

GCP (UK) Holdings Limited
(Registered Number: 09621665)

Annual Report and Financial Statements

Year Ended 31 December 2018



GCP (UK) Holdings Limited

Annual report and financial statements for the year ended 31 December 2018

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GCP (UK) Holdings Limited

Company information

(Registered Number: 09621665)

Directors

Alexander Nielsen
Elizabeth Ann Cowell
Andrew Kelly
Ameeka Kaura

Secretary

Abogado Nominees Limited

Registered Office

100 New Bridge Street
London
EC4V 6JA

Independent Auditors

PricewaterhouseCoopers LLP
The Atrium
1 Harefield Road
Uxbridge
UB8 1EX

Bankers

Deutsche Bank
6 Bishopsgate
London
EC2P 2AT

Solicitors

Baker McKenzie
100 New Bridge Street
London
EC4Y 6JA

GCP (UK) Holdings Limited

Strategic Report for the Year Ended 31 December 2018

The directors present their strategic report of the company for the year ended 31 December 2018. The company is incorporated in England and Wales and it is a limited by shares company.

Principal activities

The company's principal activity is to act as an intermediate holding company for the GCP Applied Technologies Group of companies.

Review of business and future developments

The company is a holding company only with no other activities. Going forward, GCP (UK) Holdings Limited will continue to act in its existing capacity.

Principal risks and uncertainties

In the opinion of the directors, the principal risks and uncertainties relate to competition from other manufacturers to the activities of its subsidiaries. The other risks include customer payment in its subsidiaries. These risks are managed by its subsidiaries.

Financial risk management objectives and policies

The company uses a variety of financial instruments including, debtors and creditors that arise directly from its principal activity as a holding company. The main purpose of these financial instruments is to provide working capital for the company to continue as going concern.

The directors are of the view that the main risks arising from the company's financial instruments are currency risk and liquidity risk. The directors do not consider credit risk to be significant given the insignificant level of non-group debtor balances outstanding at year end. The directors set and review policies for managing each of these risks and they are summarised below.

Currency Risk

The company is exposed to translation and foreign exchange risk. This risk is mitigated, where possible, by undertaking transactions in its reporting currency. The company has the facility to enter into forward currency agreements if deemed necessary given the specific risks of each situation.

Liquidity risk

The company has obtained a letter of support from its ultimate parent undertaking (see "Going Concern" on page 5)

GCP (UK) Holdings Limited

Strategic Report for the Year Ended 31 December 2018 (Continued)

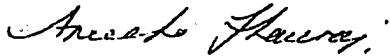
Key performance indicators

The directors do not have any key performance indicators given it is a holding company.

Going concern

At 31 December 2018, the company has net assets of \$398,322,628 and net current liabilities of \$67,737,469 (including net payables to other group undertakings of \$54,758,538). The directors have obtained a letter of support from GCP Applied Technologies Inc., the ultimate parent undertaking, confirming that it will provide support to the company so as to allow it to pay its debts as they fall due for a period of at least 12 months from the date of signing these financial statements. On the basis of this letter, the directors consider it appropriate to prepare the financial statements on a going concern basis.

On behalf of the board



Ameeka Kaura
Director

Date 31 OCTOBER 2019.

GCP (UK) Holdings Limited

Directors' Report for the Year Ended 31 December 2018

The directors present their report and the audited financial statements of the company for the year ended 31 December 2018.

Results and dividends

The profit for the financial year was US \$276,190,676 (2017: profit of US \$32,287,565 restated). The directors have proposed and paid a dividend of US \$152,595,473 (2017: US \$240,000,000).

Directors

The following have been directors during the year and up to the date of signing these financial statements.

