Registration number: 01036959

Bodycote International Limited

Annual Report and Unaudited Financial Statements

for the Year Ended 31 December 2018



08/07/2019 COMPANIES HOUSE

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Company Information

Directors D Yates

M J Harkcom

Company secretary U S Ball

Registered office

Springwood Court Springwood Close Tytherington Business Park

Macclesfield Cheshire SK10 2XF

Directors' Report for the Year Ended 31 December 2018

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

Directors' of the company

The directors, who held office during the year and up to the date of signing, were as follows:

D Yates

M J Harkcom

Principal activity

The principal activity of the company continued to be that of a financing company.

Dividends

An interim ordinary dividend was paid in the year amounting to £70,000,000 (2017: £60,000,000). The Board proposed a final dividend of £100,000,000 for the year ended 31 December 2018, which was paid on 17 April 2019.

The Modern Slavery Act and Human Rights

The company is adopting the Anti-Slavery and Human Trafficking Statement issued by its parent company, Bodycote plc. The statement can be found on Bodycote plc's website (www.Bodycote.com).

Future developments

The directors expect the general level of activity to continue for the foreseeable future.

Going concern

The company is a subsidiary of Bodycote plc. The company had net current liabilities at 31 December 2018, but based on the strong intra-relationship between the company and Bodycote plc, the directors believe that the company will continue to provide financial and management services to the Group. Bodycote plc has committed to provide adequate financial support to enable the company to meet its liabilities as they fall due for a period through to 12 months from the signing of these financial statements, and the directors believe Bodycote plc is in a position to provide this support based on the following going concern disclosure which appears in the financial statements of Bodycote plc for the year ended 31 December 2018:

"The Group meets its working capital requirements through a combination of cash resources, committed and uncommitted facilities and overdrafts. The overdrafts and uncommitted facilities are repayable on demand but the committed facilities are due for renewal as set out below. There is sufficient headroom in the committed facility covenants to assume that these facilities can be operated as contracted for the foreseeable future.

The committed facilities as at 31 December 2018 were as follows: £230m Revolving Credit Facility maturing 3 April 2022.

The December 2018 weighted average life of the committed facilities was 3.3 years (2017: 4.3 years).

The Group's forecasts and projections, taking account of reasonable potential changes in trading performance, show that the Group should be able to operate within the level of its current committed facilities."

On the above basis, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future and for this reason they continue to adopt the going concern basis in preparing the financial statements.

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2016 and accordingly no Strategic Report is being presented.

Approved by the Board on 20 June 2019 and signed on its behalf by:

U S Ball

Company secretary

Income Statement for the Year Ended 31 December 2018

	Note	2018 £ 000	2017 £ 000
Administrative expenses		<u> </u>	1
Operating profit		-	1
Other interest receivable and similar income	4	83,115	71,176
Interest payable and similar charges	5	(11,710)	(10,426)
Profit before tax		71,405	60,751
Tax on profit	7	(1,476)	(1,427)
Profit for the year		69,929	59,324

The above results were derived from continuing operations.

There are no recognised gains or losses other than those passing through the profit and loss account.

(Registration number: 01036959) Statement of Financial Position as at 31 December 2018

	Note	2018 £ 000	2017 £ 000
Non-current assets			
Investments	8	1,266,552	1,188,073
Current assets			
Trade and other receivables	9	15,263	3
Cash at bank and in hand		1	-
Current tax asset	-	<u> </u>	137
		15,264	140
Current liabilities			
Trade and other payables	10	(268,071)	(270,717)
Current tax liability	7	(525)	
Net current liabilities		(253,332)	(270,577)
Total assets less current liabilities		1,013,220	917,496
Non-current liabilities			
Loans and borrowings	11	(688,594)	(592,799)
Net assets	-	324,626	324,697
Capital and reserves			
Share capital	12	2,000	2,000
Retained earnings	-	322,626	322,697
Total equity	=	324,626	324,697

For the financial year ending 31 December 2018 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

