agreements on 8 February 2006 releasing KARO from its obligations and liabilities under the primary agreements and appointing Kuwait Paraxylene Production Company K.S.C.C. ("KPPC") in place of KARO to assume and perform all obligations of KARO as if KPPC were and had been a party to the primary agreements. KPPC is a 100% owned subsidiary of KARO.

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Operational Facility – Under the cash management services provided by MEG B.V, the EQUATE Group entities and TKOC have an overnight cash sweeping facility with MEG B.V. Under this arrangement, the EQUATE Group and TKOC sweep selected bank accounts with MEG B.V. This allows the subsidiaries and TKOC either to invest or borrow funds on an overnight basis. Under the terms of the agreement, the subsidiaries and TKOC can borrow or deposit with MEG B.V at an interest rate of LIBOR plus a positive spread set by the Management. The spread is determined by taking into consideration of economic factors such as the creditworthiness of counterpart, characteristics of the debt financing arrangement etc. These are indefinite credit arrangements subject to termination by either party of which the interest is accrued monthly.

All transactions with related parties are carried out on a negotiated contract basis.

The following is a description of significant related party agreements and transactions, other than described above:

- a) Supply by Union Carbide Corporation (“UCC”) of technology and licences relating to manufacture of PE and EG;
- b) Feed gas and fuel agreement with PIC
- c) Supply by the EQUATE Group of certain materials and services required by PIC to operate and maintain the polypropylene plant
- d) Excess EG Marketing Agreement
- e) General Services Agreement
- f) Secrecy Agreement
- g) Long Term Land Lease Agreement
- h) Site Services Agreement
- i) Employee Seconding Agreement
- j) Catalyst License Agreement
- k) Binding Term sheet – Gulf Coast
- l) Other Assignment and Assumption Agreements
- m) Ethylene supply agreement by MEGC with DEHBV/TDCC.
- n) Feedstock supply agreement by MEGC with DEHBV/TDCC for the USGC Project
- o) Master service agreement with DEHBV/TDCC
- p) Ethylene Oxide (EO)/EG Swap Agreement (MEGC)
- q) Technology License Intellectual Property (IP) Agreement (MEGC)
- r) Catalyst Supply Agreement (MEGC)
- s) Storage Sublease (MEGC)
- t) Ground Lease (MEGC)
- u) Utilities Services Agreements (MEGC)
- v) Technical Services Agreement (MEGC)

In addition to the above there are number of arrangements with the related parties which are disclosed below.

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	USD million	
	2019	2018
a) Sales and management fee		
Polypropylene plant management fees from PIC	1	1
Styrene plant management fees from TKSC	2	1
Aromatics Plant management fees from KPPC	3	3
Sale of utilities and services to KPPC, TKSC and PIC	57	56
Operating cost reimbursed by PIC for running of Polypropylene plant	39	52
Operating and utility cost reimbursed by TKSC for running of Styrene plant	53	44
Operating and utility cost reimbursed by KPPC for running of Aromatics plant	77	80
b) Purchases and expenses		
Feed gas and fuel gas purchased from KPC	371	427
Catalyst and other raw materials purchased from DEHBV/TDCC	16	10
Ethylene Purchase from Dow Chemical Canada ULC	190	252
Ethylene Purchase from TDCC	18	-
Service cost reimbursed to Dow Chemical Canada ULC	75	35
Glycol purchase from TDCC	126	267
Purchase of sea cooling water from PIC	20	14
Catalyst purchased from UNIVATION	8	11
Operating costs reimbursed to EMC	3	3
Staff secondment costs reimbursed to DEHBV	-	4
Toggling fees payments to Kuwait Oil Company K.S.C.C. ("KOC")	6	7
c) Key management compensation		
Salaries, short term and terminal benefits	3	4
d) Due from related parties		
Due from PIC	9	9
Due from UCC	1	0
Due from TDCC	3	3
Due from Dow Chemical Canada ULC	2	3
Due to Dow Europe GMBH	-	1
Due to Dow Turkiye Kimya Sanayi Ve	-	1
Due from TKSC	9	14
Due from KPPC	12	31
Due from KARO	0	0
Due from KPC	0	0
Due from Kuwait National Petroleum Corporation K.S.C.C.	2	2
Due from Others	0	0
	<u>38</u>	<u>64</u>