Alexander Nielsen
Elizabeth Ann Cowell
Benoit Magrin (Resigned on 4 May 2018)
Andrew Kelly
Rustam Wartan (Resigned 31 January 2019)
Upkar Ricky Singh Tatla (Resigned 17 July 2019)
Karen Elizabeth Christian (Resigned on 26 September 2018)
Ameeka Kaura (Appointed 15 July 2019)

Statement of directors' responsibilities in respect of the financial statements

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

GCP (UK) Holdings Limited

Directors' Report for the Year Ended 31 December 2018 (Continued)

Statement of directors' responsibilities in respect of the financial statements (continued)

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006.

Directors' confirmations

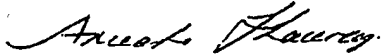
In the case of each director in office at the date the Directors' Report is approved:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Independent auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution to reappoint them will be proposed at the annual general meeting in accordance with section 487 of the Companies Act 2006.

On behalf of the board



Ameeka Kaura
Director

Date 31 October 2019

Independent auditors' report to the members of GCP (UK) Holdings Limited

Report on the audit of the financial statements

Opinion

In our opinion, GCP (UK) Holdings Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report, which comprise: the statement of financial position as at 31 December 2018; the income statement and the statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

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

Independence

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

Conclusions relating to going concern

ISAs (UK) require us to report to you when:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of the above matters.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern. For example, the terms on which the United Kingdom may withdraw from the European Union are not clear, and it is difficult to evaluate all of the potential implications on the company's trade, customers, suppliers and the wider economy.

Reporting on other information

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

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

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Strategic Report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 31 December 2018 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

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

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of Directors' Responsibilities in Respect of the Financial Statements, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.


Other required reporting

Companies Act 2006 exception reporting

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

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

We have no exceptions to report arising from this responsibility.


Christopher Maw (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Uxbridge

21 October 2019

GCP (UK) Holdings Limited

Income Statement for the year ended 31 December 2018

Registered Number: 09621665

	Notes	2018 US\$	2017 US\$ (As restated *)
Gain on sale of investments		-	10,017,563
Administrative expenses		(71,598,598)	(23,418,519)
Operating (loss)	2	(71,598,598)	(13,400,956)
Income from participating interests		356,471,670	45,691,842
		284,873,072	32,290,886
Finance (expense)/income		(7,696,606)	(3,321)
Profit/(Loss) before taxation		277,176,466	32,287,565
Tax on profit/(loss)	5	(985,790)	-
Profit/(Loss) for the financial year		276,190,676	32,287,565

*For details of the restatement, see note 15

All amounts relate to continuing operations.

The company has no other items of comprehensive income in the above periods.

GCP (UK) Holdings Limited

Statement of Financial Position as at 31 December 2018

	Notes	2018 US\$	2017 US\$ (As restated *)
Fixed assets			
Investments	6	466,060,097	516,210,670
		<u>466,060,097</u>	<u>516,210,670</u>
Current assets			
Debtors	7	100,108,044	131,043
		<u>100,108,044</u>	<u>131,043</u>
Current liabilities			
Creditors: amounts falling due within one year	8	(167,845,513)	(228,014,287)
Net current liabilities		<u>(67,737,469)</u>	<u>(227,883,244)</u>
Total assets less current liabilities		398,322,628	288,327,426
Creditors: amounts falling due after than one year	9	-	(13,600,000)
Net assets		<u>398,322,628</u>	<u>274,727,426</u>
Capital and reserves			
Called up share capital	11	53,022,210	53,022,210
Share premium account		172,064,021	172,064,021
Retained earnings		173,236,397	49,641,195
Total shareholders' funds		<u>398,322,628</u>	<u>274,727,426</u>

*For details of the restatement, see note 15

The financial statements on pages 10 to 23 were approved by the board of directors on 31 October 2019 and were signed on its behalf by:

