Registered number
05655952

Aggregate Industries Limited

Annual report and financial statements
for the year ended 31 December 2012

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Aggregate Industries Limited
Directors and advisors

Directors
George Bolsover CBE
Alain Bourguignon
John Bowater
James Davis
Lord Fowler
Christopher Garnett OBE
Roland Kohler
Christine Farnish CBE
Bernard Terver

Secretary
J Atherton-Ham

Independent Auditors
Ernst & Young LLP
No 1 Colmore Square
Birmingham
B4 6HQ

Registered office
Bardon Hall
Copt Oak Road
Markfield
Leicestershire
LE67 9PJ

Registered number
05655952

Aggregate Industrles Limited
Directors' report
for the year ended 31 December 2012

The directors present their annual report and the audited financial statements of the company for the year ended 31 December 2012

During the year the company transitioned from EU-adopted IFRS to FRS 101 and has taken advantage of the disclosure exemptions allowed under this standard

Principal activities and future developments
The principal activity of the Company is to act as, and carry on the business of a holding company The directors do not anticipate any changes in the company's activity over the coming year

Results and dividends
The Company's profit after taxation for the year was £262 4m (2011 £3 3m)

The Statement of Profit & Loss and Balance Sheet appear on pages 5 and 6
Dividends of £1 52 per share were paid in 2012 (2011 1 9p per share)

Going concern
The directors have considered the maturity date of its liabilities and the ability of the Company to cover short term repayments As a result the directors have a reasonable expectation that the Company can continue to adopt the going concern basis in preparing the financial statements

Directors
The following directors held office during the year and subsequently

George Bolsover CBE	
Alain Bourguignon	
John Bowater	
James Davis	
Lord Fowler	
Christopher Garnett OBE	
Benoit-Henri Koch	(resigned 19 October 2012)
Roland Köhler	
Angela Yeoman OBE, DL	(resigned 31 December 2012)
Christine Farnish CBE	
Bernard Terver	(appointed 19 October 2012)

Information on the directors' remuneration is shown in note 4

Directors' qualifying third party indemnity provisions
The Company has indemnified the directors of the Company against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006 Such qualifying third party indemnity provision was in force during the year and is in force as at the date of approving the Directors' report

Disclosure of information to the auditors
So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware Having made enquiries of fellow directors and the Company's auditor, each director has taken all the steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information

Preparation of directors' report
The directors' report has been prepared in accordance with the special provisions in section 415A of the Companies Act 2006 in regards to small companies

Auditors
In accordance with section 487 of the Companies Act 2006, a resolution is to be proposed at the Annual General Meeting for re-appointment of Ernst & Young LLP as auditor of the company

Aggregate Industries Limited
Directors' report
for the year ended 31 December 2012 (continued)

Statement of directors' responsibilities in relation to the financial statements

The directors are responsible for preparing the 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 for that period

The financial statements are required by law to give a true and fair view of the state of the affairs of the company and of the profit and 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 estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed subject to any material departures disclosed and explained in the financial statements, 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

This report was approved by order of the board

J Atherton-Ham

On behalf of Aggregate Industries Limited
Company Secretary
21 June 2013

Independent auditors' report
to the members of Aggregate Industries Limited

We have audited the financial statements of Aggregate Industries Limited for the year ended 31 December 2012 which comprise the Statement of Profit & Loss account and Other Comprehensive Income, Balance Sheet, the Statement of Changes in Equity, and the related notes 1 to 15

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) including Financial Reporting Standard 101 'Reduced Disclosure Framework'

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 auditors
As explained more fully in the Statement of Directors' Responsibilities 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

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements In addition, we read all the financial and non-financial information in the Annual Report and financial statements to identify material inconsistencies with the audited financial statements If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report

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 2012 and of its profit 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 matter prescribed by the Companies Act 2006
In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

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, or
- the directors were not entitled to take advantage of the small companies exemption in preparing the directors' report.