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	USD million	
	2019	2018
e) Due to related parties		
Due to KPC	71	75
Due to PIC	37	11
Due to Kuwait Oil Company K.S.C	1	2
Due to TDCC	3	11
Due to Dow Olefinverbund GMBH	3	-
Due from Dow Chemical Canada ULC	-	4
Due to Dow Canada Limited	0	1
Due to DEHBV	0	1
Due to KPPC	0	31
Due to UNIVATION	-	-
Due to TKSC	1	6
Others	1	0
	<u>117</u>	<u>142</u>

10. Inventories

	USD million	
	2019	2018
Raw materials and consumables	48	49
Finished goods	70	128
Spare parts	63	53
	<u>181</u>	<u>230</u>
Provision for obsolete and slow moving inventories	0	0
	<u>181</u>	<u>230</u>

11. Trade and other receivables

	USD million	
	2019	2018
Trade receivables	424	630
Less: Provision for ECL	(9)	(9)
Prepayments and other	101	43
	<u>516</u>	<u>664</u>

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12. Cash and bank balances

	USD million	
	2019	2018
Cash balances	0	0
Bank balances	126	285
Term deposits	676	1,954
Total cash and bank balances	802	2,239
Deposits with original maturity of more than 3 months	-	(964)
Amount reserved relating to staff saving scheme (note 16)	(52)	(51)
Cash and cash equivalent for the statement of cash flows	<u>750</u>	<u>1,224</u>

The effective interest rate on time deposits as at 31 December 2019 was 2.59% (31 December 2018: 2.21%) per annum.

13. Loans and borrowings

The movement in loans and borrowings is as follows:

	USD million	
	2019	2018
Balance at 1 January	4,591	4,715
Loan origination fee / payment / amortisation	16	(24)
Long term loan	-	(100)
Balance at 31 December	<u>4,607</u>	<u>4,591</u>

Long term loan

On 23 June 2016, the EQUATE Group entered into a USD 5 billion long term loan agreement (“Term Loan”) with a consortium of banks. The Term Loan consisted of US \$ 2 billion Tranche A 5-year bullet facility, USD 2 billion Tranche B 3-year bullet facility, and USD 1 billion 3 year revolving credit facility. EQUATE Group is jointly and severally a guarantor along with TKOC for the Term Loan and the credit facilities include customary covenants. On 23 June 2016 and on 30 November 2016, EQUATE Group drew down USD 2 billion from Tranche A facility and USD 0.5 billion from Tranche B facility, respectively. Tranche A facility will mature on 23 June 2021.

On 28 February 2017, the EQUATE Group early settled Tranche B 3-year bullet facility amounting to USD 500 million of which USD 47 million pertaining to Islamic financing and USD 453 million pertaining to conventional financing facility. This facility had the original maturity date on 30 November 2019. Further undrawn available facility of Tranche B has been cancelled in February 2017.

On 13 December 2018, the EQUATE Group completed the restructuring and extended the term loan facility until 23 June 2023 and revolver credit facility until 23 June 2022, and spread on both term loan and the revolver credit facility was reduced. As part of the amendment and extension, the EQUATE Group repaid an amount of USD 100 million, reducing the Term loan Facility outstanding balance to USD 1.9 billion.

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At 31 December 2019, the details of the Term Loan are as follows:

	Tranche A	Revolving credit facility	Total Facility
2019			
Islamic financing	188	94	282
Conventional financing	1,712	906	2,618
Total	<u>1,900</u>	<u>1,000</u>	<u>2,900</u>
2018			
Islamic financing	188	94	282
Conventional financing	1,712	906	2,618
Total	<u>1,900</u>	<u>1,000</u>	<u>2,900</u>

Drawn / Outstanding as at 31 December 2019:

		Repayment due on	USD million	
			2019	2018
Islamic financing	Tranche A	23 June 2023	188	188
Conventional financing	Tranche A	23 June 2023	1,712	1,712
			<u>1,900</u>	<u>1,900</u>

The effective interest rate as at 31 December 2019 for Tranche A Term Loan is 3.5% (2018: 3.81%). At the reporting date, EQUATE Group had available for its utilization, USD 1 billion of undrawn committed revolving credit facility.