- The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476; and
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

Approved by the Board on 20 June 2019 and signed on its behalf by:

M J Harkcom
Director

Statement of Changes in Equity for the Year Ended 31 December 2018

	Share capital £ 000	Retained earnings £ 000	Total £ 000
At 1 January 2018	2,000	322,697	324,697
Profit for the year		69,929	69,929
Total comprehensive income	-	69,929	69,929
Dividends		(70,000)	(70,000)
At 31 December 2018	2,000	322,626	324,626
	Share capital	Retained earnings	Total
At 1 January 2017	£ 000	£ 000	£ 000
Profit for the year	2,000	288,373 59,324	290,373 59,3 <u>24</u>
Total comprehensive income	-	59,324	59,324
Dividends		(25,000)	(25,000)
At 31 December 2017	2,000	322,697	324,697

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

1 General information

Bodycote International Limited is a company limited by shares incorporated in England and Wales. The registered office is Springwood Court, Springwood Close, Tytherington Business Park, Macclesfield, Cheshire, SK10 2XF.

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

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

Basis of preparation

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework, and using the historical cost convention. They are prepared in Sterling, the functional currency of the company.

Summary of disclosure exemptions

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to share based payments, financial instruments, capital management, presentation of a cash flow statement, presentation of comparative information in respect of certain assets, standards not yet effective, impairment of assets, business combinations, discontinued operations and related party transactions.

Where required, equivalent disclosures are given in the group accounts of Bodycote plc. The group accounts of Bodycote plc are available to the public and can be obtained as set out in note 13.

The company has taken advantage of the exemption under Section 400 of the Companies Act 2006 not to prepare consolidated accounts. The financial statements present information about the company as an individual entity and not about its group.

Going concern

Based on the assumptions outlined in the Director's report on page 2, the directors have at the time of approving the financial statements, a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

Interest income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

Foreign currency transactions and balances

Transactions in foreign currencies are initially recorded at the functional currency rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated into the respective functional currency of the entity at the rates prevailing on the reporting period date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the initial transaction dates.

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2018 (continued)

2 Accounting policies (continued)

Tax

The tax expense for the period comprises current and deferred tax.

Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates taxable income.

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 and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint ventures, except 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.

Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted at the balance sheet date. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited in other comprehensive income, in which case the deferred tax is also dealt with in other comprehensive income.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

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

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2018 (continued)

2 Accounting policies (continued)

Investments

Investments are stated at cost less provision for impairment.

Under the provisions of IAS 39 "Financial Instruments: Recognition and Measurement", the company has chosen to translate hedged investments at the closing exchange rate for each period, with the resulting profit or loss being taken to the profit and loss account. Exchange differences on the related borrowings are also taken to the profit and loss account. All other exchange differences are included in the profit and loss account.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

Financial assets and liabilities

Classification

Financial assets are classified into specified categories. The classification depends on the nature and purpose of the financial assets and is determined at the time of recognition.

Trade debtors, loans and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables'. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment.

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into.

Recognition and measurement

Financial assets are recognised in the company's statement of financial position when the company becomes party to the contractual provisions of the instrument. They are initially measured at fair value plus transaction costs, other than those classified as fair value through profit and loss, which are measured at fair value.

Financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability to the net carrying amount on initial recognition.

Impairment

Financial assets are assessed for indicators of impairment at each reporting end date. They are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been affected.

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2018 (continued)

2 Accounting policies (continued)

Impairment (continued)

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership to another entity.

Derecognition of financial liabilities

Financial liabilities are derecognised when, and only when, the company's obligations are discharged, cancelled, or they expire.

3 Critical accounting judgements and key sources of estimation uncertainty

The preparation of financial statements often requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the statement of financial position date and the amounts reported for revenues and expenses during the year. For the current year, there were no significant judgements nor sources of estimation uncertainty that require disclosure.

