BEFESA SALT SLAGS LIMITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2013

Company Registration Number 04070154

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FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2013

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OFFICERS AND PROFESSIONAL ADVISERS

YEAR ENDED 31 DECEMBER 2013

The board of directors A E Platt

C Ruiz J C Torres F Barredo

Business address Fenns Bank

Whitchurch Shropshire SY13 3PA

Registered office Fenns Bank

Whitchurch Shropshire SY13 3PA

LE19 1SD

Auditor Baker Tilly Audit Limited

Chartered Accountants Rivermead House 7 Lewis Court Grove Park Enderby Leicestershire

STRATEGIC REPORT

YEAR ENDED 31 DECEMBER 2013

The principal activity of the company during the year under review continued to be the reclamation of various aluminium oxides, salts, metals and metals trading.

Fair review of the business

During the year, turnover decreased by 3% to £8.959 million, which resulted in a lower than expected profitability, but with Befesa maintaining its dominant position in the market with the speciality services offered. The results are reflective of the continued low aluminium price and reduced volumes of aluminium production across both the primary and secondary aluminium industry in the year. Befesa's underlying share of the market remained strong and the Board expects that trading volumes will recover substantially in the coming year.

The Board's successful control of the company's cost base, against a back drop of increasing energy costs and the reduced aluminium prices, has enabled the company to confidently invest to further develop new process technology and treatment options for the provision of new treatment services in the coming year.

At the year end, the company had shareholders' funds of £4,990,477 and net current assets of £1,517,442.

The directors remain optimistic about the company's future prospects and are committed to maximising opportunities for treatment of new materials through its plant, which may lead to the development of new markets.

The immediate parent undertaking, Befesa Aluminio S.L., has undertaken to continue to provide such financial support as the company requires for its continued operations, investment in the treatment of new materials and the development of new markets.

Risks and uncertainties

The company makes little use of financial instruments other than an operational bank account and a non-recourse invoice discounting facility and so its exposure to price risk, credit risk, liquidity risk and cash flow risk is not material for the assessment of the assets, liabilities, financial position and profit or loss of the company.

The directors have assessed the main risks facing the company as being the strength of the global aluminium industry, upon which the company has a strong reliance and the increasing energy prices in the UK.

Signed on behalf of the directors

A E Platt **Director**

Approved by the directors on 29 January 2014

DIRECTORS' REPORT

YEAR ENDED 31 DECEMBER 2013

The directors present their report and the financial statements of the company for the year ended 31 December 2013.

Results and dividends

The loss for the year, after taxation, amounted to £1,871,290. The directors have not recommended a dividend.

Directors

The directors who served the company during the year were as follows:

A E Platt

C Ruiz

J C Torres

F Barredo

Directors' responsibilities

The directors are responsible for preparing the Strategic Report, Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that year.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

In so far as the directors are, individually, aware:

- there is no relevant audit information of which the company's auditor is unaware; and
- each director has taken all steps that they ought to have taken as a director to make themself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

DIRECTORS' REPORT (continued)

YEAR ENDED 31 DECEMBER 2013

Auditor

Baker Tilly Audit Limited (formerly RSM Tenon Audit Limited) have expressed their willingness to continue in office and a resolution to reappoint them will be proposed at the annual general meeting.

Signed on behalf of the directors

A E Platt **Director**

Approved by the directors on 29 January 2014

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BEFESA SALT SLAGS LIMITED

YEAR ENDED 31 DECEMBER 2013

We have audited the financial statements of Befesa Salt Slags Limited for the year ended 31 December 2013 on pages 7 to 18. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at http://www.frc.org.uk/Our-Work/Codes-Standards/Audit-and-assurance/Standards and-guidance/Standards-and-guidance-for-auditors/Scope-of-audit/UK-Private-Sector-Entity-(issued-1 -December-2010).aspx

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2013 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BEFESA SALT SLAGS LIMITED (continued)

YEAR ENDED 31 DECEMBER 2013

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

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

Mark Evans, Senior Statutory Auditor For and on behalf of

Baker Tilly Audit Limited, Statutory Auditor

Chartered Accountants Rivermead House 7 Lewis Court Grove Park Enderby Leicestershire

LE19 1SD

29 January 2014

BEFESA SALT SLAGS LIMITED PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 DECEMBER 2013

T	Note	2013 £	2012 £
Turnover	2	8,959,288	9,278,240
Cost of sales		(8,830,005)	(8,066,216)
Gross profit		129,283	1,212,024
Administrative expenses		(700,879)	(820,246)
Operating (loss)/profit	3	(571,596)	391,778
Interest receivable		•••	328
Interest payable and similar charges	6	(319,045)	(71,868)
(Loss)/profit on ordinary activities before taxation	1	(890,641)	320,238
Tax on (loss)/profit on ordinary activities	7	(980,649)	(476,982)
Loss for the financial year		(1,871,290)	(156,744)

All of the activities of the company are classed as continuing.

