



annual report 2013

# At a glance

## Operating an international network of facilities, Bodycote is the world's leading provider of thermal processing services.

Experienced in supporting large multinational customers and their supply chains, as well as local niche specialists, Bodycote provides a vital link in the manufacturing process for virtually every market sector including aerospace and defence, automotive, power generation, oil & gas, construction, medical and transportation.

## Our structure

The Group operates in two major areas:



Aerospace, Defence & Energy (ADE)



Automotive & General Industrial (AGI)

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### Cover image

This photo-micrograph shows a structure of a 0.7% carbon steel in the normalised condition. Normalising involves heat treatment followed by air cooling and is used typically for heavily forged and cold formed steel in order to return the structure to 'normal'.

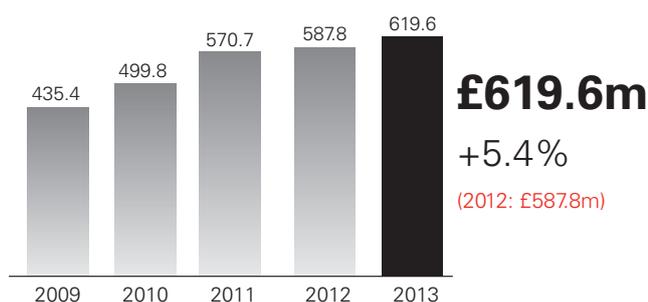
# Financial highlights

	2013	2012 (Restated) <sup>1</sup>
Revenue	<b>£619.6m</b>	£587.8m
Headline operating profit <sup>2</sup>	<b>£107.4m</b>	£97.5m
Return on sales <sup>3</sup>	<b>17.3%</b>	16.6%
Operating profit	<b>£102.1m</b>	£93.0m
Headline profit before taxation <sup>2</sup>	<b>£103.7m</b>	£94.5m
Profit before taxation	<b>£98.4m</b>	£90.0m
Headline operating cash flow <sup>4</sup>	<b>£108.9m</b>	£110.8m
Operating cash flow <sup>5</sup>	<b>£104.6m</b>	£103.0m
Net cash / (debt)	<b>£15.0m</b>	£(34.2)m
Basic headline earnings per share <sup>6</sup>	<b>41.2p</b>	37.5p
Basic earnings per share	<b>38.5p</b>	35.9p
Ordinary dividend per share <sup>7</sup>	<b>13.5p</b>	12.3p
Special dividend per share <sup>7</sup>	<b>10.0p</b>	–
Return on capital employed <sup>8</sup>	<b>19.9%</b>	17.9%

- 1 2012 restated for the adoption of IAS 19 (revised) 'Employee Benefits', which has the effect of reducing headline operating profit and operating profit by £0.4m, reducing finance charge by £0.6m and increasing profit before taxation by £0.2m.
- 2 Headline operating profit and headline profit before taxation exclude amortisation of acquired intangibles of £4.5m (2012: £2.0m), reorganisation costs of £0.8m (2012: £2.4m), profit on disposal of investments of £nil (2012: £2.4m) and acquisition costs of £nil (2012: £2.5m).
- 3 Return on sales is defined as headline operating profit as a percentage of revenue.
- 4 Headline operating cash flow is defined as operating cash flow stated before cash flow relating to restructuring of £4.3m (2012: £5.3m) and acquisition costs of £nil (2012: £2.5m).
- 5 Operating cash flow is defined as cash generated by operations of £161.9m (2012: £150.7m) less net capital expenditure of £57.3m (2012: £47.7m).
- 6 A detailed reconciliation is provided in note 9 on page 87.
- 7 See note 8 on page 86.
- 8 The definition of return on capital employed has been amended and is now defined as headline operating profit of £107.4m (2012: £97.5m) divided by the average of opening and closing capital employed of £539.6m (2012: £543.5m) as adjusted for certain items of goodwill written off. Capital employed is defined as net assets adjusted for net cash/(debt).

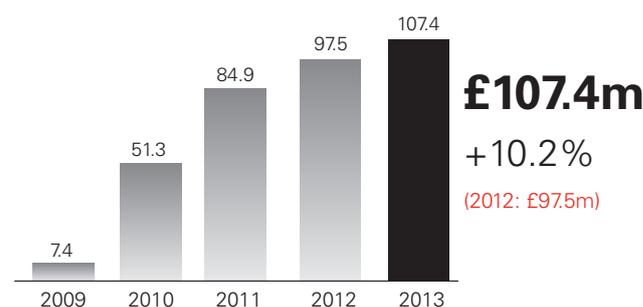
## Revenue

£m



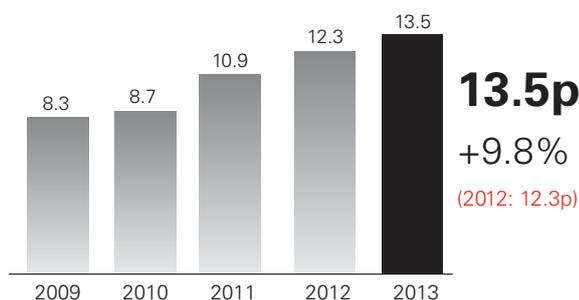
## Headline operating profit

£m



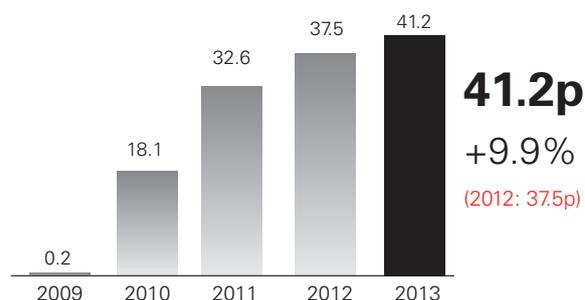
## Dividend per share

pence



## Headline earnings per share

pence



# Chairman's statement



“Bodycote has once again delivered value in terms of total shareholder return and remains in a strong financial position.”

**A.M. Thomson** | Chairman

## Overview

Against the backdrop of a soft economic environment, particularly in Europe, I am pleased to report that Bodycote made further progress in 2013. The ongoing execution of the Group's strategy to direct the mix of sales towards higher added-value work linked to careful management of costs has enabled us once again to improve our profitability and return on investment. Going forward we will continue to seek out opportunities to expand the Group through a combination of organic growth initiatives in new markets and technologies, investment in capability in emerging markets and acquisition of high quality businesses at reasonable prices.

Headline earnings per share at 41.2p grew by 10%, headline operating margins exceeded 17% and operating profit was fully backed by positive cash generation. As a result I am very pleased to report a strong net cash position of £15m at 31 December 2013. The return on capital employed increased to 19.9%.

## Dividend

The Board is proposing a final ordinary dividend of 9.1p, an increase of 10%, which will be paid on 2 May 2014 subject to shareholder approval at the AGM. This brings the total ordinary dividend for 2013 to 13.5p (2012: 12.3p) costing £25.7m, which is a year-on-year increase of 10%. The Board is also recommending a supplemental distribution, by way of a special dividend, amounting to 10.0p per share costing £19.1m.

## Governance

As Chairman, one of my primary responsibilities is to ensure that the Group operates to the highest standards in all aspects of governance and risk management. Our aim within Bodycote is to manage a growing business effectively, while ensuring that proper operating procedures and internal controls are maintained at all times in each of the 26 countries where we operate. Transparency is central to this objective and you will find more detail about our approach and progress over the last year in the Corporate Governance section starting on page 32. The Remuneration Committee report is in accordance with the new reporting requirements of the large and medium sized companies regulations. These came into force in October 2013.

During the year I met a number of Bodycote's major shareholders and received positive feedback from them on their views of the Group. Going forward I will maintain this valuable dialogue with our shareholders and look forward to meeting increasing numbers of you at this year's AGM, when there will be an opportunity to discuss the Group's business and prospects.

## People

The people who work for the Company are undoubtedly our key asset and I am certain that the existing opportunities for long-term growth will ensure that our employees find Bodycote a place where they will continue to enjoy rewarding careers. On behalf of the Board I congratulate them all for delivering another year of successful trading and excellent financial performance.

## Summary

Bodycote has once again delivered value in terms of total shareholder return and remains in a strong financial position.

I believe that the Group will continue to deliver positive returns in the years ahead. Underpinned by the ongoing focus upon excellent customer service, strong cash management and the quality of our global workforce, I look forward to the future with confidence.

## A.M. Thomson

Chairman

27 February 2014

# Chief Executive's review



“In 2013 improvements in business mix, plus the full year effect of the 2012 acquisitions, enabled Bodycote to achieve good growth and strong returns, despite weak markets in the early part of the year.”

**S.C. Harris** | Group Chief Executive

## Overview

Bodycote moved strongly ahead in 2013 despite mixed market conditions. Reported revenue grew by £31.8m (5.4%) to £619.6m, albeit helped by a positive contribution of £14.2m (2.4%) from foreign exchange translation effects. This corresponds to a 3% growth at constant exchange rates. The acquisitions made in 2012 contributed £32.4m, or 5.5%, with organic revenues declining by £14.8m (2.5%). Nearly all of Bodycote's markets were weak in the first part of the year but, encouragingly, many strengthened as the year progressed.

Margins increased once again with progress in both the Aerospace, Defence & Energy (ADE) and Automotive & General Industrial (AGI) businesses. Group margins rose to 17.3% from 16.6% in the prior year. ADE now has a margin of 27.0% (2012: 26.8%) and AGI has improved to 14.7% (2012: 13.4%). These margin improvements are largely down to the continuing drive towards a better mix of business, notably from increased revenues generated in S<sup>3</sup>P and HIP Product Fabrication, and strong cost management. This can be seen very clearly when looking at the organic performance of the Group on a constant currency basis. Overall organic profit fell only £0.4m on £14.8m of organic sales decline. Both ADE and AGI saw organic sales declines, the former primarily driven by falling oil & gas demand and the latter driven by weak general industrial demand. The mix improvement and cost management efforts held organic headline operating profit decline in ADE to £0.9m on organic sales down £4.5m, while in AGI headline operating profit increased by £0.8m notwithstanding a £10.3m drop in organic revenues. Acquisitions added £6.7m of headline operating profit.

A key element of the Group's success in these weak economic conditions was its ability to maintain price increases at or above cost inflation. In 2013, the business demonstrated its pricing power once again with price increases some £1.6m greater than cost increases.

In 2013 headline EPS grew by 10% to 41.2p while return on capital employed grew to 19.9% (2012: 17.9%). The high quality of the Group's earnings was underscored by the cash performance with a headline operating cash flow of £108.9m (2012: £110.8m), corresponding to a headline operating cash conversation rate of 101%. This was despite a 20% increase in capital spending. One of the consequences of Bodycote's focus on high returns on investment and a constant focus on cash generation resulted in the Group finishing the year with net cash of £15.0m. This compares to £34.2m of net debt at the end of 2012.

The Group's priority for the use of cash is firstly to fund organic expansion followed by enhancement of the core dividend. Acquisitions form the third priority after these first two items. Supplemental distributions will only be made if cash generation exceeds the immediate needs of the business and such a distribution can be undertaken without compromising the Group's acquisition strategy or sacrificing its strong financial position.

### Strategic progress

The Group's expansion in China continued with one new plant coming on stream in 2013. There is strong demand for Bodycote's service offering in China, which is geared towards non-Chinese companies targeting the domestic Chinese market. Further facilities are currently in the planning stage for the emerging markets.

The market in Brazil remained challenging in 2013 and even though 20 basis points of the Group's margin improvement was derived from a better operating performance in Brazil, the business has yet to reach breakeven. Further progress is expected in 2014 with the focus now firmly shifted to sales expansion following the restructuring activities of previous years. Any improvement in the Brazilian economy in this region should have a significant positive impact, as operational gearing is likely to be very high on extra sales generated.

The new technologies of S<sup>3</sup>P and HIP Product Fabrication are starting to be meaningful contributors to the Group performance. Investment in these exciting technologies has been a focus for some five years now and they have moved from a virtual standing start to adding 40 basis points to the Group's margins in 2013 compared to 2012. Significant capacity expansion took place in S<sup>3</sup>P during 2012 and 2013 and more expansion will occur in the coming year. Meanwhile, extra Giga HIP capacity was brought online at the end of 2013 which will further assist the growth in the HIP business in 2014.

A significant focus in 2013 was the post-acquisition integration of the three businesses acquired in 2012. The integration has been virtually seamless and the new businesses together generated a 13% return on investment in their first full year of Bodycote ownership. No new acquisitions were made during the year. The Group continues to be on the lookout for value enhancing acquisitions.

### Summary and outlook

In 2013 improvements in business mix, plus the full year effect of the 2012 acquisitions, enabled Bodycote to achieve good growth and strong returns, despite weak markets in the early part of the year.

At this early stage in the year and on a constant currency basis, the Board expects Bodycote's growth initiatives to deliver further progress in 2014.

#### S.C. Harris

Group Chief Executive  
27 February 2014

# Strategic report

## To the Members of Bodycote plc

The Group Strategic report provides a review of the business for the financial year and describes how we manage risks.

The report outlines the developments and performance of the Group during the financial year, the position at the end of the year and discusses the main trends and factors that could affect the future.

Key performance indicators are published to show the performance and position of the Group. Pages 7 and 8 outline the Group's strategy and objectives, along with the business model.

The directors, in preparing this Strategic report, have complied with s414c of the Companies Act 2006.

This Strategic report has been prepared for the Group as a whole and therefore gives greater emphasis to those matters which are significant to Bodycote plc and its subsidiary undertakings when viewed as a whole.

### **The Strategic report discusses the following areas:**

- Strategy and objectives
- Business model
- Measuring our progress
- Core technologies
- Global network
- Markets
- Business performance
- Business review – Aerospace, Defence & Energy
- Business review – Automotive & General Industrial
- Finance Director's report
- Principal risks and uncertainties
- Corporate responsibility and sustainability

# Strategy and objectives

Bodycote's objective is to create superior shareholder returns through the provision of selected thermal processing services that are highly valued by our customers, giving full regard to a safe working environment for our employees and minimal environmental impact.

## Our strategy is based on the following fundamentals:

- Serving the aerospace, defence and energy markets, with a focused network of globally coordinated facilities, attuned to these customers' specific needs and requirements.
- Serving the automotive and chosen general industrial markets through a regionally organised business, catering for these customers' specific local needs and proximity requirements.
- Capitalising on our selected technologies to provide our customers with the ability to create innovative, differentiated products.
- Achieving the highest levels of customer service in terms of quality, delivery, reliability and technical problem solving.
- Expanding with our customers to emerging markets with an emphasis on Eastern Europe, Brazil and China.

# Business model

## Provider of essential services to engineering manufacturers

### Heat Treatment and Metal Joining

- Heat treatments are controlled processes used to alter the microstructure of materials such as metals and alloys to impart properties which benefit the working life of a component.
- Metal joining includes specialised processes used to join and assemble parts, sometimes dissimilar in material.

### Hot Isostatic Pressing (HIP)

- HIP combines very high temperature with inert gas under very high pressure. HIP can be used to eliminate porosity in castings and manufacture specialist components with unique properties.

### Surface Technology

- Surface technologies are used extensively to prolong the working life of components and protect them from environmental factors such as corrosion and abrasion.



## The global leader

### Customer focus

- Bodycote is focused on continual improvement of our quality of service and takes an active role in finding solutions to technical issues and promoting mutual business development with our customers.
- Bodycote seeks to secure service-specific arrangements with our customers which provide protection from supply disruption by leveraging Bodycote's unique facility network.

### Global network

- Bodycote's global network of over 190 market-focused<sup>12,13</sup> facilities in 26 countries brings economies of scale, particularly for energy consumption and equipment utilisation. This makes Bodycote's processing inherently more efficient than customers' in-house operations<sup>29</sup> and enhances our competitive position in the sub-contract market.
- The capital intensive nature of Bodycote's business also provides significant barriers to entry. The scope of Bodycote's network enables us to specialise more effectively than competitors at individual locations and provides comprehensive back-up for our customers.

### Transferable know-how

- The global Bodycote network provides unique opportunities for the transfer of knowledge and skills, and the transfer of technology.
- With some of the best metallurgists, engineers and technicians in the industry, Bodycote is ideally placed to provide solutions for customers, whatever their market or wherever in the world they may be.
- Bodycote's scale enables continuous but focused investment, both in the latest processes and in the most efficient and environmentally friendly equipment.



## The supplier of choice

### Service

- Bodycote has become the supplier of choice<sup>10</sup> for many of the world's most respected and innovative engineering companies by providing highly efficient, cost-effective services to the highest quality standards through strategic investment in people and the latest technology, equipment and quality systems.

### Quality

- Bodycote's quality management systems, validated by major engineering OEMs, have been developed to meet the requirements of international and national accrediting bodies. All Bodycote facilities hold industry and customer approvals appropriate to the services they offer and the markets they serve.

### Expertise

- Bodycote's extensive facilities and expertise mean that projects can extend beyond customers' in-house capabilities, combining identification and provision of technical solutions which address in-service specification and deliver value-adding material properties.
- Our own enhancements and improvement of standard processes has led to Bodycote offering a range of proprietary processes which far outperform their standard counterparts.



## Creating value

### For customers

- Value-adding services.
- Global supplier which can meet multiple processing needs.
- Access to entire Bodycote knowledge base, and expertise.
- Cost and environmental benefits versus in-house operations.

### For Bodycote

- Mutually beneficial customer relationships.
- Wide customer base means Bodycote is not reliant on any one customer.
- Ideally positioned to promote growth in emerging markets and selected technologies.
- Clearly focused strategy.

### For investors

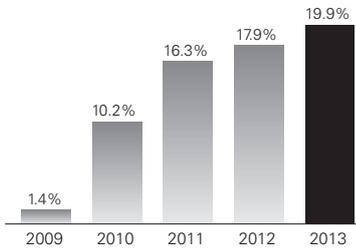
- Financially stable and sustainable business.
- Good growth drivers.
- Superior return on investment.
- Strong margins and cash flow.

Superscript numbers indicate references to other pages in the report where further information can be found.

# Measuring our progress

## Return on capital employed

(%)



## Performance

Return on capital employed increased by 2.0 percentage points during the year, from 17.9% to 19.9%.

Headline operating profit increased by 10.2% from £97.5m to £107.4m, while average capital employed reduced by 0.7% to £539.6m.

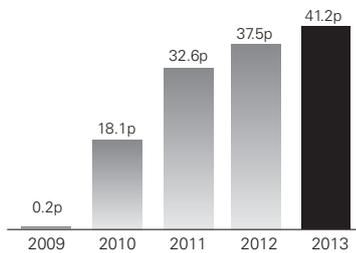
## Definition

Headline operating profit as a percentage of the average of opening and closing capital employed as adjusted for certain items of goodwill written off.

Capital employed is defined as net assets adjusted for net cash/(debt).

## Headline earnings per share

(pence)



## Performance

Headline earnings per share increased by 3.7 pence during the year, from 37.5 pence to 41.2 pence.

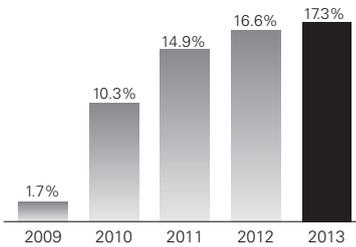
Headline earnings increased by 11.1% from £70.2m to £78.0m, while the average number of shares in issue remained static.

## Definition

Headline earnings per share is defined in note 9 to the Group financial statements.

## Return on sales

(%)



## Performance

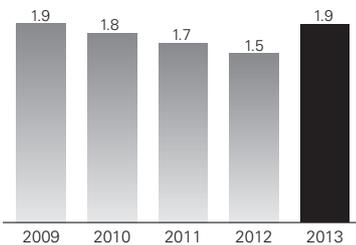
Return on sales increased by 0.7 percentage points during the year, from 16.6% to 17.3%. Headline operating profit increased by 10.2% from £97.5m to £107.4m, while revenue increased by 5.4% from £587.8m to £619.6m.

## Definition

Headline operating profit as a percentage of revenue.

## Accident frequency

(number)



## Performance

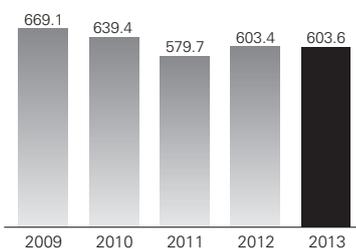
Bodycote works tirelessly to reduce workplace accidents and is committed to providing a safe environment for everyone who works at or visits our locations. The accident frequency rate has increased to 1.9 in the year (2012: 1.5). We believe the primary reason for this is the emphasis we have placed on the reporting of incidents.

## Definition

Accident frequency is defined as the number of lost time accidents x 200,000 hours (approximately 100 man years), divided by the total number of employee hours worked.

## Carbon footprint

(tonne CO<sub>2</sub>e/£m sales)



## Performance

Excluding the year-on-year impact of acquisitions and at constant currency, the carbon footprint decreased by 3% from 603.4 tonnes per £m sales to 583.1 tonnes per £m sales. In total and at actual exchange rates, the carbon footprint remained in line with 2012. Acquisitions were made in the USA, which has a higher energy to carbon conversion rate than most of the other countries in which the Group operates.

## Definition

Carbon footprint is defined as tonnes of CO<sub>2</sub> equivalent emissions divided by £m revenue. CO<sub>2</sub> equivalent emissions are calculated by taking electricity and gas usage in kilowatt hours and multiplying by country specific conversion factors provided by DEFRA (Department for Environment, Food & Rural Affairs).

# Core technologies

## Thermal processing



**Bodycote provides thermal processing services which improve material properties such as strength, durability and corrosion resistance, enabling manufacturers' components to work more efficiently with significantly extended operational lifetimes. Bodycote's services consist of a number of core technologies: heat treatment and metal joining, hot isostatic pressing (HIP) and surface technology.**

### Heat treatment and metal joining

Heat treatments are controlled processes used to alter the microstructure of materials, such as metals and alloys, to impart properties which benefit the working life of a component, for example: increased surface hardness, temperature resistance, ductility and strength. Metal joining includes specialised processes such as electron beam welding, vacuum and honeycomb brazing - complex operations requiring a fusion of expertise and technology.

Bodycote offers an extensive range of heat treatment services and specialist metal joining techniques from facilities around the world. With unmatched capacity and computerised systems, Bodycote facilities can process a wide range of component sizes to exacting standards with reliable, repeatable results.

### Hot isostatic pressing (HIP)

HIP combines very high temperature (up to 2,000°C) with inert gas under very high pressure (up to 30,000 psi - equivalent to that found at an ocean depth of 11,000m such as at the bottom of the Mariana Trench in the Pacific Ocean). HIP can be used to eliminate porosity in castings and consolidate encapsulated powders to dense materials. Dissimilar materials can be bonded together to manufacture unique cost-effective components. Every week a typical Bodycote HIP plant will process many tons of titanium, aluminium, steel and super-alloy castings, removing porosity and improving the performance of parts such as turbine blades and oilfield components.

With the largest operational capacity in the world and a wide variety of sizes of equipment, Bodycote HIP is able to accommodate large volumes of small product as economically as large individual components.

### Surface technology

Surface technologies are used extensively to prolong the working life of components and protect them from environmental factors such as corrosion and abrasion. The range of surface treatments available from Bodycote covers a wide variety of applications, providing manufacturers with solutions to meet requirements such as durability, wear resistance, improved hardness and electrical conductivity.

Bodycote is a provider of specialised plasma spray, high velocity oxy fuel (HVOF) and thermally formed ceramic treatments and is able to surface engineer components (including complex geometric shapes and internal bores) that are designed to operate in the most demanding of industrial applications.

## The supplier of choice



**Bodycote has become the supplier of choice for the world's most respected and innovative engineering companies by providing highly efficient, cost-effective services to the highest quality standards through strategic investment in people and the latest technology, equipment and quality systems.**

By outsourcing non-core but vitally important thermal processing requirements to Bodycote, customers are able to concentrate their business resources where they are needed most. Bodycote's services offer tangible benefits to customers such as reduced equipment maintenance, capital expenditure, energy costs, people costs and a major reduction in CO<sub>2</sub> emissions.

Bodycote has a long history of successful outsourcing relationships, working with a range of customers from global to local manufacturers. In many cases, these relationships lead to component and service-specific arrangements, which provide protection for the customer from supply disruption by leveraging Bodycote's unique facility network, and optimising asset utilisation. Such arrangements are normally exclusive in character and provide the basis for mutual business development, with both companies freed to concentrate capital and other resources on core competencies.

### Making innovations possible

Bodycote's extensive facilities and expertise mean the identification and provision of technical solutions can expand far beyond customers' in-house capabilities, helping to realise goals more quickly and more cost-effectively.

Bodycote's experienced staff are able to innovatively apply existing or enhanced technologies to optimise customers' specifications, tailoring and combining processes to deliver value-adding services. This may include the enhancement of specific processes and equipment for a customer or verification of materials or designs, prior to their application.

# A twist to resist - a component journey

## BI-METALLIC EXTRUSION SCREW

Plastic extrusion technology is used to create a huge number of everyday items for industries such as plastics, pharmaceuticals and food. The equipment used to compound the polymer feedstock, such as extrusion screws and barrels, must be highly resistant to brittleness, wear and abrasion. Parts produced from monolithic materials cannot be optimised to produce the desired specification, so the use of bi-metallic parts produced by hot isostatic pressing (HIP) and powder metallurgy overcomes this limitation by bonding a high wear and abrasion resistant powder alloy onto a tough substrate.

The extruder screw begins life as forged steel bar.



The bar requires cladding to add a layer of wear resistant material. This material will be produced from high quality steel powder.



The capsule is HIPed using high temperature and pressure, fully densifying the powder metal and bonding it to the steel bar, creating a coating (cladding).



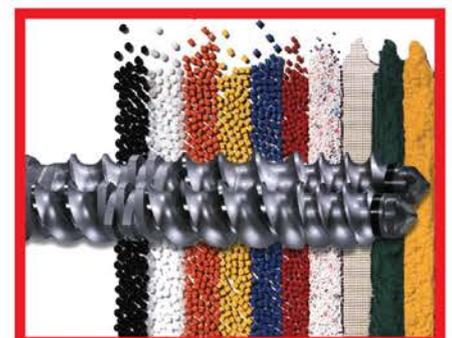
An empty cylindrical steel capsule is manufactured. The steel bar is placed into the centre and the free volume is filled with metal powder.



The outer profile is machined to the final shape and dimensional tolerances.



The finished screw is hardened and tempered using a thermal cycle engineered to allow the material to retain toughness whilst allowing optimum hardness characteristics in the (clad) surface.



End application – plastic extrusion equipment

## BODYCOTE COMPONENT JOURNEYS

This is just one example of how Bodycote brings together the huge wealth of knowledge and expertise from across the Group to provide the vital engineering services our customers need...

For more component journeys visit [www.bodycote.com](http://www.bodycote.com)

 Denotes the parts of the component journey undertaken by Bodycote

# Global network

Bodycote is experienced in all major market sectors and is able to combine the capability and expertise of a network of over 190 worldwide locations to deliver global, or local, services for customers.

## Overview

As the only truly global provider of subcontract thermal processing services, Bodycote is able to offer significant advantages to its customers. Through an international network of plants, Bodycote can effectively utilise a wealth of knowledge, experience and specialist expertise to deliver quality service when and where it is needed.

The network operates from over 190 worldwide locations, with customers able to benefit from Bodycote's comprehensive range of services from multiple locations. Customers know that if their business expands, Bodycote will have the capability to meet their needs. They know that if they were to broaden their manufacturing footprint, Bodycote would be able to assist them. They know that they can obtain the same process to the same quality standards from multiple locations.

Such a large network brings economies of scale, with technology developed at one location being available globally if the market requires it.

The Bodycote network has a wealth of technical accreditations, some industry or customer specific, others more general. Individual operations concentrate on the accreditations suited to their market.

Although Bodycote is headquartered in the UK, 90% of the Group's revenue is derived outside the UK. With facilities in 26 countries, Bodycote is truly global.

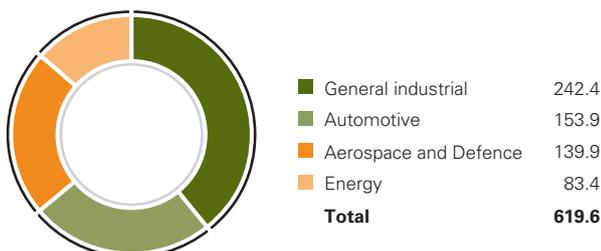
## North America



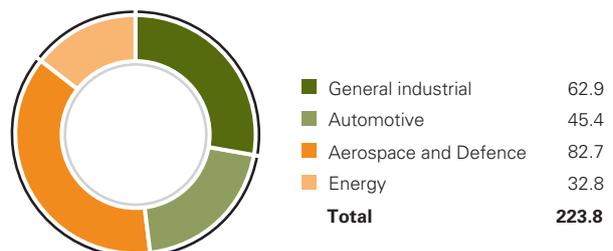
Bodycote is the largest provider of thermal processing services in North America by a significant margin, with a comprehensive network coverage. This network offers locations convenient to customers in all areas where manufacturing and technical industries are concentrated.

Our facilities offer the widest and deepest range of processes for aerospace and energy applications and all the leading technologies for automotive applications.

**Group revenue by market sector**  
£m



**Revenue by market sector — North America**  
£m



Although Bodycote is headquartered in the UK, 90% of the Group's revenue is derived outside the UK. With facilities in 26 countries, Bodycote is truly global.

### Western Europe



Bodycote is the number one provider of thermal processing services in Western Europe with the largest network by far and a comprehensive service offering.

The range of process offerings varies somewhat by country and region, reflecting which types of industry are prominent in those locations, thus enabling the Group to best meet the needs of customers.

