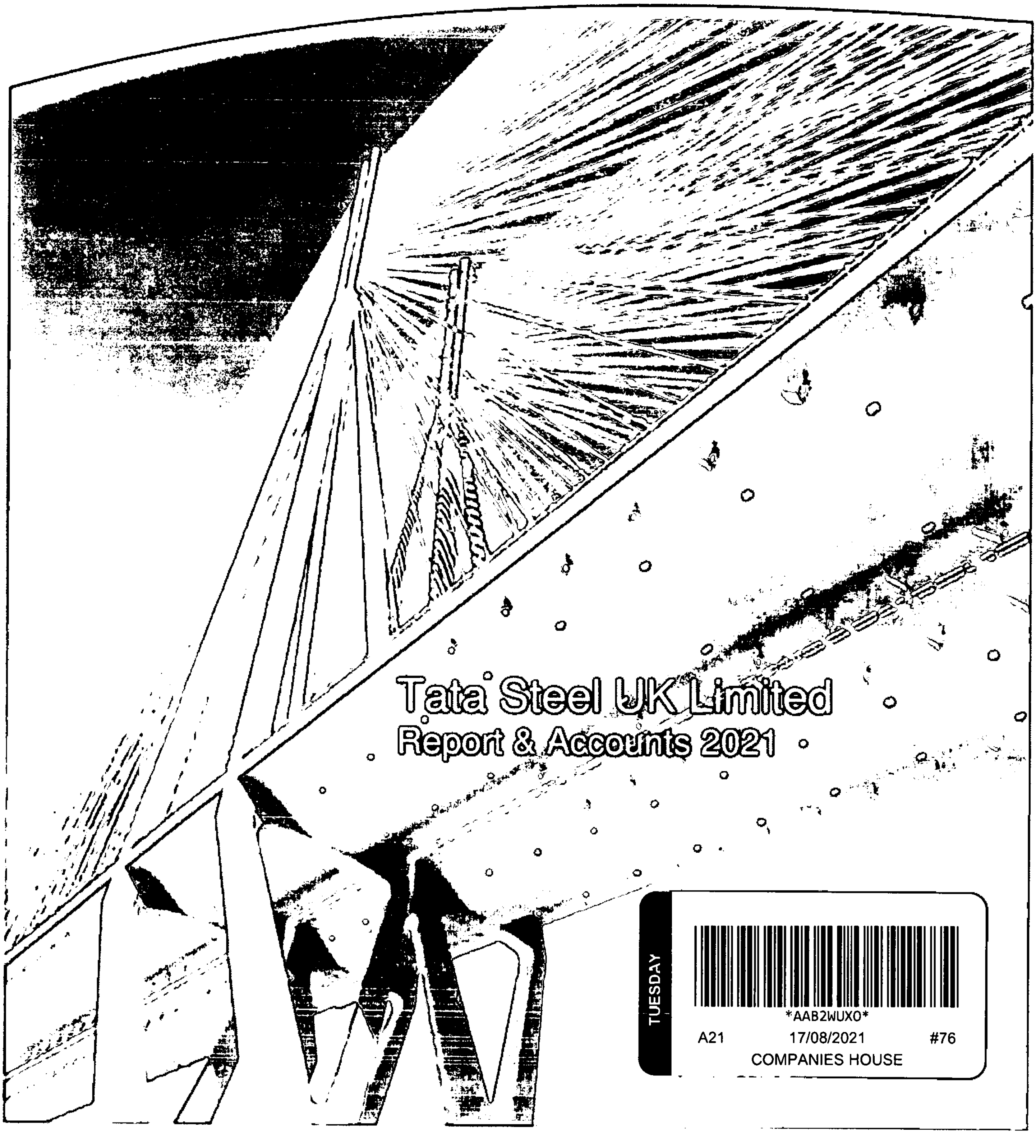
TATA STEEL

TATA



# Tata Steel UK Limited
## Report & Accounts 2021

## Contents

# A. Directors and advisors

## Directors

S Biswas
H Adam
K Chatterjee (Appointed 31 December 2020)
T V Narendran (Appointed 31 December 2020)
T Farquhar (Resigned 31 December 2020)
K Haider (Resigned 31 December 2020)
H Matheson (Resigned 31 December 2020)
J Phillips (Resigned 31 December 2020)
E Hoogenes (Resigned 31 December 2020)

## Secretary and registered office

SV Gidwani (Resigned 31 July 2021)
A Page (Appointed 10 August 2021)

18 Grosvenor Place
London
SW1X 7HS

## Company Number

02280000

## Independent Auditors

PricewaterhouseCoopers LLP
One Kingsway
Cardiff
CF10 3PW

## B. Strategic Report

*Introduction*

The Directors have pleasure in presenting their strategic report together with the audited accounts of Tata Steel UK Limited ('TSUK' or the 'Company') for the year ended 31 March 2021.

The Company has chosen to present the financial statements in accordance with FRS 101 *'Reduced Disclosure Framework'* 'FRS 101', a framework for entities who apply the presentation, recognition, measurement and disclosure requirements of international accounting standards in conformity with the requirements of the Companies Act 2006, but also ensure compliance with any relevant legal requirements applicable to it.

*Ownership*

TSUK is a subsidiary within the Tata Steel Europe Limited ('TSE') Group and its activities are managed as an integral part of the parents' operations. The ultimate parent company is Tata Steel Limited ('TSL'), which is a company incorporated in India with shares listed on BSE Limited (formerly the Bombay Stock Exchange Limited), Mumbai and the National Stock Exchange of India, and with global depositary receipts listed on the London and the Luxembourg Stock Exchanges.

*Principal activities*

The principal activities are the manufacture and sale of steel strip products throughout the world. The Company produces carbon steel by the basic oxygen steelmaking method at its integrated steelworks in the UK at Port Talbot. During 2020/21 this plant produced 3.4mt of liquid steel, 0.1mt lower than 2019/20 (3.5mt) due to the impact of the COVID-19 pandemic and resulting demand reductions.

The Company owns, or has access to, TSE Group sales offices, stockholders, service centres and joint venture or associate arrangements in a number of markets for distribution and further processing of steel products. These are supported by various agency agreements. The TSE Group organises its commercial activities into strategic sectors and these sector teams identify demand, which is met from a single, pan-European, supply chain function.

Principal end user markets for the Company's steel products are engineering, construction, automotive, retail and packaging. Further information on TSUK can be obtained from either the TSE's website (www.tatasteeleurope.com) and/or the TSL 2020/21 Annual Report & Accounts which may be obtained from its registered office at Bombay House, 24 Homi Mody Street, Mumbai, 400 001.

*Strategic activities*

TSUK started the year against the backdrop of the COVID-19 pandemic which caused a significant drop in demand for the Company's steel products and created challenges for TSUK's production facilities and for the health and safety of employees. In the first quarter of the 2020/21 financial year, demand for the Company's steel products was down by about 20% due to COVID-19 with certain sectors such as automotive experiencing a sharper decline than others, such as packaging, where demand was largely unaffected. TSUK also received government support including the Coronavirus Job Retention Scheme ('CJRS'), and in the form of agreed deferrals to payroll taxes and VAT. TSUK ensured a coordinated approach in order to protect the health and wellbeing of employees with those who could work from home doing so, supported by the appropriate tools, systems, and policies in line with national requirements. The manufacturing processes continued to operate with new social distancing practices and solutions deployed.

Throughout the year, TSUK along with the wider TSE Group continued to build on its successful company-wide Transformation programme to improve the performance of the business, helping it to become more sustainable and enabling investments necessary to secure its long-term future. Improvements in performance came from productivity improvements, increased sales of higher-value steels, and employment cost savings.

On 13 November 2020 TSE initiated a process to separate Tata Steel Netherlands ('TSN') and TSUK in order to pursue separate strategic paths for the Netherlands and UK businesses. The process to separate the Netherlands and UK business continues with the aim to conclude separation in 2021/22 once the detail of the separation has been agreed with various subsidiary boards and employee representatives.

# B. Strategic Report

## Business review

The Company's revenue from operations of £1,976m (2019/20: £2,143m) was 8% lower than the previous year due to the COVID-19 pandemic, which caused a sharp reduction in demand in the first half of the year although both demand and selling prices increased strongly in the second half of the year once the initial disruption from national lockdowns had passed.

Income from subsidiaries and joint ventures in 2020/21 of £2m was £536m lower than the previous year, due to the exceptional dividend income of £534m recognised in 2019/20 in relation to Corporate Simplification activities (see note 5).

The operating loss (including exceptional items) in 2020/21 was £272m (2019/20: loss of £956m), £674m better than 2019/20. The main reason for the improvement was because the prior year included an exceptional cost of £463m mainly relating to impairment of shares in subsidiaries, following corporate simplification transactions where the Company, as part of the wider TSL group, has been reducing the number of separate legal entities. This is intended to reduce costs, reduce complexity, aid in transparency and improve corporate governance.

Excluding these exceptional items, the operating loss in 2020/21 was £272m compared to a loss of £493m in 2019/20.

The improvement in the result was primarily due to:

- A lower impairment charge of £119m recognised in 2020/21 (2019/20: £255m) reflecting non-cash adjustments to write down the carrying value of property plant and equipment to its recoverable amount mainly in the Strip Products UK business.
- Higher profitability of c. £50m. TSUK managed to mitigate the loss of revenue due to the COVID-19 pandemic by reducing costs and utilising support available under the CJRS (see page 35) which, along with stronger market conditions in the second half of the year compared to the weak market conditions, and low profitability, experienced throughout 2019/20, enabled a year on year improvement. This improvement was despite additional emissions rights costs in 2020/21 which were £98m higher than in 2019/20.

The Company's net finance cost in 2020/21 of £77m was £88m lower than the previous year due mainly to reduce interest charges on loans from TSL group companies following the conversion of parent company debt to equity in 2019/20.

Taxation was a charge of £187m in 2020/21 (2019/20: credit of £127m) mainly due to a deferred tax charge recognised in the income statement to offset a net deferred tax credit in other comprehensive income relating mainly to BSPS actuarial losses.

The loss after taxation (including exceptional items) in 2020/21 was £534m (2019/20: £456m).

The balance sheet on page 23 of the financial statements shows the Company's financial position at the end of the financial year. Net assets as at 31 March 2021 were £641m (2019/20: £1,969m). The reduction of £1,328m was due to the loss after taxation of £534m caused mainly by the challenging trading conditions during the COVID-19 pandemic as well as impairment charges, and another comprehensive loss of £794m caused mainly by actuarial losses of £982m on the BSPS defined benefit pension scheme (see page 60).

In December 2019 the Company entered into a new short term loan agreement with an external bank for £200m. In June 2020 this loan was repaid using a short term intercompany loan from TSE which was renewed in December 2020 and again on 14 June 2021.

On 29 June 2021, TSUK entered into a Revolving Credit Facility ('RCF') with a number of external banks and on 5 July 2021 the size of this facility was increased to £200m. The RCF is committed up until June 2024 and provides the Company with access to funding to support its day to day working capital needs.

TSUK continues to have access to a trade receivables securitisation arrangement. Under the uncommitted arrangement, an external bank has agreed to purchase all eligible receivables from TSUK up to a programme maximum amount of £300m on a non-recourse basis. Subsequent to 31 March 2021, the maximum amount of this facility was increased to £400m.

Certain short- term funding is provided to the Company from TSE and TSL group companies. For further details, please see note 29. On 30 June 2021, TSUK received equity proceeds of £959m from its parent company Corus Group Limited ('CGL'), the funding for which had originally been provided by TSL group companies, in order to settle all short term funding, which had previously been provided by TSE and TSL group companies.

### Impact of Brexit

1 January 2021 marked the end of the Transition Period following the UK's departure from the European Union on 31 January 2020. Strong advance preparation across the Company and also the wider TSE Group ensured that the transition to the new trading environment went smoothly with plans successfully deployed to ensure full compliance with new border processes and regulatory requirements.

However, the impact of Brexit along with the ongoing pandemic did result in some major challenges particularly in logistics and haulage where demand out stripped supply. This remains an ongoing challenge and the Company estimates that process and transport costs have increased by around 15% because of Brexit. In addition, the establishment of UK specific steel safeguards in the EU has led to tariffs being paid in some cases due to disparities in the application of the safeguards.

The Company will continue to monitor and respond to the emerging legislation in the UK as it establishes a standalone regulatory environment post Brexit.

As noted above, the Company's activities are managed as an integral part of TSE's operations. The performance of TSE is discussed in the TSE Annual Report & Accounts, which does not form part of this report and the Company's directors do not believe that further and separate discussion of other key performance indicators for the Company (or discussion thereof) is necessary for an understanding of the development, performance or position of the Company.

### Principal risks and uncertainties

The other principal risks and uncertainties affecting the Company include health, safety, environmental and other compliance matters, employees, climate change, financing, cyber-attacks on information or operational technology, trading in the global steel market (including the impact of Brexit), long term competitiveness, performance and operations, exchange rates and access to raw materials & energy. Further information and discussion on these principal risks and uncertainties are included in the TSE March 2021 Annual Report & Accounts.

### Employees

Details of the number of employees and related costs can be found in Note 4 to the financial statements.

There are well established and effective arrangements at each business location for communication and consultation with works councils and trade union representatives to systematically provide employees with information on matters of concern to them. Well-developed policies and procedures have operated in all parts of the Company for a considerable time for the purpose of consulting and negotiating with trade unions, the European Works Council and employee representatives on a regular basis, so that views of employees can be taken into account in making decisions that are likely to affect their interests.

The Company gives full and fair consideration to applications for employment made by disabled persons, having regard to their particular aptitudes and abilities; for continuing the employment of, and for arranging appropriate training for, employees of the company who have become disabled persons during the period when they were employed; and for the training, career development and promotion of disabled persons employed by TSUK. Throughout the pandemic TSUK has adapted its working practices to ensure the safety of employees and enabled large numbers of employees to work more flexibly. Through TSE's Future Workplace initiative, the intention is to build on the learnings from this time, embedding flexibility and adaptive working as a part of supporting its diversity and inclusivity action.

The principal defined benefit pension scheme for TSUK is the BSPS, which is the main scheme for previous and present employees based in the UK and is closed to future accrual. This came into existence on 28 March 2018 as part of the RAA agreed between TSL, the Trustee of the old BSPS, the UK Pensions Regulator and the PPF. Pension arrangements for employees are now provided by way of a defined contribution scheme. Further details on the BSPS is provided in Note 27.

*UK Gender pay*

In the UK, under the Equality Act 2010 (Gender Pay Gap Information) Regulations 2017, employers with more than 250 employees are required to publish annually their gender pay gap information by reporting the percentage differences in pay between their male and female employees for the previous year. TSUK first published results in 2018 and again this year has published its results on the UK Government website and also included the full gender pay report on TSE's external internet site.

Relative to national and industry statistics TSUK's gender pay gap (-1.41% mean gender pay gap and 4.58% median gender pay gap) continues to be at the lower end. Whilst we continue to progress our diversity and inclusion roadmap and our mean gender pay gap shows a result in favour of women, this year's gender pay result has inevitably been affected by the number of people furloughed earlier in the year due to the COVID-19 pandemic. The Company continues to focus on steps to further enhance the diversity in its organisation because it believes having the right people in the right job is important.

*Modern Slavery Act*

Section 54 of the Modern Slavery Act 2015 requires relevant organisations carrying on business in the UK to publish a statement setting out the steps taken to ensure that no slavery or human trafficking is taking place within the organisation or its supply chains. The TSE board has approved a statement setting out the measures taken by the TSE Group during the financial year ended 31 March 2021. The statement will be issued by TSE on behalf of itself and its relevant UK subsidiary companies, including the Company, and published on the TSE website.

### Research and development

The Company continues to invest in research and development in order to bring about changes in product and process developments. These are discussed further in the TSE March 2021 Annual Report and Accounts.

### Financial risk management

TSUK's financial risk management is based upon sound economic objectives and good corporate practice. The Company's main financial risks are related to the availability of funds to meet its business needs, and movements in interest rates, exchange rates and commodity costs. Derivative and other financial instruments are used to manage any exposures where considered appropriate. Further details of its financial risks, and the way the Company mitigates them, are set out in Note 23.

### Future developments and subsequent events

In April 2021 the Company received short term loans totalling £230m from TSE, the proceeds of which were used to settle obligations under the EU Emission Trading Scheme for which a liability was included in the 31 March 2021 balance sheet within current provisions.

On 14 June 2021 TSUK renewed a short term loan of £200m with TSE. The loan has a duration of 179 days and is expected to be renewed at maturity.

On 29 June 2021, TSUK entered into a Revolving Credit Facility ('RCF') with a number of external banks and on 5 July 2021 the size of this facility was increased to £200m. The RCF is committed up until June 2024 and provides the Company with access to funding to support its day to day working capital needs.

On 30 June 2021, TSUK received equity proceeds of £959m from its parent company Corus Group Limited ('CGL'), the funding for which had originally been provided by TSL group companies, in order to settle all working capital support which had previously been provided by TSL group companies.

### Energy and carbon emissions reporting

TSUK's SECR disclosures have been reported in the TSE March 2021 Annual Report and Accounts.

### Section 172, Companies Act 2006

This report sets out how the directors have had regard to the matters set out in section 172(1)(a) to (f) when performing their duties under section 172 of the Companies Act 2006. This requires directors to act in the way they consider, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole and, in doing so have regard (amongst other matters) to:

(a) The likely consequences of any decision in the long term;
(b) The interests of the company's employees;
(c) The need to foster the company's business relationships with suppliers, customers and others;
(d) The impact of the company's operations on the community and the environment;
(e) The desirability of the company maintaining a reputation for high standards of business conduct; and

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(f) The need to act fairly as between members of the company.

Tata Steel UK Limited (TSUK) is Tata Steel's principal operating company in the UK and an indirect material subsidiary of the Tata Steel Europe (TSE) and Tata Steel Limited (TSL) Groups. Oversight of the TSE Group, including TSUK, is carried out at TSE Board level, which is responsible for setting strategic priorities, supporting stakeholder engagement including communication with TSUK's ultimate parent company, TSL, in India. The TSUK Board reports to and requests approval for certain reserved matters from the TSE Board, as appropriate. As is usual with large companies, the TSE Board delegates authority for day-to-day management of the TSE Group, including TSUK, to an Executive Committee, led by the Chief Executive Officer, who set, approve and manage the execution of business strategy. The TSE Chief Executive Officer along with the TSE Chief Financial Officer are both TSUK and TSE Board members, with the latter being the TSUK Chairman.