Ernst & Young LLP

Steven Bagworth (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Birmingham
24 June 2013

Aggregate Industries Limited
Statement of Profit & Loss and Other Comprehensive Income
for the year ended 31 December 2012

	Note	2012 £'000	2011 £'000
Continuing operations			
Impairment of carrying value of investments	7	(30,038)	-
Investment income	5	292,413	3,303
Profit before taxation		262,375	3,303
Tax charge on profit	6	-	-
Profit after taxation		262,375	3,303
Other comprehensive income		-	-
Total comprehensive income		262,375	3,303

Aggregate Industries Limited
Company Registration No 05655952
Balance Sheet
as at 31 December 2012

	Note	2012 £'000	2011 £'000
Fixed Assets			
Investments	7	391,407	421,445
Current assets			
Amounts owed by group undertaking		31,000	-
		31,000	-
Total assets		422,407	421,445
Creditors amounts due in more than one year			
Other financial liabilities	8	78,451	78,451
Net assets		343,956	342,994
Capital and reserves			
Called up share capital	10	171,497	171,497
Share premium	11	171,497	171,497
Profit & loss account		962	-
Shareholders' funds		343,956	342,994

The financial statements were approved by the board of directors on 21 June 2013 and were signed on its behalf by

John Bowater
Director

Aggregate Industries Limited
Statement of Changes in Equity
for the year ended 31 December 2012

	Attributable to the equity shareholders			
	Called up share capital	Share premium	Profit & loss account	Total
	£'000	£'000	£'000	£'000
As at 1 January 2011	**171,497**	**171,497**	**-**	**342,994**
Profit for the year	-	-	3,303	3,303
Other comprehensive income	-	-	-	-
Total comprehensive income	-	-	3,303	3,303
Dividends paid	-	-	(3,303)	(3,303)
As at 31 December 2011	**171,497**	**171,497**	**-**	**342,994**
Profit for the year	-	-	262,375	262,375
Other comprehensive income	-	-	-	-
Total comprehensive income	-	-	262,375	262,375
Dividends paid	-	-	(261,413)	(261,413)
As at 31 December 2012	**171,497**	**171,497**	**962**	**343,956**

Aggregate Industries Limited
Notes to the financial statements
for the year ended 31 December 2012

1 Corporate information

The financial statements of the Company for the year ended 31 December 2012 were authorised for issue in accordance with a resolution of the directors on 21 June 2013 The company is a private limited company incorporated and domiciled in England & Wales

2 1 Basis of preparation

In accordance with section 401 of the Companies Act 2006 consolidated accounts have not been prepared as the company is itself included in the consolidated accounts of Holcim Ltd incorporated in Switzerland Accordingly, these accounts present information about the company as an individual undertaking and not about its group

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101) and in accordance with applicable accounting standards

The Company has early adopted the transition from EU-adopted IFRS to FRS 101 for all periods presented There were no material amendments on the adoption of FRS 101 The accounting policies which follow set out those policies which apply in preparing the financial statements for the year ended 31 December 2012

The Company has taken advantage of the following disclosure exemptions under FRS 101

(a) the requirements of IFRS 7 Financial Instruments Disclosures

(b) the requirements of IAS 7 Statement of Cash Flows,

(c) the requirement in paragraph 38 of IAS 1 Presentation of Financial Statements to present comparative information in respect of property plant and equipment intangible assets and investment properties

(d) the requirements of IAS 24 Related Party Disclosure to disclose related party transactions entered into between two or more members of a group provided that any subsidiary which is a party to the transaction is wholly owned by such a member

Going Concern

The directors have considered the maturity date of its liabilities and the ability of the Company to cover short term repayments

As a result the directors have a reasonable expectation that the Company can continue to adopt the going concern basis in preparing the financial statements