4 Other interest receivable and similar income

	2018 £ 000	2017 £ 000
Dividend income	83,115	71,176
5 Interest payable and similar charges		
	2018 £ 000	2017 £ 000
Interest paid to group undertakings	11,645	10,034
Foreign exchange losses	65	392
	11,710	10,426

6 Staff costs

The directors were the only employees of the company in both 2018 and 2017 and did not receive any fees or emoluments from the company during the year (2017: £nil). All directors' fees or emoluments were paid by Bodycote plc and the amount attributable to the qualifying services provided by the directors to the company cannot be reliably estimated.

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2018 (continued)

7 Income tax

Tax charged/(credited) in the income statement

	2018 £ 000	2017 £ 000
Current taxation		
UK corporation tax	1,445	1,427
UK corporation tax adjustment to prior periods	7	
	1,452	1,427
Foreign tax	24	
Tax expense in the income statement	1,476	1,427

The tax on profit before tax for the year is lower than the standard rate of corporation tax in the UK of 19% (2017: lower than the standard rate of corporation tax in the UK of 19.25%).

The differences are reconciled below:

	2018 £ 000	2017 £ 000
Profit before tax	71,405	60,751
Corporation tax at standard rate of 19% (2017: 19.25%)	13,567	11,694
Group relief surrendered for nil payment	7,009	6,197
Taxable overseas financing income	1,445	1,427
Debt cap adjustments	-	975
Transfer pricing adjustments	(4,784)	(5,165)
Dividends received	(15,792)	(13,701)
Foreign tax	24	-
Adjustment in respect of prior periods	<u> </u>	<u> </u>
Total tax charge	1,476	1,427

A reduction in the UK corporation tax rate from 20% to 19% (effective from 1 April 2017) was substantively enacted on 26 October 2015. An additional reduction to 17% (effective from 1 April 2020) was substantively enacted on 6 September 2016. This will reduce the company's current tax charge accordingly.

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2018 (continued)

8 Investments

Subsidiaries	£ 000
Cost or valuation	
At 1 January 2018	1,308,618
Revaluation	33,956
Additions	44,523
At 31 December 2018	1,387,097
Provision	
At 1 January 2018 and 31 December 2018	120,545
Carrying amount	
At 31 December 2018	1,266,552
At 31 December 2017	1,188,073_

The additions in the year all relate to further investment made in Bodycote Americas Inc.

A list of investments in subsidiaries, including the name, country of incorporation and proportion of ownership interest is provided in note 15.

9 Trade and other receivables

Current	2018	2017
Cutten	£ 000	£ 000
Amounts due from group undertakings	15,263	3

Included in amounts due from group undertakings are amounts of £2,602 (2017: £2,607) relating to loans with other group undertakings. These loan balances are all repayable on demand and attract varying rates of interest.

Included in amounts due from group undertakings are amounts of £15,260,323 (2017: £Nil) relating to dividends payable from other group companies.

10 Trade and other payables

Current	2018 £ 000	2017 £ 000
Amounts due to group undertakings	268,071	270,717

The balance included in amounts due to group undertakings of £268,071,005 (2017: £270,717,231) relates to loans with other group undertakings. These loan balances are all repayable on demand and attract varying rates of interest.

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2018 (continued)

11 Loans and borrowings

Non-current	2018	2017
1.00 Carrent	£ 000	£ 000
Amounts due to group undertakings	688,594	592,799

The balance included in amounts due to group undertakings of £688,594,306 (2017: 592,798,979) relates to loans with other group undertakings, which attract varying rates of interest.

12 Share capital

Allotted, called up and fully paid shares

	2018		2	2017	
	No. 000	£ 000	No. 000	£ 000	
Ordinary shares of £1 each	2,000	2,000	2,000	2,000	

13 Parent of group in whose consolidated financial statements the company is consolidated

The name of the parent of the group in whose consolidated financial statements the company's financial statements are consolidated is Bodycote plc.

These financial statements are available upon request from Springwood Court, Springwood Close, Tytherington Business Park, Macclesfield, Cheshire SK10 2XF.