Certain governance responsibilities relevant to the TSE Group, including TSUK, are delegated by the TSE Board to Board committees (Audit, Remuneration, Pensions) which support the TSE Board in carrying out its duties which then impact upon TSUK. The committees comprise TSE executive and non-executive directors to provide appropriate external perspective and challenge. A TSE Board Covid-19 committee was established in April 2020 to support management response to the global coronavirus pandemic which met frequently during the pandemic.

The TSE Group promotes high standards of corporate governance throughout the organisation and the TSUK Board upholds these standards. The TSUK Board holds meetings as and when required to consider the impact of key proposals and material matters affecting TSUK and its subsidiaries. During the financial year, the TSUK Board met twice monthly to review, among other things, the impact of Covid-19 on the Company. Since March 2021, the TSUK Board has held meetings as required.

New directors inducted into the Company are made aware of their directors' duties, including section 172(1) of the Companies Act, 2006. Induction materials are refreshed and made available to all TSUK directors via a Board portal. The TSUK Board is conscious of the impact its business decisions have on stakeholders as well as the wider impact on society. The Board recognises that given the complexity of the TSUK and TSE Group not all decisions taken will align with all stakeholder interests. Accordingly, the TSUK Board have taken decisions in the year that it believes best support TSUK's strategic objectives.

*(a) The likely consequence of any decision in the long term*

Each year, the TSUK Board approves an Annual Plan for the TSUK Group. Annual Plan and capital allocation are monitored at TSE Group level throughout the year through detailed reviews of operational and financial performance. Since 1 April 2021, TSUK has moved to a value chain model to support the long term ambition to be sustainable in every sense.

The Board reviews proposals for key matters affecting TSUK and its subsidiaries, for example, health, safety and environmental matters, pensions matters, liquidity, potential divestments and restructuring. Certain decisions also require endorsement and reporting to TSE and TSL Boards. As set out in the Corporate Governance statement on pages 11 – 16 of the annual report, any Board proposal is required to include detailed criteria to inform directors in their decision making.

During 2020/21, the TSUK Board has continued to support a TSE Transformation programme which is focused on the longer term financial stability and sustainability of the TSE Group and continues to monitor and assess liquidity in the shorter term. The board has also considered proposals with respect to its subsidiary companies during the year which include equity restructurings, the extension of joint venture agreements and transfer of assets all of which best support the subsidiary in the longer term.

*(b) The interests of the company's employees*

Disclosures in relation to TSUK's employees are set out in this Strategic Report on pages 5 - 6 and in the Corporate Governance statement on pages 11 – 16 of the annual report.

The TSUK Board has regard to the interests of TSUK employees in its decision making and TSUK engages with employees and employee representatives as appropriate. The TSUK Board recognises the importance of attracting, retaining and motivating employees to deliver TSUK's strategic objectives and prioritises the health, safety and wellbeing of its workforce. The TSUK Board also recognises that TSUK's pensioner community remain important stakeholders.

In 2020, Covid-19 resulted in a new way of working for many employees who were either furloughed or working remotely. Home working arrangements have continued for staff, where appropriate, during the financial year. TSUK has continued with its increased level of engagement with employees during the pandemic to ensure that even though employees may be isolated they do not feel alone or excluded and there has been enhanced communication throughout the organisation including CEO videos, emails and bringing teams together online. The TSUK Board has also had regard to the impact on employees and local communities when considering proposals for business restructuring which includes the divestment or closure of any part of the business or Group and the proposed separation of the Tata Steel Netherlands and TSUK businesses as noted on page 3 of the annual report.

Succession planning and development of senior management to support the long term objectives of the TSE Group, including TSUK, is carried out at TSE Executive Committee and TSE Board level. TSUK has established processes in place for performance reviews and employee appraisals.

*(c) The need to foster the company's business relationships with suppliers, customers and others*

The TSUK Board has regard to stakeholder relationships in its decision making. Through the TSE Chief Executive Officer, TSE Chief Commercial Officer and TSE Chief Procurement Officer, the TSE Group, including TSUK, has developed strong processes to manage and enhance relationships with suppliers, customers and others. This includes understanding their evolving needs and new trends in order that TSE Group companies can adapt to meet those needs. Further information can be found in the Corporate Governance statement under Principle 6 on page 14 of the Annual Report.

*(d) The impact of the company's operations on the community and the environment*

The TSUK Board is aware of the impact of steel manufacturing on the environment and the communities in which TSUK operates. Environmental performance is reviewed at TSE Group level by the TSE Executive Committee and TSE Board. A key ambition is that TSUK should be carbon neutral by 2050. This is an effort that concerns the whole of society and the steel industry needs a positive industrial climate to be able to make the large investments required to become carbon-neutral.

TSUK is committed to minimising the environmental impact of its operations through the systematic implementation of environmental control and through continuous improvement in environmental performance. All TSUK's manufacturing operations are independently certified as meeting the international environmental management system standard, ISO 14001:2015. Furthermore, almost all products manufactured in the UK are independently certified as meeting the requirements of the sustainable sourcing standard, BES6001.

TSUK continues to be a leading player in the South Wales Industrial Decarbonisation Cluster, a network of industries in South Wales working together to develop shared decarbonisation infrastructure and drive net zero carbon in heavy industry in South Wales. Linked to this, the Reduced Industrial Carbon Emissions ('RICE') initiative is a £9.2 million partnership in South Wales supported by the TSE Group. It seeks to draw on world-class expertise in order to reduce $CO_2$ emissions from large and heavy equipment and facilities for a stronger and greener economy. Backed by £5.9m worth of EU funding, RICE is working with local supply chain companies to test how $CO_2$ produced from heavy industrial processes can be used to make high value products and chemicals, using a range of carbon capture and utilisation ('CCU') techniques. The technologies being explored include the production of green hydrogen, which can be used to fuel cars, other modes of transport, and energy production processes. Both the South Wales Industrial Cluster and RICE's decarbonisation work supports TSUK's aim to be net zero carbon by 2050.

As a major employer, TSUK acts as a cornerstone for local businesses. TSUK also supports a number of community initiatives working under a "Future Generations" theme including Kids of Steel. TSUK further supports a Women in Steel initiative and measures to combat poverty and deprivation.

*(e) The desirability of the company maintaining a reputation for high standards of business conduct*

The TSUK Board is committed to maintaining the reputation of TSUK and high standards of business conduct in all its business dealings. The five Tata values are set out in the Corporate Governance statement on page 11 - 16 of the

# B. Strategic Report

Annual Report. In addition, the Tata Code of Conduct, which is a series of principles supporting the Tata values and ethical conduct, applies to all Tata branded companies. TSUK expects honesty, integrity, and transparency in all aspects of its business dealings from employees, contractors and other partners. Control measures and frameworks to uphold ethical principles and high standards of corporate and personal conduct are reviewed and approved at TSE Group level. TSE has in place a number of compliance policies including competition, anti-bribery and corruption, gifts and hospitality, responsible procurement, anti-slavery and human trafficking and data privacy which are applicable to TSUK. TSUK Board directors, senior management and relevant employees are required to undertake regular compliance training and assessments.

*(f) The need to act fairly between members of the company*
Following its acquisition by Tata Steel in 2007, Corus re-registered as a private company, and subsequently rebranded as Tata Steel Europe in 2010. TSUK's ultimate parent company is TSL, a listed company in India.

Following a Regulated Apportionment Arrangement in 2017, in respect of which the British Steel Pension Scheme (BSPS) separated from TSUK and a number of affiliated companies, and a further exercise in which all BSPS members could opt to transfer to a new scheme or remain in the BSPS and transfer to the Pension Protection Fund (PPF), the non-controlling minority interest in TSUK is held by the BSPS Trustee on behalf of the new scheme. Following the debt restructuring and subsequent equity issuances, this minority interest has been diluted to less than 0.01% of the rights to share in distributions. TSUK provides information to the minority shareholders in accordance with the terms of the shareholders agreement. TSUK has mechanisms in place for reporting to the Executive Committee, TSE and TSL boards.

Approved by the Board of Directors and signed on behalf of the Board by

S Biswas
Director
Registered Office:
18 Grosvenor Place,
London,
SW1X 7HS
12 August 2021

# C. Director's Report

*The Board*

The directors of the Company are listed on page 2.

*Directors' indemnity*

The Company's articles of association provide, subject to the provisions of UK legislation, that the Company may indemnify any director or former director of the Company in respect of any losses or liabilities he or she may incur in connection with any proven or alleged negligence, default, breach of duty or breach of trust in relation to the Company (including by funding any expenditure incurred or to be incurred by him or her). In addition, directors and officers of the Company and its subsidiaries are covered by Directors' & Officers liability insurance.

*Dividends*

The directors do not recommend that a dividend be paid, and no dividends were paid or proposed during the year (2019/20: nil).

*Political donations*

The Company does not make any donations to political parties and none were made during the year.

*Statement as to disclosure of information to the Company's auditors*

Each director in office at the date of this Directors' report confirms that:

a) so far as the directors are aware, there is no relevant audit information of which the Company's auditors are unaware; and
b) the directors have taken all the relevant steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

*Independent Auditors*

PricewaterhouseCoopers LLP have indicated their willingness to be reappointed as auditors to the Company for another term and appropriate arrangements are being made for them to be deemed reappointed as auditors in the absence of an AGM. Price Waterhouse & Co Chartered Accountants LLP in India is the auditor of the ultimate parent company, TSL.

*Going concern*

The directors have assessed the future funding requirements of the Company and have compared these funding requirements to the level of borrowing facilities which are assumed to be available. The Company is part of the Tata Steel Europe Limited ('TSE') group which in recent years has benefited from working capital support provided by T S Global Procurement Pte Limited ('Proco'), a subsidiary of Tata Steel Limited ('TSL'), under arrangements which were authorised, and were supported, by TSL. As at 31 March 2021, the Company was in a net liability position of £1,045m reflecting the working capital support provided by TSL group companies and the securutisation of certain trade receivables with an external bank. On 30 June 2021, the Company received equity proceeds of £959m from its parent company Corus Group Limited ('CGL'), the funding for which had originally been provided by TSL group companies, in order to settle all working capital support which had previously been provided by Proco. In addition to strengthening the balance sheet, this conversion of working capital support to equity will reduce the Company's cash interest cost by c. £60m per year.

Further evidence of the financial support provided by TSL group companies includes the Company receiving a short term loan of £230m in April 2021 in order to settle its obligations under the EU Emissions Trading Scheme for calendar year 2020. The Company expects to repay the loan before 31 March 2022 by selling its 2021 free allocation of $CO_2$ rights received under the UK Emissions Trading Scheme. The Company also has a short term intercompany loan of £200m which is due for repayment in June 2022. Whilst the refinancing of this loan is not committed at the date of issuing these financial statements, the directors are confident that the debt will be successfully refinanced in the next financial year.

On 29 June 2021, the Company entered into a Revolving Credit Facility ('RCF') with a number of external banks and on 5 July 2021 the size of this facility was increased to £200m. The RCF is committed up until June 2024 and provides the Company with access to funding to support its day to day working capital needs. The Company also increased the size of its non-recourse securitisation facility for trade receivables from £300m to £400m in June 2021 in order to provide extra liquidity.

In March 2020, the Company first started to experience the negative effects of the global COVID-19 pandemic on the demand for its steel products. The Company responded to the financial consequences of the reduced steel demand caused by the pandemic by utilising available government support measures, taking short term actions to conserve cash, and reducing or deferring spend including on capital expenditure projects. In the second half of the 2020/21 financial year, demand for the Company's steel products rebounded strongly which, along with significant increases in steel selling prices towards the end of the year, enabled the Company to finish the 2020/21 financial year strongly. In the first quarter of 2021/22 the steel market has continued to perform strongly with steel selling prices at record highs and the outlook for the rest of the financial year is significantly ahead of the Company's previous Annual Plan. Nevertheless the steel industry is cyclical and with no guarantee that steel selling prices will stay at this elevated level for a sustained period of time, it is expected that the steel market will return to trend levels in the medium term.

TSUK is currently engaged in constructive discussions regarding long term financial support from the UK government to assist it in meeting the long term financial challenges of decarbonising the Company's steel production facilities. In the near term, taking into account the currently strong steel market, the directors have considered a number of possible scenarios for TSUK's financial position including the impact of lower steel margins than has been assumed in the Company's forecasts and the mitigating actions the Company could take to limit any adverse consequences to liquidity. The directors have compared the forecast cash requirements against the committed financing facilities available to the Company, including the RCF, and are confident that the Company has access to adequate liquidity in both the base case and a severe but plausible downside scenario, over the next twelve months. These scenarios also consider the potential requirement to finance the maturity of the £200m short term intercompany loan in June 2022 and even without a refinancing of the loan, adequate liquidity is still expected. For these reasons the directors have determined that it is appropriate for the financial statements to be prepared on a going concern basis.

*Corporate Governance*

For the year ended 31 March 2021, the Company has applied the Wates Corporate Governance Principles for Large Private Companies as an appropriate framework for its governance arrangements. This is the second year that they have been applied.

**Principle 1 – Purpose and Leadership**

Tata Steel UK Limited (TSUK) is Tata Steel's principal operating company in the UK and an indirect material subsidiary of the Tata Steel Europe (TSE) and Tata Steel Limited (TSL) Groups. As a material subsidiary of TSE, oversight of TSUK and other TSE Group companies is carried out by the TSE Board, which is also responsible for setting and reviewing strategic priorities, to which TSUK aligns, and monitoring performance. The TSE Board delegates authority for day to day management of the TSE Group's affairs to the TSE Executive Committee.

The TSE Group of companies, formerly known as Corus, was acquired by TSL in 2007 in a transaction that created one of the world's largest steelmakers. Tata Steel was established in India in 1907. Sir Jamsetji Tata, founder of the Tata group, believed that "in a free enterprise, the community is not just another stakeholder in business, but is in fact the very purpose of its existence". Tata branded companies are committed to improving the quality of life of the communities they serve.

TSE's vision is striving to be the global steel industry benchmark for value creation and corporate citizenship. Its mission is to build the leading European steel business that is sustainable in every sense. TSE is working with others to shape a more sustainable future through partnering with suppliers to source sustainable raw materials through responsible procurement, with customers to create sustainable solutions and products that society needs, to be an innovator of carbon neutral steelmaking and demonstrate a commitment to the way sustainable steel is produced and delivered; empowers its people and engages and works with its communities, whilst creating value for the shareholder.

TSE has a guiding strategic framework, which sets out five key strategic priorities for the Company which are Customer Focus; Value Chain Excellence; Responsible Steel; Innovation; and Leadership, People, and Culture.

TSE has five values which are shared by all Tata companies worldwide and inform expected behaviours and practices throughout the TSE Group:

• Pioneering - be bold and agile, courageously taking on challenges, using deep customer insight to develop innovative solutions.

• Responsibility - be responsible and responsive to the countries, communities and environments in which the company works, always ensuring that what comes from the people goes back to the people many times over.

• Excellence - constantly strive to achieve the highest possible standards in day-to-day work and in the quality of the goods and services the company provides.

• Unity - work cohesively with colleagues across the Group and with customers and partners around the world, building strong relationships based on tolerance, understanding and mutual cooperation.

• Integrity: conduct business fairly, with honesty and transparency. Everything the company does must stand the test of public scrutiny.

TSE's purpose, values, vision, mission, strategy and key messages are communicated to the Group through internal communications, senior manager updates, senior leadership conferences, CEO videos and Town Hall briefings. During the global pandemic in 2020 and 2021, TSUK has continued to deploy its key messages and engage with its key partners and stakeholders though digital platforms and live streaming events . More detailed information relating to TSE's strategy and values are available on the TSE website https://www.tatasteeleurope.com.

**Principle 2 – Board Composition**

In January 2021, the TSUK board was restructured and now comprises four directors. The TSE Chief Financial Officer is the TSUK Chairperson. TSUK does not have a Chief Executive Officer as this role is carried out at TSE Group level, however, the TSE Chief Executive Officer is also a director on the TSUK Board. TSUK's two non-executive directors are members of the board of the ultimate parent, TSL. Although the restructure has reduced the size of the board, its size and structure remains appropriate for the Company, with board members holding a broad range of experience and knowledge of the steel sector.

Day-to-day management of the TSE Group's affairs, including TSUK, is carried out by the TSE Executive Committee. The Executive Committee was restructured in March 2021 and is now comprised of : the Chief Executive Officer; the Chief Finance Officer; and the Director Legal. A biography of each board member and TSE Executive Committee members can be found on the TSE website at https://www.tatasteeleurope.com/ts/about-us/organisation.

The TSUK Board has representation from different ethnic backgrounds. Due to the restructure, the board no longer has a woman director; however, there is female representation at the TSE Executive Committee level and other senior management levels. The TSUK Board and TSE Executive Committee always bear in mind the need to take steps to further enhance the diversity of the TSE Group.

The TSE Group does not have its own Nominations Committee as this is dealt with at TSL level. Any TSUK subsidiary board appointments are also required to be considered by the TSE Executive Committee for management approval.

The Securities and Exchange Board of India (SEBI) monitors and regulates the corporate governance of TSL, which is a listed company in India.

Due to the global Pandemic the TSUK Board effectiveness review has been delayed and will now be undertaken in 2021. Previously, effectiveness reviews have been carried out at TSE Executive Committee and TSE Board levels.

**Principle 3 – Directors responsibilities**

The TSUK Board convenes meetings as and when required to discuss material matters affecting TSUK and its subsidiaries, including health, safety and environmental matters, pension matters, liquidity and key commercial and investment decisions. During the 2020/21 financial year, the TSUK Board met bi-monthly to review among other things the impact of Covid-19 on the Company, financial performance and any other significant items. Directors' interests, if any, are reported at each TSUK Board meeting.

Governance oversight is provided at TSE Group level and, there are established TSE Audit, Remuneration and Pensions Board committees, each with a terms of reference.

Safety, Health and Environment (SHE) matters are reviewed at TSL group level by a SHE Committee chaired by a non-executive director of TSL who is also a non-executive director of TSE. In addition, a TSE Health, Safety and Environment Forum, a TSE Process Safety Steering Committee and a TSE Occupational Health & Safety Committee report to the TSE Executive Committee. In April 2020, the TSE Board established a TSE Board Covid-19 Committee to facilitate and support the management of TSE during the global coronavirus pandemic. This Committee includes the TSE Chief Executive Officer and TSE Chief Financial Officer who are also TSUK directors.