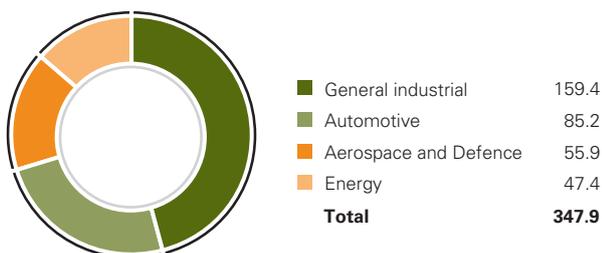
### Emerging markets



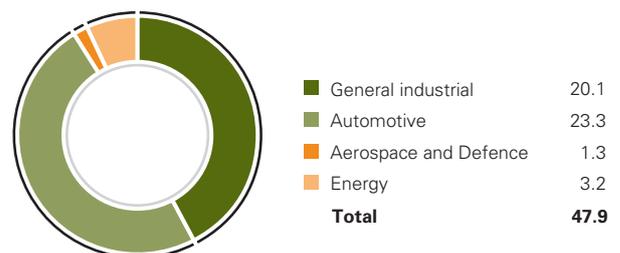
Bodycote has 28 facilities in emerging geographies covering Eastern Europe, China, Brazil, India, Singapore and Dubai.

Bodycote is the number one thermal processing provider in both Brazil and Eastern Europe and is the leading western provider in China. These markets have a special emphasis in the Group's growth strategy for the future.

### Revenue by market sector — Western Europe £m



### Revenue by market sector — Emerging markets £m



# Markets

## Aerospace, Defence & Energy markets



Civil aerospace revenues increased in 2013 by 10% (8% at constant exchange rates, of which 5% was organic and 3% from acquisitions), due to a combination of new contract gains and market demand. Original equipment sales improved as both Boeing and Airbus continued to increase production rates. Available seat kilometres grew by 5% indicating an increase in aircraft flying hours, which in turn drove an increase in demand for aftermarket parts.

Sales into the defence sector, which accounted for around 5% of Group sales, were weak as the effect of the widespread reduction in military budgets took effect. Revenues were 6% lower than in 2012 (7% at constant exchange rates).

Demand for the Group's services in the power generation sector grew well with sales ahead by 11% in 2013 (9% at constant exchange rates, of which 5% was organic and 4% from acquisitions) compared to 2012. Additional capability came on stream at the end of 2013. The organic growth was driven mainly by our European operations.

Market conditions were markedly different in onshore and subsea oil & gas during 2013. The majority of the Group's revenues in the onshore sector are in the USA covering both conventional and fracking requirements. Customers for components for fracking undertook significant destocking during the year, which resulted in sales in North America being down 19% (21% at constant exchange rates). Conversely, sales into subsea continued to improve so that, in total, revenues to the oil & gas sector were lower by 7% (8% at constant exchange rates).

## Automotive & General Industrial markets



Car and light truck production showed improvement in most territories in 2013. Backed by the Group's value-added technologies, revenues increased year-on-year by 18% (15% at constant exchange rates, of which 4% was organic and 11% coming from acquisitions completed in 2012). Particularly pleasing was an 8% increase in sales in Europe (4% at constant exchange rates) notwithstanding weak consumer demand.

As anticipated 2013 was a difficult year in heavy truck with very weak demand in both North America and Europe for much of the year. North American revenues were helped from a low base by the acquisitions undertaken in 2012 but overall sales to the sector were down 1% (4% at constant exchange rates).

Bodycote provides thermal processing services for a wide range of heavy equipment. Cutbacks in capital expenditure in the mining sector were a notable drag on demand and requirements for agricultural equipment have been subdued. Together these areas more than offset some increase in demand for construction machinery and rail. With the benefit of currency movements overall revenues increased by 2% but fell by 1% at constant exchange rates.

# Business performance

	2013	2012 (Restated)
	£m	£m
<b>Revenue</b>	<b>619.6</b>	587.8
<b>Operating profit</b>	<b>102.1</b>	93.0
Profit on disposal of investments	–	(2.4)
Acquisition costs	–	2.5
Reorganisation costs	<b>0.8</b>	2.4
Operating profit prior to exceptional items	<b>102.9</b>	95.5
Amortisation of acquired intangible fixed assets	<b>4.5</b>	2.0
<b>Headline operating profit</b>	<b>107.4</b>	97.5

Group revenue was £619.6m, an increase of 5.4%, of which acquisitions accounted for 5.5%, with organic revenues down 2.5% and foreign exchange rate movements having a positive impact of 2.4%.

Headline operating profit for the year increased by 10.2% from £97.5m to £107.4m, and headline operating margin was 17.3% (2012: 16.6%). Acquisitions made in the prior year increased headline operating profit by £6.7m. The impact of foreign currency movements in the year was an increase in headline operating profit of £3.6m. Despite a £14.8m decline in organic revenue, organic headline operating profit decreased by only £0.4m.

Cash flow is analysed as follows:

	2013	2012 (Restated)
	£m	£m
<b>Headline operating profit</b>	<b>107.4</b>	97.5
Add back non-cash items:		
Depreciation and amortisation	<b>52.9</b>	50.5
Impairment of fixed assets	<b>5.1</b>	0.7
Share-based payments	<b>3.6</b>	3.9
(Profit) / loss on disposal of property, plant and equipment	<b>(0.1)</b>	0.1
<b>Headline EBITDA<sup>1</sup></b>	<b>168.9</b>	152.7
Net capital expenditure	<b>(57.3)</b>	(47.7)
Net working capital movement	<b>(2.7)</b>	5.8
<b>Headline operating cash flow</b>	<b>108.9</b>	110.8
Cash cost of restructuring	<b>(4.3)</b>	(5.3)
Acquisition costs	–	(2.5)
<b>Operating cash flow</b>	<b>104.6</b>	103.0
Interest	<b>(3.3)</b>	(2.5)
Taxation	<b>(22.5)</b>	(19.3)
<b>Free cash flow</b>	<b>78.8</b>	81.2

Strong profit growth, disciplined capital spending and working capital control have resulted in excellent operating cash flow of £104.6m (2012: £103.0m). Group net cash at 31 December 2013 was £15.0m (2012: net debt £34.2m).

Capital expenditure continued to be managed carefully. Capital spend (net of asset sales) in 2013 was £57.3m (2012: £47.7m), being 1.0 times depreciation<sup>2</sup> (2012: 0.9 times). There has been a continued focus on cash collection and receivable days at 31 December 2013 were 59 days (31 December 2012: 58 days). The net working capital outflow in the year is primarily a result of a decrease in payables, offset by a modest decrease in receivables.

<sup>1</sup> Earnings before interest, tax, depreciation, amortisation, share-based payments, impairment of fixed assets, profit or loss on disposal of property, plant and equipment and exceptional items.

<sup>2</sup> Net capital expenditure to depreciation ratio is defined as capital expenditure less proceeds from asset disposals as a proportion of depreciation and amortisation plus impairment of fixed assets.

# Business review

Aerospace, Defence & Energy

## Safe landings

### Landing gear

Critical landing gear must perform without fault every time the aircraft flies. The nature and position of this critical component requires strength as well as wear and corrosion protection to fulfil design requirements. A combination of thermal processing techniques is used to ensure the materials' desired characteristics are achieved. Heat treatment is performed to change the properties of the materials allowing the parts to endure their harsh punishment. Environmentally friendly thermal spray processes such as HVOF have superseded traditional coating methods to aid corrosion and wear resistance properties.



For further information about our services go to [www.bodycote.com/services](http://www.bodycote.com/services)



Within the Aerospace, Defence & Energy (ADE) business, our customers think and operate globally and increasingly expect Bodycote to service them in the same way. Consequently, the ADE business is organised globally. This gives Bodycote a notable advantage as the only thermal processing company with a global footprint and knowledge of operating in all of the world's key manufacturing areas. A number of Bodycote's most important customers fall within the compass of ADE and Bodycote intends to continue to leverage its unique market position to increase revenues in these market sectors. The business incorporates the Group's activities in hot isostatic pressing and surface technology as well as the relevant heat treatment services, encompassing 64 facilities in total.

**Results**

Revenues for the ADE business were £261.8m in 2013 compared to £258.0m in 2012, an increase of 1.5% (a 0.5% decline at constant exchange rates made up of 1.8% organic decline and 1.3% increase from acquisitions). Organic revenue reduction in the year reflects, on the one hand, a further increase in demand from aerospace and industrial gas turbine customers in all geographies and market share gains, particularly for subsea oil & gas requirements, but on the other very weak demand in North American onshore oil & gas.

Headline operating profit<sup>1</sup> for ADE was £70.7m (2012: £69.1m). The headline operating profit margin improved from 26.8% to 27.0% as a result of a continuing improvement in mix of business.

In 2013, the Group added capacity in a number of aerospace-focused facilities, including the establishment of a new Surface Technology location in Houston, Texas. In the coming year it is expected that capital expenditure will again be slightly above depreciation as further capacity and capability are added to support continuing growth in aerospace demand.

Net capital expenditure in 2013 was £20.4m (2012: £21.0m) which represents 1.1 times depreciation (2012: 1.1 times).

Average capital employed in ADE in 2013 was £235.4m (2012: £227.9m). The small increase is primarily due to investment in new capacity to meet continued sales growth in the aerospace markets. Return on capital employed in 2013 was 26.1% (2012: 26.1%).

**Achievements in 2013**

The ADE divisions made further progress during the year in gaining new agreements with a range of customers and for a variety of end uses. In HIP, new customers, who are key suppliers to the oil majors in the subsea oil & gas market, have continued to be added as they adopt the Group's proprietary Product Fabrication (PF) offering.

**Organisation and people**

Total full-time equivalent headcount at 31 December 2013 was 1,945 (2012: 2,099), a decrease of 7.3% compared to revenue growth in ADE of 1.5%.

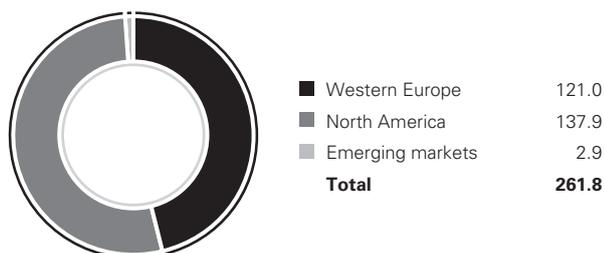
**Looking ahead**

Order books for commercial aerospace OEMs remain strong, although aircraft build rates in the higher volume platforms have now reached manufacturers' target levels. There is softness in North American onshore oil & gas demand but offtake appears to be improving slowly. Defence markets are expected to remain weak. Bodycote expects to be able to continue to capitalise on its world leading position and once again outperform the market.

<sup>1</sup> Headline operating profit is reconciled to operating profit in note 2 to the financial statements. Bodycote plants do not exclusively supply services to customers of a given market sector (see note 2 to the financial statements).

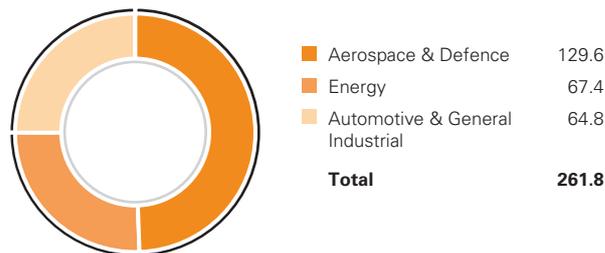
**ADE revenue by geography**

£m



**ADE revenue by market sector**

£m



# Business review

Automotive & General Industrial

## Harvesting strength

### Harvester heads

There is nothing more important than keeping harvesters up and running during harvest times. Unexpected breakdowns and repairs cost time and money, so each component must be reliable and long lasting. Some components in contact with abrasive crops require an extremely hard wearing surface and may need more than one surface treatment.

Bodycote's services help to ensure components do not wear out prematurely. Processes such as carburising, carbonitriding, ferritic nitrocarburising, marquenching and tempering may all be used to extend the life of harvesting components.



For further information about our services go to [www.bodycote.com/services](http://www.bodycote.com/services)



Whilst the Automotive & General Industrial (AGI) marketplace has many multinational customers which tend to operate on a regionally-focused basis, it also has very many medium-sized and smaller businesses. Generally, there are more competitors to Bodycote in AGI and much of the business is locally oriented, meaning that proximity to the customer is very important. Bodycote's uniquely large network of 127 AGI facilities enables the business to offer the widest range of technical capability and security of supply, continuing to increase the proportion of technically differentiated services that it offers. Bodycote has a long and successful history of serving this wide-ranging customer base.

## Results

AGI business revenues were £357.8m in 2013, compared to £329.8m in 2012, an increase of 8.5% (5.7% at constant exchange rates, made up of an organic decline of 3.1% and an increase from acquisitions of 8.8%).

In 2013 sales into car & light truck have been good in all geographies with revenues increasing by 3.7% (excluding acquisitions and at constant exchange rates). Revenues to heavy truck and general industrial markets have been soft in all territories. Sales into heavy truck and general industrial sectors decreased by 14.6% and 5.5% respectively, excluding acquisitions and at constant exchange rates.

North American revenues declined by 10.2% excluding acquisitions and at constant exchange rates, driven by the softening in general industrial markets. In Europe, revenues declined by 1.7% (at constant exchange rates). In the emerging markets, revenues declined by 0.8% (at constant exchange rates), with Brazil lower by 8.4% driven by weaker demand from general industrial markets, but with Asia ahead by 18.7% helped by the Group's greenfield expansion.

Acquisitions made in 2012 increased revenue and headline operating profit in the AGI division by £29.1m and £5.5m respectively.

Headline operating profit<sup>1</sup> in AGI was £52.7m compared to £44.1m in 2012. Headline margin increased to 14.7% (2012: 13.4%) reflecting strong cost control, particularly in areas of demand weakness and improved mix. Sales of the Group's high added-value services, and especially its S<sup>3</sup>P technology, grew strongly at high margins.

<sup>1</sup> Headline operating profit is reconciled to operating profit in note 2 to the financial statements. Bodycote plants do not exclusively supply services to customers of a given market sector (see note 2 to the financial statements).

Net capital expenditure in 2013 was £34.2m (2012: £23.1m), which represents 1.0 times depreciation (2012: 0.7 times). In 2014 we expect that capital expenditure will be just above depreciation as we add further capacity in China, Mexico and for selected technologies such as S<sup>3</sup>P, Corr-I-Dur<sup>®</sup> and low pressure carburising. Return on capital employed in 2013 was 15.1% (2012: 12.0%). The increase reflects continuing focus on improving capital returns by increasingly targeting higher added-value activities. On average, capital employed in 2013 was £304.2m (2012: £315.5m).

## Achievements in 2013

The Group has continued to win business across all geographies. In both North America and Europe our ability to support automotive manufacturers as they move to newer technologies in pursuit of better fuel efficiency has provided Bodycote with market share growth. New outsourcing contracts and contributions from differentiated technologies such as S<sup>3</sup>P meant that the revenue declines stemming from the weak economic environment were mitigated and margins improved.

AGI continued to see the benefits of restructuring and market focus. The emphasis on improved efficiency has been a key factor in the achievement of margin enhancements in the face of declining revenues.

## Organisation and people

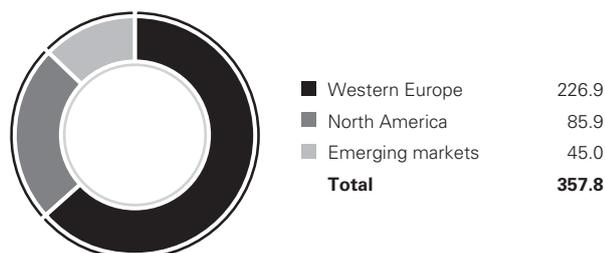
At 31 December 2013, the number of full-time equivalent employees in AGI was 3,614 compared to 3,619 at the end of 2012 and 1,630 less than its peak in July 2008. AGI revenues of £357.8m compare to £363.3m in 2008 (at 2013 exchange rates), a decrease of 1.5%.

## Looking ahead

The AGI businesses will continue to build on their success of enhancing their margins through capturing high value work. The focus on improving customer service helps drive this effort while the prioritisation of existing capacity in favour of higher value work and investing in selected technologies such as S<sup>3</sup>P, Corr-I-Dur<sup>®</sup> and low pressure carburising provides additional momentum. In addition the Group will continue with its strategy of adding to its existing footprint in emerging markets, with an emphasis on China and Mexico in the near term.

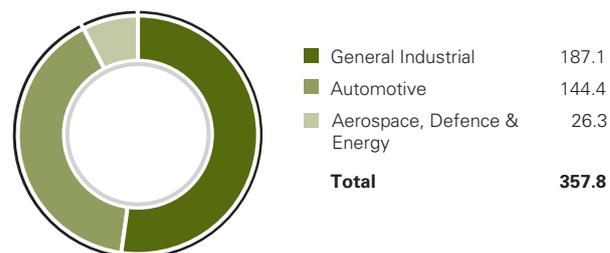
## AGI revenue by geography

£m



## AGI revenue by market sector

£m



# Finance Director's report



## Financial overview

	2013	2012 (Restated)
	£m	£m
Revenue	<b>619.6</b>	587.8
Headline operating profit	<b>107.4</b>	97.5
Amortisation of acquired intangible fixed assets	<b>(4.5)</b>	(2.0)
Operating profit prior to exceptional items	<b>102.9</b>	95.5
Profit on disposal of investments	–	2.4
Acquisition costs	–	(2.5)
Reorganisation costs	<b>(0.8)</b>	(2.4)
Operating profit	<b>102.1</b>	93.0
Net finance charge	<b>(3.7)</b>	(3.0)
Profit before taxation	<b>98.4</b>	90.0
Taxation	<b>(25.3)</b>	(22.8)
Profit for the year	<b>73.1</b>	67.2

Group revenue was £619.6m, an increase of 5.4%, of which acquisitions accounted for 5.5%, with organic revenues down 2.5% and foreign exchange rate movements having a positive impact of 2.4%.

Headline operating profit for the year increased by 10.2% from £97.5m to £107.4m and headline operating margin was 17.3% (2012: 16.6%). Acquisitions in the prior year increased headline operating profit by £6.7m. The impact of foreign currency movements in the year was to increase headline operating profit by £3.6m. Despite a £14.8m decline in organic revenue, organic headline operating profit decreased by only £0.4m.

The amortisation of acquired intangible assets arises from acquisitions in prior years and the level of the charge has increased to £4.5m (2012: £2.0m) due to the full year impact of the acquisitions completed during 2012.

Operating profit was £102.1m (2012: £93.0m) after charging £4.5m (2012: £2.0m) in respect of the amortisation of acquired intangible assets and £0.8m (2012: £2.4m) of reorganisation costs. During 2012 a profit on disposal of the Group's investment in lonbond of £2.4m and acquisition costs of £2.5m were also recognised.

Headline operating cash flow<sup>1</sup> for the Group was £108.9m (2012: £110.8m). This was 101.4% of headline operating profit (2012: 113.6%). Net capital expenditure was 1.0 times depreciation (2012: 0.9 times) as the Group continued to focus on increasing the utilisation of existing equipment. There was a working capital

outflow in the year mainly due to a decrease in the level of payables and an increase in the level of inventories offset by a small decrease in the level of receivables.

After deducting interest and tax, the Group recorded positive free cash flow<sup>2</sup> of £78.8m (2012: £81.2m).

## Exceptional costs

Total exceptional costs charged to the income statement amounted to £0.8m (2012: £2.5m). Redundancy and reorganisation costs of £0.8m (2012: £2.4m) have been incurred in relation to the transfer of accounting services for our Sweden, Finland and Denmark operations to our Shared Service Centre in Prague. There was no profit on disposal of investments (2012: £2.4m) and no acquisition costs were expensed in the year (2012: £2.5m).

Restructuring provisions outstanding at 31 December 2013 totalled £8.6m. Of the remaining costs, £4.1m is expected to be spent in 2014 and £4.5m in 2015 and later. All expenditure after the end of 2014 relates to ongoing environmental remediation, primarily in the USA.

## Profit before tax

Headline profit before tax was £103.7m (2012: £94.5m). Profit before tax was £98.4m (2012: £90.0m). These amounts are reconciled as follows:

	2013	2012 (Restated)
	£m	£m
Headline operating profit	<b>107.4</b>	97.5
Net finance charge	<b>(3.7)</b>	(3.0)
Headline profit before tax	<b>103.7</b>	94.5
Amortisation of acquired intangible fixed assets	<b>(4.5)</b>	(2.0)
Profit before tax prior to exceptional items	<b>99.2</b>	92.5
Profit on disposal of investments	–	2.4
Acquisition costs	–	(2.5)
Reorganisation costs	<b>(0.8)</b>	(2.4)
Profit before tax	<b>98.4</b>	90.0

<sup>1</sup> Headline operating cash flow is reconciled on page 15.

<sup>2</sup> Free cash flow is reconciled on page 15.

<sup>3</sup> 2012 restated for the adoption of IAS 19 (revised) 'Employee Benefits', which has the effect of reducing headline operating profit and operating profit by £0.4m, reducing finance charge by £0.6m and increasing profit before taxation by £0.2m.

<sup>4</sup> Headline EBITDA is reconciled on page 15.

## Finance charge

The net finance charge was £3.7m compared to £3.0m in 2012<sup>3</sup>. The increase results primarily from higher average net debt during the year due to the cost of acquisitions completed during 2012 and a refinancing of the €125m revolving credit facility in 2013 (£0.2m due to higher commitment fees and £0.2m from the amortisation of upfront fees).

	2013	2012 (Restated)
	£m	£m
Net interest payable	0.6	0.5
Financing costs	1.5	1.1
Bank and other charges	1.0	0.8
Pension finance charge	0.6	0.6
<b>Net finance charge</b>	<b>3.7</b>	<b>3.0</b>

## Taxation

The tax charge was £25.3m for the year (2012: £22.8m).

The effective tax rate of 25.7% (2012: 25.3%) resulted from the blending of differing tax rates in each of the countries in which the Group operates.

The headline tax rate for 2013 was 24.7% (2012: 25.6%), being stated before accounting for exceptional items, including amortisation of goodwill and acquired intangibles, which are generally not allowable for tax purposes.

Subject to any future tax legislation changes, and with the Group making most of its profits in countries other than the UK, the headline tax rate is expected to remain around current levels, being higher than the current UK statutory tax rate of 23%, which is due to fall to 20% from 2015.

## Earnings per share

Basic headline earnings per share (as defined in note 9) increased to 41.2p from 37.5p. Basic earnings per share for the year increased to 38.5p from 35.9p.

## Dividend

The Board has recommended a final ordinary dividend of 9.1p (2012: 8.3p) bringing the total ordinary dividend to 13.5p per share (2012: 12.3p). The Board has also recommended a supplemental distribution, by way of a special dividend, amounting to 10.0p per share. If approved by shareholders, the final ordinary dividend of 9.1p per share for 2013 and the supplemental distribution of 10.0p per share for 2013 will be paid on 2 May 2014 to all shareholders on the register at the close of business on 11 April 2014.

## Capital structure

The Group's balance sheet at 31 December 2013 is summarised below:

	Assets £m	Liabilities £m	Net Assets £m
Property, plant and equipment	444.6	–	444.6
Goodwill and intangible assets	167.9	–	167.9
Current assets and liabilities	146.4	(166.1)	(19.7)
Other non-current assets and liabilities	3.4	(13.1)	(9.7)
Retirement benefit obligations	–	(18.5)	(18.5)
Deferred tax	29.4	(61.6)	(32.2)
Total before net cash	791.7	(259.3)	532.4
Net cash	16.9	(1.9)	15.0
<b>Net assets as at 31 December 2013</b>	<b>808.6</b>	<b>(261.2)</b>	<b>547.4</b>
Net assets as at 31 December 2012 (restated)	792.8	(288.7)	504.1

Net assets increased by £43.3m (8.6%) to £547.4m (2012<sup>3</sup>: £504.1m). At constant exchange rates, net assets increased by £42.5m (8.4%). The major movements compared to 31 December 2012 were a reduction in net debt of £49.2m, together with an increase in net deferred tax liabilities<sup>3</sup> of £9.3m and a decrease in property, plant and equipment of £4.1m.

The decrease in property, plant and equipment was due to additions of £57.3m offset by depreciation of £51.9m, asset impairments of £5.1m and foreign exchange variances.

Net deferred tax liabilities<sup>3</sup> increased by £9.3m due to the inclusion of deferred tax liabilities attributed to the 2012 acquisitions, timing differences on depreciation and local provisions and a reduction in deferred tax assets following the utilisation of tax losses. Restructuring provisions were reduced by £2.9m, as Group restructuring activities proceeded as planned.

Retirement benefit obligations<sup>3</sup> decreased by £0.5m during the year, largely as a result of benefit payments made from the scheme offsetting the increase in liabilities generated from accrued interest, in addition to the effect of the change in RPI to 3.4% (2012: 3.1%).

## Net cash/(debt)

Group net cash at 31 December 2013 was £15.0m (2012: net debt £34.2m). During the year, loans of £33.9m drawn under committed facilities were repaid. The Group continues to have access to committed facilities at competitive rates and therefore currently deems this to be the most effective means of funding.

# Finance Director's report continued

## Cash flow

The net increase in cash and cash equivalents was £13.7m (2012: decrease of £7.6m), made up of net cash from operating activities of £139.4m (2012: £131.2m), less investing activities of £58.2m (2012: £130.6m) and less cash used in financing activities of £67.5m (2012: £8.2m).

The increase in net cash flow from operating activities from £131.2m to £139.4m was driven primarily by the increase in headline EBITDA<sup>4</sup> from £152.7m to £168.9m. Working capital increased in line with levels of activity. Net current tax liabilities decreased by £2.5m, mainly due to the timing of tax payments made compared to the previous year. The continuing utilisation of environmental and restructuring provisions resulted in a cash outflow of £2.4m.

Net cash outflows from investing activities decreased from £130.6m to £58.2m, primarily as a result of no acquisitions being completed in 2013 compared to the prior year. The level of net capital expenditure in 2013 was £57.3m (2012: £47.7m), consistent with plans to maintain and improve the capacity and capability of the Group, whilst keeping expenditure levels close to depreciation.

Net cash outflows used in financing activities increased from £8.2m to £67.5m. 2013 saw the repayment of loans of £36.6m (2012: £2.3m) and new bank loans raised of £nil (2012: £28.8m), together with payment of dividends totalling £24.0m (2012: £21.3m).

There has been a continued focus on cash collection, although receivable days at 31 December 2013 increased by one to 59 days (2012: 58 days).

Net interest payments for the year were £3.3m (2012: £2.5m). Tax payments were £22.5m (2012: £19.3m) reflecting the increase in Group profits.

## Capital expenditure

Net capital expenditure (capital expenditure less proceeds from asset disposals) for the year was £57.3m (2012: £47.7m). The multiple of net capital expenditure to depreciation was 1.0 times (2012: 0.9 times), which reflects the Group's continued careful management of its capital expenditure programme. Major capital projects that were in progress during 2013 included installation of new Giga HIP capacity in Camas, Washington, expansion of our production facilities in Silao, Mexico, completion of the Jinan facility in China, and expansion of our vacuum furnace capacity in Holland, Michigan and Derby, UK. The Group also continued to invest in the implementation of a new ERP system.

## Borrowing facilities

Total funding available to the Group under its committed facilities at 31 December 2013 was £229.0m (2012: £226.4m), expiring between August 2016 and March 2018, as well as access to a US\$10m committed letter of credit facility maturing in August 2016.

The €125m revolving credit facility was refinanced for a further five years in February 2013 at a higher margin than the 2006 arranged facility it replaced.

At 31 December 2013, the Group had the following committed facilities:

Facility	Expiry Date	Facility £m	Loan and Letter of Credit Utilisation £m	Facility Headroom £m
£125m Revolving Credit	31 August 2016	125.0	–	<b>125.0</b>
€125m Revolving Credit	1 March 2018	104.0	–	<b>104.0</b>
		229.0	–	<b>229.0</b>
\$10m Letter of Credit	31 August 2016	6.1	4.8	<b>1.3</b>
		235.1	4.8	<b>230.3</b>

## Capital management

The Group manages its capital to ensure that entities in the Group will be able to continue as going concerns, while maximising the return to shareholders. The capital structure of the Group consists of debt, which includes borrowings, cash and cash equivalents, and equity attributable to equity holders of the parent, comprising capital, reserves and retained earnings.

The capital structure is reviewed regularly by the Board. The Group's policy is to maintain gearing, determined as the proportion of net debt to total capital, within defined parameters, allowing movement in the capital structure appropriate to the business cycle and corporate activity. Due to the net cash position at 31 December 2013 the gearing ratio has fallen to 0% (2012: 7%).

## Defined benefit pension arrangements

The Group has defined benefit pension obligations in the UK, Germany, Switzerland, Liechtenstein and USA and cash lump sum obligations in France, Italy and Turkey, the liabilities for which are reflected in the Group balance sheet.

The net deficits in these arrangements are as follows:

	2013 £m	2012 (Restated) £m
<b>Funded</b>		
UK	<b>4.8</b>	4.2
Other Western Europe	<b>1.2</b>	0.5
North America	<b>0.2</b>	0.9
	<b>6.2</b>	5.6
<b>Unfunded</b>		
Western Europe	<b>12.1</b>	13.1
Emerging markets	<b>0.2</b>	0.3
	<b>12.3</b>	13.4
<b>Total deficit</b>	<b>18.5</b>	19.0

The UK plan is closed to new entrants but the 87 active members continue to accrue benefits. The arrangements in France, Italy and Turkey are open to new members. All other arrangements are closed to new entrants.

UK Scheme liabilities remained broadly unchanged over the year (2012: £85.6m, 2013: £85.7m). The actuarial assumptions used to assess the present value of the liabilities are unchanged from 2012, with the exception of the RPI inflation assumption which has increased from 3.1% in 2012 to 3.4% in 2013. Although this and the interest accrued over the year marginally increased the value of the liabilities, this increase was largely offset by benefit payments made from the scheme.

Assets have decreased over the period from £81.4m to £80.9m, leading to a deficit of £4.8m as at 31 December 2013.

The liability for unfunded Western European schemes reduced by £1.0m, primarily in Germany. The key reason for the decrease in the deficit in the Western European schemes is an increase in corporate bonds yields and the impact of the settlement of certain liabilities.

For the year ended 31 December 2013 the Group is required to adopt IAS 19 (revised) 'Employee Benefits'.

IAS 19 (revised) 'Employee Benefits' and the related consequential amendments have impacted the accounting for the Group's defined benefit scheme by:

- reclassifying pension scheme administration costs from finance costs to operating costs in the income statement;
- replacing the interest cost and expected return on plan assets with a net interest charge on the net defined benefit liability; and
- charging past service costs immediately to the income statement as incurred.