Ameeka Kaura

Ameeka Kaura
Director

GCP (UK) Holdings Limited

Statement of changes in equity for the year ended 31 December 2018

	<i>Called up share capital US\$</i>	<i>Share Premium US\$</i>	<i>Retained Earnings US\$</i>	<i>Total US\$</i>
As at 1 January 2017	53,022,210	422,064,021	7,353,629	482,439,860
Profit for the year				
- restated			32,287,565	32,287,565
Reduction in Share Premium		(250,000,000)	250,000,000	-
Equity dividends paid			(240,000,000)	(240,000,000)
As at 31 December 2017				
- restated	53,022,210	172,064,021	49,641,194	274,727,425
Profit for the financial year			276,190,676	276,190,676
Equity dividends paid			(152,595,473)	(152,595,473)
As at 31 December 2018	53,022,210	172,064,021	173,236,397	398,322,628

*For details of the restatement, see note 15

GCP (UK) Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2018

1 Accounting policies

The company is a holding company of the GCP Applied Technologies group. It is a private company limited by shares and is incorporated in England. The address of its registered office is 100 New Bridge Street, London EC4V 6JA.

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

(a) Basis of preparation

The financial statements of GCP (UK) Holdings Limited have been prepared on a going concern basis, under the historical cost convention and in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006.

The financial statements contain information relating to GCP (UK) Holdings Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is a wholly-owned subsidiary of GCP Applied Technologies Inc. and is included in the consolidated financial statements of the ultimate parent undertaking GCP Applied Technologies Inc., which are publicly available. Consequently, the company has taken advantage of the exemption from preparing consolidated financial statements under the terms of section 401 of the Companies Act 2006.

(b) Prior year adjustment

The prior year financial statements have been restated to correct an error in relation to the gain recognised on the sale of investments. See note 15 for details of the restatement.

(c) Going concern

At 31 December 2018, the company has net assets of \$399,730,151 and net current liabilities of \$66,329,946 (including net payables to other group undertakings of \$54,758,538). The directors have obtained a letter of support from GCP Applied Technologies Inc., the ultimate parent undertaking, confirming that it will provide support to the company so as to allow it to pay its debts as they fall due for a period of at least 12 months from the date of signing these financial statements. On the basis of this letter, the directors consider it appropriate to prepare the financial statements on a going concern basis.

(d) Foreign currencies

The company's functional and presentation currency is the US Dollar.

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions. At the yearend foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign

GCP (UK) Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2018

1 Accounting policies (continued)

currencies are recognised in the income statement except when deferred in other comprehensive income as qualifying cash flow hedges. Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the income statement within 'finance (expense)/income'. All other foreign exchange gains and losses are presented in the income statement within 'Administrative expenses'.

(e) Cash pooling

The company, along with other European members of the GCP Applied Technologies Inc. group, is party to a cash pooling arrangement with Deutsche Bank whereby each members' local bank accounts are zero balanced each day by transfer to or from Grace Construction Products N.V. a fellow group company, in order to more efficiently manage the overall European cash resources through the treasury department of this company. See note 10.

(f) Investments

Investments in group undertakings are recorded at cost plus incidental expenses less any provisions for impairment. Impairment reviews are performed by the directors when there has been an indication of potential impairment.

(g) Related party transactions

The company discloses transactions with related parties which are not wholly owned by the company's ultimate parent undertaking. The company does not disclose transactions with related parties which form part of its group.

(h) FRS 102 Exemptions

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to certain conditions, which have been complied with, including notification of, and no objection to, the use of exemptions by the company's shareholders. The company has taken advantage of the following exemptions:

- i. from the requirement to prepare a statement of cash flows as required by paragraph 3.17 (d) of FRS 102;
- ii. from the requirement to present financial instruments disclosures, as required by FRS 102 paragraphs 11.39 to 11.48A, paragraph 12.26 and 12.29; and
- iii. from the requirement to disclose the key management personnel compensation in total as required by paragraph 33.7 of FRS 102.