The TSE Executive Committee receive regular and timely information on all key aspects of the business including health and safety statistics, operational and financial performance, strategic matters, compliance and risk matters, stakeholder engagement, commercial and technical updates and market conditions. TSUK Board papers setting out proposals are required to include background, current status, rationale and business case, alternatives, financial analysis, stakeholder impacts, risk assessment and timelines to help inform directors with their decision making. In addition, The TSE internal audit function provides additional assurance on specific key risks to ensure systems and controls are operating effectively.

In 2011, following the introduction of a new operating model, TSE deployed a Group Policy Framework which sets out foundation and behavioural policies, accountability and delegated management authority levels applicable to the organisation. Each policy is sponsored by a TSE Executive Committee member. The TSUK Board has adopted the Group Policy Framework as amended from time to time. A review of each of the policies took place in 2019/20 and is currently ongoing. The TSE delegated authority framework was reviewed and revised in April and May 2021 to reflect changes in senior management roles and will be further reviewed in 2021 to reflect the impact of separation of the UK and Dutch businesses.

**Principle 4 – Opportunity and Risk**

The TSUK Board considers for approval material and strategic projects, contracts and opportunities (as defined by value and duration). During 2020/21, the TSUK Board has continued to support the TSE Transformation programme which continues to deliver sustainable (and one-off) financial improvements to the Company. The programme was re-base lined during the financial year to reflect the impact of Covid-19.

Following an announcement in November 2020, for the potential acquisition of TSN by Swedish steel company SSAB, a process was initiated to separate the Tata Steel UK and Tata Steel Netherlands businesses and move to a single value chain and flattened organisation structure. Although the acquisition did not proceed, TSE has continued to pursue the separation of its businesses which the TSUK Board monitors.

The principal risks and uncertainties affecting TSUK are referred to in the Strategic Report and are set out in more detail in the TSE 2020/21 Report and Accounts. The board recognises that climate change and decarbonisation are a strategic risk, and the Company is working with a number of partners to address the TSE Group's sustainability and $CO_2$ reduction objectives for a sustainable business in the long term.

The TSE Executive Committee participated in a risk management workshop during November 2020 to assess and identify the Company's principal and emerging risks from a top down perspective. At TSE Group level, TSE has a Risk Review Committee (RRC) and an Integrity & Compliance Committee (I&CC) both of which comprise TSUK Board directors and cross-functional senior management and which meet on a quarterly basis. The RRC provides oversight of the Company's risk activities, identifies emerging risks, updates the risk register and reports to the TSE Executive Committee and to Tata Steel Group Risk Review Committee. Regular external assessments are undertaken to benchmark the risk maturity of the Company to continue in the alignment of risk reporting across the wider Tata Steel Group. Although the 2020/21 assessment has been delayed due to Covid-19, TSUK continues to progress its ambition to become risk intelligent. The I&CC review compliance and asset protection matters, including whistleblowing, and report to the TSE Executive Committee quarterly and to the TSE Audit Committee half-yearly and by exception.

**Principle 5 – Remuneration**

TSE has a Remuneration Policy which sets out TSUK reward and recognition principles and the criteria describing key drivers for base and variable pay. TSUK follows a reward philosophy that will enable it to attract, retain and motivate the people it needs to deliver its objectives, is competitive in relevant markets, links to the achievement of the corporate objectives and follows the principles of being simple, objective and fair. TSUK reward processes support talent management and career development.

A Remuneration Committee operates at TSE Group level, and which comprises at least one non-executive director, has as a principal objective to determine the remuneration policy for TSE Executive Committee members and TSE Board executive directors. The remuneration of TSE Board non-executive directors is a matter for the TSE Chairperson and for the parent company, TSL. The remit of the TSE Board Remuneration Committee is set out in terms of reference. In determining remuneration packages, including any bonus or incentive arrangements, the TSE Board Remuneration Committee is required to have regard to the principles of good corporate governance. Targets are set against TSE Group performance, safety objectives and personal behaviours and performance and are cascaded by the TSE Executive Committee to senior managers in the TSE Group, including TSUK.

External benchmarking is undertaken periodically to ensure alignment with good practice and the market.

TSUK has published its Gender Pay Gap report for 2020. Further information in relation to the Gender Pay Gap is available on page 6 of the 2020-21 Annual Report and on the Corporate Governance pages of the TSE website (https://www.tatasteeleurope.com/en/sustainability/people).

**Principle 6 – Stakeholder Relationships and Engagement**

The TSUK Board recognises the importance of effective communication with its stakeholders in order to deliver its purpose, vision, mission and strategy and ensure protection of TSUK's relationships, reputation and brand. TSUK's stakeholders include its shareholders, customers, suppliers, employees and employee representatives, pensioners, banks, Government bodies, and the local communities in which it operates.

The TSE Group, including TSUK prioritise the health, safety and wellbeing of employees, contractors and other partners with Health and safety prominent in most leadership communications. The Health & Safety framework includes zero harm campaigns, safety tours, H&S inductions and the deployment of the 5 key health and safety commitments. Through the PeopleLink system, TSUK offers online learning and development courses accessible by employees, including a series of mental health modules as well as other health, safety and wellbeing training.

TSUK deploys a number of strategies for employee engagement. Due to the global pandemic, during the financial year alternative digital mediums were used to engage with employees, such as regular live streaming events to deploy performance updates and expanded its audience of senior managers to communicate the strategy and goals for the financial year ahead. Regular Employee Surveys, including pulse surveys, are conducted the results of which are used to drive areas of continuous improvement for employee engagement.

TSUK also engages with trade unions as appropriate. In 2020/21 the TSE Group has engaged with employee representatives in relation to the proposed separation of the business. TSUK has also engaged with the UK trade unions to agree furlough arrangements under UK Government Coronavirus Job Retention Scheme due to the global pandemic.

The TSUK Board includes directors of the TSE Group parent company, TSL, and is therefore able to consider key matters in a wider Tata Steel Group context and consider the interests of the shareholder on applicable matters. TSUK is required to report to the ultimate parent company on regulatory matters and on matters referred to in the TSE Group Policy Framework in order to support the Tata Steel Group's overall corporate governance requirements.

Following the Regulated Apportionment Arrangement in 2017, which separated the British Steel Pension Scheme from TSUK and certain affiliated companies, TSUK has a minority shareholder. TSUK communicates and provides information to the minority shareholder in accordance with the reporting requirements set out in the shareholders agreement.

TSUK Board directors and senior managers with the relevant areas of expertise liaise with Government bodies, including regulators, as appropriate. The Executive Director, Human Resources, participated in the UK Government's Steel Council meeting in March 2021, established as part of the UK Government's ongoing engagement with the steel industry. Further participation by TSUK is expected in FY 2021/22.

## C. Director's Report

TSUK encourages suppliers to work with the TSE Group to create value for end customers, society and the TSE Group's shareholders. The TSE Group has a Responsible Procurement Policy which underpins TSE's commitment to ensuring supply chain transparency which applies to all goods and services supplied to TSUK and their respective entire supply chains. The policy has the following principles: health and safety, fair business practices, environmental protection, human rights and local community development. A due diligence management system for the complete supply base has been implemented in order to identify applicable risks and take appropriate steps to mitigate them. Further information can be found on the Supply Chain Transparency pages of the TSE website and page 6 of the annual report.

Customer focus is a key strategic priority, the TSE Group's business model maximises direct engagement with customers which is aligned to market sectors and allows for continuous feedback. The TSE Group review and evaluate performance annually through a Customer Satisfaction survey. The FY2020/21 survey was delayed due to the global pandemic and will now be deployed in May 2021. The outcomes of the survey will be integrated into TSE's strategic objectives.

As a leading steel producer, the TSE Group is dedicated to managing its operations responsibly and to continuously improve to create a sustainable business in the long term, with sustainability at the heart of the Group's strategy. TSUK is committed to reducing $CO_2$ emissions by 30% by 2030 with aims to be carbon neutral by 2050. TSUK is also a member of the South Wales Industrial Cluster and engages with major industrial partner organisations in the Welsh region on decarbonisation related activities.

TSUK is committed to working in partnership with its local communities to support their social and economic wellbeing. The TSE Group's Community Partnership Programme provides investment in a range of sustainable initiatives that bring benefits to large groups within local communities.

Despite the global pandemic, in the financial year, TSUK has continued to work alongside local partners to hosts "Girls into STEM" events, giving girls aged 12-14 the opportunity to learn about engineering as a career. Events were held online with TSUK hosting Women of Steel sessions for over 500 school children and 100 women. TSUK has also worked with local partners to increase the biodiversity of its sites and surrounding nature reserves in the UK.

The TSE Group has a Confidential Reporting Line which allows employees and others to report potential concerns while remaining anonymous.

A review of the TSE Group's performance, processes and practices is carried out as part of a Tata Business Excellence Model (TBEM) assessment in which assessors from other Tata group companies review the business against a set criteria. Leadership is a key category of the assessment model and the assessors review the operation of governance in the TSE Group. The TBEM process enhances value for all stakeholders and contributes to market place success, maximises enterprise-wide effectiveness and capabilities and delivers organisational and personal learning. At the end of the assessment, feedback is provided to the TSE Board who then make recommendations for improvement. The TSE Group is currently preparing for its next TBEM assessment with a vision and roadmap towards being recognised as an industry leader by 2025. It is expected that the assessment will take place in 2022 with a vision and roadmap towards being recognised as an industry leader by 2025.

Statement of engagement with suppliers, customers and others in a business relationship with the company

TSUK's engagement with suppliers, customers and others with whom it is in a business relationship is addressed in the Strategic Report and under Corporate Governance, Principle 6 on page 14 of the Annual Report.

Statement of engagement with employees

TSUK's engagement with employees and the workforce is addressed in the Strategic Report and under Corporate Governance, Principle 6 on page 14 of the Annual Report.

# C. Director's Report

Information disclosed in the Strategic report

The following information has been disclosed in the strategic report:

- A review of the business for the year (see page 4);
- Impact of Brexit (see page 4);
- Policies on employment of disabled persons, recruitment, training, employee involvement, communication and consultation (see page 5);
- Principal risks and uncertainties (see page 5);
- Research & development activities (see page 6);
- Financial risk management (see page 6);
- Particulars of any events affecting the Company which have occurred since the end of the financial year (see page 6);and
- Energy and carbon emissions reporting (see page 6)

Approved by the Board of Directors and signed on behalf of the Board by:

S Biswas
Director
Registered Office:
18 Grosvenor Place,
London,
SW1X 7HS
12 August 2021

## D. Directors' responsibilities statement on the Company's 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 101 "Reduced Disclosure Framework", and applicable law).

Under company law, directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing 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 101 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.

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

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

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.

Approved by the Board of Directors and signed on behalf of the Board by:

S Biswas
Director
Registered Office:
18 Grosvenor Place,
London,
SW1X 7HS
12 August 2021

# E. Independent auditors' report to the members of Tata Steel UK Limited

## Report on the audit of the financial statements

### Opinion

In our opinion, Tata Steel UK Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2021 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Report & Accounts (the "Annual Report"), which comprise: the balance sheet as at 31 March 2021; the income statement, statement of comprehensive income and statement of changes in equity for the year then ended; the Presentation of accounts and accounting policies; and the notes to the financial statements.

**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**

Our evaluation of the directors' assessment of the company's ability to continue to adopt the going concern basis of accounting included:

- Reviewed management's assessment and supporting calculations; including forecast covenant compliance under the SFA;
- Scrutinised key assumptions underlying management's assessment; including macroeconomic conditions such as steel spread and raw material prices;
- Undertaken sensitivity analysis to assess the extent to which key assumptions would be required to deteriorate to reduce liquidity headroom to change management's conclusions; and
- Reviewed documents relating to recent refinancing and available borrowing facilities and considered the extent of required repayments over the going concern period.

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

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

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

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

**Reporting on other information**

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

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

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

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

*Strategic Report and Directors' Report*

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 31 March 2021 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

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

## Responsibilities for the financial statements and the audit

*Responsibilities of the directors for the financial statements*

As explained more fully in the Directors' responsibilities statement on the Company's 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.

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

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to breaches of health & safety and employment regulations, as well as climate-related regulations such as the Environmental Protection Act 1990 and the Pollution Prevention and Control Act 1999. In addition, we considered the risks of non-compliance related to product quality and contractual compliance, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to fraudulent transactions to overstate profits reported to Tata Steel Limited in order to maintain or increase value to shareholders of the Group. Audit procedures performed by the engagement team included:

- Discussions with management and legal counsel, including consideration of known or suspected instances of non-compliance with laws and regulations and fraud;
- Reviewing Board minutes and reports that set out the Company's compliance and monitoring of legal and internal control matters;
- Identifying and testing journal entries, in particular those having unusual account combinations involving revenues or other credits to the profit or loss account;
- Obtain third party confirmations of banking and financing arrangements held by the Company; and
- Inquiring with relevant personnel to understand management's processes for identifying and reporting risks and threats within the Company.

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

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

*Use of this report*

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

**Other required reporting**

*Companies Act 2006 exception reporting*

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

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

We have no exceptions to report arising from this responsibility.

KE Finn

Katharine Finn (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Cardiff
12 August 2021

# F1. Income statement

**For the financial year ended 31 March 2021**

| | Note | Before Exceptional Items £m | Exceptional Items £m | Total after Exceptional Items £m |
|---|---|---|---|---|
| Revenue | 1 | 1,976 | - | 1,976 |
| Operating costs excluding restructuring, impairment and disposals | | (2,128) | - | (2,128) |
| Restructuring, impairment and disposals | | (120) | - | (120) |
| Total operating costs | 2 | (2,248) | - | (2,248) |
| **Operating loss** | | (272) | - | (272) |
| Income from subsidiaries and joint ventures | 5 | 2 | - | 2 |
| **Loss before interest and taxation** | | (270) | - | (270) |
| Finance costs | 6 | (80) | - | (80) |
| Finance income | 6 | 3 | - | 3 |
| **Loss before taxation** | | (347) | - | (347) |
| Taxation | 7 | (187) | - | (187) |
| **Loss after taxation** | | (534) | - | (534) |

For the financial year ended 31 March 2020

| | Note | Before Exceptional Items £m | Exceptional Items (Note 4) £m | Total after Exceptional Items £m |
|---|---|---|---|---|
| Revenue | 1 | 2,143 | - | 2,143 |
| Operating costs excluding restructuring, impairment and disposals | | (2,356) | - | (2,356) |
| Restructuring, impairment and disposals | | (280) | (463) | (743) |
| Total operating costs | 2 | (2,636) | (463) | (3,099) |
| **Operating loss** | | (493) | (463) | (956) |
| Income from subsidiaries and joint ventures | 5 | 4 | 534 | 538 |
| **(Loss)/profit before interest and taxation** | | (489) | 71 | (418) |
| Finance costs | 6 | (170) | - | (170) |
| Finance income | 6 | 5 | - | 5 |
| **(Loss)/Profit before taxation** | | (654) | 71 | (583) |
| Taxation | 7 | 127 | - | 127 |
| **(Loss)/Profit after taxation** | | (527) | 71 | (456) |

All references to 2021 in the Financial statements, the presentation of accounts and accounting policies and the related Notes 1 to 32 refer to the financial year ended 31 March 2021 or as at 31 March 2021 as appropriate (2020: the financial year ended 31 March 2020 or as at 31 March 2020).

Notes and related statements forming part of these accounts appear on pages 33 to 53.

# F2. Statement of comprehensive income

| For the financial year ended 31 March | Note | 2021 £m | 2020 £m |
|---|---|---|---|
| Loss after taxation | | **(534)** | **(456)** |
| **Items that will not be reclassified subsequently to the income statement:** | | | |
| Actuarial (losses)/gains on defined benefit pension and other post-retirement plans | 27 | **(982)** | **674** |
| Income tax relating to items that will not be reclassified | 7 | **187** | **(128)** |
| **Items that may be reclassified subsequently to the income statement:** | | | |
| Gains/(losses) arising on cash flow hedges | 23 | **1** | **(8)** |
| Income tax relating to items that may be reclassified | 7 | **-** | **1** |
| **Other comprehensive (loss)/income for the year net of tax** | | **(794)** | **539** |
| **Total comprehensive (loss)/income for the year** | | **(1,328)** | **83** |

Notes and related statements forming part of these accounts appear on pages 33 to 53.

## F3. Balance sheet

| As at 31 March | Note | 2021 £m | 2020 £m |
|---|---|---|---|
| **Non-current assets** | | | |
| Intangible assets | 8 | **22** | 29 |
| Property, plant and equipment | 9 | **475** | 436 |
| Investments and loans to subsidiary and fellow group undertakings | 10 | **329** | 368 |
| Other non-current assets | 11 | **1** | 18 |
| Retirement benefit assets | 27 | **1,988** | 2,916 |
| | | **2,815** | 3,767 |
| **Current assets** | | | |
| Inventories | 13 | **492** | 431 |
| Trade and other receivables | 14 | **227** | 245 |
| Current tax asset | 18 | **1** | 2 |
| Cash and short term deposits | 15 | **56** | 64 |
| | | **776** | 742 |
| **TOTAL ASSETS** | | **3,591** | 4,509 |
| **Current liabilities** | | | |
| Inter-group borrowings | 16 | **259** | 131 |
| External borrowings | 16 | **34** | 244 |
| Trade and other payables | 17 | **1,764** | 1,569 |
| Current tax liabilities | 18 | **8** | 10 |
| Short term provisions and other liabilities | 19 | **238** | 19 |
| | | **2,303** | 1,973 |
| **Non-current liabilities** | | | |
| Inter-group borrowings | 16 | **353** | 342 |
| External borrowings | 16 | **190** | 110 |
| Retirement benefit obligations | 27 | **8** | 8 |
| Provisions and other liabilities | 19 | **81** | 90 |
| Other non-current liabilities | 20 | **13** | 15 |
| Deferred income | 21 | **2** | 2 |
| | | **647** | 567 |
| **TOTAL LIABILITIES** | | **2,950** | 2,540 |
| **NET ASSETS** | | **641** | 1,969 |
| **Equity** | | | |
| Called up share capital | 22 | **2,242** | 2,242 |
| Share premium account | | **3,187** | 3,187 |
| Capital redemption reserve | | **47** | 47 |
| Hedging reserve | | **(3)** | (4) |
| Accumulated losses | | **(4,832)** | (3,503) |
| **TOTAL EQUITY** | | **641** | 1,969 |

Approved and authorised for issue by the Board and signed on its behalf by:

S Biswas
Director
12 August 2021
Tata Steel UK Limited
Registered No: 02280000

Notes and related statements forming part of these accounts appear on pages 33 to 53.