As a result of this change in accounting policy the comparative amounts have been restated as follows:

	2012 £m
<b>Consolidated balance sheet</b>	
Retained earnings (as previously reported)	152.0
Increase in deferred tax asset	0.2
Increase in pension deficit	(0.5)
<b>Retained earnings (as restated)</b>	<b>151.7</b>
<b>Consolidated statement of comprehensive income</b>	
Profit for the year (as previously reported)	67.0
Increase in operating costs	(0.4)
Reduction in finance costs	0.6
<b>Profit for the year (as restated)</b>	<b>67.2</b>
Other comprehensive expense (as previously reported)	(18.1)
Increase in actuarial losses on defined benefit pension schemes	(0.2)
<b>Other comprehensive expense (as restated)</b>	<b>(18.3)</b>

2012

	As previously reported £m	As restated £m	Variance £m
Operating costs	1.1	1.5	0.4
Net finance charge	1.2	0.6	(0.6)
Total IAS 19 (revised) charge	2.3	2.1	(0.2)
<b>Headline operating profit</b>	<b>97.9</b>	<b>97.5</b>	<b>(0.4)</b>

For the current year, the profit is £0.2m higher and other comprehensive expense is £0.2m higher than it would have been prior to the adoption of IAS 19 (revised).

### Post balance sheet events

There are no post balance sheet events.

### Going concern

In determining the basis of preparation for the Annual Report, the directors have considered the Group's business activities, together with the factors likely to affect its future development, performance and position. This includes an overview of the Group's financial position, cash flows, liquidity position and borrowing facilities.

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.

Committed facilities as at 31 December 2013 were as follows:

- £125m Revolving Credit Facility maturing 31 August 2016
- €125m Revolving Credit Facility maturing 1 March 2018
- \$10m Letter of Credit Facility maturing 31 August 2016

On 18 February 2013, the €125m Revolving Credit Facility was refinanced for the same amount, extending the maturity to 1 March 2018. The December 2013 weighted average life of the committed facilities was 3.3 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.

The directors have reviewed forecasts and projections for the Group's markets and services, assessing the committed facility and financial covenant headroom, central liquidity and the Group's ability to access further funding. The directors also reviewed downside sensitivity analysis over the forecast period, thereby taking into account the uncertainties arising from the current economic environment. Following this review, the directors have formed a judgement, at the time of approving the financial statements, that there is a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. For this reason the directors continue to adopt the going concern basis in preparing the financial statements.

### D.F. Landless

Group Finance Director  
27 February 2014

# Principal risks and uncertainties

Effective management of risks is essential to the delivery of the Group's objective of creating superior shareholder returns. The Board is responsible for the Group's risk management and the review of financial risk has been delegated to the Audit Committee. Under the leadership of the Group Head of Risk, Bodycote has developed the risk management framework to identify, report and manage its business critical risks. The Risk Committee, established in 2012, continued to meet during the year attended by senior managers from each of the operating divisions. The role of the Risk Committee is to embed risk management and facilitate the implementation of risk management measures throughout the Group.

A variety of approaches are used to identify and report risks, which are aggregated first at a sub-divisional level and then at Group level. For each business critical risk, assurance activities have been documented in risk assurance maps and this is used to direct assurance activity.

The Group Head of Risk provides an update to the Audit Committee on the Group's risk activities at every meeting and a comprehensive review of the Group's business critical risks is presented in December. In addition, the Board examines a specific risk topic at each Board meeting.

The table below highlights the major risks that may affect Bodycote's ability to deliver the strategy, as laid out on page 7. Details of the Group's financial risks (funding, foreign exchange, interest rate and counterparty risks), which are managed by the Group's treasury function are provided in note 18 to the financial statements. The mitigating activities described below will help to reduce the impact or likelihood of the major risk occurring, although the Board recognises that it will not be possible to eliminate these risks entirely. Furthermore, there could be risks that may be unknown or that may be judged to be insignificant at present, but may later prove to be significant. For this reason business continuity plans have been prepared for all plants to provide for situations where specific risks have the potential to severely impact the business.

## Risk Description and Impact

## Mitigation

### Market and Customer Risks

#### Markets

Bodycote's exposure to macroeconomic performance means that it suffers from a certain level of sales volatility. A substantial proportion of Bodycote's sales are closely linked to the economic cycle. Sales in the markets served by the AGI businesses (64% of the total Group) tend mainly to develop in line with or ahead of the economic cycle, whereas ADE sales (36%) tend to track behind the economic cycle. Sales can also be impacted by energy prices which in turn can be affected by general economic activity. The high proportion of fixed costs in the business means that a drop in sales may have a significant impact on profitability. However Bodycote's presence in 26 countries in a wide variety of end-markets acts as a natural hedge to neutralise localised economic volatility. Nevertheless, the Board is mindful of the potential impact on demand for the Group's services.

- Implement strategic plan with medium-term objective of "above-market" sales growth, a focus on targeted premium growth business segments and a more balanced geographic spread.
- Maintain flexibility of cost base for example, by ensuring that a proportion of the workforce is employed on temporary contracts.
- Respond quickly to changes in customer demand on a local or a Group-wide level.
- Wide geographical and market sector spread of Group sales.

#### Loss of key customers

Bodycote benefits from many long-term relationships with key customers. Damage to, or loss of, any of these relationships would be detrimental to Group results and could affect the viability of one or more of Bodycote's facilities. However, the Board believes this is unlikely as Bodycote strives to provide a high level of customer service and the Group's network of strategically located facilities ensures that it is the supplier of choice to these major manufacturers. Furthermore there is no significant customer dependency, with the Group's top ten customers accounting for less than 13% of sales and the balance made up by many thousands of customers.

- Continued focus on customer service and quality processes to maintain excellent relationships with major customers. Use key account management to monitor customer satisfaction with the Group's service levels.
- Ensure there is no significant customer dependency.

### Corporate and Community Risks

#### Human resources

Bodycote is reliant on its ability to attract, develop and retain staff of the right calibre to support its growth strategy. Competition for capable resources is high and there is a risk that Bodycote may not be able to attract or retain skilled individuals. As a market leader Bodycote is seen as a source of talent by competitors, while the Group competes with employers from a wide range of sectors to attract staff into the business.

- Continue the implementation of the HR strategy to address the long-term development and retention of staff.
- Develop succession plans.
- Ensure performance management processes are properly implemented and used effectively.

## Risk Description and Impact

## Mitigation

### Corporate and Community Risks (continued)

#### Safety and health

Bodycote is committed to providing a safe work environment for its employees. The nature of Bodycote's activities presents safety and health risks which can have a significant impact on individual employees. Furthermore poor safety and health practices could lead to disruption of business, financial penalties and loss of reputation.

- Group-wide health and safety policies set by the Chief Executive.
- Bodycote SHE management system standard, being implemented based on OHSAS 18001 and ISO 14001.
- Programme in place to focus on reduction of incidents which could have a high impact.
- Safety compliance audits at all plants at least every two years.
- Oversight of safety and health framework provided by the Group SHE Committee.

#### Environment

Bodycote is committed to providing the highest level of protection to the environment. Environmental contamination could lead to health risks, disruption of business, financial costs and loss of reputation.

Historical use of chlorinated solvents and other hazardous chemicals by plants operated by Bodycote or by plants acquired by Bodycote could have led to ground contamination. The environmental regulations in many of the jurisdictions in which Bodycote operates impose actual or potential obligations on Bodycote to remediate contaminated sites. Bodycote incurs costs annually (2013: £1.6m) in meeting its obligations and has a provision of £13.2m at 31 December 2013 in respect of required environmental remediation costs. If the provision is insufficient to meet the cost of remediation, then this could have an impact on the Group's results. Some of the Group's heat treatment plants continue to use chlorinated solvents and hazardous chemicals in small quantities.

- Remediation of contaminated sites as required by local legislation.
- Reduction in the use of hazardous substances, such as chlorinated solvents.
- Environmental procedures and measures in place conforming to ISO 14001 (2013: 85% of plants).
- Environmental due diligence of businesses for acquisition.

### Operational Risks

#### Service quality

The Bodycote brand is reliant on the repeatable delivery of parts to agreed specification to an agreed time. Deterioration in quality or service levels could cause serious long-term damage to Bodycote's reputation with financial consequences such as the loss of a customer and the cost of damages or litigation. Work that is released into use which is not in compliance with specification could arise as a result of system or human failure. Bodycote has stringent quality systems in place managed by qualified staff. Where necessary, plants have relevant accreditations such as ISO 9001, Nadcap and TS 16949.

- Maintain industry relevant accreditations.
- Quality systems and processes operated at plant level, supervised by divisional quality teams.
- All plants subjected to internal and external quality audits and inspections at least once a year.

#### Major disruption at a facility

Bodycote's business processes have inherent risks and there is a possibility that a major fire or utility outage could lead to closure of a facility's operation. In addition a number of sites are exposed to natural hazards, such as earthquakes, flooding and storms. As a result there is a possibility that service to Bodycote's customers from the affected site could be disrupted. However Bodycote's global network of over 190 plants creates a framework to provide backup capability for any affected facility.

- OHSAS 18001 and ISO 14001 compliant SHE management systems being used by Group Head of Safety, Health and Environment with support of divisional safety and health teams.
- Programmed equipment maintenance and inspections.
- Independent insurer inspections to assess hazard and business interruption risks.
- Business continuity plans developed for all plants.

#### Information technology systems

The efficient operation of the Group will rely increasingly on the proper development and operation of its IT systems. Bodycote is currently undergoing a Group-wide implementation of a new ERP system. The impact of the re-engineered business process will have significant long-term benefits on Bodycote's operational effectiveness. However, failure to manage the implementation programme successfully could result in cost overruns and potentially, disruption to the business.

- Defined disaster recovery planning and data backup procedures.
- Project approval and progress subject to Board review.
- Project teams made up of skilled subject matter experts supplemented with third party advisers.
- Best practice project management processes in place with assurance provided by third parties.

### Regulatory Risks

#### Regulatory and legislative compliance

The global nature of Bodycote's operations means that the Group has to comply with a wide range of local and international legislative requirements, including anti-bribery and anti-competition legislation, taxation legislation, employment law and import and export controls. Failure to comply with legislation could lead to substantial financial penalties, disruption to business, diversion of management time, personal and corporate liability and loss of reputation.

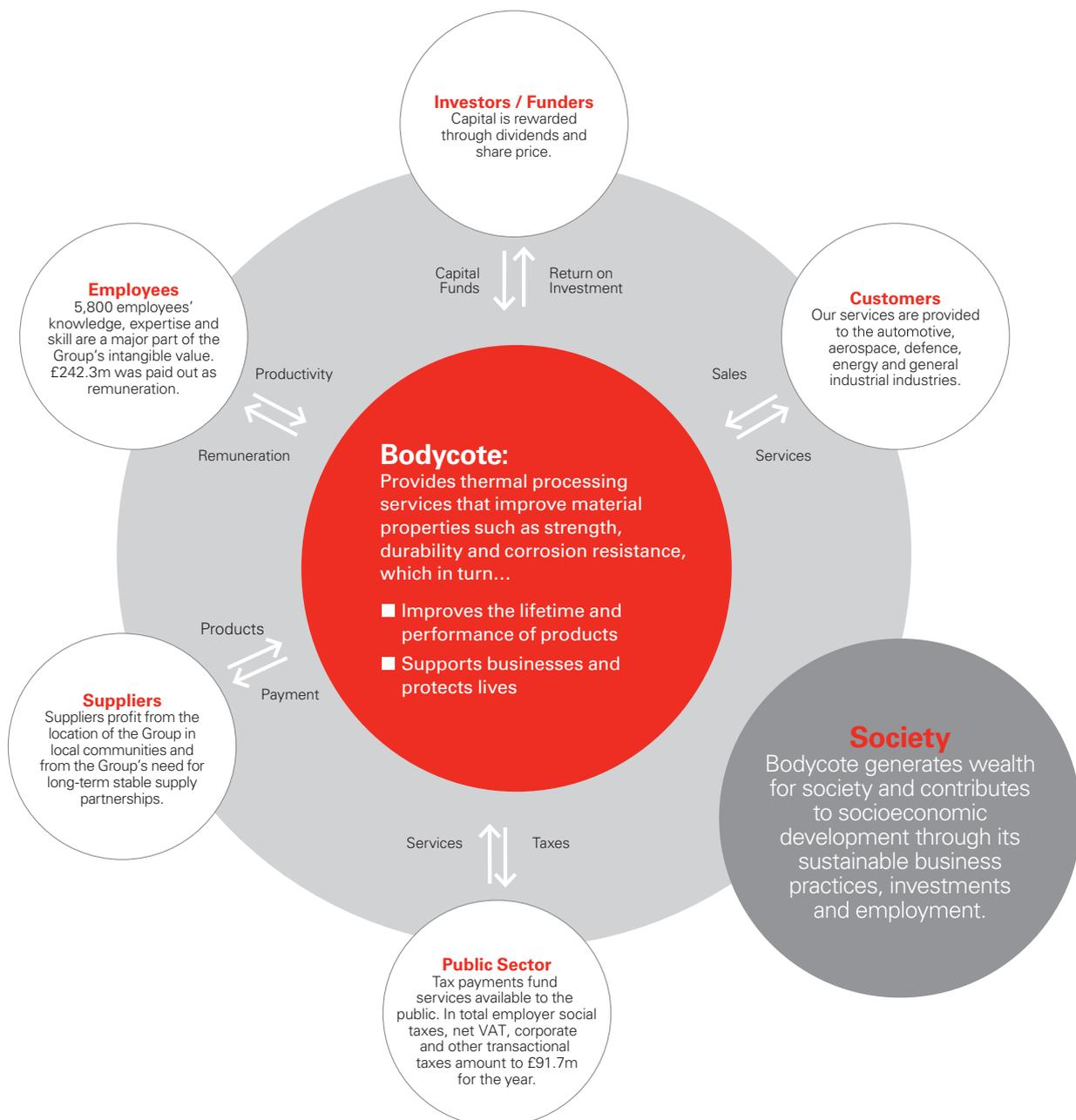
- Establish business processes supported by HR policies and the Group Code of Conduct.
- The "Open Door Line" whistleblower facility which is managed by a third party.
- Training and awareness programmes.
- Engagement of local specialists to support Bodycote at local, divisional and Group level.
- Regular audit of the effectiveness of implemented procedures.

## Corporate responsibility and sustainability



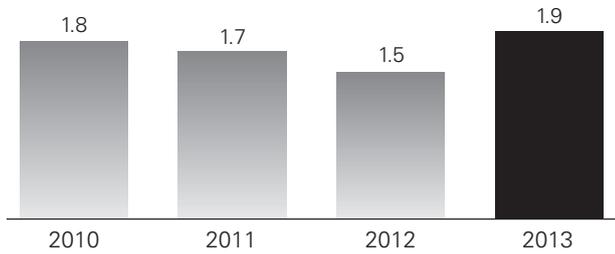
As a Group, Bodycote is committed to acting responsibly as a good corporate citizen, to reducing the environmental impact of the Group's activities and to providing our employees with a safe working environment.

**Bodycote's stakeholder model** shows how its interactions on various levels contribute towards socioeconomic growth and development. These exchanges, based on mutually beneficial relationships, provide the basis for the Company's growth and sustainability, which in return provides benefits to employees, investors, suppliers, customers, the public sector and wider society.



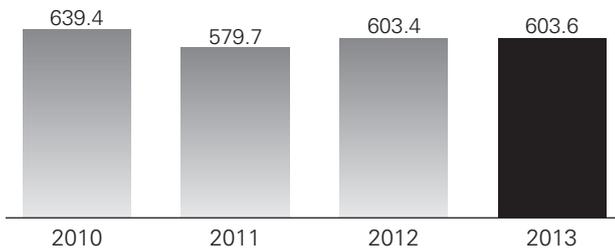
# Corporate responsibility and sustainability continued

## Accident frequency<sup>1</sup>



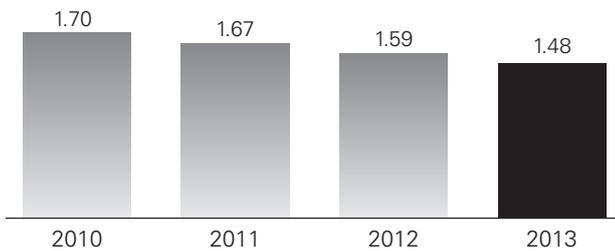
## Carbon footprint<sup>2</sup>

(tonne CO<sub>2</sub>e/£m sales)



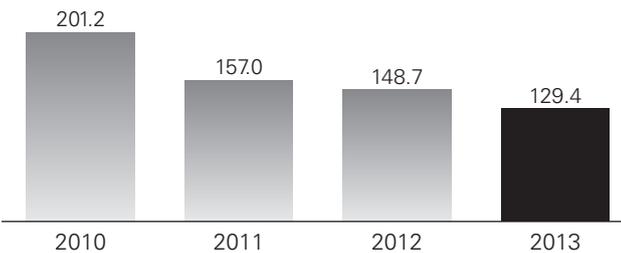
## Water consumption

(thousand m<sup>3</sup>/£m sales)



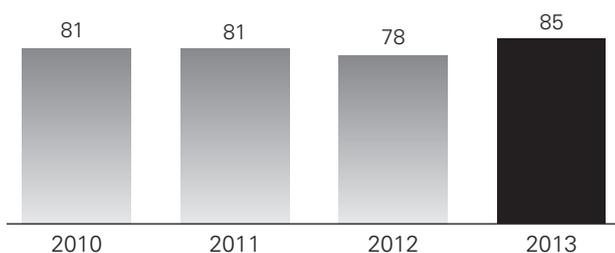
## Chlorinated solvents

(kg/£m sales)



## ISO 14001 accredited facilities

(%)



<sup>1</sup> Accident frequency is defined as the number of lost time accidents per 200,000 hours worked.

<sup>2</sup> CO<sub>2</sub>e is carbon dioxide equivalent, which represents the CO<sub>2</sub> release due to our energy usage.

## Our approach

Bodycote's objective is to create superior shareholder returns through the provision of selected thermal processing services that are highly valued by our customers and to achieve this in a safe working environment, while continually seeking to minimise the impact on the environment.

Bodycote is dedicated to improving the management of corporate responsibility issues and is implementing policies and initiatives to achieve this goal. The future success and growth of the Group is intrinsically linked to our ability to ensure the Group's operations are sustainable and that we can nurture and develop our talent.

## Our people

The strength of the Group primarily rests in its people and one of the key challenges for management is to ensure availability of appropriately qualified people to support its continued growth. Bodycote is fortunate to have a competent and committed international team that is well-respected in technical and business circles.

Bodycote invests in the training and development of its people both at local and Group level. At a local level the Company is committed to providing the appropriate skills and technical training which will allow its employees to operate effectively and safely in their roles and deliver excellent customer service. At Group level a number of initiatives are currently being rolled out to drive excellence in management.

A tool to develop further understanding and skill in the area of performance management is in place and is being used globally through the management population. Through communication of clear messages coupled with skills development, the organisation aims to raise the capability of its management population in driving performance. This initiative is backed by a performance management IS system which supports the process.

Bodycote's employment policies are non-discriminatory, complying with all current legislation to engender equal opportunity irrespective of race, gender, religion, disability, sexual orientation or nationality. Harassment is not tolerated.

Female representation on our Board is currently 17% (2012: 14%) and at manager level it is 23% (2012: 23%). We will increase female representation on the Board if appropriate candidates are available when Board vacancies arise. Females represent 17% (2012: 16%) of our total workforce.

## Core values

It is not just important what we do but how we do it and how we behave in our company. How we operate as a Group and the behaviours that we expect from all our employees are expressed in our core values. Our values represent Bodycote and its people and our commitment to the company and the business.

Our core values are straightforward and are summarised as follows:

### Honesty and Transparency

We are honest and act with integrity. This is not something we take for granted. Bodycote lives by a culture of honest and transparent behaviour, which is at the core of all our business relationships.

### Respect and Responsibility

We manage our business with respect, applying an ethical approach to our dealings with those we interact with. We believe in taking ownership and being mindful of the impact of our actions.

### Creating Value

Creating value is the very essence of our business and needs to be the focus of our endeavours. We create value for our customers, our employees and our shareholders.

## Human rights

Bodycote's human rights policy is consistent with the Universal Declaration of Human Rights and the UN Global Compact's ten principles.

We prohibit forced, compulsory and underage labour and any form of discrimination based on race, gender, religion, age, disability or political affiliation. Appropriate mechanisms are in place to support any contraventions of these rules.

## Customers and suppliers

Bodycote has no significant suppliers who are wholly dependent upon the Group's business. Suppliers are paid in line with contractual and legal obligations.

We endeavour to respond quickly to changing customer demand, to identify emerging needs and to improve service availability and quality. We stay close to our current and potential customers, building long-term relationships.

Bodycote seeks to play a positive role in the local communities in which it operates by providing employment opportunities, building goodwill and a reputation as a good neighbour and employer.

## Responsible business ethics

All Bodycote personnel are expected to apply a high ethical standard, consistent with an international UK-listed company. Directors and employees are expected to ensure that their personal interests do not at any time conflict with those of Bodycote. Shareholder employees are advised of and comply with share dealing codes.

Bodycote has systems in place designed to ensure compliance with all applicable laws and regulations and conformity with all relevant codes of business practice. Further, Bodycote does not make political donations.

With regard to competition, Bodycote aims to win business in a differentiated high-value manner. The Group does not employ unfair trading methods and it competes vigorously but fairly within the requirements of the applicable laws. Employees are prohibited from either giving or receiving any inducements.

Our Open Door Policy has been translated into all languages used throughout the Group. The policy allows employees to report their concern verbally or in writing and in confidence to an independent third party provider to ensure anonymity. Reports are transcribed and sent to the Group Head of Risk, who then passes the matter to the appropriate individual in the business to be addressed.

Bribery and Competition Law online training courses have been put in place, translated into the major languages used throughout the Group, and relevant employees have completed the interactive courses.

## Operational SHE performance

Bodycote is committed to building and maintaining a high reliability organisation; one that delivers consistently high performance across all aspects of safety, health and environmental (SHE) management. Its objective is to be known for the excellence of its SHE performance in all of its business activities and at all of its sites.

## Safety and health

The nature of the Group's operations is such that employees are regularly exposed to hazards in the workplace. Bodycote aims to manage these hazards and thereby minimise risks to employees through the deployment of a robust safety management system which includes appropriate policies and procedures.

Although Bodycote has reported a reduction in accident rate over recent years, a review of operational activities and processes towards the end of 2011 suggested a high likelihood of under-reporting due to a number of factors. A three-year global improvement strategy began in 2012, and one aspect of this was to address the incident reporting and investigation processes. Although regrettable and not acceptable, accidents represent learning opportunities, and so accurate reporting is an essential part of building a robust safety management system.

A number of specific actions were taken to encourage the reporting of incidents, including the introduction in 2013 of a new global incident reporting system and a common near-miss/unsafe condition reporting system at every operational site. As a result, the number of near-misses and unsafe conditions reported at the end of 2013 was over three thousand, compared with just 58 at the end of 2011.

The reported number of accidents leading to lost time has also shown an increase, from 1.5 (per 200,000 hours worked) in 2012 to 1.9 (per 200,000 hours worked) in 2013. Whilst it cannot be proven that this increase is due to better reporting, it is highly likely that this is the principal reason, given the emphasis that has been placed on incident reporting and the simultaneous safety improvement activities.

## Environment

A proactive approach to improving energy efficiency means that Bodycote has implemented a variety of systems to reduce water and gas consumption and re-use energy. The continuing focus on lessening its impact on the environment has resulted in Bodycote seeking accreditation to ISO 14001 at all of its facilities.

At every stage where Bodycote is involved in the manufacturing cycle, our operational aim is to reduce the overall impact on the environment, not just in our own operations, but also those of our customers. Bodycote operates modern, efficient equipment, which is operated around the clock so as to optimise thermal processing cycles. Without Bodycote, many companies would be using older in-house technology and running their equipment at reduced capacity, both of which are a drain on energy resources. Working with Bodycote enables our customers to commit more easily to carbon reduction initiatives.

Bodycote also reduces the carbon footprint of its customers' activities by increasing the lifespan of their products, by improving metallurgical properties and by enhancing corrosion resistance. For example, surface treatment technology is widely used in the reclamation of damaged and worn components, offering a cost-effective and energy-efficient alternative to the need to manufacture new replacement parts, and treated parts often last up to twenty times longer than the original.

So, whilst thermal processing is an energy-intensive business, it is a vital part of the manufacturing chain and its use saves the energy it consumes many times over.

# Corporate responsibility and sustainability continued

## Greenhouse gas emissions

Scope 1 emissions in the year amounted to 154,069 tCO<sub>2</sub>e (2012: 143,576 tCO<sub>2</sub>e). The intensity ratio<sup>1</sup> amounted to 248.7 (2012: 244.3). Scope 1 emissions are direct emissions resulting from fuel usage and the operation of facilities.

Scope 2 emissions in the year amounted to 219,912 tCO<sub>2</sub>e (2012: 211,123 tCO<sub>2</sub>e). The intensity ratio<sup>1</sup> amounted to 354.9 (2012: 359.1). Scope 2 emissions are indirect energy emissions resulting from purchased electricity, heat, steam or cooling for own use.

The sum of both Scope 1 and Scope 2 emissions in the year amounted to 373,981 tCO<sub>2</sub>e (2012: 354,699 tCO<sub>2</sub>e). The combined intensity ratio<sup>1</sup> amounted to 603.6 (2012: 603.4).

The financial control consolidation approach has been used to report the above data. This method aligns with the reporting scope in the financial statements.

The Group collects electricity and natural gas usage information from each facility on a monthly basis. The Group then applies Department for Environment, Food and Rural Affairs (DEFRA) published national carbon conversion factors to calculate the total tonnage of CO<sub>2</sub>e produced.

Group operational management actively monitors their monthly CO<sub>2</sub>e emissions reported and the Group's Executive Committee reviews the level of CO<sub>2</sub>e emissions on a monthly basis.

All entities and facilities under financial control are included within the disclosure. Emissions <1% of the Group's total CO<sub>2</sub>e relating to fugitive emissions and owned vehicles are not material and are excluded. As such there are no material omissions from this disclosure.

## KPI – ISO 14001 accredited facilities

Reducing the environmental impact of the Group's activities is taken very seriously. Compliance with the requirements of ISO 14001 helps to minimise the risk of adverse environmental effects at Bodycote's locations. At the end of 2013, 85% of our operating facilities had achieved ISO 14001 accreditation. Operational plants which have not yet received accreditation to the standard are working towards it, including several of the facilities acquired in 2012 and 2013. The fall in percentage in 2012 was due to the facilities acquired in 2012 which had not obtained accreditation. A number of the acquired plants have obtained the ISO 14001 accreditation during the year.

## Carbon footprint and water consumption

The absolute energy usage increased by 5%, in line with the increase in sales.

When normalised, the total CO<sub>2</sub>e emissions per £m sales in 2013 were 603.6 tCO<sub>2</sub>e, unchanged from 2012. However, factors affecting this normalised value are the effect of foreign exchange rates and acquisitions. If these are ignored, then the normalised value for carbon emissions shows a reduction of 6%.

The Group's total CO<sub>2</sub> emission data is based on Scope 1 and Scope 2 emissions, as defined by the UK Government's DEFRA, and data relating to this has been calculated to include country-specific electricity conversion factors.

Water usage per £m sales decreased by 7%.

## Chlorinated solvent use

The use of chlorinated solvents in Bodycote's thermal processing activities has been reduced in recent years as aqueous degreasing facilities have been introduced. In 2013 the overall solvent use decreased by 13% compared with the previous year.

## A greener, cleaner environment

Reducing any detrimental impact on the environment has become a growing focus of industry worldwide and Bodycote can assist with the drive towards carbon reduction and environmentally friendly approaches in a number of ways. For example, certain heat treatment and thermally sprayed surface treatments are leading the way in the replacement of older, less environmentally friendly processes such as chrome plating.

Future restrictions that will be placed on chrome plating due to health and environmental issues have led many businesses, including the major aerospace companies, to embark on initiatives to replace it. These companies have highlighted thermal spray coatings as the preferred replacement for chrome plating.

Bodycote has been involved in a number of initiatives to replace chrome plate and results have shown that, in addition to the environmental benefits, thermally sprayed tungsten carbide outperforms hard chrome plate for both wear and corrosion protection.

Modern thermal processing techniques have allowed designers and manufacturers to use much lighter materials, such as aluminium and titanium, and have significantly prolonged component lifetimes. Through the effective use of thermal processing, parts can now be lighter and overall component weight reduced, leading to improved efficiency and reduced fuel consumption of products in service.

## Cautionary statement

The Strategic report has been prepared solely to provide additional information to shareholders to assess the Company's strategies and the potential for those strategies to succeed.

The Strategic report contains certain forward-looking statements. These statements are made by the directors in good faith based on the information available to them up to the time of their approval of this report and such statements should be treated with caution due to the inherent uncertainties, including both economic and business risk factors, underlying any such forward-looking information.

## Approval

The Group Strategic report of Bodycote plc was approved by the Board of Directors and signed on its behalf by:

## S.C. Harris

Group Chief Executive  
27 February 2014

<sup>1</sup> Emissions per £m of turnover

# Stress ball - a component journey

## BALL STUDS

Used in virtually every automobile made, ball studs are located within the ball joints in a vehicle's steering system, between the wheels and suspension, allowing rotating movement - similar to the way a human hip joint works. Because of their function and position within the vehicle, they must be extremely strong, corrosion resistant and able to cope with weight and stress. Their effective operation is critical to the safety of the vehicle and, therefore, the driver. Bodycote's proprietary Corr-I-Dur® process ensures the parts achieve the necessary material properties...

The ball studs are cold forged from heat treatable steel.



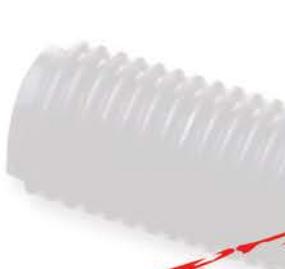
The parts are quenched and tempered to obtain the necessary core material strength.



The ball studs receive Bodycote's proprietary Corr-I-Dur® process to improve their corrosion resistance and hardness.



The part surface is machined and roller burnished.



The parts are polished to achieve specified roughness values - essential for the function of the joint and the steering behaviour of the vehicle.