The company has no recognised gains or losses other than the results for the year as set out above.

The notes on pages 10 to 18 form part of these financial statements.

Registered Number 04070154

BALANCE SHEET

31 DECEMBER 2013

	2013		2012		
Fixed exacts	Note	£	£	£	£
Fixed assets Tangible assets	8 .		10,866,070		9,774,789
Current assets					
Stocks	9	1,384,073		1,626,241	
Debtors due within one year	10	656,121		2,089,134	
Debtors due after one year	10	220,000		1,152,474	
Cash at bank		281,857		155,698	
		 2,542,051		5,023,547	
Creditors: amounts falling due within one year	12	(1,024,609)		(3,449,048)	
Net current assets			1,517,442		1,574,499
Total assets less current liabilities			12,383,512		11,349,288
Creditors: amounts falling due after more than one year	13		(7,393,035)		(4,487,521)
more man ene yeu.					<u> </u>
			4,990,477		6,861,767
Capital and reserves					
Called-up share capital	18		13,500,100		13,500,100
Profit and loss account	19		(8,509,623)		(6,638,333)
Shareholders' funds	20		4,990,477		6,861,767

These accounts were approved by the directors and authorised for issue on 29 January 2014, and are signed on their behalf by:

A E Platt **Director**

The notes on pages 10 to 18 form part of these financial statements.

CASH FLOW STATEMENT

YEAR ENDED 31 DECEMBER 2013

		201	3	201	2
Not each (autilian)/inflam from	Note	£	£	£	£
Net cash (outflow)/inflow from operating activities	21		(348,070)		1,255,718
Returns on investments and Servicing of finance Interest received Interest paid		_ (319,045)		328 (71,868)	
Net cash outflow from returns on investments and servicing of finar	ıce		(319,045)		(71,540)
Capital expenditure Payments to acquire tangible fixed as	ssets	(2,112,240)		(1,475,929)	
Net cash outflow from capital expenditure			(2,112,240)		(1,475,929)
Cash outflow before financing			(2,779,355)		(291,751)
Financing Advancement of loan from immediate undertaking	e parent	2,905,514		159,887	
Net cash inflow from financing			2,905,514		159,887
Increase/(decrease) in cash	21		126,159		(131,864)

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2013

1. Accounting policies

Basis of accounting

The financial statements have been prepared under the historical cost convention, and in accordance with applicable accounting standards.

Turnover

The turnover shown in the profit and loss account represents amounts receivable during the year exclusive of value added tax, from goods supplied by external third parties.

Depreciation

Depreciation is calculated so as to write off the cost of an asset, net of anticipated disposal proceeds, over the useful economic life of that asset as follows:

Freehold property

50 years

Fixed plant

over 15 years

Plant and machinery

over 15 years

Freehold land is not depreciated.

Assets in the course of construction are capitalised and held on the balance sheet at their cost, less a provision for any permanent diminution in value. The assets are then depreciated when they are brought into use.

Stocks

Stocks are valued at the lower of cost and net realisable value after making due allowances for slow and obsolete moving items.

Operating lease agreements

Rentals under operating leases are charged to the profit and loss account as incurred.

Pension costs

Contributions to the company's defined contribution pension scheme are charged to the profit and loss account in the year in which they become payable.

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more or a right to pay less tax in the future have occurred by the balance sheet date with certain limited exceptions.

Deferred tax is calculated on an undiscounted basis at the tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2013

1. Accounting policies (continued)

Foreign currencies

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

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Commissioning costs

The costs of commissioning plant are capitalised up to the point that the plant becomes commercially operative.

2. Turnover

Turnover is wholly attributed to the principal activities of the company. During the year 45% (2012: 38%) of the company's turnover related to export markets.