(i) Critical accounting estimates and assumptions

The company makes estimates and assumptions concerning the future. The resulting accounting estimates will seldom equal the actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year are:

a) Impairment of Investments

The directors have reviewed the carrying value of the investments in subsidiary undertakings to determine whether the investments are required to be impaired. In doing so they have considered the net realisable value of the individual investments and recorded an impairment where appropriate. The calculation of the net realisable value involves the use of estimates, for example

GCP (UK) Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2018

1 Accounting policies (continued)

in determining the discount rate applicable to future cash flows and the estimation of those cash flows.

(j) Financial instruments

The company has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments. The company has only basic financial instruments.

Basic financial assets comprise amounts due from other group companies and cash and bank balances and are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Such assets are subsequently carried at amortised cost using the effective interest method.

Financial assets are de-recognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of ownership of the asset are transferred to another party or (c) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

Basic financial liabilities comprise trade and other payables and amounts due to other group companies and are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Debt instruments are subsequently carried at amortised cost using the effective interest method.

Accounts payable are classified as current liabilities if payment is due within one year. If not, they are presented as non-current liabilities. They are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Financial liabilities are de-recognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

Financial assets and financial liabilities are offset and the net amounts presented in the financial statements when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and liability simultaneously.

Finance income from financial assets and finance costs on financial liabilities are recognised in the profit and loss account using the effective interest rate method.

GCP (UK) Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2018

2 Operating profit/ (loss)

Operating profit/ (loss) is stated after (crediting)/ charging:

	2018 US\$	2017 US\$ Restated
Foreign exchange loss	809	23,775
Auditors' remuneration - audit services	21,000	37,376
Gain on sale of investments	-	(10,017,563)
Impairment of investments	71,887,190	23,090,796

The impairment of investments arose following the review of the carrying value of investments undertaken by the directors at the balance sheet date.

3 Directors' emoluments

The directors are primarily employed by other companies in the Group and remunerated by those companies for their services to the Group as a whole. No recharge has been made to the company (2017: US\$ Nil).

4 Employees

The company had no employees during the year (2017: no employees).

GCP (UK) Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2018

5 Tax on profit/ (loss)

The tax charge assessed for the year is US\$ 985,790 (2017: US\$ Nil), which is different (2017: different) to the standard rate of corporation tax in the UK of 19% (2017: 19.25%). The differences are explained below:

Factors affecting tax charge for the year

	2018 US\$	2017 US\$ Restated
Profit before taxation	277,176,466	32,287,565
Profit multiplied by standard rate of UK corporation tax of 19% (2017: 19.25%).	52,663,529	6,215,356
Effects of:		
Capital gain on disposal of investment not subject to taxation	-	(1,928,381)
Non-taxable income	(67,729,618)	(8,795,680)
Expenses not deductible for tax purposes	13,658,566	4,444,978
Losses carried forward	1,407,523	-
Withholding tax paid	985,790	-
Group relief surrendered	-	63,727
Current tax charge for the year	985,790	-

Factors that may affect future tax charge:

In accordance with the Finance (No. 2) Act 2016 the UK corporation tax rate will reduce to 17% in 2020.

6 Investments

	2018 US\$	2017 US\$ Restated
Net book value		
As at 1 January	516,210,670	482,992,642
Additions	28,000,000	235,234,980
Disposal	(6,263,383)	(178,926,156)
Impairment	(71,887,190)	(23,090,796)
As at 31 December	466,060,097	516,210,670

GCP (UK) Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2018

6 Investments (continued)

Refer to Note 2 for impairment incurred in the year in relation to investments held by GCP Applied Technologies (UK) Limited, which reflects the current and projected financial performance of the subsidiary undertakings.