Medium term notes

In 2016, EQUATE Group established a USD 4 billion Global Medium Term Note Programme (the "Programme"), and on 3 November 2016 EQUATE B.V. (the "Issuer") issued notes (the "Notes"). The payments of amounts due in respect of the Notes is unconditionally and irrevocably guaranteed, jointly and severally, and not severally, by EQUATE and TKOC. The Notes are listed on Euronext Dublin. At the reporting date, the Issuer had issued following outstanding Notes.

	USD million	
	2019	2018
i) Fixed interest rate Notes amounting to USD 1,000 million, having a term of 5 years, maturing in 2022, with an effective interest rate of 3.338%, and carrying a coupon rate of 3% per annum payable on a semi-annual basis.	983	983
ii) Fixed interest rate Notes amounting to USD 1,250, million having a term of 10 years, maturing in 2026, with an effective interest rate of 4.402%, and carrying a coupon rate of 4.25% per annum payable on a semi-annual basis.	1,235	1,235
	<u>2,218</u>	<u>2,218</u>

As at 31 December 2019, 5 year and 10 year medium term notes are quoted at 100.47 and 107.19 respectively (31 December 2018: 5 year and 10 year medium term notes are quoted at 96.6859 and 97.2721 respectively), based on level 1 inputs.

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Sukuk programme

In December 2016, the EQUATE Group established a USD 2 billion Sukuk programme (the "Sukuk") and issued Sukuk amounting to USD 500 million on 21 February 2017 having a term of 7 years, maturing in February 2024, with a profit rate of 3.944% per annum payable on a semi-annual basis. The Sukuk is guaranteed by the EQUATE Group and TKOC and is listed on the Euronext Dublin. As at 31 December 2019, Sukuk are quoted at 104.25 (31 December 2018: 98.087), based on level 1 inputs.

14. Deferred income

Deferred income comprises of the following:

	USD million	
	2019	2018
Reservation right fees for Olefins II project	157	168
Government grants	7	8
Others	1	9
Balance at 31 December	<u>165</u>	<u>185</u>

Reservation right fees received from Olefins II project entities for usage of utility plant relating to Olefins II project, to the extent of construction cost of utility plant incurred by EQUATE Group. The deferred income is amortised over the useful life of plant, which is 20 years.

Government grants - EQUATE Group received a total of USD 34 million in 2005 and 2006 in government grants for the construction of the PET manufacturing facility at its Schkopau site. The government grants are presented as deferred income and recognized to income on a systematic and rational basis over a period of 20 years.

	USD million	
	2019	2018
Non-current portion of deferred income	150	170
Current portion of deferred income	15	15
	<u>165</u>	<u>185</u>

15. Retirement benefit obligation

The most recent actuarial valuation of the present value of various defined benefit obligations were carried out at 31 December 2019. The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method.

The principal assumptions used for the purposes of the actuarial valuations were as follows:

	2019	2018
Economic assumptions		
Discount rate	3.75% - 3.95%	3.95% - 4.25%
Expected rate of increase in		
- Basic salary & variable allowances including overtime and incentives	3.5% - 6%	3.5%- 6%
- Average annual & quarterly incentives	23% p.a	23% p.a
Long-term inflation	2% - 3.5% p.a	2% - 3.5% p.a

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Management variable incentive pay (as a percentage of basic salary)	Target percentage level	Target percentage level
Demographic assumptions		
Retirement age		
- Kuwaiti employees	Age 55	Age 55
- Non-Kuwaiti employees	Age 55	Age 55
Decrement		
- Mortality	None	None
- Turnover	Service related rates	Service related rates

The total expense recognised in the statement of profit or loss is as follows:

	USD million	
	2019	2018
Current service costs	29	32
Interest on obligation	18	15
	<u>47</u>	<u>47</u>

The total charge for the year, which has been included in the statement of profit or loss, is as follows:

	USD million	
	2019	2018
Cost of sales	40	40
General, administrative and selling expenses	7	7
	<u>47</u>	<u>47</u>

Movement in the retirement benefit obligation is as follows:

	USD million	
	2019	2018
Retirement benefit obligation as at 1 January	406	416
<i>Included in the combined statement of profit or loss</i>		
Current service costs	29	32
Interest on obligation	18	15
	<u>47</u>	<u>47</u>

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<i>Included in other comprehensive income</i>		
Re measurement (gain) / loss		
- Experience adjustment	(11)	1
- Actuarial changes arising from changes in economic assumptions	4	(21)
	<u>(7)</u>	<u>(20)</u>
Benefits paid	(21)	(35)
Foreign currency translation adjustment	(4)	(2)
Retirement benefit obligation as at 31 December	<u>421</u>	<u>406</u>

The EQUATE Group's defined benefit obligation is unfunded. However, the subsidiaries of EQUATE have invested in Plan Assets.