The parts are inspected and tested for roughness, surface and core hardness, and corrosion resistance.



End application – vehicle

## BODYCOTE COMPONENT JOURNEYS

This is just one example of how Bodycote brings together the huge wealth of knowledge and expertise from across the Group to provide the vital engineering services our customers need...

For more component journeys visit [www.bodycote.com](http://www.bodycote.com)

 Denotes the parts of the component journey undertaken by Bodycote

# Board of Directors



Stephen Harris

David Landless

Alan Thomson

## Executive Directors

### **S.C. Harris, 55 | Group Chief Executive**

**Appointed:** November 2008

**Committees:** Nomination and Executive (Chairman)

**Qualifications:** Chartered Engineer, graduated from Cambridge University, Masters degree in Business Administration from the University of Chicago, Booth School of Business.

**Experience:** Spent his early career in engineering with Courtaulds plc and then moved to the USA to join APV Inc from 1984 until 1995, where he held several senior management positions. He was appointed to the Board of Powell Duffryn plc as an Executive Director in 1995 and then went on to join Spectris plc as an Executive Director from 2003 to 2008. He was also a Non-Executive Director of Brixton plc from 2006 to 2009.

**External appointments:** Non-Executive Director of Mondi plc.

### **D.F. Landless, 54 | Group Finance Director**

**Appointed:** March 1999

**Committees:** Executive

**Qualifications:** Chartered Management Accountant, graduated from the University of Manchester Institute of Science and Technology.

**Experience:** Started his career with Bowater and Carrington Viyella and then at Courtaulds plc from 1984, being appointed a Finance Director in UK and US divisions of Courtaulds plc from 1989 to 1997 and as Finance Director of Courtaulds Coatings (Holdings) Limited from 1997 to 1999.

**External appointments:** Non-Executive Director of Luxfer Holdings plc.

## Non-Executive Directors

### **A.M. Thomson, 67 | Chairman**

**Appointed:** December 2007

**Committees:** Nomination (Chairman) and Remuneration

**Qualifications:** Chartered Accountant, graduated from Glasgow University with a Masters degree.

**Experience:** Worked on a variety of audits for Arthur Andersen and Price Waterhouse, followed by senior management positions with Rockwell International plc, Raychem Ltd and Courtaulds plc. Joined Rugby Group plc as a Group Finance Director from 1992 to 1995 followed by Smiths Group plc from 1995 to 2006. He was also a Non-Executive Director of Laporte Plc from 1996 to 2002 and of Johnson Matthey Plc from 2002 to 2011. Past President of the Institute of Chartered Accountants of Scotland.

**External appointments:** Chairman of Hays PLC and Hamsard 3054 Ltd (Polypipe) as well as Non-Executive Director of Alstom SA and HSBC Bank plc.



John Biles

Eva Lindqvist

Raj Rajagopal

Ute Ball

**J.A. Biles, 66 | Senior Independent Director**

**Appointed:** August 2007

**Committees:** Audit (Chairman), Remuneration and Nomination

**Qualifications:** Chartered Accountant, qualified with Price Waterhouse & Co after graduating from Exeter University in Chemistry and Physics.

**Experience:** Worked on a variety of audits and M&A activities at Price Waterhouse, followed by 5 years at EMI plc. In 1981 he joined Racal Electronics and held three successive financial Director roles in defence and energy electronics. In 1991 he was appointed Group Finance Director of Chubb Security PLC. He then joined FKI plc, the engineering group, as Finance Director in 1998 where he remained until 2004. From 2004 until 2011 he joined ArmorGroup International plc as Non-Executive Director and from 2005 to 2012 Charter International plc, from 2005 to 2011 Hermes Fund Managers Limited and Northern Ireland Electricity plc (previously Viridian Group plc) from 2005 to 2011.

**External appointments:** Non-Executive Director of Sutton & East Surrey Water plc, HellermanTyton Group plc and Skyepharma PLC.

**E. Lindqvist, 56 | Non-Executive Director**

**Appointed:** June 2012

**Committees:** Remuneration (Chair, appointed 1 January 2013), Audit and Nomination

**Qualifications:** Engineer, graduated with a Masters from Linköping Institute of Technology, Diploma in Marketing from IHM Business School and MBA Financial Analysis from University of Melbourne.

**Experience:** Began her career in various positions with Ericsson working in Continental Europe, North America and Asia from 1981 to 1990 followed by Director roles with Ericsson from 1993 to 1999. Joined Teliasonera in 2000 as Senior Vice President moving to Xelerated as Chief Executive from 2007 to 2011. Non-Executive Director of Transmode Holdings AB from 2007 to 2013 and of Blekinge Institute of Technology from 2010 to 2013.

**External appointments:** Appointed as Non-Executive Director of Assa Abloy AB in 2008, Tieto Corporation from 2010, Almi-Innovationsbron since 2007, Episerver in 2011 as well as Sweco AB, Caverion Oy and Micronic Mydata AB since 2013.

**K. Rajagopal, 60 | Non-Executive Director**

**Appointed:** September 2008

**Committees:** Audit, Remuneration and Nomination

**Qualifications:** A Chartered Mechanical Engineer, graduated with a BTEch (Mechanical Engineering IIT) in Madras, India, followed by a PhD in Mechanical Engineering from the University of Manchester and was awarded a honorary Doctor of Science degree by Cranfield University. A Fellow of the Royal Academy of Engineering, the Institute of Engineering and Technology (IET) and the Institute of Mechanical Engineers.

**Experience:** Joined BOC Edwards after obtaining his PhD and worked in various positions in operations management including Operations Director. Promoted to Managing Director of Edwards in 1993 and Chief Executive of BOC Edwards in 1996. Appointed Executive Director of BOC Group plc in 2000 until 2006. Past member of UK Council for Science and Technology and the Audit Commission. He was Non-Executive Director of Foseco plc from 2005 until 2008 and FSI International (A NASDAQ company) 2000 to 2005. **External appointments:** Chairman of UMI3 since 2010 and of HHV Pumps Ltd since 2009. Non-Executive Director of W.S. Atkins plc since 2008, Spirax-Sarco Engineering plc from 2009 and E2V Technologies PLC from 2010.

**U.S. Ball | Group Company Secretary**

Springwood Court, Springwood Close, Tytherington Business Park, Macclesfield, Cheshire SK10 2XF

Tel: +44 (0)1625 505300 Fax: +44 (0)1625 505313.

Registered Number 519057 England and Wales.

# Corporate governance statement

## Chairman's message

As Chairman I have taken a leading role in supporting the governance agenda and upholding good principles of corporate behaviour at Bodycote recognising that good governance serves to ensure that the business is run to achieve growth on a controlled and ongoing basis. There have been various changes during the year to the narrative and remuneration reporting regulations. The Board has reviewed and discussed the impact of these new regulations and has implemented them where appropriate. The important governance developments at Bodycote over the last year are detailed in Governance reporting below.

We have made a number of improvements in Board processes and will continue to do so in the coming year. During Q3 of 2014 we will update our review of the Group's strategy, capitalising on the work performed in September 2013.

The policy of the Board is to manage the affairs of the Company in accordance with the principles of corporate governance contained in the UK Corporate Governance Code by promoting wide discussions on topics to which Board members contribute and demonstrate mutual engagement. We strive to maintain best practice and continually seek to improve our practices for the benefit of our shareholders.

I also wish to invite all shareholders to attend the AGM, which will be held at our Macclesfield head office on the 29 April 2014. This event provides an excellent opportunity to meet the Executive and independent Non-Executive Directors.

## A.M. Thomson

Chairman

### Key actions in 2013

- Implement actions from the 2012 external Board Evaluation
- Continued focus on management development and succession planning
- New Remuneration Committee Chairman appointed and smooth transition and handover completed
- Continued emphasis on external Board training

### Priorities for 2014

- Process recommendations from the 2013 strategy review
- Board visits to meet the Swedish team and one of the US teams
- Recruit a new independent director to chair the Audit Committee as of the 2015 AGM
- Board Succession Planning

## Governance reporting

### Board diversity

Bodycote is a global business with operations in 26 countries and diversity is an integral part of how we do business. The Nomination Committee considers diversity when making appointments to the Board, taking into account relevant skills, experience, knowledge, personality, ethnicity and gender. Our prime responsibility, however, is the strength of the Board and our overriding aim in any new appointment must always be to select the best candidate. We have made progress in addressing the issue of Board gender and diversity by appointing Eva Lindqvist to the Board as a Non-Executive Director on 1 June 2012. We will further address this issue when we discuss Board Succession Planning in the coming year. The Board is kept deliberately small and currently comprises two Executive Directors and three Non-Executive Directors and a Non-Executive Chairman. We believe it is difficult to set targets or timescales for the percentage of women, or any other group, on our Board and do not propose to set a target for the percentage of women on our Board.

Female representation on our Board is currently 17% and at manager level it is 23%. We will increase female representation on the Board if appropriate candidates are available when Board vacancies arise. Females represent 17% of our total workforce.

The Corporate responsibility and sustainability section on page 28 contains further details of the male and female representation within the Group, including Board representation.

### Board evaluation

Following 2012's external Board Evaluation, the Board agreed to undertake an internal evaluation in 2013.

To ensure that all aspects of good governance would be covered by the review the Company Secretary distributed to each member a tailored questionnaire. Questions were framed under the following seven headings:

- Remit and objectives;
- Composition, training and resources;
- Corporate governance / risk management;
- Stakeholder engagement;
- Board meetings and visits;
- Board procedures and administration; and
- Evaluation and effectiveness.

At a meeting of the Nominations Committee in October 2013, the directors assessed the conclusions reached and a number of recommendations are now in the process of being implemented. Additional emphasis will be placed on risk management and certain operational matters. The Board evaluation covered the activities of the main Board and each of its Committees.

As in previous years, the Chairman has assessed the performance of each Board member by conducting individual interviews and we can confirm that all directors continue to perform effectively and demonstrate commitment to their roles.

The overall conclusion is that the Board is performing well and high governance standards have been adopted. It was apparent that the Executive is strongly challenged when appropriate. The Board is satisfied with the Chairman's commitment and performance.

Arising from the exercise, the Board has concluded that its focus should remain on divisional growth strategies, technology development, risk and sustainability as well as continued training.

The Executive Directors Messrs S.C. Harris and D.F. Landless were also appraised in February 2014.

Led by the Senior Independent Non-Executive Director, the Directors have carried out an evaluation of the Chairman's performance in October 2013.

### Training

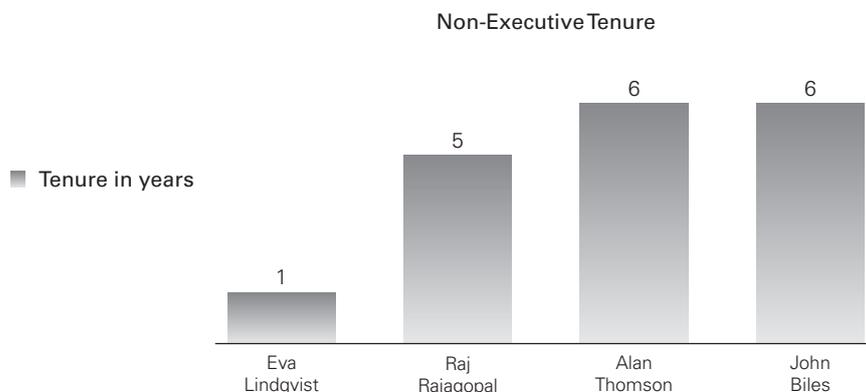
All new directors are subject to a tailored induction programme covering a diverse range of topics including trading assessment methods, investor relations, organisational and legal matters. The Board receives training via ad hoc presentations and papers from advisers and the Company Secretary. External periodic training on important topics takes place through the Deloitte Academy and during the year the directors received training on trends in financial reporting, corporate governance, remuneration reporting and cyber crime.

### Succession planning

Succession planning ensures that appropriate senior leadership resources are in place to achieve Bodycote's strategic objectives. The plans are reviewed annually by the Nomination Committee.

The Board further develops its knowledge and gains greater visibility of executive talent and management succession by visiting the Group's sites and meeting with key talent and senior executives.

The road map for Non-Executive refreshment was reviewed by the Nomination Committee at the December 2013 meeting.



As a number of our Non-Executive Directors have a tenure of 6 years or more, it is planned to refresh the Board gradually over the next three years.

### Compliance reporting

In respect of the financial year 2013 Bodycote's obligation under the Disclosure and Transparency Rules is to prepare a corporate governance statement with reference to The UK Corporate Governance Code issued by the FRC in September 2012 (the 'Code').

In respect of the year ended 31 December 2013 Bodycote has complied with the provisions of the Code with the exception of provision E1.1. As in previous years, the Board has taken the view that generally it is the responsibility of the Chief Executive and the Finance Director to manage relationships with institutional investors. The Chairman also meets institutional investors to discuss overall strategy, governance and any concerns that shareholders may have. Only where these more usual channels of communication have failed would the Board expect the Senior Independent or other Non-Executive Directors to become involved, notwithstanding that the Code specifies attendance of the Senior Independent Non-Executive Director (SID) at meetings with major shareholders. During the year the SID contacted major shareholders and offered to facilitate meetings with them should they have any concerns they wished to discuss. To date, no meetings have been requested. Regular feedback by the Company's advisers on investor meetings and results presentations is circulated to all directors.

Apart from this distinct area, Bodycote was in compliance with the provisions of the Code throughout 2013.

# Corporate governance statement continued

## Operation of the Code

Taken together with the Report of the Audit Committee, the Report of the Nomination Committee and the Board report on remuneration presented on pages 42 to 61, this statement explains how Bodycote has applied the principles of good corporate governance set out in the 2012 Code.

## Leadership

The Board is responsible to shareholders for good corporate governance, setting the Company's strategic objectives, values and standards and ensuring the necessary resources are in place to achieve the objectives.

The Board met on nine occasions during 2013, including a specific meeting to review and update the Company's long-term strategy. The Board of Directors comprises six members, of whom four are Non-Executive Directors and two are Executive Directors, led by the Company's part-time Non-Executive Chairman, Mr. A.M. Thomson, who also chairs the Nomination Committee. The Chief Executive is Mr. S.C. Harris and the Senior Independent Non-Executive Director (SID) is Mr. J.A. Biles, who also chairs the Audit Committee. Ms E. Lindqvist is Chairman of the Remuneration Committee. Brief biographical details of all Directors are given on pages 32 and 33. During the year the Board made regular visits to UK and overseas facilities. In particular sites in Austria and Liechtenstein were visited. Such events involved meetings with local management and the unit work force to better understand technical and operational performance in countries where Bodycote has a significant presence.

Matters reserved for the Board were reviewed during the year and updated broadly based on the guidance of the Institute of Chartered Secretaries and Administrators issued in July 2013. Certain defined powers and issues reserved for the Board to decide, are inter alia:

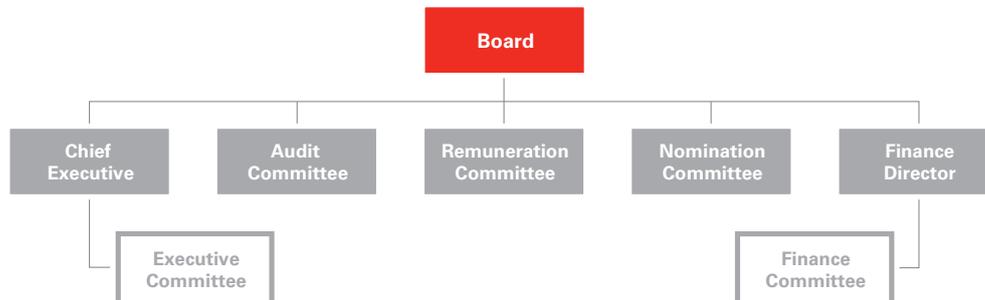
- Strategy;
- Approval of financial statements and circulars;
- Capital projects, acquisitions and disposals;
- Annual budgets;
- Directors' appointments, service agreements, remuneration and succession planning;
- Policies for financial statements, treasury, safety, health and environment, donations;
- Committees' terms of reference;
- Board and committee chairmen and membership;
- Investments;
- Equity and bank financing;
- Internal control and risk management;
- Corporate governance;
- Key external and internal appointments; and
- Employee share incentives and pension arrangements.

In advance of Board meetings, directors are supplied with up-to-date information regarding the trading performance of each operating division and sub-division, the Group's overall financial position and its achievement against prior year, budgets and forecasts. They are also supplied with the latest available information on safety, health and environmental and risk management issues and details of the safety and health performance of the Group, and each division, in terms of severity and frequency rates for accidents at work. Senior management from across the Group and advisers attend some of the meetings to provide updates. The exposure to members of senior management from across the businesses helps enhance the Board's understanding of the business, the implementation of strategy and the changing dynamics of the markets in which we operate.

Where required, a director may seek independent professional advice, the cost of which is reimbursed by the Company. All directors have access to the Company Secretary and they may also address specific issues to the SID. In accordance with the Articles of Association, all newly appointed directors and any who have not stood for re-election at the two previous Annual General Meetings, if eligible, must submit themselves for re-election. However, this has been superseded by the directors' decision to stand for yearly re-election. Non-Executive Directors, including the Chairman, are appointed for fixed terms not exceeding three years from the date of first election by shareholders, after which the appointment may be extended by mutual agreement. A statement of the directors' responsibilities is set out on page 62. The Board also operates three committees. These are the Nomination Committee, the Remuneration Committee and the Audit Committee.

In accordance with the recommendations of the Code, Board members serve for a period of six years which will only be extended in certain circumstances. If letters of appointment are extended beyond six years, the fixed term is reduced to one year.

In order that necessary actions can be taken promptly, a Finance Sub-Committee, comprising the Chairman (or failing him any other Non-Executive Director), the Chief Executive and the Finance Director operates between the dates of scheduled Board meetings and is authorised to make decisions, within limits defined by the Board, in respect of certain finance, treasury, tax or investment matters.



### Independence of Non-Executive Directors

The Board considers that Messrs J.A. Biles, Dr K. Rajagopal and Ms E. Lindqvist are all independent for the purposes of the Code. The Chairman was considered independent upon appointment.

### Commitment

Attendance of directors at regular scheduled meetings of the Board and its Committees is shown in the table below:

Director	Full Board		Audit Committee		Remuneration Committee		Nomination Committee	
	Eligible	Attended	Eligible	Attended	Eligible	Attended	Eligible	Attended
A.M. Thomson	9	9	–	–	5	5	3	3
S.C. Harris	9	9	–	–	–	–	3	3
J.A. Biles	9	9	4	4	5	5	3	3
K. Rajagopal	9	9	4	4	5	5	3	3
E. Lindqvist	9	9	4	4	5	5	3	3
D.F. Landless	9	9	–	–	–	–	–	–

All directors attended the maximum number of Audit, Remuneration and Nomination Committee meetings that they were scheduled to attend. In addition, where not a member, Messrs Thomson, Harris and Landless attended by invitation the whole or part of some of the meetings of the Audit, Nomination and Remuneration Committees.

### Proposals for re-election

The Board decided, in line with the Code, that all directors will retire annually and, other than in the case of any director who has decided to stand down from the Board, will offer themselves for re-election at the Annual General Meeting. Accordingly Messrs A.M. Thomson, S.C. Harris, D.F. Landless, J.A. Biles, Dr K. Rajagopal and Ms E. Lindqvist will stand for re-election at the 2014 AGM. The Board recommends to shareholders that they re-elect or elect all the directors. In accordance with the recommendations of the Code, Board members will serve for a period of six years which may be extended in certain circumstances.

The performance of each director was evaluated as indicated above and the Board confirms in respect of each that their performance continues to be effective and that each continues to demonstrate commitment to his or her respective role.

### Internal control and risk management

The Board is responsible for the Group's system of internal control and for reviewing its effectiveness. Such a system is designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatement or loss. The Board has applied Principle C.2 of the Code by establishing a continuous process for identifying, evaluating and managing the Group's significant risks, including risks arising out of Bodycote's corporate and social engagement. The Board continuously and regularly reviews the process, which has been in place from the start of 2000 to the date of approval of this report and which is in accordance with Internal Control: Guidance for directors on the Combined Code published in September 1999 and with revised guidance on internal control published October 2005. The Board's monitoring covers all controls, including financial, operational and compliance controls and risk management systems. It is based principally on reviewing reports from management and from internal audit to consider whether any significant weaknesses are promptly remedied and indicate a need for more extensive monitoring. The Audit Committee assists the Board in discharging these review responsibilities.

# Corporate governance statement continued

The Group prepares a comprehensive annual budget which is closely monitored and updated quarterly. The Group's authority matrix clearly sets out authority limits for those with delegated responsibility and specifies what can only be decided with central approval.

Internal Audit monitors the Group's internal financial control system and its reviews are conducted on the basis of plans approved by the Audit Committee, to which Internal Audit reports are submitted on a regular basis.

Every Bodycote site provides assurance on specified financial and non-financial controls through a control self assessment process. The results are validated by Internal Audit through spot checks and are reported to the Audit Committee. In addition the President and the Vice President of Finance of each Division sign a Letter of Representation annually.

During 2013, in compliance with provision C.2.1, management performed a specific assessment for the purpose of this Annual Report. Management's assessment, which has been reviewed by the Audit Committee and the Board, included a review of the Group's key strategic and operational risks, which is summarised from work performed by the Head of Risk and the Group's Risk Committee to identify risks (by means of workshops, interviews, investigations and by reviewing departmental or divisional risk registers). The risks identified were assessed using conventional impact and likelihood scoring (both before and after mitigating actions), and further assessment, monitoring and review work was carried out in 2013. The Group's risk management framework is progressively being embedded throughout the Group. The principal risks and uncertainties affecting the Group are shown on pages 24 and 25. No significant previously unidentified risks were uncovered as part of this process, and the necessary actions have been or are being taken to remedy any significant failings or weaknesses identified as part of the reviews.

## **Investor relations**

The Chief Executive and Finance Director regularly talk with and meet institutional investors, both individually and collectively, and this has enabled institutional investors to increase their understanding of the Group's strategy. The business of the Annual General Meeting comprises a review of the Group's operations for the benefit of shareholders attending. In addition, internet users are able to view up-to-date news on the Group and its share price via the Bodycote website at [www.bodycote.com](http://www.bodycote.com). Users of the website can access recent announcements and copies of results presentations and can enrol to hear live presentations. On a regular basis, Bodycote's financial advisers, corporate brokers and financial public relations consultants provide the directors with opinion surveys from analysts and investing institutions following visits and meetings with the Chief Executive and Finance Director. The Chairman and SID are available to discuss any issues not resolved by the Chief Executive and Finance Director. On specific issues, such as the introduction of long-term incentive and share matching schemes in 2006 and changes thereto in 2009, 2010 and 2013, the Company has sought and will continue to seek the views of leading investors.

By order of the Board:

## **U.S. Ball**

Secretary  
27 February 2014

Springwood Court  
Springwood Close  
Tytherington Business Park  
Macclesfield  
Cheshire  
SK10 2XF

# Directors' report

The directors are pleased to submit their report and the audited financial statements for the year ended 31 December 2013.

The Chairman's statement, the Chief Executive's review, the Strategic report, and all the information contained on pages 31 to 61 together comprise the Directors' report for the year ended 31 December 2013.

## Strategic report

The Strategic report is provided on pages 6 to 30 of this Annual Report. This is a review of the development of the businesses of the Group, the financial performance during the year ended 31 December 2013, key performance indicators, a description of the principal risks and uncertainties facing the Group and information about the use of financial instruments. The Strategic review has been prepared solely to assist the shareholders in assessing the Group's strategies and the potential of those strategies. It should not be relied on by any other party for any other purpose. Forward-looking statements have been made by the directors in good faith using information available up to the date of this report and such statements should be regarded with caution because of the inherent uncertainties in economic trends and business risks. Since the end of the financial year no important events affecting the business of the Group have occurred.

## Dividends

The Board has recommended a final ordinary dividend of 9.1p (2012: 8.3p) bringing the total ordinary dividend to 13.5p per share (2012: 12.3p). The Board has also recommended a supplemental distribution, by way of a special dividend, amounting to 10.0p per share. If approved by shareholders, the final ordinary dividend of 9.1p per share for 2013 and the supplemental distribution of 10.0p per share for 2013 will be paid on 2 May 2014 to all shareholders on the register at the close of business on 11 April 2014.

## Share capital

The Company's issued ordinary share capital as at 31 December 2013 was £33.1m and during the year was increased by the issue of 32,084 ordinary shares between 21 March and 9 September 2013 for a total consideration of £47,250.11, in connection with the Company's executive share incentive schemes. At the Annual General Meeting on 24 April 2013 the shareholders authorised the Company to purchase up to 19,142,409 of its own shares. This authority expires at the conclusion of the forthcoming Annual General Meeting to be held on 29 April 2014, at which time a further authority will be sought from shareholders.

## Capital structure

Details of the issued share capital are shown in note 23. The Company has one class of ordinary shares, which carries no right to fixed income. Each share carries the right to one vote at general meetings of the Company. There are no specific restrictions on the size of a holding nor on the transfer of shares, both of which are governed by the general provisions of the Articles of Association and prevailing legislation. The directors are not aware of any agreements between holders of the Company's shares that may result in restrictions on the transfer of securities or on voting rights. Details of employee share schemes are set out in note 26 and shares held by the Bodycote Employee Benefit Trust abstain from voting and waive dividend rights. No person has any special rights of control over the Company's share capital and all issued shares are fully paid. The appointment and replacement of Directors is governed by the Company's Articles of Association, the UK Corporate Governance Code, the Companies Act and related legislation. The Articles of Association may be amended by a special resolution of shareholders. The powers of the directors are described in the Corporate governance statement on page 34. Under the Articles of Association the Company has authority to issue ordinary shares with a nominal value of £11,023,234.

There are also a number of other agreements that take effect, alter, crystallise or terminate upon a change of control of the Company following a takeover bid such as commercial contracts, bank loan agreements, property lease agreements, employment contracts and employee share plans. None of these are considered to be significant in terms of their likely impact on the business of the Group as a whole, and the directors are not aware of any agreements between the Company and themselves or employees that provide for compensation for loss of office or employment that occurs because of a takeover bid except where specifically mentioned in this report.

# Directors' report continued

## Directors

The current directors and their biographical details are listed on pages 32 and 33 and all served throughout the year. Under the Articles of Association of the Company each director must retire from office and stand for re-election by shareholders as a minimum at every third Annual General Meeting in order to continue to serve as a director. However in line with the UK Corporate Governance Code and to further increase accountability, all directors retired at the Annual General Meeting in 2013 and stood for re-election by the shareholders. Going forward all directors will retire at the Annual General Meeting and will stand for re-election by the shareholders, if they wish to continue to serve as directors of the Company. Accordingly, those directors retiring and offering themselves for re-election at the 2014 Annual General Meeting are Messrs A.M. Thomson, S.C. Harris, D.F. Landless, J.A. Biles, Dr K. Rajagopal and E.Lindqvist. The service agreements for Messrs Harris and Landless are terminable by twelve months' notice. The remaining directors do not have a service agreement with the Company and their appointments are terminable by six months' notice.

## Directors' interests in contracts and shares

Details of the Executive Directors' service contracts and details of the directors' interests in the Company's shares and share incentive plans are shown in the Board report on remuneration on pages 47 to 61. No director has had any dealings in any shares or options in the Company since 31 December 2013. Qualifying third party indemnity provision (as defined by section 234 of the Companies Act 2006) has remained in force for the directors for the year ended 31 December 2013 and, as at the date of this report, remains in force for the benefit of the current directors in relation to certain losses and liabilities which they may incur (or have incurred) to third parties in the course of their duties. Apart from these exceptions, none of the directors had a material interest in any contract of significance in relation to the Company and its subsidiaries at any time during the financial year.

## Potential conflicts of interest

During 2008 the duties owed by directors to a Company were codified and extended by the Companies Act 2006 so that directors not only had to declare actual conflicts of interests in transactions as they arose, but also had a duty to avoid such conflicts whether real or potential. Potential conflicts of interest could arise where a single director owes a fiduciary duty to more than one organisation (a 'Situational Conflict') which typically will be the case where a director holds directorships in more than one Company. In order to ensure that each director was complying with the new duties, each director provided the Company with a formal declaration to disclose what Situational Conflicts affected him or her. The Board reviewed the declarations and approved the existence of each declared Situational Conflict until September 2014 and permitted each affected director to attend and vote at Bodycote directors' meetings, on the basis that each such director continued to keep Bodycote's information confidential, and provided overall that such authorisation remained appropriate and in the interests of shareholders. Where such authorisation becomes inappropriate or not in the interests of Bodycote shareholders, the Chairman or the Nomination Committee can revoke an authorisation. No such revocations have been made.

## Employment

The Group recognises the value that can be added to its future profitability and strength by the efforts of employees. The commitment of employees to excel is key to the Group's continued success. Through their attendance at, or participation in strategy, production, safety and health meetings at site level, employees are kept up to date with the performance and progress of the Group, the contribution to the Group made by their site and are advised of safety and health issues. The Group publishes in 11 languages, via the Group intranet, an electronic magazine for all staff detailing the Group's activities, performance and some of its personalities. Under the Group's Open Door Line employees' concerns can be voiced over the phone on an anonymous basis in the local language. Approximately 3,600 Bodycote employees are connected to the Bodycote intranet, which improves knowledge of Group activities, and assists greatly with technology exchange and coordination. It is the Group's policy to give full and fair consideration to applications for employment from disabled persons, having regard to their particular aptitudes and abilities, and to encourage the training and career development of all personnel employed by the Group, including disabled persons. Should an employee become disabled, the Group, where practicable, will seek to continue the employment and arrange appropriate training. An equal opportunities policy is in operation in the Group.

## Greenhouse gas emissions

Details of greenhouse gas emissions are included within the Corporate responsibility and sustainability section of this report.

## Donations

There were no political contributions in 2012 or 2013.

## Shareholders

An analysis of the Company's shareholders and the shares in issue at 17 February 2014 together with details of the interests of major shareholders in voting shares notified to the Company pursuant to chapter 5 of the Disclosure and Transparency Rules are given on pages 118 and 119.