Investments	Address	Activity	Country of Incorporation	Holding
GCP Korea Inc. of (Gojang-dong, 70B 1L),	301 Cheongneung-daero, Namdong-Gu, Incheon, Korea	Trading	Korea	*100%
GCP Applied Technologies (India) Pvt Ltd.	Plot-90, Sector-8, IMT Manesar, Gurgaon, HARYANA - 122050, India	Trading	India	*99%
GCP Products (Ireland) Limited	70 Sir John Rogerson's Quay, Dublin 2, Republic of Ireland	Trading	Ireland	*100%
GCP (New Zealand) Limited	C/-Deloitte, 80 Queen Street, Auckland, 1010,	Trading	New Zealand	*100%
GCP Kriz	Saratov Oblast. 412450 Kalininsk, Russian Federation	Trading	Russia	100%
GCP Produits de Construction SAS	ZA les Foulletons, 39140 Larnaud, France	Trading	France	99%
GCP Netherlands Branch of Esserstraat	79, 4813EJ Breda, Netherlands	Trading	Netherlands	100%
GCP (Poland) Sp.z.o.o.of ul. Bulgarska	69/73, Poznań, 60-320, Poland	Trading	Poland	*100%
GCP Australia Pty. Ltd.	40 Scanlon Drive, Epping Victoria, Australia	Trading	Australia	*100%
GCP Applied Technology N.V. of Industriepark	8, BE 2220 Heist-op-den-Berg, Belgium	Holding company	Belgium	*100%
GCP Applied Technology Hellas E.P.E	64 Kiffisias Avenue, Amaroussio Athens Greece. Post code 15125	Trading	Greece	*100%
GCP Applied Technologies (UK) Ltd.	580-581 Ipswich Road, Slough SL1 4EQ, United Kingdom	Trading	United Kingdom	100%
GCP Products UK Limited	580-581 Ipswich Road, Slough SL1 4EQ, United Kingdom	Holding company	United Kingdom	*100%
GCP Operations Center Inc.	4F Unit 1 iHub 1 Building Northgate Cyberzone	Trading	Philippines	100%
PT GCP Applied Technologies Indonesia	Cikarang Industrial Estate Kav C32	Trading	Indonesia	85%

GCP (UK) Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2018

GCP Taiwan Inc.	15F, No.170 , Dunhwa North Rd.,Taipei 10548 , Taiwan (R.O.C.)	Trading	Taiwan	100%
GCP Malaysia Sen.	Suite 1005, 10th Floor Wisma Hamzah-kwong Hing No.1 Leboh Ampang 50100 Kuala Lumpur	Trading	Malaysia	100%
GCP Vietnam Company Ltd.	Plot B14, Section B, Road No.12, Xuan Thoi Son Small Scale Arts and Crafts Group, National Road 22, Xuan Thoi Son Village, Hoc Mon District, Ho Chi Minh City	Trading	Vietnam	100%
GCP Singapore Pte Ltd	25 Tanjong Penjuru, Singapore 609024	Trading	Singapore	100%
GCP (Hong Kong) Limited	Grace Industrial Building, No. 6 On Chuen Street, On Lok Tuen, Fanling, N.T., Hong Kong	Trading	Singapore	100%
GCP Applied Technologies Africa Pty Ltd.	Corner Mill & Iscor Streets, Bellville South, 7530, Cape Town	Trading	South Africa	*100%
GCP Applied Technologies (Philippines) Inc.	Silangan Canlubang Industrial Park, Canlubang Calamba Laguna, Philippines 4028	Trading	Philippines	100%
GCP Química Compañía Limitada	El Otoño 525 Región Metropolitana, Lampa, Santiago, Chile	Trading	Chile	100%
GCP Argentina SA	Primera Junta 570 Quilmes, Buenos Aires, Argentina B18781P	Trading	Argentina	95%
Grace Brasil Ltda	Avenida Paraná, 4690 Sorocaba-SP, Brasil CEP 18105-000	Trading	Brasil	100%
GCP Canada Inc.		Trading	Canada	*100%
GCP Germany GmbH	Pyrmonter Str 56, 32676 Lügde, Germany	Trading	Germany	100%
GCP Japan K.K	100 Kaneda, Atsugi-shi, kanagawa- Ken 243-0807 Japan	Trading	Japan	100%
Union Société Financière SA	Buchhaltungs- und revisions-AG,	Trading	Belgium	*100%