Reconciliation of fair value of Plan Assets of the subsidiaries

	USD million	
	2019	2018
Defined benefit obligation of the subsidiaries	119	87
Fair value of plan assets of the subsidiaries	(83)	(64)
Net retirement benefit	<u>36</u>	<u>23</u>

A sensitivity analysis of possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the retirement benefit obligation by the amounts shown below:

	USD million	
	0.25% increase	
	2019	2018
Discount rate	(10)	(10)
Basic salary & variable allowances including overtimes and	7	9

16. Trade and other payables

	USD million	
	2019	2018
Trade payables	198	308
Staff incentives	44	30
Staff saving schemes	52	51
Staff leave and other employee benefits	12	12
Accrual for KFAS and Zakat	21	26
Income tax	42	48
Accrued turnaround and capital expense	10	15
Interest payable	29	32
Others	57	56
	<u>465</u>	<u>578</u>

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17. Cost of sales

	USD million	
	2019	2018
Materials	1,496	1,573
Distribution expenses	272	277
Staff cost	216	273
Depreciation and amortisation	346	300
Others	168	474
	<u>2,498</u>	<u>2,897</u>

18. General, administrative and selling expenses

	USD million	
	2019	2018
Staff costs	38	38
Depreciation	3	3
Selling expenses	41	46
Others	3	18
	<u>85</u>	<u>105</u>

19. Contribution to Kuwait Foundation for the Advancement of Sciences (KFAS)

KFAS is calculated at 1% of the net profit for the year of EQUATE and TKOC after deducting the transfer to statutory reserves.

20. Contribution to Zakat

Zakat is calculated at 1% on the net profit for the year attributable to Kuwaiti shareholders of the Reporting Entity after allowable deductions.

21. Additional Business and Geographical Information

Basis for segmentation

The Reporting Entity have one significant business segment i.e; Performance Materials & Chemicals (“PMC”), which is the reportable segment. This business segment manufactures and markets different types of basic petrochemical products (refer note 1 for more details).

Equate Management Team (“EMT”), a committee comprises of certain board members of EQUATE Group and TKOC and key members of management, reviews the internal management reports of segments to monitor the performance and allocate capital. Earnings before Interest, Tax, Depreciation and Amortization (“EBITDA”) is the key measure used to monitor the performance of business because management believes that this information is the most relevant in evaluating the results of the business relative to other entities that operate in the similar industries. In addition to PMC business, Reporting Entity is engaged in managing operations of petrochemical plants of certain related parties, which did not meet the quantitative threshold for reportable segment

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Information about reportable segments

	USD million					
	2019			2018		
	PMC	Others	Total	PMC	Others	Total
External segment revenue	3,115	231	3,346	4,590	231	4,821
EBITDA	1,072	52	1,124	2,072	49	2,121
Net profit for the period	596	42	638	1,533	27	1,560
Interest income	(16)	(0)	(16)	(37)	(2)	(39)
Interest expenses	186	1	187	184	5	189
Depreciation, amortization and reservation rights	325	9	334	269	19	288
Income tax expenses/ KFAS/ ZAKAT	(19)	0	(19)	123	0	123

Revenue by product/ services and geography

PMC business is managed on a worldwide basis, but operate manufacturing facilities and sales offices primarily in Kuwait, Canada, Germany, Dubai, Hong Kong and Singapore. The geographical information analyses the Reporting Entity' revenue by the Company's country of domicile and other countries. In presenting the geographical information, the segment revenue has been based on geographic location of customers.

Revenue by product / services and geography	USD million				
	EG	PE	PET	Others	Total
31 December 2019					
Americas	337	-	-	-	337
North Asia	894	338	-	-	1,232
India sub-continental	347	36	-	-	383
Europe	297	83	354	-	734
Rest of the World	150	279	-	231	660
External revenue	2,025	736	354	231	3,346
31 December 2018					
Americas	659	-	-	-	659
North Asia	1,545	407	-	-	1,952
India sub-continental	468	62	-	-	530
Europe	342	104	439	-	885
Rest of the World	216	348	-	231	795
External revenue	3,230	921	439	231	4,821

* Rest of the World includes revenue from sale of products in Kuwait of USD 60 million (2018: USD 79 million)

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EBITDA by product line	USD million				
	EG	PE	PET	Others	Total
31 December 2019	751	301	20	52	1,124
31 December 2018	1,547	492	33	49	2,121

There are no customers that contributed more than 5% of the total revenue.