2 2 Summary of significant accounting policies

a Finance income

Interest income is recognised as the interest accrues (using the effective interest rate method that is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument) to the net carrying amount of the financial asset

b Dividends

Dividends are recognised when the Company's right to receive the payment is established

c Income tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted by the balance sheet date

d Financial instruments - initial recognition and subsequent measurement

i Financial assets

Initial recognition and measurement

Financial assets are recognised when the company becomes party to the contracts that give rise to them and are classified as financial assets at fair value through profit or loss loans and receivables, held to-maturity investments or as available for-sale financial assets as appropriate The company determines the classification of its financial assets at initial recognition and, where allowed and appropriate re-evaluates this designation at each financial year-end

All financial assets are recognised initially at fair value

The Company's financial assets include loans due from other group companies

2 2 Summary of significant accounting policies *(continued)*

i Financial assets *(continued)*

Loans and debtors

Loans and debtors are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate method (EIR), less impairment Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR The EIR amortisation is included in finance income in the profit and loss account The losses arising from impairment are recognised in the profit and loss account

Derecognition

A financial asset (or where applicable a part of a financial asset) is derecognised when

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

ii Impairment of financial assets

The Company assesses at each reporting date whether there is any objective evidence that a financial asset or a group of financial assets is impaired A financial asset or group of financial assets is deemed to be impaired if and only if, there is objective evidence of impairment as a result of one or more events that has occurred after initial recognition of the asset (an incurred loss event) and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated Evidence of impairment may include indications that the debtor or a group of debtors is experiencing significant financial difficulty default or delinquency in interest or principal repayments, the probability that they will enter bankruptcy or other financial reorganisation and where observable data indicates that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults

iii Financial liabilities

Initial recognition and measurement

Financial liabilities within the scope of IAS 39 are classified as financial liabilities at fair value through the Statement of Profit or loss loans and borrowings or as derivatives designated as hedging instruments in an effective hedge as appropriate The Company determines the classification of its financial liabilities at initial recognition

All financial liabilities are recognised initially at fair value and in the case of loans and borrowings, plus directly attributable costs

The Company's financial liabilities include loans and borrowings

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows

Gains and losses on liabilities held for trading are recognised in the profit and loss account

The Company has not designated any financial liabilities upon initial recognition at fair value through profit or loss

Loans and borrowings

After initial recognition interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate method Gains and losses are recognised in the profit and loss account when the liabilities are derecognised as well as through effective interest rate method (EIR) amortisation process

Amortised cost is calculated by taking into account any discounts or premium on acquisition and fees or costs that are an integral part of the EIR The EIR amortisation is included in finance costs in the profit and loss account

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires

When an existing financial liability is replaced by another from the same lender on substantially different terms or the terms of an existing liability are modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability and the difference in the respective carrying amounts is recognised in the profit and loss account

2 2 Summary of significant accounting policies *(continued)*

iv Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the Balance Sheet if and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis or to realise the assets and settle the liabilities simultaneously

v Fair value of financial instruments

Where financial instruments are not traded in an active market the fair value is determined using appropriate valuation techniques Such techniques may include using recent arms length market transactions reference to the current fair value of another instrument that is substantially the same discounted cash flow analysis or other valuation models

e Cash at bank and in hand

Cash and short term deposits in the Balance Sheet comprise cash at bank and on hand and short-term deposits with an original maturity of three months or less

3 Significant judgements, key assumptions and estimates

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have significant risk of causing a material adjustment to the carrying amounts of assets within the next financial year relate to impairment of investments and are discussed above

4 Directors and employees

No staff were employed by the company in either year

Certain directors received fees totalling to £309k (2011 £432k) for their services to the company These fees were paid in full by Aggregate Industries UK Limited a subsidiary undertaking The highest paid director was paid £105k (2011 £257k)

Certain directors of the company are remunerated by Aggregate Industries UK Limited The directors' consider that the amount of time spent on the entity is inconsequential, and therefore no remuneration is disclosed No recharge of directors remuneration has been made by Aggregate Industries UK Limited