GCP (UK) Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2018

	Bundesstrasse 3, 6304 Zug, Switzerland			
De Neef Constructin Chemicals BVBA	Industriepark 8, BE 2220 Heist-op-den-Berg	Trading	Belgium	*100%
GCP Sweden AB	Berga Alle 1, 254 52 Helsingborg, Sweden	Trading	Sweden	*100%
GCP Italiana S.p.A.	Piazza Meda, 3 - 20121 Milano, Italy	Trading	Italy	*100%
AP Chem Incorporated		Dormant	United States	100%
Inverco Benelux NV	Lodewijk de Raetlaan 15, BE 8870 Izegem	Dormant	Belgium	100%
De Neef UK	580-581 Ipswich Road, Slough, Berkshire SL1 4EQ, United Kingdom	Dormant	United Kingdom	100%
Grace Russia LLC	Lesnoy Pereulok. 125047 Moscow	Trading	Russia	100%
De Neef France S.a.r.l.	86 avenue du château, 95310 Saint Ouen l'Aumône, France	Dormant	Belgium	100%
GCP Construction Products Holdings (UK) Ltd.	580-581 Ipswich Road, Slough, Berkshire SL1 4EQ, United Kingdom	Holding company	United Kingdom	*100%
GCP Applied Technologies Holdings (UK) Ltd.	580-581 Ipswich Road, Slough, Berkshire SL1 4EQ, United Kingdom	Holding company	United Kingdom	*100%
Stirling Lloyd Ltd.	580-581 Ipswich Road, Slough, Berkshire SL1 4EQ, United Kingdom	Holding company	United Kingdom	100%
GCP Const Mat Spain S.L.	C/Antonio Machado, 78-80. 2ª Planta. Viladecans 088840	Dormant	Spain	100%
Grace Portugal LDA	Avenida 25 de Abril 672, Edifício Alvorada 2. 2750-512 Cascais	Dormant	Portugal	100%
De Neef (CH) AG	Wirtschafts-Treuhand AG, Arnold Boecklin-Str. 25, 4051 Basel, Switzerland	Dormant	Switzerland	100%
De Neef Ptd.	25 Tanjong Penjuru, Singapore 609024	Dormant	Singapore	100%
De Neef Construction Chemicals (China) Limited	Grace Industrial Building, No. 6 On Chuen Street, On Lok Tsuen, Fanling, N.T., Hong Kong.	Dormant	Hong Kong	100%

GCP (UK) Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2018

De Neef Scandinavia SA	Berga Alle 1, 254 52 Helsingborg, Sweden	Trading	Sweden	100%
GCPAT Holdings Japan G.K.	100 Kaneda, Atsugi-shi, kanagawa-Ken 243- 0807 Japan	Holding Company	Japan	*100%
GCP International Holdings (UK) Ltd.	580-581 Ipswich Road, Slough SL1 4EQ, United Kingdom	Holding company	United Kingdom	*100%
GCP Applied Technologies Holdings GmbH	Pyrmonter Str. 56, 32676 Lügde, Germany	Holding Company	Germany	*100%
GCP Construction Products N.V.	Lodewijk de Raetlaan 15, BE 8870 Izegem	Trading	Belgium	100%
De Neef Deutschland GmbH	Pyrmonter Str. 56, 32676 Lügde, Germany	Dormant	Germany	100%
GCP Applied Technologies (India) Private Ltd.	lot No 90, Sector-8, IMT Manesar, Gurgaon, . Haryana-122050. India	Trading	India	*100%
GCP Applied Technologies (China) Company Limited	30 Honghe Rd, Minghang Eco.& Tech. Dev.Zone Shanghai 200245, China	Trading	China	*100%

* Held directly by GCP (UK) Holdings Limited. All other investments are indirectly held. The trading companies are engaged in the manufacture or distribution of products for the construction or packaging industries.