22. Financial risk management

Overview

The Reporting Entity is exposed to the following risks from its use of financial instruments:

- credit risk
- liquidity risk
- market risk

Financial management framework

This note presents information about the Reporting Entity's exposure to each of the above risks, its objectives, policies and processes for measuring and managing risk, and the Reporting Entity's management of capital. Further quantitative disclosures are included throughout these combined financial statements.

The Board of Directors of the Reporting Entity has overall responsibility for the establishment and oversight of the Reporting Entity's risk management framework. The Board has established the Finance Committee, which is responsible for developing and monitoring the Reporting Entity's risk management policies. The Committee reports regularly to the Board of Directors on its activities.

The Audit Committee oversees how management monitors compliance with the Reporting Entity's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Reporting Entity. The Audit Committee is assisted in its oversight role by Internal Audit. Internal Audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Audit Committee.

The Reporting Entity's Corporate Treasury function provides services to the business, co-ordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations of the Reporting Entity through internal risk reports which analyse exposures by degree and magnitude of risks.

Credit risk

Credit risk is the risk of financial loss to the Reporting Entity if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Reporting Entity's trade and other receivables, due from related parties, loans to related parties and bank balances.

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Exposure to credit risk

The carrying amount of following financial assets represents the maximum credit exposure of the Reporting Entity:

	USD million	
	2019	2018
Trade receivables	415	621
Due from related parties	38	64
Bank balances	802	2,239
Total	<u>1,255</u>	<u>2,924</u>

Trade receivables

The Reporting entity's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk associated with the country in which customers operate. The Reporting entity have a credit evaluation and customer acceptance system in place. The Reporting entity has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.

The Reporting Entity only transacts with entities that are rated the equivalent of investment grade and above. This information is supplied by independent rating agencies where available and, if not available, the Reporting Entity uses other publicly available financial information and its own trading records to rate its major customers. Further, qualitative factors are also considered as a part of credit evaluation process. The Reporting Entity's exposure to and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties. If no credit ratings of customers are available, the Reporting Entity ensures that any sales with them are fully insured and are covered with collaterals. The Credit exposure is controlled by counterparty limits that are reviewed and approved by the management annually.

Trade receivables consist of a large number of customers, spread across diverse industries and geographical areas. Ongoing credit evaluation is performed on the financial condition of trade receivables. The average credit period on sales is 51 (2018: 58 days) except for some customers where a longer credit period has been approved. The average age of these receivables is 54 (2018: 54 days). The Reporting Entity has provided fully for all receivables over 90 days because historical experience is that, such receivables past due beyond 90 days are generally not recoverable. Trade receivables between 60 days and 90 days are provided for based on estimated irrecoverable amounts from the sale of goods, determined by reference to past default experience and historical data of payment statistics.

Included in the Reporting entity's trade receivables balance are debtors with a carrying amount of USD 9 million (2018: USD 9 million) which are past due and fully impaired. This was the only instance in last 5 years where any debtor have been credit impaired.

In determining the recoverability of a trade receivable, the Reporting Entity considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the reporting date. The concentration of credit risk is limited due to the customer base being large and unrelated.

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The maximum exposure to credit risk for trade receivables at the reporting date by geographic region was:

	USD million	
	2019	2018
Domestic and Gulf Cooperation Council Countries	39	32
North America	35	67
Asia	235	429
Europe	51	69
Other regions	55	24
	<u>415</u>	<u>621</u>

A summary of the Reporting Entity's exposure for trade receivables are as follows:

	USD million			
	2019		2018	
	<i>Non-credit impaired</i>	<i>Credit impaired</i>	<i>Non- credit</i>	<i>Credit impaired</i>
Not due	394		601	-
Past due				
- Secured with collaterals	20	8	19	8
- Not secured	1	1	1	1
Gross carrying amount	<u>415</u>	<u>9</u>	<u>621</u>	<u>9</u>
Loss allowance	-	(9)	-	(9)
	<u>415</u>	<u>-</u>	<u>621</u>	<u>-</u>

Due from related parties

Transactions with related parties are carried out on a negotiated contract basis. The related parties are with high credit rating and repute in the market. Impairment on the due from a related party have been measured on the basis of lifetime expected credit losses.