## F4. Statement of changes in equity

| | Called up share capital £m | Share premium account £m | Capital redemption reserve £m | Hedging reserve £m | Accumulated losses £m | Total equity £m |
|---|---|---|---|---|---|---|
| **Balance as at 1 April 2019** | **2,241** | **911** | **47** | **4** | **(3,594)** | **(391)** |
| Loss for the year | - | - | - | - | (456) | **(456)** |
| Other comprehensive income/(loss) for the year | - | - | - | (8) | 547 | **539** |
| Total comprehensive income/(loss) for the year | - | - | - | (8) | 91 | **83** |
| Issue of ordinary shares | 1 | 2,276 | - | - | - | **2,277** |
| **Balance as at 31 March 2020** | **2,242** | **3,187** | **47** | **(4)** | **(3,503)** | **1,969** |
| Loss for the year | - | - | - | - | (534) | **(534)** |
| Other comprehensive income/(loss) for the year | - | - | - | 1 | (795) | **(794)** |
| Total comprehensive income/(loss) for the year | - | - | - | 1 | (1,329) | **(1,328)** |
| **Balance as at 31 March 2021** | **2,242** | **3,187** | **47** | **(3)** | **(4,832)** | **641** |

Notes and related statements forming part of these accounts appear on pages 33 to 53

# F5. Presentation of accounts and accounting policies

## I Basis of preparation

TSUK is a private company limited by shares incorporated and domiciled in the United Kingdom under the Companies Act 2006. The functional and presentational currency of the Company is sterling.

These financial statements have been prepared in accordance with the Companies Act 2006 as applicable to companies using Financial Reporting Standard 101 *'Reduced Disclosure Framework'*.

The following relevant exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

(i) IFRS 7, 'Financial instruments: Disclosures';
(ii) Paragraphs 91 to 99 of IFRS 13 'Fair value measurement' in relation to the disclosure of valuation techniques and inputs used for fair value measurements of assets and liabilities;
(iii) Paragraph 38 of IAS 1, 'Presentation of financial statements' comparative information requirements in respect of certain assets (including intangible assets and property, plant and equipment);
(iv) IAS 7, 'Statement of cash flows';
(v) IAS 8, 'Accounting policies, changes in accounting estimates and errors' in relation to the disclosure of standards not yet effective; and
(vi) IAS 24, 'Related party disclosures' requirements to disclose key management compensation and to disclose related party transactions with Tata Steel group companies.

The financial statements have been prepared under the historical cost convention as modified by the revaluation of derivative financial instruments measured at fair value through profit and loss and in accordance with the Companies Act 2006.

All accounting policies used in the preparation of the financial statements remained consistent with those applied in the preparation of the Annual Report in 2020.

The Company has taken advantage of the exemption from preparing consolidated financial statements under the terms of section 400 of the Companies Act 2006.

The directors have assessed the future funding requirements of the Company and have compared these funding requirements to the level of borrowing facilities which are assumed to be available. The Company is part of the Tata Steel Europe Limited ('TSE') group which in recent years has benefited from working capital support provided by T S Global Procurement Pte Limited ('Proco'), a subsidiary of Tata Steel Limited ('TSL'), under arrangements which were authorised, and were supported, by TSL. As at 31 March 2021, the Company was in a net liability position of £1,045m reflecting the working capital support provided by TSL group companies and the securutisation of certain trade receivables with an external bank. On 30 June 2021, the Company received equity proceeds of £959m from its parent company Corus Group Limited ('CGL'), the funding for which had originally been provided by TSL group companies, in order to settle all working capital support which had previously been provided by Proco. In addition to strengthening the balance sheet, this conversion of working capital support to equity will reduce the Company's cash interest cost by c. £60m per year.

Further evidence of the financial support provided by TSL group companies includes the Company receiving a short term loan of £230m in April 2021 in order to settle its obligations under the EU Emissions Trading Scheme for calendar year 2020. The Company expects to repay the loan before 31 March 2022 by selling its 2021 free allocation of CO2 rights received under the UK Emissions Trading Scheme. The Company also has a short term intercompany loan of £200m which is due for repayment in June 2022. Whilst the refinancing of this loan is not committed at the date of issuing these financial statements, the directors are confident that the debt will be successfully refinanced in the next financial year.

On 29 June 2021, the Company entered into a Revolving Credit Facility ('RCF') with a number of external banks and on 5 July 2021 the size of this facility was increased to £200m. The RCF is committed up until June 2024 and provides the Company with access to funding to support its day to day working capital needs. The Company also increased the size of its non-recourse securitisation facility for trade receivables from £300m to £400m in June 2021 in order to provide extra liquidity.

In March 2020, the Company first started to experience the negative effects of the global COVID-19 pandemic on the demand for its steel products. The Company responded to the financial consequences of the reduced steel demand caused by the pandemic by utilising available government support measures, taking short term actions to conserve cash, and reducing or deferring spend including on capital expenditure projects. In the second half of the 2020/21 financial year, demand for the Company's steel products rebounded strongly which, along with significant increases in steel selling prices towards the end of the year, enabled the Company to finish the 2020/21 financial year strongly. In the first quarter of 2021/22 the steel market has continued to perform strongly with steel selling prices at record highs and the outlook for the rest of the financial year is significantly ahead of the Company's previous Annual Plan. e. Nevertheless the steel industry is cyclical and with no guarantee that steel selling prices will stay at this elevated level for a sustained period of time, it is expected that the steel market will return to trend levels in the medium term.

TSUK is currently engaged in constructive discussions regarding long term financial support from the UK government to assist it in meeting the long term financial challenges of decarbonising the Company's steel production facilities. In the near term, taking into account the currently strong steel market, the directors have considered a number of possible scenarios for TSUK's financial position including the impact of lower steel margins than has been assumed in the Company's forecasts and the mitigating actions the Company could take to limit any adverse consequences to liquidity. The directors have compared the forecast cash requirements against the committed financing facilities available to the Company, including the RCF, and are confident that the Company has access to adequate liquidity in both the base case and a severe but plausible downside scenario, over the next twelve months. These scenarios also consider the potential requirement to finance the maturity of the £200m short term intercompany loan in June 2022 and even without a refinancing of the loan, adequate liquidity is still expected. For these reasons the directors have determined that it is appropriate for the financial statements to be prepared on a going concern basis.

### II New Standards and interpretations applied

The following new International Accounting Standards ('IAS') and new IFRSs have been adopted in the current year:

| | | Effective Date* |
|---|---|---|
| IAS 1 & IAS 8 (Amendments) | New materiality definition | 1 Jan 2020 |
| IAS 1 (Amendments) | Updated references to Conceptual Framework | 1 Jan 2020 |
| IFRS 3 (Amendments) | Updated definition of a business | 1 Jan 2020 |
| IFRS 16 (Amendments) | Covid-19-Related Rent Concessions | 1 Jun 2020** |
| IFRS 7, IFRS 9 & IAS 39 (Amendments) | Interest rate benchmark reform | 1 Jan 2020 |

** periods commencing on or after*
***The amendment is effective for annual reporting periods beginning on or after 1 June 2020. Earlier application is permitted.*

The Company has early adopted the IFRS 16 Amendment for Covid-19-Related Rent Concessions from 1 June 2020. The Amendments to the above Standards, including the early adoption of the IFRS 16 Amendment, did not have a material impact on the TSUK financial statements.

### III Use of estimates and critical accounting judgements

The preparation of accounts in accordance with FRS 101 requires management to make estimates and assumptions that affect the:

(i) reported amounts of assets and liabilities;
(ii) disclosure of contingent assets and liabilities at the date of the accounts; and
(iii) reported amounts of income and expenses during the period.

Actual results could differ from those estimates. The most significant techniques for estimation are described in the accounting policies below.

Critical accounting judgments and the key sources of estimation or uncertainty in applying the Company's accounting policies arise in relation to retirement benefits, provisions created for rationalisation and related costs, environmental remediation and legal claims, recoverability of loan receivables, classification of exceptional items and impairment of property, plant and equipment and intangible assets. Each of these areas relies upon a number of estimates and judgements which are subject to uncertainty and which may lead to an adjustment within the next financial year.

The Company's retirement benefit obligations are subject to a number of judgements including discount, inflation and mortality rates. Significant judgement is required when setting these criteria and a change in each of these assumptions would have a significant impact on the amounts recorded within the Company's balance sheet and income statement. The Company sets these judgements based on previous experience and third party actuarial advice. The Company's main defined benefit scheme, the BSPS, is in a net surplus position at the balance sheet date on an IAS19 basis, which is not immediately realisable. The final amounts realised may differ from those recognised within the balance sheet. Further details on the Company's retirement benefit obligations, including a sensitivity analysis of key judgements are included within Note 27.

Estimates in calculating provisions for rationalisation and related costs, environmental remediation and legal claims are based on previous experience and third party advice and are reassessed on a regular basis. Judgement is required in assessing the likely costs and the timing of those costs. Further details on the Company's redundancy and rationalisation provisions can be found in Notes 3 and 19.

Judgement has been exercised by the Company when interpreting the requirement to present separately exceptional items. Items of income and expense which, because of the nature and expected infrequency of the events giving rise to them, merit separate presentation to allow users of the accounts to better understand the elements of financial performance in the year, so as to facilitate comparison with prior periods and to assess better trends in financial performance.

The Company has a number of loan balances, both receivables and payables, with other entities within the TSE Group. Judgement is required in determining whether loan receivables are recoverable. Where indications exist that loan receivables may not be recoverable, including an assessment of events occurring after the balance sheet date, then appropriate provisions are charged to the income statement to write down the receivables to the recoverable amount in line with the requirements of IFRS 9.

A significant part of the Company's capital is invested in property, plant and equipment and intangible assets. Determining whether these assets are impaired requires an estimation of value in use of the cash generating unit ('CGU') to which the asset relates. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. For the Company these are usually taken to be individual hubs/businesses, although these are combined or split into base entities where deemed appropriate to reflect the specific economic risks or operational inter-dependence of particular locations and operations. Value in use calculations require an estimation of future cash flows expected to arise from the cash generating unit and a suitable discount rate in order to calculate present value. The present value is most sensitive to changes in the discount rate used in the value in use models, the forecast profitability of the Company in the third year of the Annual Plan, and the expected impact of decarbonisation (including carbon taxes) on the Company. Further details on the Company's impairment review, key assumptions, and sensitivity analyses are set out in notes 8, 9 and 10. In respect of impairment of investments in the Company accounts, judgement is required around the relevant enterprise value of TSUK's investments.

The detailed accounting policies for each of these areas are outlined in section IV below.

## IV Critical accounting policies

**(a) Property, plant and equipment**
Property, plant and equipment is recorded at fair value on acquisition less accumulated depreciation and any recognised impairment loss. Cost includes professional fees and, for assets constructed by the Company, any related works to the extent that these are directly attributable to the acquisition or construction of the asset. From 1 April 2009 this includes borrowing costs capitalised in respect of qualifying assets in accordance with the Company's policy. Amounts incurred in connection with capital projects that are not directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended (which the Company refers to as 'commissioning costs' and which include expenses such as initial operating losses incurred while technical deficiencies on new plant are rectified and incremental operating costs that are incurred while the new plant is operating at less than full capacity) are written off to profit and loss as incurred. Assets in the course of construction are depreciated from the date on which they are ready for their intended use.

The gain or loss arising on disposal of an asset is determined as the difference between the sale proceeds and the carrying amount of the asset, and is recognised in profit and loss.

Included in property, plant and equipment are loose plant and tools which are stated at cost less amounts written off related to their expected useful lives and estimated scrap value and also spares, against which impairment provisions are made where necessary to cover slow moving and obsolete items.

Subsequent costs are included in the carrying value of an asset when it is probable that additional future economic benefits will flow to the Company and the cost of the item can be measured reliably. All other repairs and renewals are charged to profit and loss as incurred.

**(b) Depreciation, amortisation and impairment of property, plant and equipment and intangible assets**
Depreciation or amortisation is provided so as to write off, on a straight-line basis, the cost of property, plant and equipment and other intangible assets, including those held under finance leases, to their residual value. These charges are commenced from the dates the assets are available for their intended use and are spread over their estimated useful economic lives or, in the case of leased assets, over the lease period if shorter. The estimated useful lives of assets and residual values are reviewed regularly and, when necessary, revised. Accelerated depreciation or amortisation is provided where an asset is expected to become obsolete before the end of its normal useful life or if events or changes in circumstances indicate that an impairment loss needs to be recognised, as discussed below. No further charges are provided in respect of assets that are fully written down but are still in use.
The estimated useful lives for the main categories of property, plant and equipment and other intangible assets are:

| | | Life Years |
|---|---|---|
| Freehold and long leasehold buildings that house plant and other works buildings | | 25 |
| Other freehold and long leasehold buildings | | 50 |
| Plant and machinery: | | |
| Iron and steelmaking | (maximum) | 25 |
| IT hardware and software | (maximum) | 8 |
| Office equipment and furniture | | 10 |
| Motor vehicles | | 4 |
| Other | (maximum) | 15 |
| Patents and trademarks | | 4 |
| Product and process development costs | | 5 |

At each reporting period end, the Company reviews the carrying amounts of its property, plant and equipment and other intangible assets to determine whether there is any indication that the carrying amount of those assets may not be recoverable through continuing use. If any such indication exists, the recoverable amount of the asset is reviewed in order to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the CGU to which the asset belongs. Other intangible assets with indefinite useful lives are tested for impairment annually and whenever there is an indication that the asset may be impaired.

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 pre-tax discount rate, based upon the Company's long-term weighted average cost of capital ('WACC'), which also recognises the comparative WACCs of its European peers, with appropriate adjustments for the risks associated with the relevant units. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or CGU) 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 (or CGU) in prior years. A reversal of an impairment loss is recognised as income immediately.

**(c) Taxation**
The tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible
Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences. In contrast, deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Liabilities are not recognised for taxable temporary differences arising on investments in subsidiaries, joint ventures and associates where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Both current and deferred tax items are calculated using the tax rates that are expected to apply in the period when the liability is settled, or the asset is realised. This means using tax rates that have been enacted or substantially enacted by the end of the reporting period. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

**(d) Retirement benefit costs**
Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

For defined benefit retirement schemes the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at least triennially and updated at each reporting period end. The Company applies IAS 19 'Employee Benefits' (revised in 2011) to recognise all actuarial gains and losses directly within retained earnings, presenting those arising in any one reporting period as part of the relevant statement of comprehensive income. In applying IAS 19, in relation to retirement benefits costs, the current service cost and net interest cost have been treated as a net expense within employment costs. Past service cost is recognised immediately.

The retirement benefit asset or liability recognised in the balance sheet represents the fair value of scheme assets less the present value of the defined benefit obligation. Any asset resulting from this calculation is limited to unrecognised past service cost, plus the present value of available refunds and reductions in future contributions to the plan.

The Company has assessed the International Accounting Standards Board's exposure draft on proposed amendments to IFRIC 14 *IAS 19 - The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction*, which was issued in June 2015 on its main defined benefit pension scheme, the BSPS. This provides additional clarity on the role of Trustees' rights in an assessment of the recoverability of a surplus in an employee pension fund. Based on the BSPS scheme rules as at 31 March 2021 the assessment concluded that the Company has an unconditional right to a refund of any surplus after a full run-off, or in the event of a wind-up as the BSPS Trustee does not have any unilateral power to wind-up the scheme or to augment benefits during the life of the plan.

**(e) Provisions**
Provisions for rationalisation and related measures, environmental remediation and legal claims are recognised when the Company has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. This involves a series of management judgements and estimates that are based on past experience of similar events and third party advice where applicable. Where appropriate and relevant those provisions are discounted to take into consideration the time value of money.

In particular, redundancy provisions are made where the plans are sufficiently detailed and well advanced and where appropriate communication to those affected has been made at the end of the reporting period. These provisions also include charges for any termination costs arising from enhancement of retirement or other post-employment benefits for those employees affected by these plans.

Provisions are also created for long-term employee benefits that depend on the length of service, such as long service and sabbatical awards, disability benefits and long-term compensated absences such as sick leave. The amount recognised as a liability is the present value of benefit obligations at the end of the reporting period, and all movements in the provision (including actuarial gains and losses or past service costs) are recognised immediately within profit and loss.

TSUK participates in the UK Emissions Trading Scheme, initially measuring any rights received or purchased at cost, and recognises a provision in relation to carbon dioxide quotas if there is any anticipated shortfall in the level of quotas received or purchased when compared with actual emissions in a given period. Any surplus is only recognised once it is realised in the form of an external sale.

**(f) Other non-current investments and loan receivables**
Non-current investments and loan receivables are stated at cost. Provisions are made if events or circumstances indicate that the carrying amount may not be recoverable. Income from non-current investments comprises dividends declared up to the balance sheet date and, where relevant, is shown before deduction of overseas withholding taxes.

## V Other accounting policies

**(a) Non-current assets and disposal groups held for sale and discontinued operations**
Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. Assets and disposal groups are classified as held for sale if their carrying amount will be recovered through a sale

transaction rather than through continuing use. This condition is only met when the sale is highly probable and the asset, or disposal group, is available for immediate sale in its present condition and is marketed for sale at a price that is reasonable in relation to its current fair value. The Company must also be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the balance sheet.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortised while they are classified as held for sale. An impairment loss is recognised for any initial or subsequent write-down of a disposal group to fair value less costs to sell.

Where a disposal group represents a separate major line of business or geographical area of operation, or is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operation, then it is treated as a discontinued operation. The result of the discontinued operation are presented on the face of the income statement, with all prior periods being presented on this basis.

Where intercompany transactions have occurred between continuing and discontinued operations, these have been eliminated against discontinued operations except for interest costs on intercompany financing arrangements that will not continue after disposal. These have been eliminated against continuing operations.

**(b) Revenue**
The Company's revenue is primarily derived from the single performance obligation to transfer steel products under arrangements in which the transfer of control of the products and the fulfilment of the Company's performance obligation occur at the same time.

Revenue from the sale of goods is recognised when the Company has transferred control of the goods to the buyer and the buyer obtains the benefits from the goods, the potential cash flows and the amount of revenue (the transaction price) can be measured reliably, and it is probable that the Company will collect the consideration to which it is entitled to in exchange for the goods.