## Auditor

In accordance with the provisions of section 489 of the Companies Act 2006, a resolution for the reappointment of Deloitte LLP as Auditor is to be proposed at the forthcoming Annual General Meeting. Each person who is a director at the date of approval of this Annual Report confirms that:

- so far as each director is aware, there is no relevant audit information of which the Company's Auditor is unaware; and
- each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's Auditor is aware of that information.

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

## Annual General Meeting

The 2014 Annual General Meeting will be held on 29 April 2014 in accordance with the notice being sent to shareholders with this report.

By order of the Board:

### U.S. Ball

Secretary

27 February 2014

Springwood Court  
Springwood Close  
Tytherington Business Park  
Macclesfield  
Cheshire  
SK10 2XF

# Report of the Nomination Committee

## Role of the Nomination Committee

The Nomination Committee is a sub-committee of the Board whose principal purpose is to advise on the appointment and, if necessary, dismissal of Executive and Non-Executive Directors. The Committee's terms of reference, which are listed on the Company's website, include all matters required by the UK Corporate Governance Code. Further information on "The Code" can be found on the Financial Reporting Council's website [www.frc.org.uk](http://www.frc.org.uk). The terms of reference are reviewed periodically by the Company Secretary and the Chairman and any changes are then referred to the Board for approval. No changes were made to the terms of reference during the year.

## Composition of the Nomination Committee

As recommended by the Code, the Chairman of the Board acts as the Chairman of the Committee which also comprises Messrs J. A. Biles, S.C. Harris, Dr. R. Rajagopal and Ms. E. Lindqvist. The Chairman may not chair the Committee when it is dealing with the matter of succession to the Chairmanship of the Company. Only members of the Committee have the right to attend the Committee meetings. Other individuals and external advisers may be invited to attend for all or part of any meeting as and when appropriate. The quorum necessary for the transaction of business is two, each of whom must be an independent Non-Executive Director.

The Company Secretary is secretary to the Committee.

The Committee has the authority to seek any information that is required, from any officer or employee of the Company or its subsidiaries. In connection with its duties, the Committee is authorised by the Board to take such independent advice (including legal or other professional advice, at the Company's expense) as it considers necessary, including requests for information from, or commissioning investigations by, external advisers.

## Policy on appointments to the Board

Board appointments are made on merit, against objective criteria. The issue of diversity was debated by the Board in 2012 and a formal policy adopted. Further details on diversity can be found in the corporate governance statement on page 34. The Board's policy is to appoint the best possible candidates whilst embracing diversity in all its forms, but has chosen not to set any measurable objectives.

The process of identifying candidates for Board appointments commences with drawing up a job specification which includes, in the case of Non-Executive appointments, an estimate of the time commitment required. The Committee will then engage executive search consultants to assist in ensuring a comprehensive listing of potential candidates from a range of backgrounds.

As a number of our Non-Executive Directors have a tenure of over 6 years or are close to it, we have started the search process and plan to refresh the Board step by step over the next three to four years.

## Main Activities of the Nomination Committee

In 2013 the Committee formally met three times and reviewed the skills of the Board, with a view to considering the current and future skills and experience which the Board might require.

The committee discussed succession planning, Board diversity and reviewed the performance of the Chief Executive and other senior executives. In particular, the need to broaden the Board membership with respect to gender, ethnicity and age was discussed.

The Committee considered and authorised the potential conflicts of interest which might arise where a director has fiduciary responsibilities in respect of other organisations. The committee concluded that no inappropriate conflicts of interest exist. The Committee also assigned the Chairman to review and agree with the Chief Executive the Group's objectives for the forthcoming year.

In December 2013 the Nominations committee reviewed the Board's size and composition, the frequency of the process for Board and committee meetings, best practice for the handling of a number of Board issues including drawing up a training programme for the directors. The terms of reference of the Committee were reviewed earlier in the year and updated broadly in line with the Model Terms of Reference issued by the Institute of Chartered Secretaries and Administrators in June 2013.

Following 2012's external Board Evaluation the Board agreed to undertake an internal evaluation in 2013. Further details of the review can be found in the Corporate Governance section of the Annual Report. Recommendations arising from the 2013 Board Evaluation have been addressed or are in the process of being addressed.

As Chairman of the Committee I will be available at the 2014 Annual General meeting to answer questions relating to the work of the Committee.

On behalf of the Nomination Committee:

### A.M. Thomson

Chairman of the Nomination Committee  
27 February 2014

# Report of the Audit Committee

## Introduction

Our Committee has continued to focus on the integrity of Bodycote's financial reporting, risk management and internal controls and on the quality of the external and internal audit processes. We will continue to keep our activities under review as the regulatory environment changes. This year I have given more emphasis to the work actually done by the Committee in addition to the other matters we report upon.

## Membership

The members of the Audit Committee are J. A. Biles, Dr K. Rajagopal and E. Lindqvist, all of whom are independent Non-Executive Directors. Their biographical details are shown on page 33 and their remuneration on page 59. The Company Secretary is the Secretary to the Audit Committee.

Mr Biles has been Chairman of the Audit Committee since 16 August 2007 when he was appointed a Director of the Company. The Board considers that Mr Biles has recent and relevant financial experience. He qualified as a Chartered Accountant with Price Waterhouse & Co, served as a plc Finance Director (FKI PLC 1998-2004 and Chubb Security PLC 1991-1997) and has chaired the Audit Committees of several other plcs.

## Objective

The Committee's objective is to provide effective governance over the Group's financial reporting, including the adequacy of related disclosures, the management and oversight of the Group's systems of internal control, financial risks and the performance of internal audit and the external auditors.

## Role and responsibilities

The Audit Committee is a sub-committee of the Board whose main role is to encourage and safeguard the highest standards of integrity, financial reporting, financial risk management and internal controls.

The responsibilities of the Audit Committee are set out in its Terms of Reference, which include all matters required by the Disclosure and Transparency Rules and the Code, and are available on the Company's website. These responsibilities include:

- reviewing the form and content of the interim and year end accounts and results announcements;
- reporting to the Board on the appropriateness of the Group's accounting policies and practices and significant areas of judgement;
- advising the Board on whether the Committee believes that the Annual Report and Accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's strategy, business model and performance;
- reviewing risk management and internal controls;
- overseeing the relationship with the external auditors; and
- assessing the performance and reviewing the scope, results and effectiveness of internal audit.

## Committee meetings

The Audit Committee met four times during 2013 and in February 2014 and all members attended all meetings. The Committee Chairman also invited the Chairman, Chief Executive, Group Finance Director, Group Financial Controller and Group Head of Risk to attend all meetings. Other Executives from the Group were also invited, as appropriate, to attend certain meetings to provide a deeper level of insight into key issues. The Committee Chairman also invited the external auditors, Deloitte LLP, to every meeting.

Mr Biles also had preparatory meetings separately with Deloitte and the Group Head of Risk prior to most Committee meetings to review their reports and discuss issues in detail.

## Main activities of the Committee during the year

As part of the process of working with the Board to carry out its responsibilities and to maximise effectiveness, meetings of the Committee generally take place just prior to Board Meetings.

At its meetings, the Committee focused on the following main areas:

### Financial reporting

The primary role of the Committee in relation to financial reporting has been to review with management and the external auditors the appropriateness of the interim and annual financial statements concentrating on, amongst other matters:

- the quality and acceptability of accounting policies and practices;
- the application and impact of significant judgements or matters where there was significant discussion with the external auditors;
- the clarity of disclosures and compliance with Financial Reporting Standards;
- whether the Annual Report and Accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's strategy, business model and performance; and
- correspondence with the Financial Reporting Council.

Reports from management were considered on significant matters, including in respect of litigation, treasury and tax matters and also reports from the external auditors on the outcome of their work. The committee challenged both management and Deloitte to ensure that the scope of the audit was appropriate and Deloitte had applied the necessary level of professional scepticism in their work.

# Report of the Audit Committee continued

## Principal areas of judgement

The principal areas of judgement considered by us in relation to the 2013 accounts were as follows.

- Impairment of goodwill, intangible and tangible fixed assets. The Committee challenged the assumptions, particularly the discount rate and growth factors, used in the discounted cash flow calculations for each cash generating unit, the sensitivity analysis applied and the projected future cash flows used to support the carrying values of the goodwill and intangibles and tangible assets.
- Restructuring, reorganisation and environmental provisions. The Committee received reports and challenged the basis and completeness of the assumptions used to calculate the provisions. In particular the Committee considered the increase in the reorganisation provision, relating to the transfer of accounting to the Shared Service Centre in Prague. The Committee discussed with management the key judgements behind all provisions and agreed with their recommendations.
- Taxation. A number of judgements are involved in calculating tax provisions and the level of deferred tax assets to be recognised. The Committee reviewed the associated risks and challenged management's assessment concerning the Group's key tax risks and management's forecast of the future profitability of the relevant businesses.
- Going Concern. The Committee challenged the validity of the Going Concern assumption used in preparation of the Annual Report and Accounts, in particular considering the Group's forecast liquidity position, available borrowing facilities, covenant compliance and sensitivity analysis.
- Pension Liabilities. Management took external professional advice in determining pension liabilities. The Committee challenged the assumptions used, particularly in respect of inflation, the discount rate and life expectancy.

## Risk management

The Group's risk assessment process and the way that significant financial risks are managed and mitigated is a key area of focus for the Committee at each meeting. The committee work on risk was guided by the Group's assessment of its principal risks and uncertainties. At each meeting the Committee reviewed a report from the Group Head of Risk who has primary responsibility for developing the Group's risk management framework. The Committee reviewed changes to significant risks and mitigating actions identified by management. The Committee also received quarterly reports on calls to the Open Door Line (whereby employees may report matters of concern) and assessed both how such calls are dealt with and whether there was any indication of material risk. The Committee also reviewed and challenged the effectiveness of management's business continuity and disaster recovery arrangements.

## Internal control

At each meeting the committee reviewed the process by which the Group evaluated its internal control environment. In particular we considered and challenged reports from the internal auditors on effectiveness of internal controls and requested certain changes to those controls. During the year there has been a focus on controls to minimise the risk of fraud.

## Internal audit

The Group Head of Risk presented a report to the Committee at each meeting on the status of internal audit plans for the current year, points arising from audits completed and follow up action plans to address areas of weakness. We also received reports on actual or suspected frauds and thefts by third parties and employees. None had any material financial impact on the Group and where necessary, systems and procedures were altered to minimise the risk of recurrence. In December 2013 the plan for 2014 was presented to the Committee and accepted following discussion and challenge as to scope and areas of focus.

## External audit

At the April and December meetings the external auditors presented their audit plans for the interim review and year end audit respectively. The Committee considered and challenged both the scope and materiality to be applied to the Group audit and its components. In particular the Committee considered carefully the scope in respect of smaller and more remote locations. As a consequence it decided that those few local audits that were not previously undertaken by Deloitte LLP would be for the 2013 audit.

## Cyber risk

The members of the Committee completed the cyber risk questionnaire produced by the Department for Business Innovation and Skills and the Committee was further briefed on this important area by specialists from Deloitte LLP.

## Training

Updates were presented to the Committee on any new accounting developments and any changes in corporate governance requirements that may affect the Group. Committee members also attended training briefings by accounting firms and other advisors.

## Overview

The Committee reviewed the Annual Report and Accounts. Taken as a whole, in the light of their knowledge of the Group and its performance, the outcome of the activities described above and based on robust discussion with both management and the external auditors, the Committee has concluded that they are fair, balanced and understandable and provide the information necessary for shareholders to assess the Group's strategy, business model and performance, and reported to the Board accordingly.

## External Audit

### Appointment

The Committee considers the re-appointment of the external auditors each year and as part of this process considers the independence of the auditors and the effectiveness of the external audit process. Having reviewed the performance of Deloitte in 2013, the Committee has decided to recommend to the Board that Deloitte be reappointed for the 2014 audit and a resolution to this effect will be put to the 2014 AGM. The Committee reviewed and agreed the fee for 2013.

The external auditors are required to change the lead partner every five years and other partners periodically in order to protect independence and objectivity and provide fresh challenge to the Group. The current lead partner, Mrs N. Mitchell, has been in place for four years.

Deloitte has been the Company's auditor for 12 years and the Committee has decided, in accordance with the 2012 UK Corporate Governance Code, that the audit will be put out to tender in 2014 to coincide with the end of Mrs Mitchell's five year tenure.

### Independence

The independence of the external auditors has been confirmed by Deloitte every half year and was last confirmed in February 2014. The Committee considered Deloitte's presentation and confirmed that it considered the auditors to be independent.

### Effectiveness of the external audit process

We have adopted a formal framework for the review of the effectiveness of the external audit process and audit quality which includes the following aspects:

- assessment of the engagement partner, other partners and the audit team;
- audit approach and scope, including identification of risk areas;
- execution of the audit;
- interaction with management;
- communication with and support to the audit committee;
- insights, management letter points, added value and reports; and
- independence, objectivity and scepticism.

An assessment questionnaire has been completed by each member of the Committee, by the Group Finance Director and other senior finance Executives. The feedback from the process is considered by the Audit Committee and provided to external auditors and management. The full formal questionnaire is completed every three years with key areas being completed every year.

The committee assessed the effectiveness of management in the external audit process by considering timely identification and resolution of areas of accounting judgement, the quality and timeliness of papers analysing those judgements and other documents provided for review by the external auditors and the Committee.

We have considered the FRC Audit Quality Review Team report on Deloitte dated May 2013. If our audit is selected for quality review we have asked to see any resulting reports.

After considering the above matters the Committee felt that the external audit had been effective.

### Non-audit services

The external auditor may be invited to provide services where their position as auditors renders them best placed to undertake the work. However, no contracts in excess of £20,000 can be awarded to the external auditor without prior approval from the Chairman of the Committee or, in his absence, another member of the Committee. Non-audit fees paid to the auditor are shown in note 3 on page 84 and amounted to 11% of the audit fee.

# Report of the Audit Committee continued

## **Internal audit**

The internal audit programme is managed by the Group Head of Risk and provides independent assurance over the key financial processes and controls in operation across the Group. The Group has engaged Ernst & Young LLP to provide additional and specialist resources. An annual internal audit plan is reviewed and approved by the Committee before the start of each financial year. This plan takes account of the Group's strategic objectives and risks and provides the degree of coverage deemed appropriate by the Committee. Accounting centres are visited at least every two years and plants every five years.

Internal audit reports include control weaknesses identified, recommendations for improvements and actions agreed with management to improve control. The status of these actions is monitored closely by the Committee until they are completed. The Committee noted that the 2013 programme was successfully completed and management actions were completed by agreed implementation dates.

Since the beginning of 2013, additional assurance has been obtained through control self-assessment. Internal auditors have received self-certification from every plant and accounting centre that internal controls have been complied with and noting any non-compliance. A summary of results is presented to the Committee. The accuracy of returns is monitored by Internal Audit by verification visits to a random sample of sites.

The effectiveness of internal audit is reviewed and discussed annually with the Group Head of Risk and the Ernst & Young engagement partner. In 2013 internal audit was assessed as effective.

## **Financial Reporting Council**

In September 2013 a letter was received from the Financial Reporting Council (FRC) asking for additional information and clarification in connection with our 2012 Annual Report and Accounts. Management provided clarification and answered all questions, which after review by and approval of the Audit Committee Chairman, were provided to the FRC.

In October the FRC acknowledged that their enquiries had been satisfactorily concluded. The appropriate additional information has been included in this Annual Report and Accounts, where material and relevant.

## **Committee evaluation**

The Committee's activities formed part of the review of Board effectiveness which was undertaken internally this year. Based on this and as a result of the work done during the year, the Committee has concluded that it has acted in accordance with its terms of reference and carried out its responsibilities effectively.

On behalf of the Audit Committee:

### **J.A. Biles**

Audit Committee Chairman  
27 February 2014

# Board report on remuneration

## Introduction

As Chairman of the Remuneration Committee ("Committee") I am delighted to present our Remuneration Report, based on the new policy and disclosure requirements on directors' remuneration, as required by the Large and Medium-sized Companies and Groups (Accounts and Reports) (Amendment) Regulations 2013 (the "Regulations"), for which we will be seeking your approval at our Annual General Meeting.

You will see that there are two main sections to the report. The first part (Section A) summarises the policy of the Board with regard to the remuneration of the Directors and is a re-statement of the existing policy using the new guidelines. The second part (Section B) describes how that policy has been implemented during the year and will be implemented in 2014.

In accordance with the Regulations, the policy section (Section A) will be put to a binding vote at, and will then be applicable immediately after, the forthcoming Annual General Meeting of the Company in April 2014. It is intended that the policy section will be put forward to shareholders every three years. The Annual Report on remuneration will continue to be put to the AGM each year on an advisory basis.

## 2013 performance and remuneration outcomes

Bodycote has made good and steady progress in 2013. Reported revenues increased by 5.4% (3.0% at constant exchange rates). Headline operating profit grew by 10.2% and our share price increased by 47.9% in 2013, compared to an increase of 28.8% in the FTSE 250 as a whole.

2013 base salary increases for the Executive Directors in the year were 2.7% for the CEO and 2.7% for the FD. These increases were in the context of average 2013 salary increases across the Group of around 3%.

Annual bonuses for the Executive Directors, which are based on a mix of Group operating profit, Group cash flow and personal strategic objectives, paid out at the level of 59.1% and 43.9% of base salary for the CEO and FD, respectively (equivalent to 50.6% and 48.8% of maximum opportunity).

Awards under the Co-investment Plan ('CIP') made in May 2010 vested in May 2013 at 100% of maximum based on absolute Total Shareholder Return (TSR) growth of the three financial years ending April 2013.

Awards under the Bodycote Incentive Plan ('BIP') made in February 2011 are due to vest in March 2014 at 98.4% of maximum based on a combination of ROCE and EPS growth over the three financial years ending December 2013.

Following a contractual review of pension provision during 2013, the Committee decided that the level of salary supplement in lieu of pension for Stephen Harris should be adjusted to 25% of salary. For David Landless, the level will be adjusted to 25%, up to the cap of the defined benefit pension scheme; above that amount to his actual base salary, the salary supplement in lieu of pension remains at 16%. Both of these changes will come into effect as of April 2014.

## Changes to remuneration arrangements

From 2013, the Committee decided that participants receiving awards under the CIP and BIP will be eligible to receive dividend equivalents on vested shares. This change will more closely align the interests of Executives with those of shareholders as well as bringing this aspect of plan operation into line with typical market practice. The Committee consulted with key shareholders on this point and they were supportive of the change.

Apart from this, the Remuneration Committee decided not to make changes to the remuneration framework and policy this year. The decisions we have taken have been within the terms of our existing policies.

## E. Lindqvist

Chairman of the Remuneration Committee  
27 February 2014

# Board report on remuneration continued

## Section A: Directors' Remuneration Policy

### Remuneration Policy

The objective of Bodycote's Executive Remuneration Policy is to provide remuneration that will reward and thereby retain talented people in the business and enable the recruitment of appropriately skilled and experienced newcomers. Therefore, the Executive Remuneration Policy is to set levels that attract and retain the talent responsible for executing strategy while ensuring the Company pays no more than is necessary.

### Executive Remuneration Policy

The table below shows the Policy to be approved by shareholders on 29 April 2014, taking effect once approved by the AGM in 2014 and which we expect to apply for a period of three years.

#### Pay table

Pay element and link to strategy	Maximum value	Operation
<p><b>Base salary</b></p> <p>To ensure competitive salaries to attract and retain the talent required to execute the strategy while ensuring the Company pays no more than is necessary</p>	<p>Whilst the Committee has not set a maximum level of salary, ordinarily, salary increases will not exceed the average increase awarded to other Group employees.</p> <p>Increases may be above this level in certain exceptional circumstances, which may, for example, include:</p> <ul style="list-style-type: none"> <li>■ Increase in scope or responsibility</li> <li>■ A new Executive Director is being moved to market positioning over time</li> </ul>	<p>Base salaries for Executive Directors are typically reviewed annually (or more frequently if specific circumstances necessitate this) by the Committee in December each year.</p> <p>Salary levels are set and reviewed taking into account a number of factors including:</p> <ul style="list-style-type: none"> <li>■ Role, experience and performance of the executive</li> <li>■ The Company's guidelines for salaries for all employees in the Group for the forthcoming year</li> <li>■ The competitiveness of total remuneration assessed against FTSE 250 companies and other companies of similar size and complexity, as appropriate</li> </ul>
<p><b>Pension</b></p> <p>Provides a market-competitive benefit in order to attract the talent required to execute the strategy and provide a market-competitive level of provision for post-retirement income</p>	<p>Company contribution (or cash equivalent) of 30% of salary.</p>	<p>The Group operates a defined contribution scheme. The policy for Executive Directors is to make a contribution to this scheme or a cash allowance of equivalent value<sup>1</sup>. Base salary is the only pensionable element of remuneration.</p> <p>The same general approach applies to all employees, although contribution levels vary by seniority.</p>
<p><b>Other benefits</b></p> <p>Provides market-competitive benefits at an appropriate cost</p>	<p>The Committee has not set a maximum level of benefit, given that the cost of certain benefits will depend on the individual's particular circumstances. However benefits will be set at an appropriate level against market practice and needs for specific roles and individual circumstances.</p>	<p>The Company provides a range of cash benefits and benefits in kind to Executive Directors in line with market practice. These include the provision of company car (or allowance), private medical insurance, short- and long-term sick pay and death in service cover. This will also extend to the reimbursement of taxable work-related expenses, such as travel and relocation.</p> <p>The provision of other benefits payable to an Executive Director is reviewed by the Committee on an annual basis to ensure appropriateness in terms of the type and level of benefits provided.</p> <p>The Company provides a long-term savings vehicle into which the Executive Directors may elect to waive a proportion of pension allowance.</p> <p>In the case of non-UK Executives, the Committee may consider providing additional allowances in line with relevant market practice.</p>

<sup>1</sup> Cash in lieu of pensions entitlements are, for Stephen Harris, 22% of salary and, for David Landless, 22% of salary up to the cap of the Company's defined benefit pension scheme (in which he ceased to participate in April 2012) and 16% of salary above this cap. From April 2014, the Committee has determined that the entitlement should be 25% of salary for Stephen Harris and, for David Landless, 25% of salary up to the scheme cap and 16% above the cap.

Pay element and link to strategy	Maximum value	Operation
<p><b>Annual bonus</b> To incentivise delivery of corporate strategy and reward delivery of superior performance</p>	<p>The maximum potential is 130% of base salary for the CEO and 100% of base salary for other Executive Directors.</p>	<p>The level of bonus paid each year is determined by the Committee after the year end based on performance against targets. At least 70% of the bonus will be based on the achievement of Group financial targets.</p> <p>For 2014:</p> <ul style="list-style-type: none"> <li>■ 70% of bonus is determined by Group headline operating profit against set targets</li> <li>■ 10% of bonus is determined by Group headline operating cash flow against set targets</li> <li>■ 20% of bonus is determined by the achievement of personal objectives, which may vary year-on-year to ensure that objectives are aligned with the business plan but our policy is to set goals which relate to the achievement of business strategy</li> </ul> <p>The weighting of these measures and specific targets are reviewed on an annual basis to ensure alignment to strategy and are set to be in line with budget. Information on measures and weights that will apply for 2013 and 2014 are shown on page 57 of the Board report on remuneration.</p> <p>The Committee considers the performance conditions selected for the annual bonus to appropriately support the Company's strategic objectives and provide a balance between generating profit and cash to enable the Group to pay a dividend, reward its employees and make future investments; and achieve other strategic goals to drive long-term sustainable return.</p> <p>At the threshold performance level there will normally be no more than 30% vesting. Awards commence vesting progressively from this point with maximum performance resulting in awards' vesting in full.</p> <p>Bonus payments are subject to the Committee's Malus Policy as outlined on page 51.</p>
<p><b>Bodycote Incentive Plan ('BIP')</b> To incentivise delivery of long-term shareholder value</p> <p>Aids retention of senior management</p>	<p>The maximum face value of an award which may be granted under the plan in any year is up to 175% of base salary for the Executive Directors.</p>	<p>The BIP is our primary long-term incentive plan. Conditional shares are awarded annually with vesting dependent on performance conditions measured over at least three years. Awards will be based on financial (and/or share price based) performance conditions as determined by the Committee.</p> <p>The performance conditions for awards granted in 2014 are as follows:</p> <ul style="list-style-type: none"> <li>■ 50% of the award is subject to a return on capital employed ('ROCE') performance condition and 50% of the award is subject to an earnings per share ('EPS') performance condition.</li> <li>■ At the threshold performance level there will be zero vesting. Awards commence vesting progressively from zero on achievement of threshold performance with maximum performance resulting in awards vesting in full.</li> <li>■ In addition, for any award to vest (regardless of targets achieved) EPS must not be below a defined hurdle level.</li> </ul>

# Board report on remuneration continued

Pay element and link to strategy	Maximum value	Operation
<b>Bodycote Incentive Plan ('BIP')</b> continued		<p>The Committee reviews levels of awards and targets annually. In determining the performance targets applicable to awards, the Committee takes into account the current and forecast performance for the business and its sector, along with broker consensus to ensure stretch targets are set. Targets for each award are set out in the relevant section of the Board report on remuneration. Targets that apply to awards made in 2013 are shown on page 58.</p> <p>The Committee considers the performance conditions selected for the BIP to appropriately underpin the Company's strategic objectives. Due to the nature of the Company's activities the Committee consider ROCE to provide shareholders with an appropriate measure of how well the Company is performing and is being managed, while EPS provides a measure of the level of value created for shareholders. ROCE and EPS are our top two KPIs as shown on page 58 of the Annual Report.</p> <p>The Committee retains the discretion in exceptional circumstances to adjust the vesting outcome or the targets for awards as long as the adjusted targets are no less stretching. In such an event the Committee will consult with major shareholders and will clearly explain the rationale for the changes in the report on remuneration.</p> <p>Dividend equivalents are payable in respect of the shares which vest.</p> <p>BIP awards are subject to the Committee's Malus Policy as outlined on page 51.</p>
<b>Co-Investment Plan ('CIP')</b> To provide a link between short and long-term incentive arrangements and to provide further alignment with shareholders	Executive Directors can receive a maximum matching share award of up to 40% of base salary.	<p>Executive Directors are invited annually to purchase shares up to 40% of basic salary (net of tax).</p> <p>The CIP provides for the grant of awards of performance based matching shares to participants on an annual basis in a maximum ratio of 1:1 to the gross investment made in deferred shares. The deferred shares must be held for at least three years. The matching shares will be based on share price related performance conditions as determined by the Committee.</p> <p>For 2014:</p> <p>The matching shares are subject to an absolute Total Shareholder Return ('TSR') performance measure which is expressed as percentage Compound Annual Growth Rate ('CAGR') in excess of CPI:</p> <ul style="list-style-type: none"> <li>■ Threshold performance results in a 0.5:1 match</li> <li>■ Maximum performance results in a 1:1 match</li> </ul> <p>The calibration of performance targets is reviewed by the Committee on an annual basis and is chosen in order to align with business strategy. Targets for the cycle vesting in respect of the year are disclosed in the Board report on remuneration.</p> <p>Dividend equivalents are payable in respect of the matching shares which vest.</p> <p>The Committee considers it appropriate to use an absolute TSR performance measure for awards made under the CIP so that participants are incentivised to and rewarded for providing absolute returns for shareholders.</p> <p>CIP awards are subject to the Committee's Malus Policy as outlined on page 51.</p>

Pay element and link to strategy	Maximum value	Operation
<b>Shareholding requirement</b> To provide alignment between Executive Directors and shareholders	Executive Directors are required to hold at least 100% of basic salary.	The Board operates a shareholding retention policy under which Executive Directors are expected, within five years from appointment, to build up a shareholding in the Company. The expectation is to hold at least 100% of basic salary. For the purposes of this requirement, only beneficially-owned shares will be counted.
<b>Malus</b> To provide the Committee flexibility to adjust remuneration levels in exceptional circumstances	Not applicable	<p>The Malus Policy came into effect from 1 January 2013 and has been introduced to provide the Committee with discretionary powers to use malus performance based remuneration should exceptional circumstances occur. This Malus Policy is in respect of annual bonuses and long-term incentive awards. Exceptional circumstances necessitating malus would include:</p> <ul style="list-style-type: none"> <li>■ Fraud;</li> <li>■ Misconduct;</li> <li>■ Significant misstatement of financial results; or</li> <li>■ Miscalculation of performance conditions.</li> </ul> <p>Should the Committee, in its opinion, consider such circumstances to have occurred during a performance period from 2013 onwards then the Malus Policy will provide the Committee discretion to determine that any amounts paid or awards vested by reference to the relevant period, shall be subject to malus. Malus will start to apply to awards made from 2013.</p> <p>The Committee expects the mechanism to use malus for any such amounts will be to reduce future annual bonus payments, reduce the value of subsisting awards that have, at the relevant time, not yet vested or by reducing the level of award to be made at the following grant date.</p>

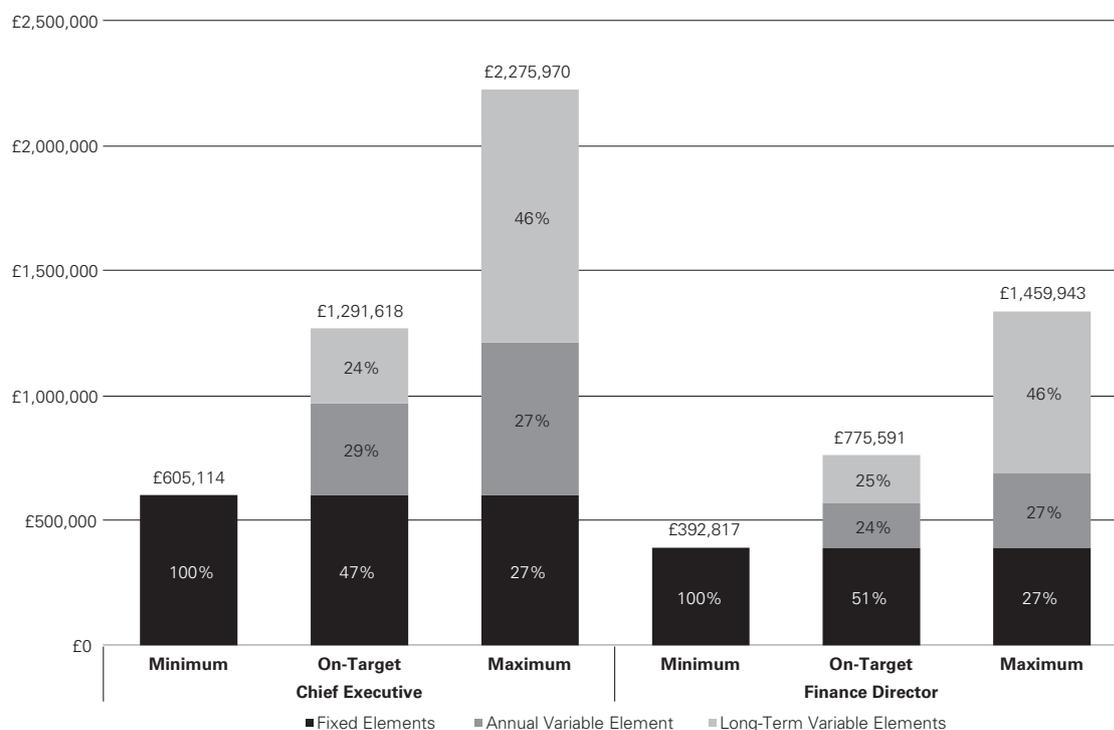
The Committee reserves the right to make any remuneration payments and payments for loss of office notwithstanding that they are not in line with the policy set out on page 53 where the terms of the payment were agreed (i) before the policy came into effect or (ii) at a time when the relevant individual was not a director of the Company and, in the opinion of the Committee, the payment was not in consideration for the individual becoming a director of the Company. For these purposes "payments" include the Committee satisfying awards of variable remuneration and, in relation to an award over shares, the terms of the payment being "agreed" at the time the award is granted.