3. Operating (loss)/profit

Operating (loss)/profit is stated after charging:

	2013	2012
	£	£
Depreciation of owned fixed assets	1,020,959	931,702
Auditor's remuneration	8,840	9,790
Operating lease costs:		
-Plant and machinery	45,191	20,307
Net loss on foreign currency translation	_	37
•		

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2013

4. Particulars of employees

The average number of staff employed by the company during the financial year amounted to:

	2013	2012
	No	No
Production	35	. 36
Administrative	8	8
	43	44
	_	
The aggregate payroll costs of the above v	were:	
	2013	2012
	£	£
Wages and salaries	1,735,368	1,789,896
Social security costs	192,829	179,264
Other pension costs	77,796	56,772
	2,005,993	2,025,932

5. Directors' remuneration

The directors' aggregate remuneration and other payments in respect of qualifying services were:

	2013 £	2012 £
Remuneration receivable Value of company pension contributions to money	306,718	160,191
purchase schemes	12,082	15,486
Compensation for loss of directorship		120,000
	318,800	295,677
Remuneration of highest paid director:		
·	2013 £	2012 £
Total remuneration (excluding pension contributions) Value of company pension contributions to money	306,717	140,476
purchase schemes	12,082	10,816
	318,799	151,292

There was 1 (2012: 2) director in the company's defined contribution pension scheme during the year.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2013

6.	Interest payable and similar charges				
	Interest payable on bank borrowing Other		2013 £ 4,076 314,969 319,045		2012 £ - 71,868 71,868
7.	Taxation on ordinary activities				
	(a) Analysis of charge in the year				
		2013		2012	
		£	£	£	£
	Deferred tax:				
	Origination and reversal of timing differences	980,649		476,982	
	Total deferred tax (note 11)		980,649		476,982

(b) Factors affecting current tax charge

The tax assessed for the year is different to the expected tax charge on the (loss)/profit on ordinary activities, the differences are explained below:

	2013 £	2012 £
(Loss)/profit on ordinary activities before taxation	(890,641)	320,238
(Loss)/profit on ordinary activities multiplied by the		
appropriate rate of tax 20% (2012 : 24%)	(178,128)	76,857
Effects of:		
Capital allowances in excess of depreciation	(88,106)	(231,046)
Tax losses carried forward	265,621	148,489
Provisions adjustment	613	5,700
Total current tax (note 7(a))	-	-
• • • •		

(c) Factors that may affect future tax charges

The company is carrying forward trading losses of £8,627,675 (2012: £7,299,572).

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2013

8. Tangible fixed assets

				Asset in the		
	Freehold property £	Fixed plant £	Plant and machinery of £	course of construction £	Total £	
Cost						
At 1 January 2013	2,517,885	4,877,354	8,568,746	1,475,929	17,439,914	
Additions	_	_	_	2,112,240	2,112,240	
Transfers			2,188,542	(2,188,542)		
At 31 December 2013	2,517,885	4,877,354	10,757,288	1,399,627	19,552,154	
Depreciation						
At 1 January 2013	599,741	3,586,779	3,478,605	_	7,665,125	
Charge for the year	49,273	316,060	655,626	_	1,020,959	
At 31 December 2013	649,014	3,902,839	4,134,231	_	8,686,084	
Net book value						
At 31 December 2013	1,868,871	974,515	6,623,057	1,399,627	10,866,070	
At 31 December 2012	1,918,144	1,290,575	5,090,141	1,475,929	9,774,789	

Included in freehold land and buildings is land at a cost of £70,000 (2012: £70,000). Land has not been depreciated.

9. Stocks

		2013 £	2012 £
	Raw materials	14,523	16,038
	Finished goods	1,369,550	1,610,203
		1,384,073	1,626,241
10,	Debtors		
		2013	2012
		£	£
	Trade debtors	271,266	626,942
	Other debtors	150,647	105,551
	Prepayments and accrued income	154,208	1,228,466
	Deferred taxation (note 11)	300,000	1,280,649
		876,121	3,241,608

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2013

1	١0.	De	bto	ors	(continued)
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The debtors above include the following amounts falling due after more than one year:

	The debtors above include the following amounts falling due after more than one year:			
		2013 £	2012 £	
	Deferred taxation	220,000	1,152,474	
11,	Deferred taxation			
	The deferred tax included in the Balance sheet is as for	2013	2012	
	Included in debtors (note 10)	£ 300,000	£ 1,280,649	
	The movement in the deferred taxation account during the year was:			
		2013 £	2012 £	
	At 1 January 2013 Profit and loss account movement arising during the	1,280,649	1,757,631	
	year	(980,649)	(476,982)	
	At 31 December 2013	300,000	1,280,649	
	The balance of the deferred taxation account consist respect of:	ts of the tax effect of	timing differences in	
		2013	2012	
		£	£	
	Excess of depreciation over taxation allowances Tax losses available	300,000	41,457 1,239,192	
	Tax 1035e3 available			
		300,000	1,280,649	
12.	Creditors: amounts falling due within one year			
		2013	2012	
		£	£	
	Trade creditors	418,521	3,098,776	
	Taxation and social security	43,216	56,032	
	Other creditors Accruals and deferred income	77,367 485,505	52,690 241,550	
	Accidais and deferred income	1,024,609	3,449,048	
		1,024,009		
13.	Creditors: amounts falling due after more than one	e year		
		2013	2012	
		C	_	

Amounts owed to immediate parent

undertaking

£

7,393,035

£

4,487,521

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2013

14. Pensions

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge of £77,796 (2012: £56,772) represents contributions payable by the company to the fund.