*(i) Sale of goods*
The Company manufactures and sells a range of steel products. Sales are recognised when control of the products has transferred, being when the products are delivered to the customer. Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred, and either the customer has accepted the products in accordance with the sales contract, or the Company has objective evidence that all criteria for acceptance have been satisfied.

The steel is often sold with volume discounts based on aggregate sales over a 12 month period. Revenue from these sales is recognised based on the price specified in the contract, net of the estimated volume discounts. Accumulated experience is used to estimate and provide for the discounts, using the expected value method, and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur. A contract liability is recognised for expected volume discounts payable to customers in relation to sales made until the end of the reporting period. No element of financing is deemed present as the sales are normally made with a credit term of 60 days, which is consistent with market practice. Any obligation to provide a refund is recognised as a provision.

A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

The Company does not have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Company does not adjust any of the transaction prices for the time value of money.

*(ii) Rendering of services*
In addition to the sale of steel, the Company provides the following post-sale services which have been identified as distinct performance obligation under IFRS 15:

*1) Bill and Hold Arrangements*
A bill and hold arrangement arises when a customer is invoiced for steel that are ready for delivery but are not shipped to the customer until a later date. These sales are recognised when the following criteria are met:

a. the reason for the bill-and-hold arrangement must be substantive (for example, the customer has requested the arrangement);
b. the product must be identified separately as belonging to the customer;
c. the product currently must be ready for physical transfer to the customer; and
d. the entity cannot have the ability to use the product or to direct it to another customer.

Any significant custodial element included in the sales price should be separately recognised over the term of the holding period. On assessment of this requirement, the Company has noted that the effect was immaterial, and no adjustment is required.

*2) Shipping and Handling Activity*
Some shipping arrangements result in the Company incurring the costs to deliver goods to the named port of destination (which include insurance and freight) which are considered to be distinct performance obligations under IFRS 15 as control of the goods passes at the port of shipment but the seller still has a separate obligation to arrange and pay for the freight and/or insurance to the port of destination.

The majority of steel supply contracts will include charges in relation to shipping and handling. There may be a separate fee for shipping and handling costs, or shipping and handling might be implicit in the price per ton of the product.

The estimated impact of the deferral of shipping revenue is not sufficiently material to warrant the business to make a regular adjustment in respect of this.

*3) Hire Work (Customer Own Material Processing)*

The title of ownership has passed at the point of sale, before commencing the hire work. This is therefore considered a distinct performance obligation. Hire work generally only takes a matter of days therefore any adjustment to revenue under IFRS 15 is deemed immaterial.

## (c) Government grants

Grants related to expenditure on property, plant and equipment are credited to the income statement over the useful lives of qualifying assets. Grants related to revenue are credited to the income statement in line with the timing of when costs associated with the grants are incurred. Total grants received less the amounts credited to income statement at the end of the reporting period are included in the balance sheet as deferred income.

## (d) Insurance

Insurance premiums in respect of insurance placed with third parties are charged to profit and loss in the period to which they relate.

In addition, the Company provides for insurance charges for historic industrial exposures of personnel. These provisions are subject to regular review and are adjusted as appropriate; the value of final insurance settlements is uncertain, as is the timing of expenditure.

## (e) Interest

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

Interest expense, excluding that related to financing the construction of qualifying property, plant and equipment is expensed as incurred. Discounts or premiums and expenses on the issue of debt securities are amortised over the term of the related security and included within interest expense. Unamortised amounts are shown in the balance sheet as part of the outstanding balance of the related security. Premiums payable on early redemptions of debt securities, in lieu of future interest costs, are written off as interest expense when paid.

## (f) Foreign currencies

Monetary assets and liabilities in foreign currencies are translated into sterling at the quoted rates of exchange ruling at the end of each reporting period. Income statement items and cash flows are translated into sterling at the average rates for the financial period. In order to hedge its exposure to certain foreign exchange transaction risks, the Company enters into forward contracts and options (see (g) below for details of the Company's accounting policies in respect of such derivative financial instruments). In preparing the financial statements, transactions in currencies other than the Company's functional currency are recognised at the rates of exchange prevailing on the dates of the transactions. The impact of revaluations of foreign currency loans is included within operating costs.

## (g) Financial instruments

Financial assets and financial liabilities are recognised on the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. The detailed accounting treatment for such items can differ, as described in the following sections:

*(i) Financial assets*

All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. All recognised financial assets are measured subsequently in their entirety at either amortised cost or fair value, depending on the classification of the financial assets. Where the Company transfers substantially all the risks and rewards of ownership of a financial asset, the financial asset is derecognised and any rights and obligations created or retained in the transfer are recognised separately as assets or liabilities. This includes arrangements where the Company securitises trade receivables on a non-recourse basis.

*Classification of financial assets*

Debt instruments that meet the following conditions are measured subsequently at amortised cost:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are measured subsequently at fair value through other comprehensive income (FVTOCI):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling the financial assets; 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.

By default, all other financial assets are measured subsequently at fair value through profit or loss (FVTPL).

*(ii) Impairment of financial assets*

The Company recognises a loss allowance for expected credit losses on investments in debt instruments that are measured at amortised cost or at FVTOCI, lease receivables, trade receivables and contract assets. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Company always recognises lifetime ECL for trade receivables, contract assets and lease receivables. For all other financial instruments which includes intercompany receivables, the Company recognises lifetime ECL when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

The measurement of expected credit losses is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information.

*(iii) Financial liabilities*
All financial liabilities are measured subsequently at amortised cost using the effective interest method or at FVTPL.

Financial liabilities are classified as at FVTPL when the financial liability is (i) contingent consideration of an acquirer in a business combination, (ii) held for trading or (iii) it is designated as at FVTPL.

Financial liabilities at FVTPL are measured at fair value, with any gains or losses arising on changes in fair value recognised in profit or loss to the extent that they are not part of a designated hedging relationship (see Hedge accounting policy). The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability and is included in the 'other gains and losses' line item in profit or loss.

Financial liabilities that are not (i) contingent consideration of an acquirer in a business combination, (ii) held-for-trading, or (iii) designated as at FVTPL, are measured subsequently at amortised cost using the effective interest method.

*(iv) Derivative financial instruments and hedge accounting*
In the ordinary course of business, the Company uses certain derivative financial instruments to reduce business risks which arise from its exposure to foreign exchange, base metal prices and interest rate fluctuations. The instruments are confined principally to forward foreign exchange contracts, forward rate agreements, interest rate swaps and London Metal Exchange (LME) contracts. The instruments are employed as economic hedges of transactions included in the accounts or forecast for firm contractual commitments. Contracts do not generally extend beyond 6 months, except for certain interest rate swaps and commodity contracts.

Derivatives are initially accounted for and measured at fair value from the date the derivative contract is taken out. Following this, at each subsequent reporting period end the derivative is re-measured at its current fair value. For forward currency contracts, interest rate swaps and commodity contracts the fair values are determined based on market forward rates at the end of the reporting period. The Company seeks to adopt hedge accounting for these currency, interest rate and commodity contracts. At inception of the hedge relationship, the Company documents the economic relationship between hedging instruments and hedged items including whether changes in the cash flows of the hedging instruments are expected to offset changes in the cash flows of hedged items. This documentation includes, inter alia, items such as identification of the hedged item or transaction and the nature of the risk being hedged. At inception each hedge is expected to be highly effective in achieving an offset of changes in fair value or cash flows attributable to the hedged risk. The methodology of testing the effectiveness and the reliability of this approach for testing is also considered and documented at inception. This effectiveness is assessed on an ongoing basis throughout the life cycle of the hedging relationship. In particular, only forecast transactions that are highly probable are subject to cash flow hedges. Changes in the fair value of derivative financial instruments that are designated and effective as hedges of future cash flows are recognised directly in equity and the ineffective portion is recognised immediately in profit and loss. If the cash flow hedge of a firm commitment or forecasted transaction results in the recognition of a non-financial asset or liability, then, at the time the asset or liability is recognised, the associated gains or losses on the derivative that had previously been recognised in equity are included in the initial measurement of the asset or liability. For hedges that do not result in the recognition of a non-financial asset or a liability, amounts deferred in equity are recognised in profit and loss in the same period in which the hedged item affects profit and loss.

For an effective hedge of an exposure to changes in fair value, the hedged item is adjusted for changes attributable to the risk being hedged with the corresponding entry in profit and loss. Gains or losses from re-measuring the associated derivative are also recognised in profit and loss.

Changes in the fair value of derivative financial instruments that do not qualify for hedge accounting are recognised in profit and loss as they arise.

Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, exercised or no longer qualifies for hedge accounting. At that time, any cumulative gain or loss on the hedging instrument recognised in equity is retained in equity until the forecasted transaction occurs. If a hedged transaction is no longer expected to occur, the net cumulative gain or loss recognised in equity is reclassified to net profit or loss for the period.

*(v) Embedded derivatives*
An embedded derivative is a component of a hybrid contract that also includes a non-derivative host – with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand-alone derivative.

Derivatives embedded in hybrid contracts with a financial asset host within the scope of IFRS 9 are not separated. The entire hybrid contract is classified and subsequently measured as either amortised cost or fair value as appropriate.

Derivatives embedded in hybrid contracts with hosts that are not financial assets within the scope of IFRS 9 (e.g. financial liabilities) are treated as separate derivatives when they meet the definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

If the hybrid contract is a quoted financial liability, instead of separating the embedded derivative, the Company generally designates the whole hybrid contract at FVTPL.

An embedded derivative is presented as a non-current asset or non-current liability if the remaining maturity of the hybrid instrument to which the embedded derivative relates is more than 12 months and is not expected to be realised or settled within 12 months.

### (h) Intangible assets

Patents, trademarks and software are included in the balance sheet as intangible assets where they are clearly linked to long term economic benefits for the Company. In this case they are measured initially at fair value on acquisition or purchase cost and then amortised on a straight-line basis over their estimated useful lives. All other costs on patents, trademarks and software are expensed in profit and loss as incurred.

Expenditure on research activities is recognised as an expense in the period in which it is incurred. Costs incurred on individual development projects are recognised as intangible assets from the date that all of the following conditions are met:

(i) completion of the development is technically feasible;
(ii) it is the intention to complete the intangible asset and use or sell it;
(iii) it is clear that the intangible asset will generate probable future economic benefits;
(iv) adequate technical, financial and other resources to complete the development and to use or sell the intangible asset are available; and
(v) it is possible to reliably measure the expenditure attributable to the intangible asset during its development.

Costs are no longer recognised as an asset when the project is complete and available for its intended use, or if these criteria no longer apply. The approach to amortisation and impairment of other intangible assets is described in section IV above.

Where development activities do not meet the conditions for recognition as an asset, any associated expenditure is treated as an expense in the period in which it is incurred.

Where the Company purchases emission rights from an emission trading scheme, it recognises these as an intangible asset, and values the asset at cost. No amortisation is recognised, provided that the Company intends to utilise the asset to settle emission rights liabilities.

### (i) Leases

As a lessee, the Company assesses if a contract is or contains a lease at the inception of the contract. A contract is or contains a lease if it conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company recognises a right-of-use asset and a lease liability at the commencement date, except for short-term leases of twelve months or less and leases for which the underlying asset is low value, which are expensed in the income statement on a straight-line basis over the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at that date, discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses the incremental borrowing rate.

Lease payments can include fixed payments, variable payments that depend on an index or rate known at the commencement date and extension options, if the Company is reasonably certain to exercise the option.

The associated right-of-use asset is capitalised equal to the lease liability and disclosed together with property, plant and equipment. The right-of-use asset is subsequently depreciated on a straight-line basis over the lease term. Right-of-use assets are also subject to testing for impairment if there is an indicator for impairment.

Variable lease payments not included in the measurement of the lease liabilities are expensed in the income statement in the period in which the events or conditions which trigger those payments occur.

As a lessor, the Company recognises leases at cost which are then amortised over the life of the leases with interest recognised as either operating or finance leases. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of the underlying asset and classified as an operating lease if it does not. These leases relate to property and vessels that are sublet in relation to the head lease. The risk associated with any rights retained in the underlying asset is managed via safeguards within the sub lease contract and vetting and monitoring of lessees.

### (j) Inventories

Inventories of raw materials are valued at the lower of cost and net realisable value. Cost is generally determined using the weighted average cost method. Inventories of partly processed materials, finished products and stores are individually valued at the lower of cost and net realisable value. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Net realisable value is the price at which the inventories can be realised in the normal course of business after allowing for the cost of conversion from their existing state to a finished condition and for the cost of marketing, selling and distribution. Provisions are made to cover slow moving and obsolete items based on historical experience of utilisation on a product category basis, which involves individual businesses considering their local product lines and market conditions.

### (k) Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet.

## For the financial year ended 31 March

## 1. Revenue

The Company's revenue and loss before taxation all arose from one class of business. An analysis of revenue by destination is shown below:

| | 2021 £m | 2020 £m |
|---|---|---|
| **Revenue by destination:** | | |
| UK | **1,108** | 1,277 |
| Europe excluding UK | **742** | 793 |
| Rest of the world | **126** | 73 |
| | **1,976** | 2,143 |

## 2. Operating costs

| | 2021 £m | 2020 £m |
|---|---|---|
| **Costs by type:** | | |
| Raw materials and consumables | **1,034** | 1,219 |
| Maintenance costs (excluding own labour) | **229** | 226 |
| Other external charges (including fuels & utilities, hire charges and carriage costs) | **320** | 360 |
| Employment costs (Note 4) | **313** | 376 |
| Depreciation, amortisation and impairment (Notes 3,8 & 9 ) | **176** | 326 |
| Other operating items (including rents, rates, insurance and general expenses) | **169** | 108 |
| Impairment of investment in subsidiaries | **-** | 459 |
| Changes in inventory of finished goods and work in progress | **2** | 28 |
| Own work capitalised | **(1)** | (2) |
| Profit on disposal of property, plant and equipment | **(9)** | (2) |
| Loss on disposal of group undertakings (Note 31) | **15** | 1 |
| | **2,248** | 3,099 |

| | Operating items before restructuring, impairment and disposals £m | Restructuring, impairment and disposals £m | Exceptional items £m | Total £m |
|---|---|---|---|---|
| **The above cost in 2021 includes:** | | | | |
| Raw materials and consumables | 1,034 | - | - | **1,034** |
| Maintenance costs (excluding own labour) | 229 | - | - | 229 |
| Other external charges (including fuels & utilities, hire charges and carriage costs) | 320 | - | - | **320** |
| Employment costs (Note 4) | 312 | 1 | - | **313** |
| Depreciation, amortisation and impairment (Notes 3,8 & 9 ) | 57 | 119 | - | **176** |
| Other operating items (including rents, rates, insurance and general expenses) | 175 | (6) | - | **169** |
| Changes in inventory of finished goods and work in progress | 2 | - | - | **2** |
| Own work capitalised | (1) | - | - | **(1)** |
| Profit on disposal of property, plant and equipment | - | (9) | - | **(9)** |
| Loss on disposal of group undertakings (Note 31) | - | 15 | - | **15** |
| | 2,128 | 120 | - | **2,248** |

Further analysis of restructuring and impairment costs is presented in Note 3.

| | 2021 £m | 2020 £m |
|---|---|---|
| **The above costs are stated after including:** | | |
| Amortisation of intangible assets (Note 8) | **6** | 7 |
| Depreciation of owned assets (Note 9) | **15** | 36 |
| Depreciation of right of use assets | **36** | 28 |
| Impairment losses related to intangible assets (Note 8) | **1** | - |
| Impairment losses related to property, plant and equipment (Note 9) | **65** | 249 |
| Impairment losses related to spares (Note 9) | **53** | 6 |
| Expenses relating to short-term leases | **-** | 2 |
| Expenses relating to variable lease payments not included in lease liabilities | **40** | 18 |
| Income from subleasing | **(5)** | (7) |
| Charge on provision for emission rights deficit (Note 19) | **99** | 2 |
| Provision for bad and doubtful debts charge | **-** | 1 |
| Differences in exchange rates | **(11)** | (2) |
| Costs of research and development (gross) | **7** | 9 |
| Recoveries on research and development | **(8)** | (6) |

**The analysis of auditors' remuneration is as follows:**

| | 2021 £m | 2020 £m |
|---|---|---|
| Fees payable to the Company's auditors for the audit of the Company's annual accounts | **0.4** | 0.4 |

The fees above reflect PricewaterhouseCoopers LLP's provision of services during the year ended 31 March 2021. Fees payable to PricewaterhouseCoopers LLP and its associates for non-audit services to the Company are not disclosed because the financial statements of TSE disclose such fees on a consolidated basis.

## 3. Net restructuring and impairment costs

| | 2021 £m | 2020 £m |
|---|---|---|
| Provision for restructuring and related measures: | | |
| Redundancy and related costs (Note 4) | **2** | 14 |
| Pension restructuring costs (Note 27) | **-** | 4 |
| Impairment losses related to property, plant and equipment (Note 9) | **64** | 247 |
| Impairment losses related to right of use assets (Note 9) | **1** | 2 |
| Impairment losses related to spares (Note 9) | **53** | 6 |
| Impairment losses related to intangible fixed assets (Note 8) | **1** | - |
| Other rationalisation costs | **-** | 9 |
| Exceptional item – Impairment losses related to investment in subsidiaries | **-** | 459 |
| Exceptional item – Costs for setting up the new BSPS scheme borne directly by the Company (Note 4 & Note 27) | **-** | 3 |
| | **121** | 744 |
| Credits for restructuring and related measures: | | |
| Redundancy and related costs | **(1)** | - |
| Other rationalisation costs | **(6)** | - |
| | **(7)** | - |
| Total net restructuring and impairment costs | **114** | 744 |

### 4. Employees

| | 2021 £m | 2020 £m |
|---|---|---|
| The total employment costs of all employees (including directors) in the Company were: | | |
| Wages and salaries | **292** | 319 |
| Social security costs | **31** | 33 |
| Other pension (income)/costs (v) | **(11)** | 3 |
| Exceptional Pensions Items (Note 27) | **-** | 3 |
| As included in operating costs | **312** | 358 |
| Net redundancy and related costs (included within restructuring costs) | **1** | 14 |
| Pension restructuring costs (Note 27) | **-** | 4 |
| | **313** | 376 |

(i) The average number of employees during the year was 7,992 (2020: 8,386). This total includes operations staff of 6,718 (2020: 7,043), sales and marketing staff of 368 (2020: 402) and other staff of 906 (2020: 941).