Executive Directors' remuneration is reviewed annually and takes into account a number of factors. The Company adopts a policy of positioning fixed pay for all its employees at a level which is competitive to market but which does not require the Company to pay any more than is necessary. Senior and high performing individuals at all levels and across all functions within the organisation are invited to participate in both annual and long-term incentive arrangements, which are similar to those offered to the Executive Directors to ensure reward strategy is calibrated to provide substantive reward only on achievement of superior performance.

# Board report on remuneration continued

## Illustrative remuneration outcomes at different performance levels

The chart below demonstrate the total amount of remuneration payable to the Executive Directors should they achieve below, at or above target performance.



For the purposes of this analysis, the following assumptions have been made:

- Fixed elements comprise base salary and other benefits:
  - For the CEO: base salary of £484,306 and maximum potential benefits of £120,808
  - For the Finance Director: base salary of £309,312, and maximum potential benefits of £83,505
- Base salary reflects the base salary as at 1 Jan 2014
- Benefits reflect benefits received in 2013
- For on-target performance, an assumption of 60% of annual bonus is applied and vesting of 25% for the BIP and 0.5:1 match for the CIP
- The value of the BIP and the CIP is based on the percentage of salary prior to the year of grant. The actual value on vesting will depend on the share price on the vesting date which is likely to be different from the date of grant
- The CIP assumes maximum contribution from the CEO and Finance Director
- No share price increase has been assumed

## Recruitment policy

When recruiting new Executive Directors, the Company's policy is to pay what is necessary to attract individuals with the skills and experience appropriate to the role to be filled, taking into account remuneration across the Group, including other senior Executives, and that offered by other FTSE 250 companies and other companies of similar size and complexity. New Executive Directors will generally be appointed on remuneration packages with the same structure and pay elements as described in the pay policy table on page 48. Each element of remuneration to be included in the package offered to a new director would be considered separately and collectively in this context.

On appointment to the Board or for a Non-Executive director taking an executive role:

- Base salary levels will be set in consideration of the new recruit's existing salary, location, skills and experience and expected contribution to the new role, the current salaries of other Executive Directors in the Company and current market levels for the role;
- Pension will be considered in light of the retirement arrangements which are in place for the other Executive Director(s) with a contribution level considered by the Committee to be appropriate in light of the new recruit's package as a whole, market practice at the time and on a broadly equivalent basis to existing provisions for other Executives;
- Other benefits will be considered in light of the provision in place for the other Executive Director(s). If it is in the best interests of the Company and shareholders, the Committee may consider providing additional benefits, potentially including relocation costs, tax equalisation or advisers' fees;
- The initial notice period may be longer than the Company's one year policy (up to a maximum of two years). However, this will reduce by one month for every month served, until the Company's policy position is reached;
- For annual bonus, the Company would consider whether it was appropriate for the new recruit to participate in the same annual incentive plan applicable to the current Executive Directors. If this was considered appropriate, the same financial measures, weighting, payout scale and target as well as maximum bonus opportunity (as a percentage of salary) which apply to the existing director(s) would generally apply to the new recruit;
- The Committee will determine when long-term incentive awards will be granted during the year; and
- The Company is required to set out the maximum amount of variable pay which could be paid to a new director in respect of his/her recruitment. In order to provide the Company with sufficient flexibility in a recruitment scenario, the Committee has set this figure as 450% of base salary. This covers the maximum annual bonus and the maximum face value of any long-term incentive awards. This level of variable pay would only be available in exceptional circumstances, and in order to achieve such a level of variable pay, stretching targets would need to be met. For the avoidance of doubt, this 450% variable pay limit excludes the value of any "buyout" payments or awards associated with forfeited awards.

For an external appointment, although there are no plans to offer additional cash and/or share-based payments on recruitment, the Committee reserves the right to do so when it considers this to be in the best interests of the Company and shareholders. Such payments may take into account remuneration relinquished when leaving the former employer and would reflect the nature, time horizons and performance requirements attached to that remuneration. Shareholders will be informed of any such payments at the time of appointment. The Committee may make awards on hiring an external candidate to "buyout" awards which will be forfeited on leaving the previous employer. Our approach to this is to carry out a detailed review of the awards which the individual will lose and calculate the estimated value of them. In doing so, we will consider the vesting period, the option exercise period if applicable, whether the awards are cash or share based, performance related or not, the Company's recent performance and payout levels and any other factors we consider appropriate. If a buyout award is to be made, the structure and level will be carefully designed and will generally reflect and replicate the previous awards as accurately as possible. We will make the award subject to appropriate malus provisions in the event that the individual resigns or is summarily terminated within a certain timeframe. An explanation will be provided at the time of recruitment of why a buyout award has been granted.

Shareholders will be informed of any Director appointment and the individual's remuneration arrangements as soon as practicable following the appointment via an announcement to the regulatory news services.

Fee levels for a new Chairman or new Non-Executive Directors will be determined in accordance with the policy set out on page 48.

## Termination remuneration policy

It is the Company's policy that Executive Directors have service contracts with a one-year notice period and terminable by one year's notice by the employer at any time, and by payment of one year's basic salary and other fixed benefits in lieu of notice by the employer. All future appointments to the Board will comply with this requirement.

Currently, under the terms of the Executive Directors' contracts, the Company may at its choice, in lieu of giving notice, terminate an Executive Director's service contract by making a payment equivalent to:

- One year's annual base salary, 25% of base salary in respect of all other remuneration and benefits (other than annual bonus and incentives) and annual bonus equal to the average bonus paid up to three years prior to the date of notice.

## Board report on remuneration continued

Our policy is not to have a change in control clause in Executive Directors' service contracts. Stephen Harris does not have a change of control clause. David Landless' service contract was agreed in accordance with what was considered best practice at the time of its execution in 2001 and provides for one year's remuneration if his employment is terminated on a change of control. This provision has been preserved. To the extent that executive contracts are renewed, or new appointments made, the Committee will continue to adopt a policy of not having change of control clauses in service contracts. In any case, legally appropriate factors would be taken into account to mitigate any compensation payment, covering basic salary, annual incentives and benefits, which may arise on the termination of employment of any Executive Director, other than payments made on a change in control or for payments in lieu of notice.

In the event that an Executive Director leaves the Company, the Committee's policy for exit payments is to consider the reasons for cessation and consequently whether any exit payments other than those contractually required are warranted.

On cessation of employment, awards under the BIP and CIP will lapse in full, unless the Committee in its absolute discretion determines otherwise. In instances where the Committee determines that awards should not lapse in full, the Committee will consider the performance conditions applying to any unvested awards and the performance period which has elapsed. Awards will usually be subject to some form of time pro-rating reduction to reflect the unexpired portion of the performance or deferral period concerned. Awards that are subject to performance conditions will usually only vest to the extent that these conditions are satisfied. Awards which do not lapse on cessation of employment may either vest at that time or on their originally anticipated vesting date.

On termination, the accumulated funds invested in the Bodycote Investment Incentive Plan (further information on this long-term savings vehicle is available on page 57) will normally be released to the participant subject to Committee discretion.

On change of control the awards will generally vest subject to performance and time apportionment as determined by the Committee and in accordance with the rules of the relevant plan.

### Service contracts

All Directors' service contracts are available for inspection at the Company's registered office.

A summary of the key terms of the Executive Directors Service Contracts is set out below:

	S.C. Harris	D.F. Landless
<b>Date of service contract</b>	6 October 2008	26 September 2001
<b>Notice period</b>	12 months	12 months
<b>Remuneration</b>	<ul style="list-style-type: none"> <li>■ Annual base salary</li> <li>■ Potential for cash in lieu of pension</li> <li>■ Reimbursement of expenses (if satisfactory evidence provided)</li> <li>■ Private medical insurance</li> <li>■ Company car allowance</li> <li>■ Entitlement to receive an annual performance related bonus award</li> </ul>	<ul style="list-style-type: none"> <li>■ Annual base salary</li> <li>■ Potential for cash in lieu of pension</li> <li>■ Reimbursement of expenses (if satisfactory evidence provided)</li> <li>■ Private medical insurance</li> <li>■ Company car allowance</li> <li>■ Entitlement to receive an annual performance related bonus award</li> <li>■ Entitlement to one year's remuneration if employment is terminated on a change of control</li> </ul>
<b>Termination</b>	Company has right to terminate on payment of a termination payment with agreement of executive	Company has right to terminate on payment of a termination payment
<b>Non-Competition</b>	During employment and for 12 months thereafter	During employment and for 12 months thereafter

Other than the contents of the contracts, there are no other obligations that may give rise to remuneration.

## Chairman and Non-Executive Directors Policy

The Chairman and each Non-Executive Director hold letters of appointment which have been agreed which set out the terms of their appointment, including membership of the Board Committees, the fees to be paid and the time commitment expected from the Director.

It is the Board's policy that the Chairman and Non-Executive fees are reviewed on an annual basis. The fees for the Chairman are reviewed by the Board in the absence of the Chairman. The fees for the Non-Executive Directors are reviewed by the Chairman and Executive Directors. When reviewing fees, the primary source for comparative market data is FTSE 250 companies and other companies of similar size and complexity, as appropriate.

Fees for the Chairman and Non-Executives are set at a level that will attract individuals with the necessary experience and ability to make a significant contribution to the Group's affairs. The Committee seeks to recruit Non-Executive Directors with the experience to contribute to the Board with a balance of personal skills that will make a major contribution to the Board and its committee structures.

The Company's policy is that the Chairman and Non-Executive Directors receive a fixed fee for their services as members of the Board and its Committees. The fee structure may also include additional fees for chairing a Board Committee and/or for further responsibilities (for example, Senior Independent Directorship). Fee levels take into account the level of time commitment and duties and responsibilities involved. The Chairman and Non-Executive Directors are not entitled to any pension or other employment benefits or to participate in any incentive scheme. In line with the Articles of Association, accumulative Non-Executive Director fees are capped at £500,000 p.a.

Director	Date of appointment	Notice period
A.M. Thomson	1 December 2007	6 months
J.A. Biles	16 August 2007	6 months
K. Rajagopal	24 September 2008	6 months
E. Lindqvist	1 June 2012	6 months

## Fees retained for external Non-Executive Directorships

To broaden the experience of Executive Directors, they may hold positions in other companies as Non-Executive Directors provided that permission is sought in advance. Any external appointment must not conflict with the Directors' duties and commitments to Bodycote plc. Stephen Harris has held such a position at Mondi plc since 1 March 2011 and in accordance with Group policy he retained fees for the year of £82,919.45. David Landless was appointed a Non-Executive Director of Luxfer Holdings plc with effect from 1 March 2013 and retained fees for the year of £40,238. In addition, David Landless was given 1,924 of Luxfer American Depositary Receipts valued at \$30,000 at the date of grant on 1 March 2013.

## Statement of consideration of employment conditions elsewhere in the Company

The Company adopts a policy of positioning fixed pay for all its employees at a level which is competitive to market but which does not require the Company to pay any more than is necessary. Senior and high performing individuals at all levels and across all functions within the organisation are invited to participate in both annual and long-term incentive arrangements, similar to the Executive Directors to ensure reward strategy is calibrated to provide substantive reward only on achievement of superior performance.

The Committee does not consult directly with employees when formulating Executive Director pay policy. However, it does take into account information provided by the Human Resources function and feedback from employee satisfaction surveys.

In formulating Executive Director pay policy, the Committee receives information on all employee pay conditions throughout the Group.

## Statement of consideration of shareholder views

The Committee always welcomes the views of shareholders in respect of pay policy as well as those views expressed on behalf of shareholders by their respective proxy advisers. The Committee documents all remuneration related comments made at the Company's AGM and feedback received during consultation with shareholders throughout the year. Any feedback received is fully considered by the Committee and, where appropriate, amendments are made to remuneration policy.

During 2013, the Committee decided that participants receiving awards under the CIP and BIP will be eligible to receive dividend equivalents on un-vested shares payable at the time of vesting. The Committee consulted with key shareholders on this point and they were supportive of the change.

# Board report on remuneration continued

## Section B: Annual Report on Remuneration

### Committee membership

During 2013 the Committee was chaired by Eva Lindqvist. The Committee also comprised J.A. Biles, A.M. Thomson and Dr K. Rajagopal.

The Committee's full terms of reference are available on the Group's website. None of the Committee members has any personal financial interest (other than as a shareholder), conflict of interest, cross-Directorships or day-to-day involvement in the running of the business.

### Committee activities

During 2013 the Committee met five times to consider amongst other matters:

Theme	Agenda items
<b>Best practice</b>	<ul style="list-style-type: none"><li>■ The Company's Remuneration Policy in light of the new Regulations, discussions and feedback from the Company's AGM in 2013 and the revised Corporate Governance Code and ABI guidelines on Executive Remuneration</li><li>■ Review of the current UK corporate governance environment and the implications for the Company</li></ul>
<b>Pay Policy</b>	<ul style="list-style-type: none"><li>■ Consideration and approval of the Pay Policy to be put to shareholders and as summarised in Section A of the Remuneration Report for 2013</li></ul>
<b>Implementation Report</b>	<ul style="list-style-type: none"><li>■ Consideration and approval of the Implementation Report to be put to shareholders and as summarised in Section B of the Remuneration Report for 2013</li></ul>
<b>Executive Directors' and senior executives' remuneration</b>	<ul style="list-style-type: none"><li>■ Basic salaries payable to each of the Executive Directors</li><li>■ The annual bonus and payments for the financial year ended 31 December 2013</li><li>■ The annual bonus structure and performance targets for the financial year ended 31 December 2014</li><li>■ The conditional awards and vestings made under the Bodycote Incentive Plan ('BIP') and Co-investment Plan ('CIP') during the year</li><li>■ Pension arrangements for senior executives</li></ul>
<b>Reporting</b>	<ul style="list-style-type: none"><li>■ Consideration and approval of the Remuneration Report for 2013</li></ul>

### Advisers to the Committee

During the year the Committee undertook a review of the Remuneration Committee adviser and appointed Towers Watson to provide independent advice relating to remuneration matters. During the year, Towers Watson provided advice on matters under consideration by the Committee and updates on good practice, legislative requirements and market practice. Towers Watson's fees for this work amounted to £26,575. Up until 1 June 2013, Ernst & Young provided advice to the Remuneration Committee. Ernst & Young's fees for these services amounted to £14,376. Legal advice was provided by Eversheds and fees amounted to £915. The Remuneration Committee is satisfied that the advice provided on executive remuneration is objective and independent and that no conflict of interest arises as a result of these other services.

The Committee also received assistance from the Chief Executive and Company Secretary, although they do not participate in discussions relating to the setting of their own remuneration. The Committee in particular consulted with the Chief Executive and received recommendations from him in respect of his direct reports.

### Statement of shareholder voting

The table below displays the voting results on the remuneration resolutions at the 2013 AGM:

	2012 remuneration report (% votes)
Votes cast	76%
For	94%
Against	3%
Number of abstentions	4,678,767

## Remuneration for 2013

This section of the report explains how Bodycote's Remuneration Policy has been implemented during the financial year.

### Base salary

The base salaries of the Executive Directors are reviewed on an annual basis. As described in the policy section, a number of factors are taken into account when salaries are reviewed, principally market level salaries payable in FTSE 250 companies and other companies of similar size and complexity and the individual's role, experience and performance. The 2013 base salary increases and comparative figures can be found in the Remuneration Committee Chairman's letter.

Base salaries are reviewed in January every year.

Name	Position	Salary from 1 January 2013	Salary from 1 January 2014
S.C. Harris	CEO	£470,200	£484,306
D.F. Landless	FD	£300,300	£309,312

### Pension

Stephen Harris is entitled to a salary supplement in lieu of pension at a rate of 22% of basic salary, of which £103,444 was waived during the year. In addition, in the event of death, a death in service benefit of eight times basic salary will become payable.

From April 2012, David Landless ceased to participate in the Group's UK contributory defined benefit and defined contribution pension schemes due to his prospectively reaching the lifetime limits. Instead Mr Landless receives a salary supplement of 22% of basic salary up to the defined benefit scheme cap and 16% of base salary above the cap, of which £61,840 was waived during the year.

### Taxable benefits

The Company provides other cash benefits and benefits in kind to Directors as well as sick pay and life insurance. These include the provision of company car (or allowance) and family level private medical insurance.

Name	Car/car allowance	Fuel	Healthcare	Salary supplement
S.C. Harris	£13,600	£2,400	£1,364	£103,444
D.F. Landless	£18,759	£1,200	£1,706	£ 61,840

### Long-term savings vehicle

During the financial year the Company made discretionary contributions into the Bodycote Investment Incentive Plan. The plan is entirely cash based to provide an alternative long-term savings vehicle for senior Executives. The Committee considers the plan an essential tool to aid retention while recognising the need for Executives to have flexibility in long-term financial planning. Company contributions are discretionary, vary year-on-year and are made in lieu of other elements of pay and therefore are cost neutral to the Company and any risk in relation to the value of investments made in the plan is borne entirely by participants.

### Annual performance-related bonus

The annual bonus potential for the period to 31 December 2013 for Executive Directors was split 70% in respect of Group operating profit, 10% Group operating cash flow and 20% on personal strategic objectives. The choice of these performance conditions, and their respective weightings reflected the Committee's belief that any incentive compensation should be tied both to the overall performance of the Group and to those areas of the business that the relevant individual can directly influence.

The performance of the Company during the year included headline operating profit of £107.4m (a 10.2% increase on the previous year) and operating cash flow of £104.6m (a 1.6% increase on last year).

In light of the above performance, the Committee concluded that 50.6% of maximum bonus is payable to the Chief Executive and 48.8% of maximum bonus is payable to the Finance Director. As described in the policy section, 100% of annual bonus is payable in cash.

The Board has considered whether to include targets which applied to the bonus arrangements for Executive Directors in 2013 and which will apply for 2014 but determined that these figures are commercially sensitive. It is the Committee's intention to include the 2013 targets in next year's Remuneration Report. Personal objectives for the Chief Executive broadly cover driving growth, improving customer service, safety and implementation of major projects.

# Board report on remuneration continued

## Bodycote Incentive Plan (BIP)

### Awards with performance periods ending in the year

BIP awards made in 2011 had a three-year performance period ending on 31 December 2013 with 50% of the award subject to satisfaction of a ROCE target and 50% subject to an EPS target. The threshold and maximum targets along with the vesting schedule are set out in the tables below:

	ROCE		EPS	
	Performance target	Vesting of element (% of maximum)	Performance target	Vesting of element (% of maximum)
Threshold performance	14.6%	0%	28.3p	0%
Maximum performance	20.0%	100%	39.8p	100%
<b>Performance achieved</b>	<b>19.9%</b>	<b>96.9%</b>	<b>41.2p</b>	<b>100%</b>

In addition, if EPS at the end of the performance period was below 16p then no awards would vest.

Over the period, ROCE was 19.9% and the EPS figure for the year of 41.2p represented growth of 9.9%. This performance resulted in the ROCE and EPS targets being achieved at a level of 96.9% and 100% respectively. This resulted in an overall vesting level of 98.5%. The number and value of shares which vested to each of the Executive Directors is set out on page 61 of this report.

### Awards made in the year

BIP awards of face value of 175% of salary were made to both Executive Directors in February 2013 and will vest in March 2016, subject to the achievement of ROCE and EPS growth performance targets. The performance period will end on 31 December 2015. The vesting of these awards will be based on ROCE and EPS targets summarised in the table below. The Committee has reviewed the performance targets and these have altered accordingly to ensure that they remain stretching and underpin the Company objectives.

	ROCE		EPS	
	Performance target	Vesting of element (% of maximum)	Performance target	Vesting of element (% of maximum)
Threshold performance	18.7%	0%	42.0p	0%
Maximum performance	23.0%	100%	61.3p	100%

In addition, if EPS at the end of the performance period were to be below 42p then no awards would vest.

The Committee has decided that the ROCE figure of 23% is a good aspiration for the Group and is cognisant of the fact that overdriving incentives on capital employed can lead to unintended consequences in terms of short-term capital starvation for the business. As of 2013 dividend equivalents are payable in respect of the shares which vest.

The number and value of shares which were awarded to the Executive Directors during the year is set out on page 61 of this report.

## Co-investment Plan (CIP)

### Awards with performance periods ending in the year

As described in the policy section of this report, CIP awards are subject to an absolute TSR target. The CIP awards made in 2010 had a three-year performance period ending on 30 April 2013. The absolute TSR performance targets applicable to this award are set out below:

Absolute TSR performance	Vesting level
4% CAGR + CPI	50% (0.5:1 match)
10% CAGR + CPI	100% (1:1 match)

Over the three-year period, the Company achieved absolute TSR growth of 37%. This performance resulted in the TSR targets being achieved at a level of 100%. The number and value of shares which vested to each of the Executive Directors is set out on page 61 of this report.

### Awards made in the year

CIP awards were made to both Executive Directors in May 2013 and will vest in May 2016, subject to the achievement of absolute TSR targets summarised in the table below. The Committee has reviewed the performance targets and felt that they remain appropriately stretching. Therefore, no change has been made to the absolute TSR performance targets used in the previous year. As of 2013 dividend equivalents are payable in respect of the shares which vest.

Performance target	Threshold		Maximum	
	Target	Vest	Target	Vest
Absolute TSR	CAGR TSR CPI + 4%	50% (0.5:1 match)	CAGR TSR CPI + 10%	100% (1:1 match)

The number and value of shares which were awarded to the Executive Directors during the year is set out on page 61 of this report.

## Implementation of policy in 2014

Base salary is reviewed on an annual basis. The 2014 base salary increases for the Directors from 1 January 2014 were 3% for the Chief Executive and 3% for the Finance Director. As 2014 base salary increases for the Group take place after the publication of this report, the comparative figure for 2014 can only be provided in next year's report.

As described in the Committee Chairman's introduction, following a contractual review of pension provision during 2013, the Committee decided that the level of salary supplement in lieu of pension for Stephen Harris should be adjusted to 25% of salary. For David Landless, the level will be adjusted to 25% up to the defined benefit pension scheme cap. Above that amount up to his actual base salary, the salary supplement in lieu of pension remains at 16%. Both of these changes will come into effect as of April 2014. The Committee does not intend to change the benefit arrangements for the Executive Directors in 2014. For 2014 the Committee has determined that the annual bonus opportunity for Executive Directors and senior executives will again be contingent on meeting targets relating to safety, operating profit, cash management and personal objectives. The Committee has reviewed targets for the year to ensure they remain appropriately stretching and relevant for the Company's business strategy.

The Committee will review the performance measures for awards under the CIP and the BIP in 2014 to ensure they remain appropriately stretching in light of the Company's expectations of performance and those of external analysts.

## Auditable section

### Total single figure table

Incumbent	Financial year	Total salary/ fees £000	Total other benefits <sup>1</sup> £000	Total fixed pay £000	Annual bonus £000	Total BIP <sup>2</sup> £000	Total CIP <sup>3</sup> £000	Total LTI £000	Total variable pay £000	Total £000
<b>Executive Directors</b>										
S.C. Harris	2013	470	121	<b>591</b>	278	1,760	460	<b>2,220</b>	<b>2,498</b>	<b>3,089</b>
	2012	458	118	<b>576</b>	435	2,132	697	<b>2,829</b>	<b>3,264</b>	<b>3,840</b>
D.F. Landless	2013	300	84	<b>384</b>	132	1,178	44	<b>1,222</b>	<b>1,354</b>	<b>1,738</b>
	2012	292	82	<b>374</b>	214	1,428	19	<b>1,447</b>	<b>1,661</b>	<b>2,035</b>
<b>Non-Executive Directors</b>										
A.M. Thomson	2013	150	–	<b>150</b>	–	–	–	–	–	<b>150</b>
	2012	150	–	<b>150</b>	–	–	–	–	–	<b>150</b>
J. Vogelsang <sup>4</sup>	2013	15	–	<b>15</b>	–	–	–	–	–	<b>15</b>
	2012	57	–	<b>57</b>	–	–	–	–	–	<b>57</b>
J.A. Biles	2013	61	–	<b>61</b>	–	–	–	–	–	<b>61</b>
	2012	58	–	<b>58</b>	–	–	–	–	–	<b>58</b>
K. Rajagopal	2013	46	–	<b>46</b>	–	–	–	–	–	<b>46</b>
	2012	46	–	<b>46</b>	–	–	–	–	–	<b>46</b>
E. Lindqvist <sup>5</sup>	2013	56	–	<b>56</b>	–	–	–	–	–	<b>56</b>
	2012	27	–	<b>27</b>	–	–	–	–	–	<b>27</b>

### Notes accompanying the total single figure table

- Other benefits consist of company car (or allowance), family level private medical insurance and salary supplement. Life assurance cover and sick pay are also provided.
- These figures relate to BIP awards made in 2011 with performance periods ending on 31 December 2013. The shares vested in March 2014 at a share price of 761.5p.
- These figures relate to CIP awards made in 2010 with performance periods ending 30 April 2013. The shares vested in May 2013 at a share price of 554.5p.
- J. Vogelsang retired at the AGM on 24 April 2013.
- E. Lindqvist was appointed on 1 June 2012.

# Board report on remuneration continued

## Directors' shareholdings

The interests of directors and their connected persons in ordinary shares as at 31 December 2013, including any interests awarded under the CIP or BIP are presented below.

As at 27 February 2014, the interests of the Directors were unchanged from those at 31 December 2013.

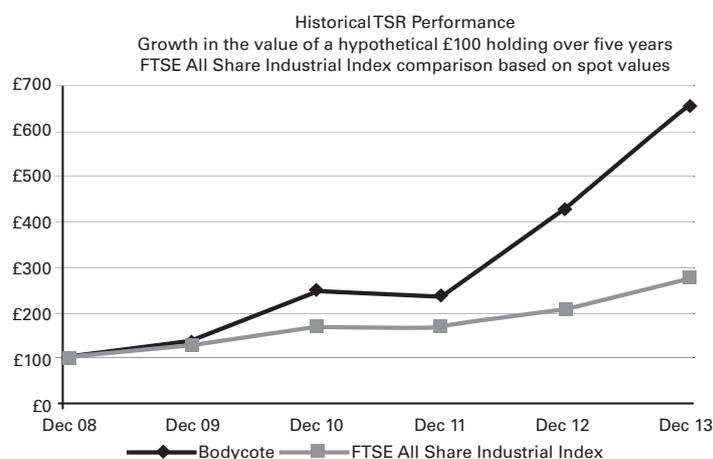
	Beneficial	Shares subject to performance conditions BIP <sup>1</sup>	Shares subject to performance conditions CIP <sup>1</sup>
<b>Executive Directors</b>			
S.C. Harris	570,030	575,196	14,011
D.F. Landless	500,545	374,619	16,747
<b>Non-Executive Directors</b>			
A.M. Thomson	43,231	–	–
J.A. Biles	24,172	–	–
K. Rajagopal	22,368	–	–
E. Lindqvist	5,000	–	–

<sup>1</sup> Figures relate to unvested awards under the BIP and CIP.

As described in the policy section, the Board operates a shareholding retention policy under which Executive Directors and other senior executives are expected, within five years of appointment to build up a shareholding in the Company. In respect of Executive Directors the expectation is to hold at least 100% of basic salary. For the purposes of this requirement, only beneficially-owned shares will be counted. As at 31 December 2013, the Committee is satisfied that Executive Directors have fulfilled this requirement.

## Comparison of overall performance and pay

The chart below shows the value over the last five financial years of £100 invested in Bodycote plc compared with that of £100 invested in the FTSE All Share Industrial Index. The points plotted are the values at financial year ends. The table also shows how total remuneration for the Chief Executive developed during the same period.



## CEO total remuneration table

	2009	2010	2011	2012	2013
Single figure of remuneration (£000)	954	906	3,252	3,840	<b>3,089</b>
Annual variable element award (as a % of maximum) opportunity	5%	98%	95%	73%	<b>46%</b>
Long-term incentive vesting (as a % of maximum)	0%	0%	100%	100%	<b>99%</b>

The total value of salary, non-pension benefits and bonus decreased 15.9% for the Chief Executive in 2013 compared to the previous financial year (2012: £910,124; 2013: £765,657). The equivalent average percentage change for the senior management population as a whole was 5.5% lower than 2012. The salary increase for the Chief Executive in 2013 compared to the previous financial year was 2.7% (2012: £457,800; 2013: £470,200). Non-pension benefits decreased by 0.3% for the Chief Executive in 2013 compared to 2012 (2012: £17,414; 2013: £17,364). Bonus payable decreased by 36.1% for the Chief Executive in 2013 compared to 2012 (2012: £434,910; 2013: £278,093).

## Relative importance of pay spend

The table below shows the total spend on pay, the levels of distributions to shareholders and the Company's corporation tax paid in 2012 and 2013.