The Reporting Entity considers that these have low credit risk based on historical experiences, available press information and experienced credit judgment. As on 31 December 2019, these are neither impaired nor due.

Bank balances and time deposits

Bank balances and time deposits are held with bank and financial institution counterparties, which are highly rated. Impairment on bank balances has been measured on a 12-month expected loss basis and reflects the short maturities of the exposures. The Reporting Entity considers that its bank balances have low credit risk based on the external credit ratings of the counterparties. The 12 month ECL computed on the bank balances and term deposits are insignificant.

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Liquidity risk

Liquidity risk is the risk that the Reporting Entity will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Reporting Entity's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Reporting Entity's reputation.

Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has built an appropriate liquidity risk management framework for the management of the Reporting Entity's short, medium and long-term funding and liquidity management requirements. The Reporting Entity manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The table below analyses the Reporting Entity's non-derivative financial liabilities based on the remaining period at the combined statement of financial position to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	USD million					Carrying amount
	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Total	
As at 31 December 2019						
Trade and other payables	465	-	-	-	465	465
Due to related parties	117	-	-	-	117	117
Loans and borrowings	185	166	3,241	1,852	5,444	4,607
Lease liabilities	65	68	222	468	823	587
Total	832	234	3,463	2,320	6,849	5,776
As at 31 December 2018						
Trade and other payables	578	-	-	-	578	578
Due to related parties	142	-	-	-	142	142
Loans and borrowings	185	166	3,351	2,012	5,714	4,591
Total	905	166	3,351	2,012	6,434	5,311

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Reporting Entity's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. The Reporting Entity's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates.

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Foreign currency risk

The Reporting Entity undertakes certain transactions denominated in foreign currencies. Hence, exposures to exchange rate fluctuations arise.

The Reporting Entity's on balance sheet exposure to foreign currency denominated monetary assets and monetary liabilities at the reporting date are as follows:

	USD million				Total
	Euro	Canadian Dollar	Kuwait Dinar	Other	
31 December 2019					
Assets	213	63	67	156	499
Liabilities	(197)	(252)	(635)	(101)	(1,185)
Net exposure	16	(189)	(568)	55	(686)
31 December 2018					
Assets	125	91	179	207	602
Liabilities	(26)	(246)	(547)	(68)	(887)
Net exposure	99	(155)	(368)	139	(285)

The following exchange rates were applied to translate the monetary assets and liabilities at 31 December 2019:

	Reporting date Mid-spot rate	
	2019	2018
Euro	0.891	0.873
Canadian Dollar	0.769	0.735
Kuwaiti Dinar	0.303	0.303

Foreign currency sensitivity analysis

As at 31 December 2019, if the USD had weakened / strengthened by 5% against the Euro, Canadian dollar and Kuwaiti Dinar with all other variables held constant, profit for the year would have been lower / higher by USD 34 million (2018: USD 18 million).

Foreign currency exposure risks are managed by dealing in forward contracts within approved limits. As at 31 December 2019, the Reporting Entity had following net notional forward exchange contracts (off balance sheet exposure)

Long position	USD million	
	2019	2018
KD	741	633
CAD	216	289
Euro	225	162
Others	4	34

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	USD million	
	2019	2018
Short position		
KD	224	313
CAD	110	150
Euro	124	138
Others	8	59

The fair value of forward foreign exchange contracts is estimated by discounting the difference between the contractual forward price and the current forward price for the residual maturity of the contract using a risk free interest rate. These are classified as Level II.

Interest rate risk

The Reporting Entity is exposed to interest rate risk as it borrows and places funds.

Interest rate sensitivity analysis

During the year, if interest rates on USD denominated borrowings had been 10 basis points higher/lower with all other variables held constant, profit for the previous year would have been USD 1.9 million (2018: USD 1.9 million) lower/higher, mainly as a result of higher/lower interest expense on floating rate borrowings.

The Reporting Entity's exposure to interest rates on financial assets and financial liabilities are disclosed in Notes 12 and 13 to the combined financial statements.

Determination of fair values

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Underlying the definition of fair value is the presumption that the Reporting Entity is a going concern without any intention, or need, to liquidate, curtail materially the scale of its operations or undertake a transaction on adverse terms.