(ii) Exceptional pension items includes a net pension charge of £nil (2020: £3m) in respect of charges associated with the RAA (see note 27).

(iii) During the year as a result of the COVID-19 pandemic, TSUK received £25m in relation to employment support from the UK Government Coronavirus Job Retention Scheme. This has been credited to the total wages and salaries expense during the year.

(iv) The emoluments of Mr S Biswas, and Dr H Adam are paid by other companies within the TSE Group which make no recharge to TSUK.

Mr S Biswas, and Dr H Adam were directors of TSE and a number of fellow subsidiaries during 2021. It is not possible to make an accurate apportionment of the emoluments in respect of each of the subsidiaries. Accordingly, their emoluments are disclosed in the aggregate of the directors' emoluments in the financial statements with which they have their primary employment contracts.

For their period as directors of TSUK Mr T Farquhar, Mr K Haider, Mrs H Matheson, Mr J Phillips and Mr E Hoogenes were also executives of TSE. However, it is not practicable to allocate their emoluments between their services as executives of TSE and their services as directors of TSUK.

The emoluments of Mr T V Narendran and Mr K Chatterjee are paid by TSL which makes no recharge to TSUK. Mr T V Narendran and Mr K Chatterjee are directors of TSL, TSUK and a number of fellow subsidiaries of TSL and it is not possible to make an accurate apportionment of their emoluments in respect of each of the subsidiaries. Accordingly, their emoluments are disclosed in the financial statements of TSL with whom they have their primary employment contract.

Retirement benefits accrued under defined benefit schemes to £nil (2020: £nil) individuals who were directors during the period.

(v) Pension costs can be further analysed as follows:

| | 2021 £m | 2020 £m |
|---|---|---|
| Defined benefit scheme credit (Note 27) | **(54)** | **(38)** |
| Defined contribution scheme costs (Note 27) | **43** | **45** |
| Costs for setting up the new BSPS scheme borne directly by the Company | **-** | **3** |
| | **(11)** | **10** |

### 5. Income from subsidiaries and joint ventures

| | 2021 £m | 2020 £m |
|---|---|---|
| Dividends from subsidiaries | **2** | 4 |
| Exceptional item - Dividends from subsidiaries (i) | **-** | 534 |
| | **2** | 538 |

(i) During 2021, dividend income of £nil (2020: £534m) has been recognised in relation to dividends declared by subsidiary undertakings prior to their entry into voluntary liquidation.

## F6. Notes to the financial statements

### 6. Financing items

| | 2021 £m | 2020 £m |
|---|---|---|
| Interest expense: | | |
| Bank and other borrowings | **3** | 6 |
| Lease interest costs | **11** | 9 |
| Interest on loans from other group companies | **48** | 55 |
| Interest on loans from parent undertakings | **14** | 53 |
| Discount on disposal of trade debtors within purchase agreement with external companies | **4** | - |
| Discount on disposal of trade debtors within purchase agreement with group company | **-** | 47 |
| Finance costs | **80** | 170 |
| Interest income: | | |
| Interest receivable from other group companies | **(1)** | (1) |
| Lease interest income | **(1)** | (1) |
| Interest receivable on deferred proceeds | **(1)** | (3) |
| Finance income | **(3)** | (5) |
| | **77** | (165) |

### 7. Taxation

| | 2021 £m | 2020 £m |
|---|---|---|
| Current year tax charge | **-** | 1 |
| Prior year tax credit | **-** | (1) |
| Deferred tax charge/(credit) (Note 12) | **187** | (127) |
| | **187** | (127) |

The total income statement charge/(credit) for the year can be reconciled to the accounting loss as follows:

| | 2021 £m | 2020 £m |
|---|---|---|
| Loss before taxation | **(347)** | (583) |
| Loss before taxation multiplied by the standard corporation tax rate of 19% (2020: 19%) | **(66)** | (111) |
| Effects of: | | |
| Adjustments to current tax in respect of prior periods | **-** | (1) |
| Change in unrecognised losses | **247** | (2) |
| Other permanent differences | **6** | (13) |
| | **187** | (127) |

In addition to the total taxation charged to the income statement, the following amounts relating to tax have been recognised directly in other comprehensive income:

| | 2021 £m | 2020 £m |
|---|---|---|
| Relating to components of other comprehensive income: | | |
| Actuarial movements on defined benefit pension plans and other post-retirement plans | **(187)** | 128 |
| Revaluation of financial instruments treated as cash flow hedges | **-** | (1) |
| | **(187)** | 127 |

In the prior year the exceptional items recognised within the Company were non-taxable transactions.

In the Spring Budget 2021, the UK Government announced that from 1 April 2023 the corporation tax rate will increase to 25%. Since the proposal to increase the rate to 25% had not been substantively enacted at the balance sheet date, its effects are not included in these financial statements. However, there would have been no overall effect on the tax expense for 2021 had it been substantively enacted by the balance sheet date.

## 8. Intangible assets

| 2021 | Computer software £m | Patents and trademarks £m | Total £m |
|---|---|---|---|
| Cost as at 1 April 2020 and 31 March 2021 | 230 | 4 | **234** |
| Amortisation as at 1 April 2020 | 202 | 3 | **205** |
| Charge for the period | 6 | - | **6** |
| Impairment for the period | 1 | - | **1** |
| Amortisation as at 31 March 2021 | 209 | 3 | **212** |
| **Net book value as at 31 March 2021** | **21** | **1** | **22** |
| Net book value as at 31 March 2020 | 28 | 1 | 29 |

The remaining amortisation period for computer software is approximately 4 years (2020: 5 years).

(i) The Company recognised an impairment charge of £1m (2020: £nil) against computer software and nil against patents and trademarks (2020: £nil).

## 9. Property, plant and equipment

| 2021 | Land and buildings £m | Plant and machinery £m | Loose plant and tools £m | Assets in course of construction £m | Total £m |
|---|---|---|---|---|---|
| Cost as at 1 April 2020 | 322 | 3,274 | 139 | 178 | **3,913** |
| Additions | 6 | 116 | 17 | 65 | **204** |
| Disposals | (12) | (112) | (15) | - | **(139)** |
| Transfer from assets in course of construction | 2 | 83 | - | (85) | **-** |
| Cost as at 31 March 2021 | 318 | 3,361 | 141 | 158 | **3,978** |
| Depreciation as at 1 April 2020 2020 | 211 | 3,188 | 111 | 23 | **3,533** |
| Charge for the period | 16 | 30 | 5 | - | **51** |
| Impairment losses recognised during the period | 7 | 55 | 1 | 2 | **65** |
| Disposals | (15) | (110) | (14) | - | **(139)** |
| Transfers from assets in course of construction | - | 9 | - | (9) | **-** |
| Depreciation as at 31 March 2021 | 219 | 3,172 | 103 | 16 | **3,510** |
| Net book value as at 31 March 2021 | 99 | 189 | 38 | 142 | **468** |
| Spares (net book value) | | | | | **7** |
| **Net book value as at 31 March 2021** | 99 | 189 | 38 | 142 | **475** |
| Net book value as at 31 March 2020 | 111 | 86 | 28 | 155 | 380 |
| Spares (net book value) | | | | | 56 |
| Net book value as at 31 March 2020 | 111 | 86 | 28 | 155 | 436 |

The additions to the right-of-use assets during the 2021 financial period were £122m (2020: £77m).

The Company recognised a total impairment charge of £118m in the year (2020: £255m). Included within the impairment charge of £118m was £53m for spares (2020: £6m).

Property, plant and equipment was tested at 31 March 2021 for impairment at that date where indicators of impairment existed. The outcome of this test indicated that using a discount rate of 8.7% (2020: 8.8%) the Strip Products UK cash generating unit ("CGU") had a value in use which was lower than its carrying value. This resulted in an impairment of £113m to the Strip Products UK CGU. Also, an impairment charge of £5m (2020: £4m) has been recognised in the current year against specific items of property, plant and equipment.

The Company has conducted sensitivity analysis on the impairment tests of the carrying value of the Company's CGUs and property, plant and equipment. The directors believe that no reasonable possible change in any of the key assumptions used in the value in use calculations would cause the carrying value of property, plant and equipment in any CGU to materially exceed its value in use, other than in respect of the remaining property, plant and equipment at the Strip Products UK CGU which had a carrying value at 31 March 2021 of £339m after posting an impairment charge of £113m in 2021. An increase in the discount rate used for impairment testing of 1% would result in an increase of £76m in the impairment charge recognised in 2021 in the Strip Products UK CGU. A 10% decrease to the forecast operating profit used in the terminal value within the value in use calculation would result in an increase of £66m in the impairment charge recognised in 2021 in the Strip Products UK CGU.

Spares are shown at net book value. Due to the substantial number of items involved, and the many variations in their estimated useful lives, it is impracticable to give the details of movements normally disclosed in respect of property, plant and equipment.

(i)

| **As at 31 March** | **2021**<br>**£m** |
|---|---|
| The net book value of land and buildings comprises: | |
| Freehold | **10** |
| Short leasehold | **89** |
| | **99** |
| Which may be further analysed as: | |
| Right of use assets not subject to operating leases: | |
| Cost | **130** |
| Accumulated depreciation | **(41)** |
| | **89** |
| Owned assets | **10** |
| | **99** |

(ii)

| **As at 31 March** | **2021**<br>**£m** |
|---|---|
| The net book value of plant and machinery comprises: | |
| Right of use assets subject to operating leases: | |
| Cost | **16** |
| Accumulated depreciation | **(15)** |
| | **1** |
| Right of use assets not subject to operating leases: | |
| Cost | **187** |
| Accumulated depreciation | **(73)** |
| | **114** |
| Owned assets | **74** |
| | **189** |

(iii)

| **As at 31 March** | **2021**<br>**£m** |
|---|---|
| The net book value of spares comprises: | |
| Cost | **303** |
| Accumulated depreciation and impairment losses | **(296)** |
| | **7** |

(iv) There was £nil (2020: £nil) borrowing costs capitalised in the period.

## 10. Non-current investments

| 2021 | Shares in subsidiary undertakings (i) | Loans to parent, subsidiary and fellow group undertakings (ii) | Interests in joint ventures and associates | Loans to joint ventures | Other investments (iii) | Sublease investments (iv) | Total |
|---|---|---|---|---|---|---|---|
| | £m | £m | £m | £m | £m | £m | £m |
| Cost at 1 April 2020 | 1,161 | 110 | 1 | 20 | 7 | 18 | **1,317** |
| Additions | - | - | - | - | - | 1 | **14** |
| Exchange rate differences | - | - | - | - | - | (1) | **(1)** |
| Repayments | - | (30) | - | - | - | (15) | **(45)** |
| Disposals | (10) | - | - | - | - | - | **(10)** |
| Cost at end of period | 1,151 | 93 | 1 | 20 | 7 | 3 | **1,275** |
| Provisions at 1 April 2020 | 899 | 29 | 1 | 20 | - | - | **949** |
| Impairment charge during the period (iii) | - | - | - | - | 7 | - | **7** |
| Disposals | (10) | - | - | - | - | - | **(10)** |
| Provisions at end of the period | 889 | 29 | 1 | 20 | 7 | - | **946** |
| **Net book value at 31 March 2021** | **262** | **64** | - | - | - | **3** | **329** |
| Net book value at 31 March 2020 | 262 | 81 | - | - | 7 | 18 | 368 |

(i) The carrying values of the Company's investments are tested annually for impairment using an enterprise value ('EV') calculation. The calculation uses cash flow forecasts based on the most recently approved financial budgets and strategic forecasts which cover a period of three years and future projections taking the analysis out into perpetuity based on a steady state, sustainable cash flow reflecting average steel industry conditions between successive peaks and troughs of profitability.

Key assumptions for the value in use calculation are those regarding expected changes to selling prices and raw material costs, EU steel demand, exchange rates, and a pre-tax discount rate of 8.7% (2020: 8.8%). Changes in selling prices, raw material costs, exchange rates and EU steel demand are based on expectations of future changes in the steel market based on external market sources. The pre-tax discount rate is derived from the Company's WACC and the WACCs of its main European steel competitors adjusted for country specific risks where appropriate. The outcome of the test at 31 March 2021 resulted in £nil impairment (2020: £nil).

(ii) Included in the above net book value of loans to parents, subsidiaries and fellow group undertakings at 31 March 2021 are loans of £64m (2020: £63m) which are non-interest bearing and have no fixed repayment date.

(iii) During the year an impairment charge of £7m has been recognised in relation to preference shares previously received as consideration for prior business divestments as the expected return on these investments is now considered uncertain (note 31).

## 11. Other non-current assets

| As at 31 March | 2021 | 2020 |
|---|---|---|
| | £m | £m |
| Deferred proceeds | **1** | 18 |
| | **1** | 18 |

An impairment of £8m has been recognised in the year in relation to deferred proceeds owed to the Company in relation to a previous business divestment of which the recovery is now deemed uncertain (Note 31).

## 12. Deferred tax

The following is the analysis of the deferred tax balances for balance sheet purposes:

| As at 31 March | 2021 £m | 2020 £m |
|---|---|---|
| Deferred tax assets | - | - |
| | - | - |

The following are the major deferred tax assets and liabilities recognised by the Company, and the movements thereon, during the current and prior reporting period.

| 2021 | Accelerated tax depreciation £m | Tax losses £m | Retirement benefit obligations £m | Interest £m | Other £m | Total £m |
|---|---|---|---|---|---|---|
| At 1 April 2020 | 172 | 247 | (528) | 105 | 4 | - |
| Credited/(charged) to income statement | 3 | (77) | (35) | (82) | 4 | **(187)** |
| Credited/(charged) to other comprehensive income | - | - | 187 | - | - | **187** |
| **At 31 March 2021** | **175** | **170** | **(376)** | **23** | **8** | **-** |

| 2020 | Accelerated tax depreciation £m | Tax losses £m | Retirement benefit obligations £m | Interest £m | Other £m | Total £m |
|---|---|---|---|---|---|---|
| At 1 April 2019 | 99 | 162 | (331) | 66 | 4 | - |
| Credited/(charged) to income statement | 73 | 85 | (69) | 39 | (1) | 127 |
| Credited/(charged) to other comprehensive income | - | - | (128) | - | 1 | (127) |
| At 31 March 2020 | 172 | 247 | (528) | 105 | 4 | - |

No deferred tax assets have been recognised at 31 March 2021 (2020: £nil). In evaluating whether it is probable that taxable profits will be earned in future accounting periods, all available evidence was considered, including TSUK Board approved budgets and forecasts. Following this evaluation, it was determined there would not be sufficient taxable income generated to realise the benefit of the deferred tax assets. Deferred tax assets have not been recognised in respect of total tax losses of £2,939m (2020: £2,341m) which can be carried forward indefinitely.

## 13. Inventories

| As at 31 March | 2021 £m | 2020 £m |
|---|---|---|
| Raw materials and consumables | **215** | 152 |
| Work in progress | **126** | 106 |
| Finished goods and goods for resale | **151** | 173 |
| | **492** | 431 |

The value of inventories above is stated after impairment of £22m (2020: £39m) for obsolescence and write-downs to net realisable value.

## 14. Trade and other receivables

| As at 31 March | 2021 £m | 2020 £m |
|---|---|---|
| Trade receivables | **66** | 64 |
| Less: provision for impairment of receivables | **(1)** | (1) |
| | **65** | 63 |
| Amounts owed by immediate parent company | **7** | 6 |
| Amounts owed by parent undertakings | **29** | 13 |
| Amounts owed by group companies | **43** | 47 |
| Amounts owed by subsidiary undertakings | **11** | 8 |
| Derivative financial instruments (Note 23) | **14** | 54 |
| Other taxation | **1** | 7 |
| Prepayments | **19** | 2 |
| Deferred proceeds on sale of business | **16** | 12 |
| Other receivables | **22** | 33 |
| | **227** | 245 |

Details of the Company's credit risk are not disclosed because the financial statements of TSE disclose such details on a consolidated basis.

## 15. Cash and short term deposits

| As at 31 March | 2021 £m | 2020 £m |
|---|---|---|
| Cash at bank and in hand | **51** | 59 |
| Short term deposits | **5** | 5 |
| | **56** | 64 |

## 16. Borrowings

| As at 31 March | 2021 £m | 2020 £m |
|---|---|---|
| Current: | | |
| Intergroup: | | |
| Amounts owed to parent undertakings (i) | **216** | 86 |
| Amounts owed to group undertakings | **43** | 45 |
| | **259** | 131 |
| External: | | |
| Bank loans | **-** | 200 |
| Obligations under leases | **34** | 44 |
| | **34** | 244 |
| | **293** | 375 |

| As at 31 March | 2021 £m | 2020 £m |
|---|---|---|
| Non-current: | | |
| Inter-group: | | |
| Amounts owed to parent undertakings | **15** | 10 |
| Amounts owed to fellow group companies | **144** | 148 |
| Amounts owed to subsidiary undertakings | **194** | 184 |
| | **353** | 342 |
| External: | | |
| Obligations under leases | **190** | 110 |
| | **190** | 110 |

| | 2021 | 2020 |
|---|---|---|
| | **543** | 452 |
| **Total borrowings** | **836** | 827 |

(i) Included in amounts owed to parent undertakings in 2021 is a £200m loan due to Tata Steel Europe Limited. The loan carries interest charged on a floating basis with reference to LIBOR and was renewed subsequent to the balance sheet date on 14 June 2021 for a further 179 days.

The board of the Company granted a guarantee in relation to the debt raised as part of the SFA entered into by Tata Steel Netherlands Holdings BV in January 2020. This guarantee is supported by security over the assets of the Company.

Amounts payable under leases are as follows:

| | **Minimum lease payments** | | **Present value of minimum lease payments** | |
|---|---|---|---|---|
| | **2021** £m | 2020 £m | **2021** £m | 2020 £m |
| Not later than one year | **42** | 47 | **34** | 44 |
| Later than one year but not more than five years | **149** | 80 | **126** | 61 |
| More than five years | **85** | 54 | **64** | 49 |
| | **276** | 181 | **224** | 154 |
| Less: future finance charges on leases | **(52)** | (27) | **-** | - |
| Present value of lease obligations | **224** | 154 | **224** | 154 |

The lease portfolio of the Company consists of leases of land, building, vessels, machinery and vehicles.