	<b>2013</b>	2012
	<b>£m</b>	£m
Staff and employee costs	<b>242.3</b>	228.8
Distribution to shareholders	<b>24.0</b>	21.3
Corporation tax	<b>22.5</b>	19.3

## CIP and BIP awards granted and vesting during the year

Awards or grants were made under the CIP and BIP Schemes as follows:

BIP: Awards consisting of shares were granted to both Executive Directors equivalent to the value of 175% of their base salary on 24 April 2013 which will vest after three years. Details of the awards are set out below. Awards are subject to continued employment and the achievement of the performance conditions specified on page 58.

CIP: Awards consisting of shares were granted to both Executive Directors equivalent in value to 2% of S.C. Harris' salary and equivalent to 6% of D.F. Landless' salary on 21 May 2013 which will vest after three years. Details of the awards are set out below. Maximum take up is 40% of their base salary and awards are subject to continued employment and the achievement of the performance conditions specified on page 58.

## Directors' interests under the Bodycote Incentive Plan

	Interests as at 1 Jan 2013	Awarded in year <sup>1</sup>	Vested in year <sup>2</sup>	<b>At 31 Dec 2013</b>	Market price at award date	Market value at date of vesting	Vesting date
S.C. Harris	819,765	–	391,345	–	£1.79	£5.45	4 Mar 2013
	–	146,776	–	<b>575,196</b>	£5.45	–	Mar 2016
D.F. Landless	542,878	–	262,004	–	£1.79	£5.45	4 Mar 2013
	–	93,745	–	<b>374,619</b>	£5.45	–	Mar 2016

<sup>1</sup> Mid-market closing price of a share the day before grant was £4.82. The face value of the award to Stephen Harris was £799,634. The face value of the award to David Landless was £510,760.

<sup>2</sup> Subject to satisfaction of the relevant performance conditions (details of which are set out on page 58). The awards vesting during the year vested at a level of 98.4%.

## Directors' interests under the Bodycote Co-Investment Plan

	Interests as at 1 Jan 2013	Awarded in year <sup>1</sup>	Vested in year <sup>2</sup>	<b>At 31 Dec 2013</b>	Market price at award date	Market value at date of vesting	Vesting date
S.C. Harris	93,550	–	82,942	–	£1.93	£5.55	21 May 2013
	–	3,403	–	<b>14,011</b>	£5.55	–	May 2016
D.F. Landless	18,980	–	8,010	–	£1.93	£5.55	21 May 2013
	–	5,777	–	<b>16,747</b>	£5.55	–	May 2016

<sup>1</sup> Mid-market closing price of a share the day before grant was £5.51. The face value of the award to Stephen Harris was £18,887. The face value of the award to David Landless was £32,062.

<sup>2</sup> Subject to satisfaction of the relevant performance conditions (details of which are set out on page 58). The awards vesting during the year vested in full.

## E. Lindqvist

Chairman of the Remuneration Committee  
27 February 2014

# Directors' responsibilities statement

## Responsibility of Directors for the preparation of the Annual Report and financial statements

The Directors are responsible for preparing the Annual Report, the Board report on remuneration 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 are required to prepare the Group financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union and Article 4 of the IAS Regulation and have elected to prepare the parent Company 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 accounts unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing the parent Company 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;
- 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.

In preparing the Group financial statements, International Accounting Standard 1 requires that Directors:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the Company's ability to continue as a going concern.

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.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

## Directors' responsibility statement

We confirm that to the best of our knowledge:

- the financial statements, prepared in accordance with International Financial Reporting Standards as adopted by the EU, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company and the undertakings included in the consolidation taken as a whole;
- the Strategic report includes a fair review of the development and performance of the business and the position of the Company and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face; and
- the Annual Report and financial statements, taken as a whole, are fair, balanced and understandable and provide the information necessary for shareholders to assess the Company's performance, business model and strategy.

By order of the Board:

**S.C. Harris**  
Group Chief Executive  
27 February 2014

**D.F. Landless**  
Group Finance Director  
27 February 2014

# Independent auditor's report

## To the Members of Bodycote plc

### Opinion on financial statements of Bodycote plc

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and of the parent company's affairs as at 31 December 2013 and of the Group's profit for the year then ended;
- the Group financial statements have been properly prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union;
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006 and, as regards the Group financial statements, Article 4 of the IAS Regulation.

The financial statements comprise the Consolidated Income Statement, the Consolidated Statement of Comprehensive Income, the Consolidated and Company Balance Sheets, the Consolidated Cash Flow Statement, the Consolidated Statement of Changes in Equity, the Statement of Group and Company Accounting Policies and the related notes 1 to 28 and 1 to 11 for the Group and Company financial statements respectively. The financial reporting framework that has been applied in the preparation of the Group financial statements is applicable law and IFRSs as adopted by the European Union. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

### Going concern

As required by the Listing Rules we have reviewed the directors' statement on page 23 that the Group is a going concern. We confirm that:

- we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate; and
- we have not identified any material uncertainties that may cast significant doubt on the Group's ability to continue as a going concern.

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

### Our assessment of risks of material misstatement

The assessed risks of material misstatement described below are those that had the greatest effect on our audit strategy, the allocation of resources in the audit and directing the efforts of the engagement team:

<b>Risk</b>	<b>How the scope of our audit responded to the risk</b>
<b>Impairment of non current assets</b> Given the Group's significant asset base and the continued macro-economic uncertainties in certain global territories, this risk concerns the carrying value of intangible and tangible fixed assets. The Group's assessment of the carrying value of intangible and tangible fixed assets requires significant judgement, as described in note 10 with particular attention to cash flow, growth rates, discount rates and sensitivity assumptions.	We challenged the assumptions used in the impairment model for intangible and tangible assets, described in note 10. As part of our procedures we considered historical trading performance by comparing recent growth rates of both revenue and operating profit across the Group's geographical and market segments, assessing the appropriateness of the assumptions concerning growth rates and inputs to the discount rate against latest market expectations, and considering management's assertions of the future utilisation of assets by the Group following a review of the strategic plan for the business by CGU. In performing our procedures, we used our internal valuation specialists and third party evidence to assess the appropriateness of the discount rate applied.
<b>Environmental provisions</b> Given the nature of the Group's operations, a risk arises in connection with the appropriateness, completeness and valuation of environmental provisions, in particular, their judgemental nature relative to the likely period of utilisation.	We evaluated the environmental provisions, as detailed in note 22 to the financial statements, by testing the basis for the recognition of provisions in consideration of those regulatory and legal requirements, assessing the value of the provision recognised and challenging the status and utilisation of provisions. As part of our audit procedures we reviewed third party evidence and assumptions detailing the assessment of environmental liabilities for the Group together with correspondence from the Group's internal environmental remediation team. As part of these procedures we also challenged the qualifications of management's experts. Where applicable, we also corroborated environmental provisions to regulatory and legal correspondence.

# Independent auditor's report continued

## To the Members of Bodycote plc

### Risk

### How the scope of our audit responded to the risk

#### Taxation

The tax risk concerns the judgements and estimates applied in the determination of tax balances, in particular in relation to the recognition of deferred tax assets for tax losses across the Group as disclosed in note 19 and provisions for liabilities attributed to specific uncertain tax positions linked to the Group's complex corporate structure.

In conjunction with taxation audit specialists, we have considered and challenged the appropriateness of management's assumptions, forecasts and estimates in relation to the likelihood of generating future taxable, as opposed to accounting, profits to support the recognition of deferred tax assets as disclosed in note 19 to the financial statements.

We have also assessed the assumptions and judgements concerning the adequacy of tax provisions for uncertain tax positions by viewing the latest correspondence from the different tax authorities and drawing on the experience of our country specialists in respect of similar situations.

#### Pensions

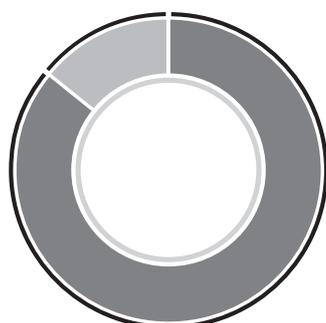
This risk concerns the appropriateness of actuarial assumptions in calculating the Group's IAS 19 liability. The valuation of the Group's IAS 19 deficit involves significant judgement as described in note 28, in particular in relation to the discount rate, inflation and mortality assumptions.

We have considered the appropriateness of the assumptions underpinning the valuation of scheme assets and liabilities. Specifically we challenged the discount rate, inflation and mortality assumptions applied in calculating the scheme liabilities by using our internal pension specialists to assess and benchmark the assumptions applied against comparable third party data.

The Audit Committee's consideration of these risks is set out on page 44.

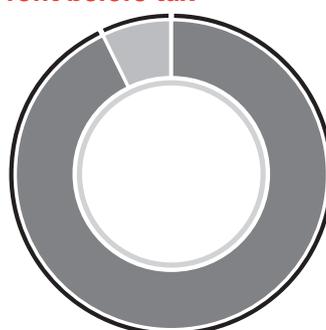
Our audit procedures relating to these matters were designed in the context of our audit of the financial statements as a whole, and not to express an opinion on individual accounts or disclosures. Our opinion on the financial statements is not modified with respect to any of the risks described above, and we do not express an opinion on these individual matters.

### Revenue



■ Full audit scope 86%  
 ■ Review at group level 14%

### Profit before tax



■ Full audit scope 93%  
 ■ Review at group level 7%

### Our application of materiality

We define materiality as the magnitude of misstatement in the financial statements that makes it probable that the economic decisions of a reasonably knowledgeable person would be changed or influenced. We use materiality both in planning the scope of our audit work and in evaluating the results of our work.

We determined materiality for the Group to be £6.8 million, which is below 7.5% of adjusted pre-tax profit and 1% of equity. We use adjusted pre-tax profit to exclude the effect of volatility from our determination. Adjusted pre-tax profit excludes non-recurring exceptional items of £0.8 million as disclosed in note 3.

We agreed with the Audit Committee that we would report to the Committee all audit differences in excess of £145,000, as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds. We also report to the Audit Committee on disclosure matters that we identified when assessing the overall presentation of the financial statements.

### An overview of the scope of our audit

Our Group audit was scoped by obtaining an understanding of the Group and its environment, including Group-wide controls, and assessing the risks of material misstatement at the Group level. Based on that assessment, we focused our group audit scope primarily on the audit work at 15 locations. In addition, following the reorganisation of a number of the Group's finance functions into a Shared Service Centre in Prague, we planned and performed our audit work and the shape of audit teams for the countries affected to focus on direct Group oversight, leadership and control in the first year of transition.

As a consequence of the audit scope determined, we achieved full scope coverage of approximately 86% of revenue, 93% of profit before tax, and 87% of net assets. Our audit work at each location was executed at levels of materiality applicable to each individual entity which was lower than Group materiality.

The Group audit team continued to follow a programme of planned visits that has been designed so that a senior member of the Group audit team visits each of the locations included as full scope for the Group audit at least once every three years and the most significant of them at least once a year. In years when we do not visit a significant component we will include the component audit team in our team briefing, discuss their risk assessment, attend close meetings by conference call and video conferencing and review documentation of the findings from their work.

## Opinion on other matters prescribed by the Companies Act 2006

In our opinion:

- the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006; and
- the information given in the Strategic Report and 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

### Adequacy of explanations received and accounting records

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

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns.

We have nothing to report in respect of these matters.

### Directors' remuneration

Under the Companies Act 2006 we are also required to report if in our opinion certain disclosures of directors' remuneration have not been made or the part of the Directors' Remuneration Report to be audited is not in agreement with the accounting records and returns. We have nothing to report arising from these matters.

### Corporate Governance Statement

Under the Listing Rules we are also required to review the part of the Corporate Governance Statement relating to the company's compliance with nine provisions of the UK Corporate Governance Code. We have nothing to report arising from our review.

### Our duty to read other information in the Annual Report

Under International Standards on Auditing (UK and Ireland), we are required to report to you if, in our opinion, information in the annual report is:

- materially inconsistent with the information in the audited financial statements; or
- apparently materially incorrect based on, or materially inconsistent with, our knowledge of the Group acquired in the course of performing our audit; or
- otherwise misleading.

In particular, we are required to consider whether we have identified any inconsistencies between our knowledge acquired during the audit and the directors' statement that they consider the annual report is fair, balanced and understandable and whether the annual report appropriately discloses those matters that we communicated to the audit committee which we consider should have been disclosed. We confirm that we have not identified any such inconsistencies or misleading statements.

## Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement, 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. We also comply with International Standard on Quality Control 1 (UK and Ireland). Our audit methodology and tools aim to ensure that our quality control procedures are effective, understood and applied. Our quality controls and systems include our dedicated professional standards review team, and reviews by our strategically focused second partner and independent partner.

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.

## 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 Group's and the parent 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 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.

### Nicola Mitchell (Senior statutory auditor)

for and on behalf of Deloitte LLP  
Chartered Accountants and Statutory Auditor  
Manchester United Kingdom  
27 February 2014

# Consolidated income statement

## For the year ended 31 December 2013

	Note	2013 £m	2012 (Restated)* £m
<b>Revenue</b>	1	<b>619.6</b>	587.8
Cost of sales and overheads		<b>(516.7)</b>	(492.3)
<b>Operating profit prior to exceptional items</b>		<b>102.9</b>	95.5
Profit on disposal of investments		–	2.4
Acquisition costs		–	(2.5)
Reorganisation costs		<b>(0.8)</b>	(2.4)
<b>Operating profit</b>	3	<b>102.1</b>	93.0
Investment revenue	5	<b>0.1</b>	0.2
Finance costs	6	<b>(3.8)</b>	(3.2)
<b>Profit before taxation</b>		<b>98.4</b>	90.0
Taxation	7	<b>(25.3)</b>	(22.8)
<b>Profit for the year</b>		<b>73.1</b>	67.2
Attributable to:			
Equity holders of the parent		<b>73.0</b>	67.1
Non-controlling interests		<b>0.1</b>	0.1
		<b>73.1</b>	67.2
<b>Earnings per share</b>	9	<b>Pence</b>	Pence
Basic		<b>38.5</b>	35.9
Diluted		<b>38.5</b>	35.9

All activities have arisen from continuing operations.

\* Restated for the adoption of IAS 19 (revised) 'Employee Benefits'.

# Consolidated statement of comprehensive income

## For the year ended 31 December 2013

	2013 £m	2012 (Restated)* £m
<b>Profit for the year</b>	<b>73.1</b>	67.2
<b>Items that will not be reclassified to profit or loss:</b>		
Actuarial losses on defined benefit pension schemes	<b>(0.3)</b>	(5.5)
Tax on items not reclassified	<b>(0.1)</b>	1.4
<b>Total items that will not be reclassified to profit or loss</b>	<b>(0.4)</b>	(4.1)
<b>Items that may be reclassified subsequently to profit or loss:</b>		
Exchange losses on translation of foreign operations	<b>(3.1)</b>	(14.2)
Movements on hedges of net investments	<b>(1.3)</b>	–
<b>Total items that may be reclassified subsequently to profit or loss</b>	<b>(4.4)</b>	(14.2)
<b>Other comprehensive expense for the year</b>	<b>(4.8)</b>	(18.3)
<b>Total comprehensive income for the year</b>	<b>68.3</b>	48.9
Attributable to:		
Equity holders of the parent	<b>68.3</b>	48.8
Non-controlling interests	–	0.1
	<b>68.3</b>	48.9

# Consolidated balance sheet

At 31 December 2013

	Note	2013 £m	2012 (Restated) £m
<b>Non-current assets</b>			
Goodwill	10	135.7	131.8
Other intangible assets	11	32.2	35.0
Property, plant and equipment	12	444.6	448.7
Other investments	13	1.7	1.6
Deferred tax assets	19	29.4	33.5
Trade and other receivables	15	1.7	1.6
		<b>645.3</b>	652.2
<b>Current assets</b>			
Inventories	14	18.7	18.4
Current tax assets		16.5	0.6
Trade and other receivables	15	108.9	109.5
Cash and bank balances	15	16.9	10.0
Assets held for sale	16	2.3	2.1
		<b>163.3</b>	140.6
<b>Total assets</b>		<b>808.6</b>	792.8
<b>Current liabilities</b>			
Trade and other payables	21	132.1	132.9
Current tax liabilities		27.1	13.7
Obligations under finance leases	20	0.1	0.2
Borrowings	17	1.6	43.4
Derivative financial instruments	18	–	0.1
Provisions	22	6.9	8.9
		<b>167.8</b>	199.2
<b>Net current liabilities</b>		<b>(4.5)</b>	(58.6)
<b>Non-current liabilities</b>			
Borrowings	17	–	0.3
Retirement benefit obligations	28	18.5	19.0
Deferred tax liabilities	19	61.6	56.4
Obligations under finance leases	20	0.2	0.3
Provisions	22	9.5	9.4
Other payables	21	3.6	4.1
		<b>93.4</b>	89.5
<b>Total liabilities</b>		<b>261.2</b>	288.7
<b>Net assets</b>		<b>547.4</b>	504.1
<b>Equity</b>			
Share capital	23	33.1	33.1
Share premium account		177.1	177.1
Own shares		(5.5)	(11.3)
Other reserves		140.1	141.6
Hedging and translation reserves		4.7	10.5
Retained earnings		197.3	151.7
<b>Equity attributable to equity holders of the parent</b>		<b>546.8</b>	502.7
<b>Non-controlling interests</b>		<b>0.6</b>	1.4
<b>Total equity</b>		<b>547.4</b>	504.1

The financial statements of Bodycote plc, registered number 519057, were approved by the Board of Directors and authorised for issue on 27 February 2014.

They were signed on its behalf by:

**S.C. Harris**  
Director

**D.F. Landless**  
Director

# Consolidated cash flow statement

For the year ended 31 December 2013

	Note	2013 £m	2012 £m
<b>Net cash from operating activities</b>	24	<b>139.4</b>	131.2
<b>Investing activities</b>			
Purchases of property, plant and equipment		(56.2)	(48.8)
Proceeds on disposal of property, plant and equipment and intangible assets		1.9	4.7
Purchases of intangible fixed assets		(3.0)	(3.6)
Acquisition of businesses		–	(84.7)
Purchase of sundry investments		(0.9)	(0.9)
Disposal of investments		–	2.7
<b>Net cash used in investing activities</b>		<b>(58.2)</b>	(130.6)
<b>Financing activities</b>			
Interest received		0.1	0.3
Interest paid		(3.4)	(2.8)
Dividends paid		(24.0)	(21.3)
Repayments of bank loans		(36.6)	(2.3)
Payments of obligations under finance leases		(0.1)	(0.2)
New bank loans raised		–	28.8
Proceeds on issue of ordinary share capital		–	0.3
Own shares purchased / settlement of share options		(3.5)	(11.0)
<b>Net cash used in financing activities</b>		<b>(67.5)</b>	(8.2)
<b>Net increase / (decrease) in cash and cash equivalents</b>		<b>13.7</b>	(7.6)
<b>Cash and cash equivalents at beginning of year</b>		<b>1.6</b>	9.5
Effect of foreign exchange rate changes		–	(0.3)
<b>Cash and cash equivalents at end of year</b>	24	<b>15.3</b>	1.6

# Consolidated statement of changes in equity

For the year ended 31 December 2013

	Share capital £m	Share premium account £m	Own shares £m	Other reserves £m	Hedging and translation reserves £m	Retained earnings £m	Equity attributable to equity holders of the parent £m	Non-controlling interests £m	Total equity £m
1 January 2012 (as previously reported)	33.0	176.9	(6.7)	143.1	24.7	110.3	481.3	1.3	482.6
Impact of IAS 19 (revised)	–	–	–	–	–	(0.3)	(0.3)	–	(0.3)
1 January 2012 (as restated)	33.0	176.9	(6.7)	143.1	24.7	110.0	481.0	1.3	482.3
Net profit for the year	–	–	–	–	–	67.1	67.1	0.1	67.2
Exchange differences on translation of overseas operations	–	–	–	–	(14.2)	–	(14.2)	–	(14.2)
Actuarial losses on defined benefit pension schemes net of deferred tax	–	–	–	–	–	(4.1)	(4.1)	–	(4.1)
<b>Total comprehensive income for the year</b>	–	–	–	–	(14.2)	63.0	48.8	0.1	48.9
Issue of share capital	0.1	0.2	–	–	–	–	0.3	–	0.3
Acquired in the year / settlement of share options	–	–	(4.6)	(5.0)	–	(1.4)	(11.0)	–	(11.0)
Share-based payments	–	–	–	3.9	–	–	3.9	–	3.9
Deferred tax on share-based payment transactions	–	–	–	–	–	1.0	1.0	–	1.0
Dividends paid	–	–	–	–	–	(21.3)	(21.3)	–	(21.3)
Realisation of revaluation surplus	–	–	–	(0.4)	–	0.4	–	–	–
<b>31 December 2012</b>	<b>33.1</b>	<b>177.1</b>	<b>(11.3)</b>	<b>141.6</b>	<b>10.5</b>	<b>151.7</b>	<b>502.7</b>	<b>1.4</b>	<b>504.1</b>
Net profit for the year	–	–	–	–	–	73.0	73.0	0.1	73.1
Exchange differences on translation of overseas operations	–	–	–	–	(3.0)	–	(3.0)	(0.1)	(3.1)
Movement on hedges of net investments	–	–	–	–	(1.3)	–	(1.3)	–	(1.3)
Actuarial losses on defined benefit pension schemes net of deferred tax	–	–	–	–	–	(0.4)	(0.4)	–	(0.4)
<b>Total comprehensive income for the year</b>	–	–	–	–	(4.3)	72.6	68.3	–	68.3
Acquired in the year / settlement of share options	–	–	5.8	(5.1)	–	(4.2)	(3.5)	–	(3.5)
Share-based payments	–	–	–	3.6	–	–	3.6	–	3.6
Deferred tax on share-based payment transactions	–	–	–	–	–	(0.3)	(0.3)	–	(0.3)
Dividends paid	–	–	–	–	–	(24.0)	(24.0)	–	(24.0)
Disposed with subsidiary	–	–	–	–	(1.5)	1.5	–	–	–
Purchase of non-controlling interests	–	–	–	–	–	–	–	(0.8)	(0.8)
<b>31 December 2013</b>	<b>33.1</b>	<b>177.1</b>	<b>(5.5)</b>	<b>140.1</b>	<b>4.7</b>	<b>197.3</b>	<b>546.8</b>	<b>0.6</b>	<b>547.4</b>

Included in other reserves is the capital redemption reserve arising on redemption of the Group's B shares of £129.4m (2012: £129.4m) and the share-based payments reserve of £9.2m (2012: £10.9m).

The own shares reserve represents the cost of shares in Bodycote plc purchased in the market. At 31 December 2013 2,035,618 (2012: 4,373,136) ordinary shares of 17 <sup>3</sup>/<sub>11</sub>p each were held by the Bodycote International Employee Benefit Trust to satisfy share-based payments under the Group's incentive schemes (see note 26).

# Group accounting policies

## Year ended 31 December 2013

### Basis of accounting

The financial statements of the Group have been prepared in accordance with International Financial Reporting Standards (IFRS). The financial statements have also been prepared in accordance with IFRS adopted by the European Union and therefore the Group financial statements comply with article 4 of EU IAS Regulation as adopted for use in the EU.

The Group has adopted Standards and Interpretations issued by the International Accounting Standards Board (IASB) and the International Financial Reporting Interpretations Committee of the IASB (IFRIC). Individual standards and interpretations have to be adopted by the European Commission (EC) and the process leads to a delay between the issue and adoption of new standards and in some cases amendment by the EC.

International Financial Reporting Standards are subject to ongoing amendment by the IASB and subsequent endorsement by the EC and are therefore subject to change.

The financial statements have been prepared on the historical cost basis, with the exception of accounting for certain financial instruments. Historical cost is generally based on the fair value of the consideration given in exchange for the assets. The principal accounting policies adopted are set out below.

### Going concern

The directors have at the time of approving the financial statements a reasonable expectation that the Company and the Group have 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. Further detail is contained in the Finance Director's report on page 23.

### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries) made up to 31 December each year. Control is achieved where the Company has the power to govern the financial and operating policies of an investee entity so as to obtain benefits from its activities.

The results of subsidiaries acquired or disposed during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by the Group. All intra-group transactions, balances, income and expenses are eliminated on consolidation.

Non-controlling interests in subsidiaries are identified separately from the Group's equity therein. Those interests of non-controlling shareholders that are present ownership interests entitling their holders to a proportionate share of net assets upon liquidation may initially be measured at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets.

The choice of measurement is made on an acquisition-by-acquisition basis. Other non-controlling interests are initially measured at fair value.

Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), less liabilities of the subsidiary and any non-controlling interests. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for (i.e. reclassified to profit or loss or transferred directly to retained earnings) in the same manner as would be required if the relevant assets or liabilities were disposed of. The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IAS 39 Financial Instruments: Recognition and Measurement or, when applicable, the costs on initial recognition of an investment in an associate or jointly controlled entity.

### Critical judgements in applying the Group's accounting policies

In the process of applying the Group's accounting policies, which are described above, the Directors have made the following judgements that have the most significant effect on the amounts recognised in the financial statements (apart from those involving estimations, which are dealt with below) and have been identified as being particularly complex or involve subjective assessments.

### Taxation

The Group is subject to taxes in numerous jurisdictions. Significant judgement is required in determining the worldwide provision for tax. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business.

The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current tax provision, deferred tax provisions and income statement in the period in which such determination is made.

### Provisions for environmental liabilities

The Group provides for the costs of environmental remediation that have been identified, either as part of acquisition due diligence, or in other circumstances where remediation by the Group is required. The provision is reviewed annually. Due to the significant uncertainty associated with the future level of such environmental liabilities there can be no guarantee that the assumptions used to estimate the provision will result in an accurate prediction of the actual costs that will be incurred. The directors take account of the advice of experts in quantifying the expected costs of future remediation.

### Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

### Impairment of goodwill and fixed assets

Determining whether goodwill and fixed assets are impaired requires an estimation of the value in use of the cash-generating units to which the assets have been allocated. The value in use calculation requires the entity to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value. The carrying amount of goodwill at the balance sheet date was £135.7m (2012: £131.8m). Details of the accounting policies applied in respect of impairment are set out on page 75.

### Retirement benefit schemes

Accounting for retirement benefit schemes under IAS 19 (revised) requires an assessment of the future benefits payable in accordance with actuarial assumptions, which are set out in note 28. Details of the accounting policies applied in respect of retirement benefit schemes are set out on page 73.

### Goodwill on acquisition

Accounting for goodwill arising in a business combination requires an assessment of the net fair value of the identifiable assets, liabilities and contingent liabilities of the subsidiary or associate at the acquisition date. Details of the accounting policies applied in respect of goodwill arising on acquisition are set out on page 72.

In establishing the fair value for intangible assets recognised on acquisition and their estimated useful lives, the Group has to make various subjective assessments of projected data and takes account of the individual circumstances of the entity acquired. This includes consideration of trading data such as historic sales and profitability levels, assessment of the discount rate used to calculate present value, the likelihood of loss of customers, the ability of former owners to compete, together with the estimated impact of competition.

### Provisions for restructuring costs

Provisions for restructuring costs are recognised when the Group has a detailed formal plan for the restructuring and has raised a valid expectation in those affected that it will carry out the restructuring by starting to implement the plan or announcing its main features to those affected by it.

The measurement of a restructuring provision includes only the direct expenditures arising from the restructuring which are those amounts that are both necessarily required by the restructuring and not associated with the ongoing activities of the Group. Uncertainty arises in the estimation of site clean up and dilapidation costs. The Group has to make a subjective assessment of the cost involved based on previous experience, there can be no guarantee that the assumptions used to estimate the provision will result in a wholly accurate prediction of the actual costs that may be incurred.

### Investments in associates

An associate is an entity over which the Group is in a position to exercise significant influence, but not control or joint control, through participation in the financial and operating policy decisions of the investee.

The results and assets and liabilities of associates are incorporated in these financial statements using the equity method of accounting. Investments in associates are carried in the balance sheet at cost as adjusted by post-acquisition changes in the Group's share of the net assets of the associate, less any impairment in the value of individual investments. Losses of an associate in excess of the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate) are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

Any excess of the cost of acquisition over the Group's share of the fair values of the identifiable assets, liabilities and contingent liabilities of the associate at the date of acquisition is recognised as goodwill. The goodwill is included within the carrying amount of the investment. Any deficiency of the cost of acquisition below the Group's share of the fair values of the identifiable assets, liabilities and contingent liabilities of the associate at the date of acquisition (i.e. discount on acquisition) is credited in profit and loss in the period of acquisition.

Where a Group company transacts with an associate of the Group, profits and losses are eliminated to the extent of the Group's interest in the relevant associate. Losses may provide evidence of an impairment of the asset transferred, in which case appropriate provision is made for impairment.

# Group accounting policies continued

## Year ended 31 December 2013

### Non-current assets held for sale

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of carrying amount and fair value less costs to sell.

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset (or disposal group) is available for immediate sale in its present condition. Management must be committed to the sale which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

### Goodwill

Goodwill arising in a business combination is recognised as an asset at the date that control is acquired (the acquisition date). Goodwill is measured as the excess of the cost of acquisition over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of a subsidiary or associate at the date of acquisition. If after restatement, the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities exceeds the cost of the business combination, the excess is recognised immediately in profit or loss.

Goodwill is not amortised but is reviewed for impairment at least annually. For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment at least annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to assets of the unit on a pro-rata basis. An impairment loss recognised for goodwill is not reversed in a subsequent period.

On disposal of a subsidiary or associate, the attributable amount of goodwill is included in the determination of the profit or loss on disposal. Goodwill arising on acquisitions before the date of transition to IFRS has been retained at the previous UK GAAP amounts, subject to being tested for impairment at that date. Goodwill written off to reserves under UK GAAP prior to 1998 has not been reinstated and is not included in determining any subsequent profit or loss on disposal.

### Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods and services provided in the normal course of business, net of discounts, VAT and other sales-related taxes.

Revenue is recognised on the completion of services rendered.

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.

Dividend income from investments is recognised when the shareholder's rights to receive payment have been established.

Other operating income represents scrap sales, rents receivable and other operating income.

### The Group as lessee

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

Assets held under finance leases are recognised as assets of the Group at their fair value or, if lower, at the present value of the minimum lease payments, each determined at the inception of the lease. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation. Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability.