7

Debtors

	2018 US\$	2017 US\$ Restated
Other debtors	11,199	131,043
Amounts owed by group undertakings	100,096,845	-
	100,108,044	131,043

Amounts owed by group undertakings are unsecured, interest free and are repayable on demand.

GCP (UK) Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2018

8 Creditors: amounts falling due within one year

	2018 US\$	2017 US\$ Restated
Trade Creditors	29,575	16,261
Amounts owed to group undertakings	154,855,383	172,868,081
Accruals and deferred income	12,912,333	29,945
Other Creditors	48,222	55,100,000
	167,845,513	228,014,287

Amounts owed to group undertakings are unsecured, interest free and are repayable on demand, other than as noted in note 10.

9 Creditors: amounts falling due within one year

	2018 US\$	2017 US\$
Other Creditors	-	13,600,000
	-	13,600,000

Other creditors due after more than one year are repayable within 1 to 2 years of the balance sheet date.

10 Cash pooling

Included within the amounts owed to group undertakings is the cash pooling creditor balance of US \$98,615,082 (2017: creditor of US \$112,548,008). As disclosed in note 1, the company is subject to a cash pooling arrangement with Deutsche Bank whereby its bank accounts are zero balanced each day by transfer to or from Grace Construction Products N.V. Amounts owed within this cash pooling arrangement attributable to GCP (UK) Holdings Limited are immediately payable to the company on demand and accrue interest at a rate of LIBOR plus a margin of 1.75%.

11 Called up share capital

	2018 US\$	2017 US\$
At 1 January	53,022,210	53,022,210
Allotted and fully paid in the year/ period – Nil (2017: Nil) shares of US\$15.00 each	-	-
At 31 December		
Allotted and fully paid – 3,534,814 (2017: 3,534,814) shares of US\$15.00 each	53,022,210	53,022,210

GCP (UK) Holdings Limited

Notes to the Financial Statements for the Year Ended 31 December 2018

12 Related party transactions

The company is a wholly owned subsidiary of GCP Applied Technologies Inc. and is included in that company's consolidated financial statements.

The company has availed of the exemption provided in FRS102, "Related Party Disclosures", for subsidiary undertakings whose voting rights are wholly controlled within the group, from the requirement to give details of transactions with entities that are part of the group or investees of the group qualifying as related parties. The financial statements reflect the effects of this group membership.

13 Cash flow statement

The company is a wholly-owned subsidiary of GCP Applied Technologies Inc. and the cash flows of the company are included in the consolidated cash flow statement of its ultimate company GCP Applied Technologies Inc.. The company has accordingly taken the exemption available under FRS 102 (paragraph 1.11 and 1.12), from publishing a cash flow statement.

14 Ultimate parent undertaking and controlling party

The ultimate parent undertaking and controlling party is GCP Applied Technologies Inc. incorporated in the United States of America.

The only consolidated financial statements prepared and of which the company is a member is that of the ultimate holding company. Copies of the ultimate holding company's financial statement are publicly available and can be obtained at the address below.

Name	GCP Applied Technologies Inc.
Country of incorporation	United States of America
Address from which copies of the group financial statements are publicly available	62 Whittemore Avenue Cambridge, MA 02140 USA

15 Prior year adjustment

The prior year comparatives have been restated to properly account for the sale of an investment in 2017, the gain on which was erroneously recognized in the financial statements of the company rather than being recognized by its subsidiary undertaking. The impact of the restatement on the statement of financial position as at 31 December 2017 and on the income statement for the year then ended is to increase the amounts owed to group undertakings by \$21,125,873 (from \$151,742,208 to \$172,868,081), reduce the amounts owed by group undertakings by \$32,146,289 (from \$32,146,289 to \$nil), increase the carrying value of investments by \$22,638,000 (from \$493,572,670 to \$516,210,670) and reduce the gain on sale of investments by \$30,634,162 (from \$40,651,725 to \$10,017,563).