14 Parent and ultimate parent undertaking

The company's immediate parent is Bodycote plc.

The ultimate parent is Bodycote plc.

The most senior parent entity producing publicly available financial statements is Bodycote plc. These financial statements are available upon request from The Secretary, Bodycote plc, Springwood Court, Springwood Close, Tytherington Business Park, Macclesfield, Cheshire SK10 2XF, the registered office of Bodycote plc.

Bodycote plc is the parent company of the largest and smallest group of which the company is a member and for which group financial statements are drawn up. Copies of the group financial statements may be obtained from the address stated above, the registered office of Bodycote plc.

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2018 (continued)

15 Investments

Details of the subsidiaries as at 31 December 2018 are as follows:

Name of subsidiary	Principal activity	Registered office	Proportion of ownership interest and voting rights in ordinary shares held 2018 2017	
Bodycote Jersey Holdings (1)	Investment holding company	Jersey	100%	100%
Bodycote Hardingscentrum BV (2)	Metal treatment	Netherlands	100%	100%
Bodycote European Holdings GmbH (3)	Investment holding company	Germany	100%	100%
Bodycote Rheintal Waermbehandlung AG (4)	Metal treatment	Liechtenstein	100%	100%
Bodycote France Holdings SA (6)	Investment holding company	France	100%	100%
Bodycote Sweden AB (7)	Investment holding company	Sweden	100%	100%
Bodycote Tratamente Termice SRL (9)	Metal treatment	Romania	100%	100%
Bodycote Americas Inc (10)	Investment holding company	USA	100%	100%
Bodycote America Finance Limited (11)	Finance providing company	UK	100%	100%
Bodycote America Treasury Limited (11)	Finance providing company	UK	100%	100%
Bodycote Varmebahandling A/S (12)	Metal treatment	Denmark	100%	100%
Bodycote Lampokasittely Oy (13)	Metal treatment	Finland	100%	100%
Bodycote Thermal Processing Mexico Limited (11)	Investment holding company	UK	100%	100%
Bodycote SSC s.r.o (15)	Shared Service Centre	Czech Republic	100%	100%
Bodycote Varmebehanding AB (6)	Metal treatment	Sweden	100%	100%
Bodycote Deutschland (2)	Investment holding company	Germany	100%	100%
Bodycote Austria GmbH (14)	Metal treatment	Austria	99%	99%
Bodycote Istas Isil Islem San. Ve Tic. A.S (8)	Metal treatment	Turkey	79%	79%
Bodycote H.T. s.r.o (5)	Metal treatment	Czech Republic	60%	60%

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2018 (continued)

15 Investments (continued)

Registered addresses

- (1) 13 Castle Street, St Helier, JE4 5UT, Jersey
- (2) Groethofstraat 27, 5916PA Venlo, Netherlands
- (3) Schiessstrasse 55, 40549, Düsseldorf, Germany
- (4) Im alten Riet 123, 9494 Schaan, Liechtenstein
- (5) Liberc 30, Tanvaldska 345, PSC, 46311, Czech Republic
- (6) Ilena Park Bât. B2, Parc Technologique de Lyon, 117, allée des Parcs, 69800 Saint Priest, France
- (7) Box 124, 424 23, Angered, Sweden
- (8) Kemalpasa OSB, Izmir Kemalpasa Asfalti No:17/1, 35730 Kemalpasa-IZMIR, Turkey
- (9) Brasov, str. Zizinului nr. 119, cod 500407, Romania
- (10) 12700 Park Central Drive, Suite 700, Dallas TX 75251-1518, USA
- (11) Springwood Court, Springwood Close, Tytherington Business Park, Macclesfield SK10 2XF
- (12) Industribuen 16-18, 5592, Ejby, Denmark
- (13) Gesällvägen 7, 01730 Vantaa, Finland
- (14) Boehlerdurplatz 1, 8605 Kapfenberg, Austria
- (15) PSČ 110 00, Perlová 371/5, Praha 1, 110 00, Czech Republic