## 17. Trade and other payables

| **As at 31 March** | **2021** £m | 2020 £m |
|---|---|---|
| Trade payables | **362** | 320 |
| Amounts owed to group companies | **1,050** | 970 |
| Amounts owed to parent undertakings | **205** | 190 |
| Amounts owed to joint ventures (Note 28) | **1** | 1 |
| Amounts owed to subsidiaries | **2** | 1 |
| Other taxation and social security | **50** | 12 |
| Interest payable to parent undertakings | **1** | 2 |
| Interest payable | **3** | 3 |
| Derivative financial instruments (Note 23) | **37** | 11 |
| Capital expenditure creditors | **32** | 36 |
| Other payables | **21** | 23 |
| | **1,764** | 1,569 |

Other payables include amounts provided in respect of insurances, holiday pay, other employment costs and sundry other items.

## 18. Current tax

| **As at 31 March** | **Assets** £m | **Liabilities** £m |
|---|---|---|
| **2021** | | |
| UK corporation tax | **1** | **8** |
| | **1** | **8** |
| 2020 | | |
| UK corporation tax | 2 | 10 |
| | 2 | 10 |

## 19. Provisions for liabilities and charges

| | Rationalisation costs (i) £m | Insurance (ii) £m | Environmental provision (iii) £m | Other (iv) £m | Total 2021 £m | Total 2020 £m |
|---|---|---|---|---|---|---|
| As at 31 March | 23 | 56 | 8 | 22 | **109** | 142 |
| Adoption of IFRS 16 | - | - | - | - | - | (8) |
| As at 1 April | 23 | 56 | 8 | 22 | **109** | 134 |
| Charged to income statement: | 2 | 1 | 230 | 3 | **236** | 32 |
| Released to income statement: | (7) | - | - | - | **(7)** | (10) |
| Transfers | 4 | - | (4) | - | - | - |
| Utilised in period | (8) | (4) | - | (7) | **(19)** | (47) |
| At 31 March | **14** | **53** | **234** | **18** | **319** | 109 |
| Analysed as: | | | | | | |
| Current liabilities | | | | | **238** | 19 |
| Non-current liabilities | | | | | **81** | 90 |

(i) Rationalisation costs include redundancy provisions as follows:

| | 2021 £m | 2020 £m |
|---|---|---|
| At beginning of period | **5** | 2 |
| Charged to Income Statement: | **2** | 14 |
| Released to Income Statement | **(1)** | - |
| Utilised during the period | **(6)** | (11) |
| At end of period | **-** | 5 |

| | 2021 £m | 2020 £m |
|---|---|---|
| Other rationalisation provisions arise as follows: | | |
| Onerous lease payments relating to unutilised premises | **3** | 5 |
| Environmental and other remediation costs at sites subject to restructuring/closure | **9** | 12 |
| Other | **2** | 1 |
| | **14** | 18 |

Although the precise timing in respect of rationalisation provisions including redundancy is not known, the majority is expected to be incurred within one year. At 31 March 2021 the rationalisation provision included £3m (2020: £5m) in respect of onerous leases on a discounted basis and £3m (2020: £5m) on an undiscounted basis.

(ii) The insurance provisions represent losses incurred but not yet reported in respect of risks retained by the Company rather than passed to third party insurers and include amounts in relation to certain industrial disease claims. All are subject to regular review and are adjusted as appropriate. The value of final insurance settlements is uncertain and so is the timing of expenditure.

(iii) The environmental provisions consist of remediation and clean-up activities that are likely to be undertaken in the foreseeable future and of which the costs can reasonably be estimated, together with provisions for CO2 emission rights. The majority of the provision is expected to be incurred within one year.

(iv) The other provisions also include product warranty claims for which the timing of any potential expenditure is uncertain and provisions for employee benefits, which include long term benefits such as long service and sabbatical leave. All items are subject to independent actuarial assessments.

## 20. Other non-current liabilities

| As at 31 March | 2021 £m | 2020 £m |
|---|---|---|
| Financial guarantees | **13** | 15 |
| | **13** | 15 |

On 19 December 2007 the board of TSUK granted a guarantee in relation to the debt raised as part of the old SFA entered into by TSUKH, Tulip UK Holdings (No. 3) Limited and Tata Steel Netherlands Holdings BV. On 29 September 2010, the borrowings and

lender commitments under the previous SFA were refinanced with the establishment of a new SFA. This was subsequently refinanced on 28 October 2014 and again on 4 February 2020 (although only Tata Steel Netherlands Holdings BV entered into the most recent refinancing). This guarantee is supported by security over the assets of the Company.

## 21. Deferred income

| | Grants relating to revenue £m | Total 2021 £m | Total 2020 £m |
|---|---|---|---|
| At 1 April | 2 | **2** | 1 |
| Reclassification | - | **-** | 1 |
| At 31 March | 2 | **2** | 2 |

## 22. Called up share capital

The share capital of the Company is shown below as at 31 March:

| **Authorised** | **2021 £m** | 2020 £m |
|---|---|---|
| 249,999,999,990 (2020: 249,999,999,990) ordinary shares of 1p each | **2,499** | 2,499 |

| **Allotted, called up and fully paid** | **2021 £m** | 2020 £m |
|---|---|---|
| 224,130,023,983 (2020: 224,130,023,983) deferred shares of 1p each | **2,241** | 2,241 |
| 23,793,506 (2020: 23,793,506) ordinary shares of 1p each | **1** | 1 |

The holders of Ordinary shares are entitled to be paid any profits of the Company which are available for distribution and to receive notice of general meetings and to attend, speak and vote at such meetings.

Ordinary shares carry full rights in respect of profit distribution. In addition, they are entitled to receive notice of general meetings but shall not be entitled to attend, speak or vote at any such meeting.

Deferred shares do not confer any right to receive notices of general meetings of the Company or to attend, speak or vote at any such meeting, to vote on written resolutions to participate in any return of capital or to participate in the profits of the Company by way of dividend, distribution or otherwise.

## 23. Financial instruments

The following table details the Company's financial instruments held at fair value:

| **As at 31 March** | **2021 £m** | 2020 £m |
|---|---|---|
| Derivative financial assets | **14** | 54 |
| Derivative financial liabilities | **(37)** | (11) |
| Total derivatives | **(23)** | 43 |

Derivative financial instruments used by the Company include forward exchange contracts and commodity contracts. These financial instruments are utilised to hedge significant future transactions and cash flows, and, in most cases, these are subject to hedge accounting under IFRS 9. The Company does not hold or issue derivative financial instruments for trading purposes. All transactions in derivative financial instruments are undertaken to manage risks arising from underlying business activities.

The following table sets out the fair values of derivatives held by the Company at the end of the reporting period:

| | **2021** | | 2020 | |
|---|---|---|---|---|
| **As at 31 March** | **Assets £m** | **Liabilities £m** | Assets £m | Liabilities £m |
| Current: | | | | |
| Foreign currency contracts | **11** | **(37)** | 54 | (8) |
| Commodity contracts | **3** | **-** | - | (3) |
| | **14** | **(37)** | 54 | (11) |

The Company's derivative financial assets and liabilities are categorised as Level 2 and their valuation is based on future cash flows (estimated from observable data such as forward exchange rates and yield curves) which are, where material, discounted at a rate which reflects the credit risk of counterparties.

The fair value of derivative financial instruments that were designated as cash flow hedges at the end of the reporting period were:

| As at 31 March | 2021 £m | 2020 £m |
|---|---|---|
| Commodity contracts | (3) | (4) |
| Taxation | - | 1 |
| Cash flow hedge reserve | (3) | (3) |

Amounts recognised in the cash flow hedge reserve are expected to affect the income statement within one year.

| | Commodity contracts £m | 2021 £m |
|---|---|---|
| Cash flow hedge reserve net of taxation at beginning of period | (4) | (4) |
| Fair value recognised | 1 | 1 |
| Cash flow hedge reserve net of taxation at end of period | (3) | (3) |

| | Commodity contracts £m | 2020 £m |
|---|---|---|
| Cash flow hedge reserve net of taxation at beginning of period | 4 | 3 |
| Fair value recognised | (8) | (7) |
| Cash flow hedge reserve net of taxation at end of period | (4) | (4) |

Ineffectiveness on cash flow hedges recognised in profit and loss was £nil in 2021 (2020: £nil).

## 24. Future capital expenditure

| As at 31 March | 2021 £m | 2020 £m |
|---|---|---|
| Contracted but not provided for | 22 | 41 |
| Authorised but contracts not yet placed | 114 | 96 |

At the end of the period there was £3m (2020: £nil) of future expenditure planned in relation to intangible assets.

## 25. Exposure for cash outflows relating to leases

| | 2021 £m | 2020 £m |
|---|---|---|
| Future exposure for cash outflows from the Company at the end of the period are: | | |
| Future cash outflows relating to termination and extension options | 1 | 1 |
| | 1 | 1 |

## 26. Contingencies

| As at 31 March | 2021 £m | 2020 £m |
|---|---|---|
| Guarantees given under trade agreements | 5 | 6 |

Dependent on future events, other current legal proceedings and recent significant contracts may give rise to contingencies and commitments that are not currently reflected in the above figures. There are also contingent liabilities in the ordinary course of business in connection with the completion of contractual arrangements.

### 27. Pensions and post-retirement benefits

**Defined contribution schemes**
The Company participates in defined contribution plans on behalf of relevant personnel. Any expense recognised in relation to these schemes represents the value of contributions payable during the period by the Company at rates specified by the rules of those plans. The only amounts included in the balance sheet are those relating to prior month contributions that were not due to be paid until after the end of the reporting period. The total cost charged to the income statement in 2021 amounted to £43m (2020: £45m).

**Defined benefit schemes**
The principal defined benefit pension scheme for TSUK is the British Steel Pension Scheme ('BSPS'), which is the main scheme for previous and present employees based in the UK. Benefits offered by this scheme are based on final pay and years of service at retirement. The assets of this scheme are held in a separately administered fund.

The BSPS is the legacy defined benefit pension scheme in the UK and is closed to future accrual. The current Scheme is the successor to the old BSPS which entered a PPF assessment period in March 2018. The Scheme currently has around 71,500 members of which over 80% are pensioners with benefits in payment. The BSPS is sponsored by TSUK. Although TSUK has a legal obligation to fund any future deficit, a key condition of the new BSPS going forward was that it was sufficiently well funded to meet the scheme's modified liabilities on a self-sufficiency basis with a buffer to cover residual risks. With the assets that it holds, the new scheme is therefore well positioned to pay benefits securely on a low risk basis without recourse to TSUK. Pension risks relating to the Scheme include economic risks (such as interest rate risk and inflation risk), demographic risks (for example members living longer than expected), and legal risks (for example changes in legislation that may increase liabilities). TSUK has worked with the Trustee to develop and implement an Integrated Risk Management ('IRM') framework to manage these risks. The framework provides ongoing monitoring of the key investment, funding and covenant risks facing the scheme and tracks progress against the scheme's journey plan and target. Measures taken by the Trustee to manage risk include the use of asset-liability matching techniques to reduce interest rate risk, and investment in assets that are expected to be correlated to future inflation in the longer term to mitigate inflation risk. In particular, the scheme's investment policy has regard for the maturity and nature of the scheme's liabilities and seeks to match a large part of the scheme's liabilities with secure bonds, whilst achieving a higher long term return on a small proportion of equity and other investments. However, the scheme's interest rate risk is hedged on a long term funding basis linked to gilts whereas AA corporate bonds are implicit in the IAS 19 discount rate and so there is some mismatching risk to the TSE financial statements should yields on gilts and corporate bonds diverge.

The BSPS Trustee and Company are currently exploring options to further manage the Scheme's risks with one or more insurers. This might include establishing a framework for partial buy-in transactions and/or longevity swaps over a period of time.

The BSPS holds an anti-embarrassment interest in TSUK agreed as part of the Regulated Apportionment Arrangement ("RAA") entered in 2017. The anti-embarrassment interest was initially 33.33% at the time of the RAA but has since been diluted to less than 1% due to successive equity issuances by TSUK to its parent company Corus Group Limited. No value has been included in the BSPS's assets at 31 March 2021 (2020: £nil) for its interest in TSUK.

The Framework Agreement entered as part of the RAA includes provisions for a potential additional payment to pensioners with pre 1997 service if the 2021 Actuarial Valuation ('AV') results in an 'unexpected surplus' (calculated using assumptions set out in the Framework Agreement). Whilst the outcome of the 2021 AV Increase will not be finalised until after the 2021 actuarial valuation is complete, the Scheme Actuary has estimated (based on provisional information available in April 2021) that the conditions for an increase are likely to be met. In anticipation that this will be the case, an allowance has been included in the IAS 19 31 March 2021 liability calculation based on market conditions at that date. The allowance has been recognised through other comprehensive income and any difference to the actual restoration payment will be recognised once the 2021 AV is complete, which is expected to be in 2022.

At 31 March 2021 the new scheme had an IAS 19 surplus of £1,988m (2020: £2,916m). In accordance with IFRIC 14, the company has recognised 100% (2020: 100%) of the surplus as it has an unconditional right to a refund of the surplus. The new scheme is fully funded on a low-risk technical provisions ('TP') basis and TSUK is working with the Trustee to explore options to increase security for members and to work towards an ultimate winding up of the scheme in which all benefits are fully secured with one or more insurance companies. TSUK retains the sole power to decide whether to subsequently proceed to wind-up and buy-out liabilities. The Pensions Framework Agreement agreed as part of the RAA stipulates that this can only be achieved if the valuation of the scheme on a "buyout" basis is either at or above 103%. The 3% excess above full funding would be applied for restoration of an element of member benefits foregone as part of the RAA. As the chance of achieving the required pricing level is currently not probable, no adjustments in respect of restoration has been made to the IAS 19 valuation of the BSPS at 31 March 2021 with the assumption of pension payouts being retained at 100%. The 31 March 2018 valuation was agreed between TSUK and the BSPS Trustee on 11 April 2019. This was a surplus of £668m on a TP (more prudent) basis equating to a funding ratio of 106.3%. The agreed Schedule of Contributions confirmed that neither ordinary nor deficit recovery contributions are due from the Company.

The weighted average duration of the scheme's liabilities at 31 March 2021 was 15 years (2020: 15 years). On 26 October 2018 the High Court ruled that UK pension schemes would be required to equalise guaranteed minimum pensions ('GMP'). The ruling also provided guidance on how this equalisation should be undertaken. Following this ruling, TSE recognised in the 2018/19 financial year an increase of £50m to the BSPS liabilities in respect of the estimated impact of this equalisation with the related charge recognised in other comprehensive income. This reserve has been retained at the same value in the 31 March 2021 IAS 19 position.

In the current year the income statement includes a charge of £nil in relation to costs associated with the RAA (2020: £3m).

**Actuarial assumptions**
A range of assumptions must be used to determine the IAS 19 amounts and the values to be included in the balance sheet and income statement can vary significantly with only small changes in these assumptions.

The key assumptions applied at the end of the reporting period for the purposes of the actuarial valuations were as follows:

| 2021 | BSPS % | Other % |
|---|---|---|
| Salary growth[1] | n/a | n/a |
| Pension increases[2] | 2.70 | 1.80 |
| Discount rate | 2.05 | 2.05 |
| Inflation | 3.20 | 3.20 |

[1] The BSPS is closed to future accrual.
[2] Where applicable a CPI assumption of 2.70% has been applied within the BSPS.

| 2020 | BSPS % | Other % |
|---|---|---|
| Salary growth[3] | n/a | n/a |
| Pension increases[4] | 1.80 | 1.80 |
| Discount rate | 2.45 | 2.45 |
| Inflation | 2.55 | 2.55 |

[3] The BSPS is closed to future accrual.
[4] Where applicable a CPI assumption of 1.80% has been applied within the BSPS.

The discount rate is set with reference to the current rate of return on AA rated Sterling corporate bonds of equivalent currency and term to the scheme liabilities. Projected inflation rate and pension increases are long term predictions based, mainly, on the yield gap between long term fixed interest and index-linked gilts.

Demographic assumptions are set having regard to the latest trends in life expectancy, plan experience and other relevant data, including externally published actuarial information within each national jurisdiction. The assumptions are reviewed and updated as necessary as part of the periodic actuarial funding valuations of the individual pension and post-retirement plans. For the BSPS the liability calculations as at 31 March 2021 use the Self-Administered Pension Schemes 2 (SAPS 2) base tables, S2NMA/S2DFA with the 2015 CMI projections with a 1.50% pa long-term trend applied from 2007 to 2016 (adjusted by a multiplier of 1.15 for males and 1.21 for females). In addition, future mortality improvements are allowed for in line with the 2020 CMI Projections with a long-term improvement trend of 1.00% per annum and a smoothing parameter of 7.0. This indicates that today's 65 year old male member is expected to live on average to approximately 86 years of age and a male member reaching age 65 in 15 years' time is then expected to live on average to 87 years of age.

**Sensitivities**
Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, inflation, salary growth and mortality. The sensitivity analysis below has been determined based on reasonable possible changes of the assumptions occurring at the end of the reporting period:

| Assumption | Change in assumption | Impact on BSPS liabilities |
|---|---|---|
| Discount rate | Increase/decrease by 10bps | Decrease/increase by 1.4% |
| Inflation | Increase/decrease by 10bps | Increase/decrease by 0.7% |
| Mortality | 1 year increase/decrease in life expectancy | Increase/decrease by 2.8% |

Sensitivities for the BSPS have been provided as it is a material scheme.

The above sensitivities may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. In presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit at the end of the reporting period, which is the same as that applied in calculating the defined benefit liability recognised in the balance sheet.

**Income statement costs**
Under IAS 19, costs in relation to pension and post-retirement plans mainly arise as follows:

- The current service cost is the actuarially determined present value of the pension benefits earned by employees in the current period. No charge or credit is reflected here for any surplus or deficit in the scheme and so the cost is unrelated to whether, or how, the scheme is funded, and
- The net interest cost/(income) on the liability or asset is recognised in the balance sheet.

These items are treated as a net operating cost in the income statement within employment costs.

Variations from expected costs, arising from the experience of the plans or changes in actuarial assumptions, are recognised immediately in the statement of other comprehensive income. Examples of such variations are differences between the discount rate used for calculating the return on scheme assets (credited to the income statement) and the actual return, the re-measurement of scheme liabilities to reflect changes in discount rates, changes in demographic assumptions such as using updated mortality tables, or the effect of more employees leaving service than forecast.