The fair value of financial assets and financial liabilities (excluding derivative instruments, medium term notes and Sukuk) is determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions. The fair value of forward exchange contracts is estimated by discounting the difference between the contractual forward price and the current forward price for the residual maturity of the contract using a risk-free interest rate (level II inputs). The fair value of medium term notes and Sukuk are determined using quoted prices (level I inputs). All other financial instruments are classified as Level III.

23. Commitments and contingent liabilities

Commitments

The Reporting Entity has a fixed gas purchase commitment with a related party of approximately USD 1 million per day (31 December 2018: USD 1.36 million) until the agreement is cancelled in writing by both the parties.

The Reporting Entity under the excess EG marketing agreement has a commitment to purchase from DOW an annual volume for a term to 2024.

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The Reporting Entity under the Ethylene Supply Agreement has a commitment to purchase and obligates DCC ULC to supply a contract quantity of ethylene each year through 2024 with an additional two five year extensions through to 2034 in respect of the manufacturing plants in Alberta.

The Reporting Entity under the Ethylene Supply Agreement has a commitment to purchase and obligates The Dow Chemical Company to supply 26.7% of output of one of Dow's ethylene crackers (TX-9), for USGC project, through the earlier of A) Dow Cracker facility permanently cease to operate or B) MEGlobal USGC plants cease to operate, subject to certain other conditions. The useful life of this asset 25 years, starting from 2019.

In addition to the above, the Reporting Entity had the following commitments and contingent liabilities outstanding as at 31 December 2019:

	USD million	
	2019	2018
Letters of credit and letters of guarantee	1	290
Capital commitments	28	192
Ethylene reservation fees	-	315
License-Gulf coast	-	2

Contingent liabilities

Corporation Income Tax Assessment from the Canadian Revenue Agency

In December 2018, ME Global Canada ULC received a Corporation Income Tax Assessment from the Canadian Revenue Agency (CRA) for a transfer pricing adjustment amounting to CAD\$ 62 million (USD 45 million) resulting in additional tax impact of CAD\$ 13 million (USD 9 million) relating to tax year 2013. In November 2019, ME Global Canada ULC received a Corporation Income Tax Assessment from the Canadian Revenue Agency (CRA) for an additional tax impact CAD\$ 14.4 million (USD 11.07 million) relating to tax year of 2014. This assessment is issued subsequent to the final audit report completed for the tax years 2013, 2014 and 2015 by the CRA.

The Management intends to file a notice of objection for the 2014 assessment within the stipulated period as it did for the 2013 assessment in March 2019. The management is confident that it can defend their submitted inter-company transfer price and get the assessment reversed through the appeal process, similar to prior years and is of the view that no additional tax liability is required for this assessment. The company has not received the final Corporation Tax Assessment for the tax year 2015.

Unutilized tax losses no longer available for deduction

In September 2018, a subsidiary, Equipolymers GmbH received a notice from the German Tax Office as a conclusion of the tax audit opinion relating to the fair valuation of Equipolymers GmbH during the merger of Equipolymers BV with MEGlobal BV in 2011 concluding that the full amount of the unutilized tax losses not offset or deducted as at 1 July 2011 is no longer available for deduction against future profits (EUR 171 million of Corporate Tax loss / EUR 161 million of trade tax loss) on the basis that the valuation report submitted by the subsidiary on 15 July 2013 was not prepared based on the merger date of July 1, 2011. The subsidiary submitted a revised valuation report with full compliance to the German Valuation Standards to the tax office on 19 December 2018 which reflected hidden reserves of EUR 137 million. Following the multi-year tax assessment, which included the new valuation report submitted, the subsidiary and the German tax authority arrived at a negotiated settlement on a forfeiture of corporate tax losses amounting to EUR 87.38 million and trade tax losses amounting to EUR 77.42 million.

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Accordingly, the subsidiary has carried forward corporate tax loss of EUR 86.7 million (USD 97.3 million) and trade tax loss of EUR 86.3 million (USD 96.86 million) as at the date of merger (1 July 2011). The management has determined that the position is no longer uncertain and the carried forward losses are available for utilization by the subsidiary post restructuring after the forfeiture.

24. Operating leases

	USD million	
	2019	2018
Less than one year	-	25
Between one and five years	-	25
More than five years	-	50
	<u>-</u>	<u>100</u>