Registered number
05655952

Aggregate Industries Limited

Report and financial statements
for the year ended 31 December 2013

Aggregate Industries Limited
Directors and advisors

Directors
Alain Bourguignon
John Bowater
Roland Köhler
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

The directors present their report for the year ended 31 December 2013.

Business review

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.

Directors

The following directors held office during the year and subsequently:

George Bolsover CBE	(resigned 31 December 2013)
Alain Bourguignon	
John Bowater	
James Davis	(resigned 31 December 2013)
Lord Fowler	(resigned 31 December 2013)
Christopher Garnett OBE	(resigned 31 December 2013)
Roland Köhler	
Christine Farnish CBE	(resigned 31 December 2013)
Bernard Terver	

Information on the directors' remuneration is shown in note 4.

Results and dividends

The Company's profit after taxation for the year was £nil (2012: £262.4m). Dividends of £nil per share were paid in 2013 (2012: £1.52 per share).

The Statement of Profit & Loss and Other Comprehensive Income and Balance Sheet appear on pages 5 and 6.

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.

Future developments

The Company intends to continue to operate of an holding company.

Events since the balance sheet date

There have been no events since the balance sheet date.

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. The directors have taken advantage of the small companies' exemption provided by section 414B of the Companies Act 2006 not to provide a Strategic Report.

Auditors

In accordance with s.485 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.

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; and
- state whether applicable UK Accounting Standards have been followed subject to any material departures disclosed and explained in the financial statements;

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 July 2014

Independent auditor's report
to the members of Aggregate Industries Limited

We have audited the financial statements of Aggregate Industries Limited for the year ended 31 December 2013 which comprise the Statement of Profit & Loss and Other Comprehensive Income, Balance Sheet, the Statement of Changes in Equity, and the related notes 1 to 14.

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 Report and financial statements to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. 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 2013 and of its result 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 and take advantage of the small companies exemption in not preparing the Strategic Report.

Ernst & Young LLP

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

21 July 2014

Aggregate Industries Limited

Statement of Profit & Loss and Other Comprehensive Income

for the year ended 31 December 2013

	Note	2013 £'000	2012 £'000
Continuing operations			
Impairment of carrying value of investments	7	-	(30,038)
Dividend income	5	-	292,413
Profit before taxation		-	262,375
Tax charge on profit	6	-	-
Profit after taxation		-	262,375
Other comprehensive income		-	-
Total comprehensive income		-	262,375

Aggregate Industries Limited

Company Registration No. 05655952

Balance Sheet

as at 31 December 2013

	Note	2013 £'000	2012 £'000
Fixed Assets			
Investments	7	**391,407**	391,407
Current assets			
Amounts owed by group undertaking		**31,000**	31,000
		31,000	31,000
Total assets		**422,407**	422,407
Creditors: amounts due in more than one year			
Amounts owed to group undertakings	8	**78,451**	78,451
Net assets		**343,956**	343,956
Capital and reserves			
Called up share capital	10	**171,497**	171,497
Share premium	11	**171,497**	171,497
Retained earnings		**962**	962
Shareholders' funds		**343,956**	343,956

The financial statements were approved by the board of directors on 21 July 2014 and were signed on its behalf by:

John Bowater
Director

Aggregate Industries Limited

Statement of Changes in Equity

for the year ended 31 December 2013

	Attributable to the equity shareholders			
	Called up share capital	Share premium	Profit & loss account	Total
	£'000	£'000	£'000	£'000
As at 1 January 2012	**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**
Profit for the year	-	-	-	-
Other comprehensive income	-	-	-	-
As at 31 December 2013	171,497	171,497	962	**343,956**

1 Corporate information

The financial statements of the Company for the year ended 31 December 2013 were authorised for issue in accordance with a resolution of the directors on 21 July 2014. 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 accounting policies which follow set out those policies which apply in preparing the financial statements for the year ended 31 December 2013.

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 Interest receivable

Interest receivable 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 the Statement of profit & 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.

When financial assets are recognised initially, they are measured at fair value, being the transaction price plus, in the case of financial assets not at fair value through profit or loss, directly attributable transaction costs.

The Company's financial assets include loans and dividends 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 interest receivable 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 Statement of profit & loss.

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 interest payable in the Statement of profit & loss.

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 Statement of profit & loss.

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 arm's 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.

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

e **Investments**

Investments are stated at cost less provision for impairment which is assessed annually.

f **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 below.

4 **Profit before taxation**

No staff were employed by the company in either year.

Certain directors received fees totalling to £275k (2012: £309k) 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 £107k (2012: £105k).

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 £234k (2012: £145k) were made to this related entity in connection with consulting services provided to the company. Of this, £nil (2012: £56k) remained payable as at 31 December 2013. These costs were paid by Aggregate Industries UK Limited.

The audit fee for both the current and prior year has been borne by a fellow group company.

5 **Dividend income**

	2013	2012
	£'000	£'000
Dividends received from subsidiaries	-	292,413
Total dividend income	-	**292,413**

6 **Taxation**

There is no tax charge for the current period (2012: £nil) as there is no profit or loss. In the prior period, as the company's only income was dividends received from its UK subsidiaries and charges relating 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 2013	**421,445**
Provision for impairment	
At 1 January 2013	**30,038**
Impairment charge	-
At 31 December 2013	**30,038**
Net book value	
At 31 December 2013	**391,407**
At 31 December 2012	391,407

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 four year period. The discount rate applied to the pre-tax cash flow projections is the Company's pre-tax cost of capital of 7.38% and cash flows beyond the five year period are extrapolated using a 2.1% 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 financial liability

	Effective interest rate %	Maturity	2013 £'000	2012 £'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 2013, the company owned 100% shares in the following subsidiary undertakings.

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

10 Called up share capital

	Number of shares (millions)	£'000
Allotted, called up and fully paid:		
Ordinary shares of £1 each		
At 31 December 2013	**171.5**	**171,497**
At 31 December 2012	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	2013 £'000	2012 £'000
Declared and paid during the year		
Dividend for 2013: £nil per share (2012: 1.52p per share)	-	261,413
	-	**261,413**

13 Post balance sheet events

There were no material disclosable or adjusting events between 31 December 2013 and the date of signing these accounts.

14 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.