At the year end, there was unpaid pension contributions included within accruals of £9,087 (2012: £6,470).

15. Commitments under operating leases

At 31 December 2013 the company had annual commitments under non-cancellable operating leases as set out below.

	Other	Other
	2013	2012
	£	£
Operating leases which expire:		
Within 1 year	385	385
Within 2 to 5 years	44,952	43,218
		43,603

16. Related party transactions

During the year the company entered into the following arrangements with Befesa Aluminio S.L., its immediate parent company.

	2013	2012
	£	£
Sales	3,458,723	3,112,852
Purchases	491,626	<u>339,661</u>

At 31 December 2013, £7,393,035 (2012: £4,487,521) was owed to Befesa Aluminio S.L. For the six months ending 30 June 2013, interest was payable at 1% above bank base rate. For the six months from 1 July 2013 to 31 December 2013, interest was payable at 10% above bank base rate. During the year, interest totalling £314,969 (2012: £71,868) was payable by the company to Befesa Aluminio S.L.

All transactions were carried out on a normal commercial basis.

17. Capital commitments

At the year end, the company had capital commitments to the value of £100,586 (2012: £nil).

18. Share capital

Allotted, called up and fully paid:

	2013		2012	
	No	£	No	£
Ordinary shares of £1 each	13,500,100	13,500,100	13,500,100	13,500,100

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2013

19.	Profit and loss account				
			2013		2012
	Balance brought forward		£ (6,638,333)	•	£ (6,481,589)
	Loss for the financial year		(1,871,290)		(156,744)
	Balance carried forward		(8,509,623)	•	(6,638,333)
20.	Reconciliation of movements in sha	areholders' fund	ls		
			2013 £		2012 £
	Loss for the financial year Opening shareholders' funds		(1,871,290) 6,861,767		(156,744) 7,018,511
	Closing shareholders' funds		4,990,477		6,861,767
21.	Notes to the cash flow statement				
	Reconciliation of operating (loss)/profit to net cash (outflow)/inflow from operating activities				
			2013		2012
	Operating (loss)/profit		£ (571,596)		£ 391,778
	Depreciation		1,020,959		931,702
	Decrease/(increase) in stocks Decrease in debtors		242,168 1,384,838		(651,076) 86,216
	(Decrease)/increase in creditors		(2,424,439)		497,098
	Net cash (outflow)/inflow from operating	ng activities	(348,070)		1,255,718
	Reconciliation of net cash flow to n	novement in net	debt		
		201 £	3 £	201. £	2 £
	Increase/(decrease) in cash in the period	126,159	~	~ (131,864)	~
	·	120,139		(131,004)	
	Increase in amounts owed to immediate parent undertaking	(2,905,514)		(159,887)	
	Change in net debt	•	(2,779,355)		(291,751)
	Net debt at 1 January 2013		(4,331,823)		(4,040,072)
	Net debt at 31 December 2013		(7,111,178)		(4,331,823)

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2013

21. Notes to the cash flow statement (continued)

Analysis of changes in net debt

	, A t	At		
	1 January	31 December		
	2013	Cash flows	2013	
Aladaaad	£	£	£	
Net cash:	455.000	100.150	224 255	
Cash in hand and at bank	155,698	126,159	281,857	
Debt:				
Amounts owed to immediate parent undertaking	(4,487,521)	(2,905,514)	(7,393,035)	
Net debt	(4,331,823)	(2,779,355)	(7,111,178)	

22. Immediate and ultimate parent undertaking

The company's immediate parent undertaking is Befesa Aluminio Bilbao S.L., a company incorporated in Spain.

The company's ultimate parent undertaking is Bilbao MidCo S.á r.l., a company incorporated in Luxembourg. The largest group in which the results of the company are consolidated is Bilbao MidCo S.á r.l.. Copies of the financial statements of Bilbao MidCo S.á r.l. are available from 26-28 rue Edward Steichen, L-2540 Luxembourg.