The chairman of the company is also a director of B2 Consulting Limited Payments of £145k (2011 £188k) were made to this related entity in connection with consulting services provided to the company Of this £56k remained payable as at 31 December 2012 These costs were paid by Aggregate Industries UK Limited

5 Investment income

	2012	2011
	£'000	£'000
Dividends received from subsidiaries	292,413	3 303
Total investment income	292,413	3 303

6 Taxation

There is no tax charge on the profit for the current period (2011 Nil) as the company's only income is dividends received from its UK subsidiaries and charges relate to the impairment of investments There is no tax payable on such items

7 Investments

	Unlisted subsidiaries £'000
Cost	
At 1 January and 31 December 2012	**421,445**
Provision for impairment	
At 1 January 2012	-
Impairment charge	30 038
At 31 December 2012	**30,038**
Net book value	
At 31 December 2012	**391,407**
At 31 December 2011	421 445

The recoverable amount has been determined based on a value in use calculation using cashflow projections from financial budgets approved by senior management covering a five year period The discount rate applied to the pre-tax cash flow projections is the Company's pre-tax cost of capital of 8 04% and cash flows beyond the five year period are extrapolated using a 2 5% growth rate which approximates to long term UK economic growth Other key assumptions in the forecasts are internal pricing decisions and market volume projections sourced from published data from the Mineral Products Association In the opinion of the directors the carrying value of the remaining investments has been impaired to the deemed recoverable amount

8 Other creditors

Other financial liabilities	Effective interest rate %	Maturity	**2012 £'000**	2011 £'000
Non current				
Loan due to group company	N/A	*	**70,000**	70 000
Amount due to group undertakings	N/A	*	**8 451**	8,451
Total other financial liabilities			**78,451**	78 451

* the loan has no fixed repayement date however the agreement stipulates a minimum of 12 months notice hence the balance is classified as non current in the absence of such a demand

9 Principal subsidiaries and associated undertakings

At 31 December 2012 the company owned 100% shares in the following subsidiary undertakings

Name of company	Nature of business	Country of Incorporation
Aggregate Industries UK Limited	Trading	United Kingdom
Aggregate Industries Management Limited	Management services	United Kingdom
Camas Limited	Holding company	United Kingdom
Evered Limited	Holding company	United Kingdom
London & Northern Group Limited	Holding company	United Kingdom
Ronez Limited	Trading	Channel Islands
International Aggregates Limited	Holding company	United Kingdom

10 Called up share capital

	Number of shares (millions)	£'000
Authorised and issued share capital		
Ordinary shares of £1 each		
At 31 December 2012	**171 5**	**171,497**
At 31 December 2011	171 5	171 497

11 Reserves

Share capital and share premium accounts

Equity share capital comprises the net proceeds up to par value on issue of the Company s equity share capital, of 171 5m ordinary shares of £1 each The excess proceeds above the par value are recognised within the share premium account

12 Dividends paid and proposed	2012 £'000	2011 £000
Declared and paid during the year		
Dividend for 2012 £1 52 per share (2011 1 9p per share)	**261,413**	3,303
	261,413	3 303

13 Post balance sheet events

There were no material disclosable or adjusting events between 31 December 2012 and the date of signing these accounts

14 Contingent liabilities

The Company has contingent liabilities in respect of guarantees entered into in the normal course of business of fellow group undertakings, the value of which at 31 December 2012 is nil (2011 £1 949,554)

15 Parent and ultimate parent company

The immediate parent company is Aggregate Industries Holdings Limited and its ultimate parent company is Holcim Ltd which is incorporated in Switzerland

This is the smallest and largest group in which results are consolidated

Copies of the accounts of Holcim Ltd are available on www holcim com or from Holcim Ltd Corporate Communications, Zurcherstrasse 156 CH-8645 Jona Switzerland