Income statement pension costs arose as follows:

| | 2021 £m | 2020 £m |
|---|---|---|
| Current service cost | **17** | 10 |
| Pension restructuring costs (Note 4) | **-** | 4 |
| Net interest income | **(71)** | (52) |
| Defined benefit schemes | **(54)** | (38) |
| Defined contribution schemes | **43** | 45 |
| Total (credit)/charge for the period | **(11)** | 7 |

Total pension costs disclosed above and included in the income statement are as follows:

| | 2021 £m | 2020 £m |
|---|---|---|
| Pension costs (Note 4) | **(11)** | 3 |
| Pension restructuring costs (Note 4) | **-** | 4 |
| Exceptional costs for setting up the new BSPS scheme borne directly by the Company (Note 4) | **-** | 3 |
| Total charge for the period | **(11)** | 10 |

The actual return on plan assets for the above schemes was a gain of £215m (2020: £545m).

**Plan assets**
The asset classes include national and international stocks, fixed income government and non-government securities and real estate. The majority of the reported plan assets are located in UK and EU. The pension funds invest in diversified asset classes to maximise returns while reducing volatility. The percentage of total plan assets for each category of investment in the BSPS was as follows:

| **BSPS** | 2021 % | 2020 % |
|---|---|---|
| ***Quoted:*** | | |
| Equities - UK Entities | 0.4 | 0.4 |
| Equities - Non-UK Entities | 3.6 | 3.5 |
| Bonds - Fixed Rate | 79.0 | 68.8 |
| Bonds - Index Linked | 15.9 | 29.5 |
| Derivatives | 0.3 | 0.3 |
| | **99.2** | 102.5 |
| ***Unquoted:*** | | |
| Real estate | 11.7 | 11.2 |
| Derivatives | (13.5) | (16.2) |
| Cash and cash equivalents | 1.4 | 1.8 |
| Other | 1.2 | 0.7 |
| | **0.8** | (2.5) |
| | **100.0** | 100.0 |

**Balance sheet measurement**
In determining the amounts to be recognised in the balance sheet the following approach has been adopted:
• Pension scheme assets are measured at fair value (for example for quoted securities this is the bid-market value on the relevant public exchange).
• Pension liabilities include future benefits that will be paid to pensioners and deferred pensioners, and accrued benefits which will be paid in the future for members in service taking into account projected earnings. As noted above, the pension liabilities are discounted with reference to the current rate of return on AA rated corporate bonds of equivalent currency and term to the pension liability.
Amounts recognised in the balance sheet arose as follows:

| **2021** | **BSPS £m** | **Other £m** | **Total £m** |
|---|---|---|---|
| Fair value of plan assets | 10,341 | - | **10,341** |
| Present value of obligation | (8,353) | (8) | **(8,361)** |
| **Defined benefit asset/(liability)** | 1,988 | (8) | **1,980** |
| Disclosed as: | | | |
| Defined benefit asset | 1,988 | - | **1,988** |
| Defined benefit liability - non-current | - | (8) | **(8)** |
| Arising from: | | | |
| Funded schemes | 1,988 | - | **1,988** |
| Unfunded schemes | - | (8) | **(8)** |

| 2020 | BSPS £m | Other £m | Total £m |
|---|---|---|---|
| Fair value of plan assets | 10,628 | - | 10,628 |
| Present value of obligation | (7,712) | (8) | (7,720) |
| Defined benefit asset/(liability) | 2,916 | (8) | 2,908 |
| Disclosed as: | | | |
| Defined benefit asset | 2,916 | - | 2,916 |
| Defined benefit liability - non-current | - | (8) | (8) |
| Arising from: | | | |
| Funded schemes | 2,916 | - | 2,916 |
| Unfunded schemes | - | (8) | (8) |

The movements in the present value of plan assets and defined benefit obligations in 2021 and 2020 were as follows:

| **2021** | **BSPS £m** | **Other £m** | **Total £m** |
|---|---|---|---|
| ***Plan assets:*** | | | |
| At 1 April 2020 | 10,628 | - | **10,628** |
| Interest income on plan assets | 254 | - | **254** |
| Return on plan assets (less) than the discount rate | (39) | - | **(39)** |
| Benefits paid | (502) | - | **(502)** |
| **At 31 March 2021** | 10,341 | - | **10,341** |
| ***Defined benefit obligation:*** | | | |
| At 1 April 2020 | 7,712 | 8 | **7,720** |
| Current service cost | 17 | - | **17** |
| Interest cost on the defined benefit obligation | 183 | - | **183** |
| Actuarial loss due to financial assumption changes | 1,017 | - | **1,017** |
| Actuarial gain due to demographic assumption changes | (8) | - | **(8)** |
| Actuarial gain due to actuarial experiences | (66) | - | **(66)** |
| Benefits paid | (502) | - | **(502)** |
| **At 31 March 2021** | 8,353 | 8 | **8,361** |

| 2020 | BSPS £m | Other £m | Total £m |
|---|---|---|---|
| *Plan assets:* | | | |
| At 1 April 2019 | 10,598 | - | 10,598 |
| Interest income on plan assets | 239 | - | 239 |
| Return on plan assets greater than the discount rate | 306 | - | 306 |
| Benefits paid | (515) | - | (515) |
| At 31 March 2020 | 10,628 | - | 10,628 |
| *Defined benefit obligation:* | | | |
| At 1 April 2019 | 8,393 | 9 | 8,402 |
| Current service cost | 14 | - | 14 |

| | | | |
|---|---|---|---|
| Interest cost on the defined benefit obligation | 187 | - | 187 |
| Actuarial gain due to financial assumption changes | (405) | (1) | (406) |
| Actuarial loss due to demographic assumption changes | 38 | - | 38 |
| Benefits paid | (515) | - | (515) |
| At 31 March 2020 | 7,712 | 8 | 7,720 |

Actuarial losses recorded in the Statement of Comprehensive Income for the period were £982m (2020: £674m gain).

## 28. Related party transactions

The table below sets out details of transactions which occurred in the normal course of business between the Company and its joint ventures, joint arrangements are considered as joint ventures for reporting purposes.

| | 2021<br>£m | 2020<br>£m |
|---|---|---|
| **Amounts reported within the income statement:** | | |
| Purchases from joint ventures | 4 | 5 |
| **Amounts reported within the balance sheet:** | | |
| Amounts owed to joint ventures (Note 17) | 1 | 1 |

## 29. Events after the balance sheet date

In April 2021 the Company received short term loans totalling £230m from TSE, the proceeds of which were used to settle obligations under the EU Emission Trading Scheme for which a liability was included in the 31 March 2021 balance sheet within current provisions.

On 14 June 2021 TSUK renewed a short term loan of £200m with TSE. The loan has a duration of 179 days and is expected to be renewed at maturity.

On 29 June 2021, TSUK entered into a Revolving Credit Facility ('RCF') with a number of external banks and on 5 July 2021 the size of this facility was increased to £200m. The RCF is committed up until June 2024 and provides the Company with access to funding to support its day to day working capital needs.

On 30 June 2021, TSUK received equity proceeds of £959m from its parent company Corus Group Limited ('CGL'), the funding for which had originally been provided by TSL group companies, in order to settle all working capital support which had previously been provided by TSL group companies.

## 30. Ultimate and immediate parent company

Corus Group Limited is the Company's immediate parent company, which is registered in England and Wales. TSE and TSUKH are intermediate holding companies, registered in England and Wales, with TSUKH the smallest group to consolidate these financial statements.

TSL, a company incorporated in India, is the ultimate parent company and controlling party and the largest group to consolidate these financial statements.

Copies of the Report & Accounts for Corus Group Limited, TSUKH and TSE may be obtained from the Secretary, 18 Grosvenor Place, London SW1X 7HS.

Copies of the Report & Accounts for TSL may be obtained from its registered office at Bombay House, 24 Homi Mody Street, Mumbai, 400 001.

## 31. Disposal of group undertakings

During the year, the Company completed the dissolution of Smith, Druce Stainless Limited on 10 November 2020 which was a restored company following a previous strike off. This resulted in no gain or loss to the Company.

(i) The Company has recognised an impairment of £15m in relation to deferred consideration on previous business disposals for which recoverability is now deemed uncertain.

The profit/(loss) on disposals were as follows:

| 2021 | £m |
|---|---|
| Impairment of deferred consideration | (15) |
| Loss on disposal of group undertaking | **(15)** |

The Company has recognised an impairment of £15m in relation to deferred consideration on previous business divestments for which recoverability is now deemed uncertain. This impairment consists of £7m in relation of preference shares (note 10) and £8m in relation to deferred payments (note 11).

## 32. Details of related undertakings

A list of the Company's subsidiary, joint venture and associated undertakings (direct and indirect) as at 31 March 2021 pursuant to the requirement of The Company, Partnership and Groups (Accounts and Reports) Regulation 2015.

The subsidiary undertakings, joint ventures and associates of the Company at 31 March 2021 are set out below. Country names are countries of incorporation. Undertakings operate principally in their country of incorporation.

**Subsidiary undertakings**
*Steel producing, further processing or related activities:*

| | |
|---|---|
| ***Germany*** | |
| Catnic GmbH (ii) (iii) | Am Leitzelbach 16, Sinsheim, 74889, Germany |
| ***India*** | |
| Tata Steel International (India) Limited (i) (iii) | 412 Raheja Chambers, 213 Backbay Reclamation, Nariman Point, Mumbai 400 021, India |
| ***Ireland (Republic of)*** | |
| Gamble Simms Metals Limited (ii) (iii) | 70 Sir John Rogerson's Quay, Dublin 2, Ireland |
| Lister Tubes Limited (xiii) | 1 Stokes Place, St Stephens Green, Dublin 2 |
| Stewarts & Lloyds Of Ireland Limited (xiii) | 1 Stokes Place, St Stephens Green, Dublin 2 |
| Walkersteelstock Ireland Limited (xiii) | 1 Stokes Place, St Stephens Green, Dublin 2 |
| ***Mexico*** | |
| Tata Steel International Mexico SA de CV (ii) (iii) | Era 2, Real de Anahuac, 66600 Ciudad Apodaca, Nuevo Leon, Mexico |
| ***Nigeria*** | |
| Tata Steel International (Nigeria) Limited (i) (iii) | Block 69a, Plot 8, Admiralty Way, Lekki Phase 1, Lagos, Nigeria |
| ***Norway*** | |
| Tata Steel Norway Byggsystemer AS (ii) (iii) | Roraskogen 2, Skien, N 3739, Norway |
| ***Romania*** | |
| Corus International Romania SRL (ii) (iii) | 169 A Calea Floreasca, A Building, Campus 10, 4th Floor, Office 2039-2044, 1st District,, Bucharest, Romania |
| ***South Africa*** | |
| TS South Africa Sales Office Proprietary Limited (ii) (iii) | 1st Floor, Kamogelo Suites, 39 Lakefield Avenue, Benoni, Gauteng, 1501, South Africa |
| ***Sweden*** | |
| Surahammars Bruks AB (ii) (iii) | Box 201, S-735 23, Surahammar, Sweden |
| ***UAE*** | |
| Tata Steel International (Middle East) FZE (i) (iii) | PO Box 18294, Jebel Ali, Dubai, United Arab Emirates |

| | |
|---|---|
| ***United Kingdom*** | |
| 00302520 Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| 00026466 Limited (ii) (iii) | 18 Grosvenor Place London SW1X 7HS |
| 00224239 Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| 02727547 Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| 137050 Limited (ii) (xii) | 30 Millbank London SW1P 4WY |
| Alloy Steel Rods Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| Bell & Harwood Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| Birmingham Steel Processors Limited (ii) (iii) | 9 Albert Embankment London SE1 7SN |

| | |
|---|---|
| Blastmega Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| Bore Samson Group Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| Bore Steel Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| British Bright Bar Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| British Guide Rails Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| British Steel Corporation Limited (ii) (iii) | 18 Grosvenor Place London SW1X 7HS |
| British Steel Directors (Nominees) Limited (ii) (iii) | 18 Grosvenor Place London SW1X 7HS |
| British Steel Engineering Steels (Exports) Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| British Steel Service Centres Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| British Steel Trading Limited (ii) (iii) | 18 Grosvenor Place London SW1X 7HS |
| C Walker & Sons Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| Catnic Limited (i) (iii) (viii) (ix) | 18 Grosvenor Place London SW1X 7HS |
| Cogent Power Limited (i) (iii) (x) | 18 Grosvenor Place London SW1X 7HS |
| Cold Drawn Tubes Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| Corby (Northants) & District Water Co. (i) (iii) | Tata Steel UK Limited PO Box 101 Weldon Road Corby Northamptonshire NN17 5UA |
| Cordor (C& B) Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| Corus CNBV Investments (50%) (ii) (iii) | 18 Grosvenor Place London SW1X 7HS |
| Corus Cold Drawn Tubes Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| Corus Engineering Steels (UK) Limited (ii) (iii) | 18 Grosvenor Place London SW1X 7HS |
| Corus Engineering Steels Holdings Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| Corus Engineering Steels Limited (ii) (iii) (xi) | 18 Grosvenor Place London SW1X 7HS |
| Corus Engineering Steels Overseas Holdings Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| Corus Engineering Steels Pension Scheme Trustee Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| Corus Holdings Limited (i) (iii) | 15 Atholl Crescent, Edinburgh, EH3 8HA |
| Corus International Limited (i) (iii) | 18 Grosvenor Place London SW1X 7HS |
| Corus Investments Limited (ii) (iii) | 15 Atholl Crescent, Edinburgh, EH3 8HA |
| Corus Liaison Services (India) Limited (ii) (iii) | 18 Grosvenor Place London SW1X 7HS |
| Corus Management Limited (i) (iii) | 18 Grosvenor Place London SW1X 7HS |
| Corus Property(ii) (iii) | 18 Grosvenor Place London SW1X 7HS |
| Corus Service Centre Limited (xiii) | 19 Bedford Street Belfast BT2 7EJ |
| Corus UK Healthcare Trustee Limited (i) (iii) | 18 Grosvenor Place London SW1X 7HS |
| Darlington & Simpson Rolling Mills Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| DSRM Group Limited. (xiii) | Hill House Little New Street London EC4A 3TR |
| English Steel Corporation (Overseas) Limited (ii) (iii) | 9 Albert Embankment London SE1 7SP |
| Europressings Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| Grant Lyon Eagre Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| H E Samson Limited (ii) (iii) | 18 Grosvenor Place London SW1X 7HS |
| Hadfields Holdings Limited (62.5%) (i) (iii) | 18 Grosvenor Place London SW1X 7HS |
| Hallamshire Steel Co. Limited(The) (xiii) | Hill House Little New Street London EC4A 3TR |
| Hammermega Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| John Tinsley Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| London Works Steel Company Limited (ii) (iii) | 18 Grosvenor Place London SW1X 7HS |
| Lye Spenser Steel Services Limited (ii) (iii) | 9 Albert Embankment London SE1 7SP |
| Nationwide Steelstock Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| Orb Electrical Steels Limited (ii) (iii) | 18 Grosvenor Place London SW1X 7HS |
| Ore Carriers Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| Plated Strip International Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| Round Oak Properties Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| Round Oak Steelworks Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| Runblast Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| Runmega Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| Samuel Fox and Company Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| Seamless Tubes Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| Steel Peech & Tozer Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| Steel Stockholdings Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| Steelstock Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| Stewarts And Lloyds (Overseas) Limited (xiii) | Saltire Court 20 Castle Terrace Edinburgh EH1 2DB |
| Swinden Housing Association (i) (iii) | Room 42 Talbot Building College of Engineering Singleton Campus Swansea University Swansea SA2 8PP |
| Tata Steel UK Consulting Limited (i) (iii) | 18 Grosvenor Place London SW1X 7HS |
| The Newport And South Wales Tube Company Limited (i) (iii) (x) | 18 Grosvenor Place London SW1X 7HS |
| The Stanton Housing Company Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| The Steel Company of Wales Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| The Templeborough Rolling Mills Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| Toronto Industrial Fabrications Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| U.E.S. Bright Bar Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| UK Steel Enterprise Limited (i) (iii) | The Innovation Centre, 217 Portobello, Sheffield, S1 4DP |
| UKSE Fund Managers Limited (xiii) | Hill House Little New Street London EC4A 3TR |

| | |
|---|---|
| Walker Manufacturing and Investments Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| Walkersteelstock Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| Wellington Tube Works Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| Westwood Steel Services Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| Whitehead (Narrow Strip) Limited (xiii) | Hill House Little New Street London EC4A 3TR |
| ***USA*** | |
| Cogent Power Inc. (ii) (iii) | 59 Elm Street, suite 400, New Haven CT CT06510 |
| Oremco Inc (30%) (ii) (iii) | 60 E42 Street, New York, N.Y., 10165, United States |

**Classification key:**
(i) Directly owned by the Company
(ii) Owned by Group
(iii) Ordinary shares
(iv) Ordinary A shares
(v) Ordinary B shares
(vi) Ordinary C shares
(vii) Preference shares
(viii) Deferred shares
(ix) Deferred A shares
(x) Cumulative redeemable preference shares
(xi) Non-cumulative preference shares
(xii) No share capital
(xiii) Currently in liquidation via a Members Voluntary Liquidation

Unless indicated otherwise, subsidiary undertakings are wholly owned by the Company.

### Joint arrangements

| | |
|---|---|
| ***United Kingdom*** | |
| Air Products Llanwern Limited (50%) (i) (ii) (JO) | Hersham Place Technology Park, Molesey Road, Walton On Thames, Surrey, KT12 4RZ |
| Ravenscraig Limited (33%) (i) (iii) (JV) | 15 Atholl Crescent, Edinburgh, EH3 8HA |
| Texturing Technology Limited (50%) (i) (iii) (JO) | PO Box 22, Texturing Technology Ltd, Central Road, Tata Steel Site, Margam, Port Talbot, West Glamorgan, Wales, SA13 2YJ |

### Associates

| | |
|---|---|
| ***United Kingdom*** | |
| Fabsec Limited (25%) (i) (iv) | Cellbeam Ltd, Unit 516 Avenue E East, Thorp Arch Estate, Wetherby, West Yorkshire, England, LS23 7DB |
| ISSB Limited (50%) (i) (ii) | Corinthian House, 17 Lansdowne Road, Croydon, Greater London, CR0 2BX |

**Classification key:**
(i) Owned by the Company
(ii) Ordinary shares
(iii) Ordinary A shares
(iv) Ordinary B shares
(JV) Joint Venture
(JO) Joint Operation

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