Finance charges are charged directly against income.

Rentals payable under operating leases are charged to income on a straight-line basis over the term of the relevant lease.

Benefits received and receivable as an incentive to enter into an operating lease are also spread on a straight-line basis over the lease term.

### The Group as lessor

Amounts due from lessees under finance leases are recorded as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

## Foreign currencies

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Gains and losses arising on retranslation are included in net profit or loss for the period.

Exchange differences are recognised in profit or loss in the period in which they arise except for:

- exchange differences on transactions entered into to hedge certain foreign currency risks (see pages 75 and 76); and
- exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation) which are recognised initially in the consolidated statement of comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the net investment.

On consolidation, the assets and liabilities of the Group's overseas operations are translated at exchange rates prevailing on the balance sheet date. Income and expense items are translated at the average exchange rates for the period unless exchange rates fluctuate significantly. Exchange differences arising, if any, are classified as equity and transferred to the Group's translation reserve. Such translation differences are recognised as income or as expenses in the period in which the operation is disposed of.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. The Group has elected to treat goodwill and fair value adjustments arising on acquisitions before the date of transition to IFRS as sterling-denominated assets and liabilities.

## Borrowing costs

Borrowing costs are recognised in profit or loss in the period in which they are incurred. Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that take a substantial period of time to get ready for their intended use, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use.

## Government grants

Government grants relating to property, plant and equipment are treated as deferred income and released to profit and loss over the expected useful lives of the assets concerned.

## Operating profit

Operating profit is stated after charging restructuring costs, goodwill impairment, amortisation of acquired intangible assets and after the post-tax share of results of associates but before investment income and finance costs.

## Exceptional items

The Group considers exceptional items to be those which derive from events or transactions which are considered significant for separate disclosure by virtue of their size or incidence in order for the user to obtain a proper understanding of the Group's financial performance. These items are including, but not limited to, impairment charges and other one off items which meet this definition.

## Retirement benefit costs

Payments to defined contribution retirement benefit schemes are recognized as an expense when employees have rendered service entitling them to the contributions. Payments made to state-managed retirement benefit schemes are dealt with as payments to defined contribution schemes where the Group's obligations under the schemes are equivalent to those arising in a defined contribution retirement benefit scheme.

For defined benefit retirement benefit schemes, the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at the end of each reporting period. Remeasurement comprising actuarial gains and losses, the effect of the asset ceiling (if applicable) and the return on scheme assets (excluding interest) are recognised immediately in the balance sheet with a charge or credit to the statement of comprehensive income in the period in which they occur. Remeasurement recorded in the statement of comprehensive income is not recycled. Past service cost is recognized in profit or loss in the period of scheme amendment. Net – interest is calculated by applying a discount rate to the defined benefit liability or asset. Defined benefit costs are split into three categories:

- current service cost, past-service cost and gains and losses on curtailments and settlements;
- net – interest expense or income; and
- remeasurement.

The Group presents the first two components of defined benefit costs within cost of sales and administrative expenses (see note 3) in its consolidated income statement. Curtailment gains and losses are accounted for as past-service cost.

Net – interest expense or income is recognised within finance costs (see note 6).

The retirement benefit obligation recognised in the consolidated balance sheet represents the deficit or surplus in the Group's defined benefit schemes. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the schemes or reductions in future contributions to the schemes.

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognises any related restructuring costs.

# Group accounting policies continued

## Year ended 31 December 2013

### Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

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 (other than in a business combination) 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 Group 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 balance sheet 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 Group 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 Group intends to settle its current tax assets and liabilities on a net basis.

### Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any recognised impairment loss.

Depreciation is charged so as to write off the cost of assets, other than land and properties under construction, less their residual values, over their estimated useful lives, using the straight-line method, on the following bases:

Freehold buildings	2%
Leasehold property	over the period of the lease
Fixtures and fittings	10%–20%
Plant and machinery	5%–20%
Motor vehicles	20%–33%

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, over the term of the relevant lease. The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in income.

Assets in the course of construction are carried at cost, plus appropriate borrowing costs, less any recognised impairment loss. Depreciation commences when the assets are ready for their intended use.

### Business combinations

Acquisitions of subsidiaries and businesses are accounted for using the acquisition method. The consideration for each acquisition is measured at the aggregate of the fair values (at the date of exchange) of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

Subsequent changes in such fair values are adjusted against the cost of acquisition where they qualify as measurement period adjustments. All other subsequent changes in the fair value of contingent consideration classified as an asset or liability are accounted for in accordance with relevant IFRSs.

The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under IFRS 3 (2008) are recognised at their fair value at the acquisition date, except that:

- deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with IAS 12 Income Taxes and IAS 19 (revised) Employee Benefits respectively; and
- liabilities or equity instruments related to the replacement by the Group of an acquiree's share-based payment awards are measured in accordance with IFRS 2 Share-based Payment.

Assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

### **Impairment of tangible and intangible assets excluding goodwill**

At each balance sheet date, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised as income immediately.

### **Inventories**

Inventories are stated at the lower of cost and net realisable value. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Net realisable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

### **Financial instruments**

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

#### **Loans and receivables**

Trade receivables, 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. Interest income is recognised by applying the effective interest rate, except for trade receivables, which do not carry any interest and are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts.

#### **Cash and cash equivalents**

Cash and cash equivalents comprise cash in hand and demand 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.

#### **Financial liabilities and equity**

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities.

#### **Bank borrowings**

Interest-bearing bank loans and overdrafts are recorded at the proceeds received, net of transaction costs. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are accounted for on an accruals basis to the income statement using the effective interest method and are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise.

#### **Other financial liabilities**

Other financial liabilities are not interest-bearing and are stated at their nominal value.

#### **Derecognition of financial liabilities**

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire.

# Group accounting policies continued

## Year ended 31 December 2013

### Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

### Impairment of financial assets

Financial assets are assessed for indicators of impairment at each balance sheet date. Financial assets 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 impacted.

Objective evidence of impairment could include:

- significant financial difficulty of the customer or counterparty; or
- default or delinquency in payments.

For certain categories of financial asset, such as trade receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period, as well as observable changes in national or local economic conditions that correlate with default on receivables.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables, where the carrying amount is reduced through the use of an allowance account. When a trade receivable is considered uncollectable, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

### Derivative financial instruments

The Group uses derivative financial instruments, in particular interest rate swaps, foreign currency swaps and forward exchange contracts, to manage the financial risks arising from the business activities and the financing of those activities. The Group does not use derivative financial instruments for speculative purposes.

The use of financial derivatives is governed by the Group's policies approved by the Board of Directors, which provide written principles on the use of financial derivatives.

Derivative financial instruments are recognised as assets and liabilities measured at their fair value on the balance sheet date. Changes in the fair value of any derivative instruments that do not fulfil the criteria for hedge accounting contained in IAS 39 Financial Instruments: Recognition and Measurement are recognised immediately in the income statement. A derivative is presented as a non-current asset or a non-current liability if the remaining maturity of the instrument is more than 12 months and it is not expected to be realised or settled within 12 months.

### Hedge accounting

The Group uses foreign currency debt and cross currency swaps to hedge its exposure to changes in the underlying net assets of overseas operations arising from foreign exchange rate movements.

The Group maintains documentation of the relationship between the hedged item and the hedging instrument at the inception of a hedging transaction together with the risk management objective and the strategy underlying the designated hedge. The Group also documents its assessment, both at the inception of the hedging relationship and subsequently on an ongoing basis, of the effectiveness of the hedge in offsetting movements in the fair values or cash flows of the hedged items.

When hedge accounting is used, the relevant hedging relationships are classified as fair value hedges, cash flow hedges or net investment hedges.

Note 18 sets out the details of the fair values of the derivative instruments used for hedging purposes.

### Fair value hedge

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in the income statement, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk. The change in the fair value of the hedging instrument and the change in the hedged item attributable to the hedged risk are recognised in the line of the income statement relating to the hedged item.

### Cash flow hedge

Cash flow hedging matches the cash flows of hedged items against the corresponding cash flow of the derivative. The effective part of any gain or loss on the derivative is recognised directly in other comprehensive income and the hedged item is accounted for in accordance with the policy for that financial instrument. Any ineffective part of any gain or loss is recognised immediately in the income statement.

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

### Net investment hedge

Hedges of net investments in foreign operations are accounted for similarly to cash flow hedges. To the extent the hedge is effective, changes in the fair value of the hedging instrument arising from the hedged risk are recognised in the consolidated statement of comprehensive income and accumulated in the hedging and translation reserve. The gain or loss relating to the ineffective portion is recognised immediately in the income statement and is included in other operating expenses.

Gains and losses accumulated in equity are included in the income statement in the event that the foreign operation is disposed of.

### Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, when it is probable that the Group will be required to settle that obligation and when a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation and the effect of the adjustment is material in relation to the financial statements, its carrying amount is the present value of those cash flows.

### Share-based payments

The Group has applied the requirements of IFRS 2 'Share-based Payment'.

The Group issues equity-settled share-based payments to certain employees. Equity-settled share-based payments are measured at fair value at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period. At each balance sheet date, the Group revises its estimate of the number of equity instruments expected to vest as a result of the effect of non-market based vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimates with a corresponding adjustment to the equity-settled employee benefits reserve.

### General information

Bodycote plc is a company incorporated in the United Kingdom under the Companies Acts 1948 to 1980. The address of the registered office is given on page 33.

The nature of the Group's operations and its principal activities are included within the Group's Strategic report.

Information on the Group's objectives, policies and processes are included within the Group's Strategic report.

These financial statements are presented in pounds sterling because that is the currency of the primary economic environment in which the Group operates. Foreign operations are included in accordance with the policies set out in the Foreign Currencies accounting policy above.

### Adoption of new and revised Standards

In the current year, the following new and revised Standards and Interpretations have been adopted and have affected the amounts reported in these financial statements.

#### ■ IAS 1 (amended) 'Presentation of Financial Statements'

The Group has applied the amendments to IAS 1 titled 'Presentation of Items of Other Comprehensive Income'. The amendment increases the required level of disclosure within the statement of comprehensive income.

The impact of this amendment has been to analyse items within the statement of comprehensive income between items that will not be classified subsequently to profit or loss and items that will be reclassified subsequently to profit or loss in accordance with the respective IFRS standard to which the item relates. The financial statements have also been amended to analyse income tax on the same basis. The amendments have been applied retrospectively, and hence the presentation of items of comprehensive income has been restated to reflect the change. Other than the above mentioned presentation changes, the application of the amendments to IAS 1 do not result in any impact on the profit or loss, comprehensive income and total comprehensive income.

# Group accounting policies continued

## Year ended 31 December 2013

### ■ IAS 19 (revised) 'Employee Benefits'

In the current year, the Group has applied IAS 19 (as revised in June 2011) 'Employee Benefits' and the related consequential amendments. The Group has applied IAS 19 (revised) retrospectively and in accordance with the transitional provisions as set out in IAS 19.173. These transitional provisions do not have an impact on future periods. The amendments to IAS 19 change the accounting for defined benefit schemes and termination benefits. The most significant change relates to the accounting for changes in defined benefit obligations and scheme assets. The amendments require the recognition of changes in defined benefit obligations and in fair value scheme assets when they occur, and hence eliminate the 'corridor approach' permitted under the previous version of IAS 19 and accelerate the recognition of past service costs. All actuarial gains and losses are recognised immediately through other comprehensive income in order for the net pension asset or liability recognised in the consolidated balance sheet to reflect the full value of the scheme deficit or surplus. Furthermore, the interest cost and expected return on scheme assets used in the previous version of IAS 19 are replaced with a 'net-interest' amount under IAS 19 (revised), which is calculated by applying a discount rate to the net defined benefit liability or asset. IAS 19 (revised) also introduces more extensive disclosures in the presentation of the defined benefit cost.

These consolidated financial statements are the first financial statements in which the Group has adopted IAS 19 (revised). IAS 19 (revised) has been adopted retrospectively in accordance with IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors'. Consequently, the Group has adjusted opening equity as of 1 January 2012 and the figures for 2012 have been restated as if IAS 19 (revised) had always been applied. The opening 2012 retirement benefit obligation, deferred tax asset and equity are £0.5m higher, £0.2m higher and £0.3m lower than would have been prior to the adoption of IAS 19 (revised). The 2012 retirement benefit obligation, deferred tax asset and equity are £0.5m higher, £0.2m higher and £0.3m lower than would have been prior to the adoption of IAS 19 (revised). For the current period, the consolidated income statement is £0.2m higher and other comprehensive expense is £0.2m higher than it would have been prior to the adoption of IAS 19 (revised). For the comparative period, the consolidated income statement is £0.2m higher and other comprehensive expense is £0.2m higher than it would have been prior to the adoption of IAS 19 (revised).

### ■ IFRS 13 'Fair Value Measurement'

IFRS 13 establishes a single source of guidance under IFRS for all fair value measurements. IFRS 13 does not change when an entity is required to use fair value, but rather provides guidance on how to measure fair value under IFRS. IFRS 13 defines fair value as an exit price. As a result of the guidance in IFRS 13, the Group re-assessed its policies for measuring fair values, in particular, its valuation inputs such as non-performance risk for fair value measurement of liabilities. IFRS 13 also requires additional disclosures.

Application of IFRS 13 has not materially impacted the fair value measurements of the Group. Additional disclosures where required, are provided in the individual notes relating to the assets and liabilities whose fair values were determined.

At the date of authorisation of these financial statements, the following Standards and Interpretations which have not been applied in these financial statements were in issue but not yet effective (and in some cases had not yet been adopted by the EU):

- |                        |   |
|------------------------|---|
| ■ IFRS 9               | Financial Instruments                                   |
| ■ IFRS 10              | Consolidated Financial Statements                       |
| ■ IFRS 11              | Joint Arrangements                                      |
| ■ IFRS 12              | Disclosure of Interests in Other Entities               |
| ■ IAS 27 (revised)     | Separate Financial Statements                           |
| ■ IAS 28 (revised)     | Investments in Associates and Joint Ventures            |
| ■ Amendments to IAS 32 | Offsetting Financial Assets and Financial Liabilities   |
| ■ Amendments to IAS 36 | Recoverable Amount Disclosures for Non-Financial Assets |

The directors do not expect that the adoption of the standards listed above will have a material impact on the financial statements of the Group in future periods, except as follows:

- IFRS 9 will impact both the measurement and disclosures of Financial Instruments.

Beyond the information above, it is not practicable to provide a reasonable estimate of the effect of these standards until a detailed review has been completed.

# Notes to the consolidated financial statements

## Year ended 31 December 2013

### 1. Revenue

	2013 £m	2012 £m
Heat treatment and metal joining, hot isostatic pressing and surface technology services	619.6	587.8
Other operating income (see note 3)	3.5	5.2
Investment revenue (see note 5)	0.1	0.2
<b>Total Revenue (as defined in IAS 18 Revenue)</b>	<b>623.2</b>	<b>593.2</b>

### 2. Business and geographical segments

The Group has in excess of 190 locations across the world serving a range of market sectors with various thermal processing services. The range and type of services offered is common to all market sectors.

In accordance with IFRS 8 'Operating Segments', the segmentation of Group activity reflects the way the Group is managed by the chief operating decision maker, being the Group Chief Executive, who on a monthly basis reviews the operating performance of six operating segments, split between the Aerospace, Defence & Energy (ADE) and Automotive & General Industrial (AGI) business areas, as follows:

- ADE – Western Europe;
- ADE – North America;
- ADE – Emerging markets;
- AGI – Western Europe;
- AGI – North America; and
- AGI – Emerging markets.

The split of operating segments by geography reflects the divisional reporting structure of the Group.

In accordance with the aggregation criteria of IFRS 8, the operating segments are aggregated into the Group's two key business areas, ADE and AGI, the split being driven by customer behaviour and requirements. Customers in the ADE segment tend to operate and purchase more globally and have long supply chains, whilst customers in the AGI segment tend to purchase more locally and have shorter supply chains.

Bodycote plants do not exclusively supply services to customers of a given market sector. Allocations of plants between ADE and AGI is therefore derived by reference to the preponderance of markets served.

Group	ADE 2013 £m	AGI 2013 £m	Head Office and eliminations 2013 £m	Consolidated 2013 £m
<b>Revenue</b>				
Total revenue	261.8	357.8	–	619.6
<b>Result</b>				
Headline operating profit prior to share-based payments and unallocated corporate expenses	71.9	54.2	–	126.1
Share-based payments	(1.2)	(1.5)	(1.7)	(4.4)
Unallocated corporate expenses	–	–	(14.3)	(14.3)
Headline operating profit / (loss)	70.7	52.7	(16.0)	107.4
Amortisation of acquired intangible fixed assets	(1.3)	(3.2)	–	(4.5)
Operating profit / (loss) prior to exceptional items	69.4	49.5	(16.0)	102.9
Reorganisation costs	–	–	(0.8)	(0.8)
Segment result	69.4	49.5	(16.8)	102.1
Investment revenue				0.1
Finance costs				(3.8)
Profit before taxation				98.4
Taxation				(25.3)
Profit for the year				73.1

Inter-segment sales are not material in either year.

The Group does not rely on any individual major customers.

# Notes to the consolidated financial statements continued

Year ended 31 December 2013

## 2. Business and geographical segments (continued)

<b>Aerospace, Defence &amp; Energy</b>	<b>Western Europe 2013 £m</b>	<b>North America 2013 £m</b>	<b>Emerging markets 2013 £m</b>	<b>Total ADE 2013 £m</b>
<b>Revenue</b>				
Total revenue	121.0	137.9	2.9	261.8
<b>Result</b>				
Headline operating profit prior to share-based payments	32.1	39.6	0.2	71.9
Share-based payments	(0.3)	(0.9)	–	(1.2)
Headline operating profit	31.8	38.7	0.2	70.7
Amortisation of acquired intangible fixed assets	(0.3)	(1.0)	–	(1.3)
Segment result	31.5	37.7	0.2	69.4

<b>Automotive &amp; General Industrial</b>	<b>Western Europe 2013 £m</b>	<b>North America 2013 £m</b>	<b>Emerging markets 2013 £m</b>	<b>Total AGI 2013 £m</b>
<b>Revenue</b>				
Total revenue	226.9	85.9	45.0	357.8
<b>Result</b>				
Headline operating profit prior to share-based payments	36.1	15.6	2.5	54.2
Share-based payments	(1.0)	(0.5)	–	(1.5)
Headline operating profit	35.1	15.1	2.5	52.7
Amortisation of acquired intangible fixed assets	(0.2)	(2.8)	(0.2)	(3.2)
Segment result	34.9	12.3	2.3	49.5

<b>Group</b>	Restated*			<b>Consolidated 2012 £m</b>
	<b>ADE 2012 £m</b>	<b>AGI 2012 £m</b>	<b>Head Office and eliminations 2012 £m</b>	
<b>Revenue</b>				
Total revenue	258.0	329.8	–	587.8
<b>Result</b>				
Headline operating profit prior to share-based payments and unallocated corporate expenses	70.9	45.6	–	116.5
Share-based payments	(1.8)	(1.5)	(2.1)	(5.4)
Unallocated corporate expenses	–	–	(13.6)	(13.6)
Headline operating profit / (loss)	69.1	44.1	(15.7)	97.5
Amortisation of acquired intangible fixed assets	(1.1)	(0.9)	–	(2.0)
Operating profit / (loss) prior to exceptional items	68.0	43.2	(15.7)	95.5
Profit on disposal of investments	–	–	2.4	2.4
Acquisition costs	(0.8)	(1.7)	–	(2.5)
Reorganisation costs	–	–	(2.4)	(2.4)
Segment result	67.2	41.5	(15.7)	93.0
Investment revenue				0.2
Finance costs				(3.2)
Profit before taxation				90.0
Taxation				(22.8)
Profit for the year				67.2

## 2. Business and geographical segments (continued)

	Restated*			Total ADE 2012 £m
	Western Europe 2012 £m	North America 2012 £m	Emerging markets 2012 £m	
	<b>Aerospace, Defence &amp; Energy</b>			
<b>Revenue</b>				
Total revenue	115.9	140.4	1.7	258.0
<b>Result</b>				
Headline operating profit / (loss) prior to share-based payments	27.4	43.7	(0.2)	70.9
Share-based payments	(0.5)	(1.3)	–	(1.8)
Headline operating profit / (loss)	26.9	42.4	(0.2)	69.1
Amortisation of acquired intangible fixed assets	(0.3)	(0.8)	–	(1.1)
Operating profit / (loss) prior to exceptional items	26.6	41.6	(0.2)	68.0
Acquisition costs	–	(0.8)	–	(0.8)
Segment result	26.6	40.8	(0.2)	67.2

	Restated*			Total AGI 2012 £m
	Western Europe 2012 £m	North America 2012 £m	Emerging markets 2012 £m	
	<b>Automotive &amp; General Industrial</b>			
<b>Revenue</b>				
Total revenue	221.6	61.8	46.4	329.8
<b>Result</b>				
Headline operating profit prior to share-based payments	30.8	13.1	1.7	45.6
Share-based payments	(1.0)	(0.5)	–	(1.5)
Headline operating profit	29.8	12.6	1.7	44.1
Amortisation of acquired intangible fixed assets	(0.2)	(0.5)	(0.2)	(0.9)
Operating profit prior to exceptional items	29.6	12.1	1.5	43.2
Acquisition costs	–	(1.7)	–	(1.7)
Segment result	29.6	10.4	1.5	41.5

Group	Head Office and eliminations			Consolidated 2013 £m
	ADE 2013 £m	AGI 2013 £m	2013 £m	
Capital additions	21.1	35.4	2.7	59.2
Depreciation and amortisation	20.6	36.1	0.7	57.4
<b>Balance sheet</b>				
Assets:				
Segment assets	312.5	440.2	54.2	806.9
Other investments	–	–	1.7	1.7
Consolidated total assets	312.5	440.2	55.9	808.6
Liabilities:				
Segment liabilities	(63.6)	(130.2)	(67.4)	(261.2)
	248.9	310.0	(11.5)	547.4
Allocation of head office net liabilities	(5.1)	(6.4)	11.5	–
Adjusted segment net assets	243.8	303.6	–	547.4

# Notes to the consolidated financial statements continued

Year ended 31 December 2013

## 2. Business and geographical segments (continued)

<b>Aerospace, Defence &amp; Energy</b>	<b>Western Europe 2013 £m</b>	<b>North America 2013 £m</b>	<b>Emerging markets 2013 £m</b>	<b>Total ADE 2013 £m</b>
Capital additions	7.4	13.4	0.3	21.1
Depreciation and amortisation	10.0	10.3	0.3	20.6
<b>Balance sheet</b>				
Assets:				
Segment assets	148.5	161.2	2.8	312.5
Liabilities:				
Segment liabilities	(34.7)	(27.2)	(1.7)	(63.6)
Segment net assets	113.8	134.0	1.1	248.9

<b>Automotive &amp; General Industrial</b>	<b>Western Europe 2013 £m</b>	<b>North America 2013 £m</b>	<b>Emerging markets 2013 £m</b>	<b>Total AGI 2013 £m</b>
Capital additions	17.3	9.9	8.2	35.4
Depreciation and amortisation	22.8	8.1	5.2	36.1
<b>Balance sheet</b>				
Assets:				
Segment assets	263.2	114.1	62.9	440.2
Liabilities:				
Segment liabilities	(99.1)	(18.6)	(12.5)	(130.2)
Segment net assets	164.1	95.5	50.4	310.0

<b>Group</b>	Restated*			
	ADE 2012 £m	AGI 2012 £m	Head Office and eliminations 2012 £m	Consolidated 2012 £m
Capital additions	22.8	25.9	3.7	52.4
Depreciation and amortisation	19.3	31.7	1.9	52.9
<b>Balance sheet</b>				
Assets:				
Segment assets	310.2	453.0	28.0	791.2
Other investments	–	–	1.6	1.6
Consolidated total assets	310.2	453.0	29.6	792.8
Liabilities:				
Segment liabilities	(68.4)	(127.7)	(92.6)	(288.7)
Allocation of head office net liabilities	241.8	325.3	(63.0)	504.1
	(26.9)	(36.1)	63.0	–
Adjusted segment net assets	214.9	289.2	–	504.1

## 2. Business and geographical segments (continued)

	Restated*			
	Western	North	Emerging	Total
	Europe	America	markets	ADE
	2012	2012	2012	2012
	£m	£m	£m	£m
Capital additions	6.4	16.4	–	22.8
Depreciation and amortisation	9.7	9.4	0.2	19.3
<b>Balance sheet</b>				
Assets:				
Segment assets	147.0	160.5	2.7	310.2
Liabilities:				
Segment liabilities	(35.8)	(31.4)	(1.2)	(68.4)
Segment net assets	111.2	129.1	1.5	241.8

	Restated*			
	Western	North	Emerging	Total
	Europe	America	markets	AGI
	2012	2012	2012	2012
	£m	£m	£m	£m
Capital additions	16.9	4.9	4.1	25.9
Depreciation and amortisation	22.6	4.0	5.1	31.7
<b>Balance sheet</b>				
Assets:				
Segment assets	276.4	112.1	64.5	453.0
Liabilities:				
Segment liabilities	(97.5)	(17.3)	(12.9)	(127.7)
Segment net assets	178.9	94.8	51.6	325.3

\* Restated for the adoption of IAS 19 (revised) 'Employee Benefits' and the reclassification of one facility from ADE to AGI following a reassessment of its customers.

### Geographical information

The Group's revenue from external customers and information about its segment assets (non-current assets excluding financial instruments, deferred tax assets and other financial assets) by country are detailed below:

	Revenue from external customers		Non-current assets	
	2013 £m	2012 £m	2013 £m	2012 £m
USA	216.1	194.2	237.4	233.3
France	93.8	90.1	68.5	70.1
UK	64.2	63.9	71.5	72.7
Germany	63.9	60.5	65.1	64.7
Sweden	42.0	42.1	43.8	44.3
Netherlands	26.7	24.1	20.2	20.8
Others	112.9	112.9	107.7	111.2
	<b>619.6</b>	587.8	<b>614.2</b>	617.1

# Notes to the consolidated financial statements continued

Year ended 31 December 2013

## 3. Operating profit

	2013	2012 (Restated)
	£m	£m
Revenue	619.6	587.8
Cost of sales	(386.2)	(368.7)
Gross profit	233.4	219.1
Other operating income	3.5	5.2
Distribution costs	(18.0)	(17.6)
Administration expenses*	(109.6)	(104.2)
Other operating expenses	(1.9)	(5.0)
Headline operating profit	107.4	97.5
Amortisation of acquired intangible fixed assets*	(4.5)	(2.0)
Operating profit prior to exceptional items	102.9	95.5
Exceptional items*	(0.8)	(2.5)
Operating profit	102.1	93.0

\*Administration expenses total £114.9m (2012: £108.7m).

Exceptional items comprise:

	2013	2012
	£m	£m
Profit on disposal of investments	-	(2.4)
Acquisition costs	-	2.5
Reorganisation costs	0.8	2.4
	0.8	2.5

Further details of these items are included in the Finance Director's report on page 20.

Profit for the year has been arrived at after charging/(crediting):

	2013	2012
	£m	£m
Net foreign exchange gains	(0.1)	-
Inventory expensed	55.4	53.3
Depreciation of property, plant and equipment	51.9	48.7
Amortisation of intangible fixed assets	5.5	4.2
(Gain) / loss on disposal of property, plant and equipment	(0.1)	0.1
Staff costs (see note 4)	242.3	228.8
Acquisition costs	-	2.5
Impairment loss on trade receivables	0.5	0.4
Impairment of fixed assets	5.1	0.7

The analysis of auditor's remuneration on a worldwide basis is as follows:

	2013	2012
	£m	£m
Fees payable to the Company's auditor for the audit of the Company's annual accounts	0.1	0.1
Fees payable to the Company's auditor and its associates for other services:		
The audit of the Company's subsidiaries	0.7	0.6
Total audit fees	0.8	0.7
Taxation compliance services	0.1	0.1
Total non-audit fees	0.1	0.1
	0.9	0.8

In addition to the amounts shown above, the auditor received fees of £5,580 (2012: £6,000) for the audit of the Group's pension schemes.

Fees paid to Deloitte LLP and its associates for non-audit services to the Company are not required to be disclosed because the consolidated financial statements are required to disclose such fees on a consolidated basis.

A description of the work of the Audit Committee is set out in the Audit Committee report and includes an explanation of how auditor objectivity and independence is safeguarded when non-audit services are provided by the auditor.

#### 4. Staff costs

The average monthly number of employees (including Executive Directors) was:

	2013 Number	2012 Number
ADE:		
Western Europe	1,006	999
North America	997	1,087
Emerging markets	20	14
AGI:		
Western Europe	1,951	2,038
North America	897	622
Emerging markets	784	867
Shared services	122	78
Head office	31	30
	<b>5,808</b>	5,735
	2013 £m	2012 £m
Their aggregate remuneration comprised:		
Wages and salaries	205.0	193.7
Social security costs	30.2	29.0
Other pension costs	7.1	6.1
	<b>242.3</b>	228.8

Included in wages and salaries are share-based payments of £3.6m (2012: £3.9m).

Disclosure of individual directors' remuneration, share interests, share options, long term incentive schemes, pension contributions and pension entitlements required by the Companies Act 2006 and those specified for audit by the Listing Rules of the Financial Conduct Authority are shown in the tables in the Board Report on Remuneration on pages 47 to 61 and form part of these financial statements.

#### 5. Investment revenue

	2013 £m	2012 £m
Interest on bank deposits	–	0.1
Other interest receivable	0.1	0.1
Total interest and investment revenue	<b>0.1</b>	0.2

All investment revenue relates to bank balances and other receivables.

#### 6. Finance costs

	2013 £m	2012 (Restated) £m
Interest on bank overdrafts and loans*	0.6	0.5
Total interest expense	0.6	0.5
Net interest on the defined benefit liability	0.6	0.6
Other finance charges*	2.6	2.1
Total finance costs	<b>3.8</b>	3.2

\* Amounts arising on financial liabilities measured at amortised cost.

# Notes to the consolidated financial statements continued

## Year ended 31 December 2013

### 7. Taxation

	<b>2013</b>	2012
	<b>£m</b>	£m
Current taxation – charge for the year	<b>19.7</b>	23.8
Current taxation – adjustments in respect of previous years	<b>(0.2)</b>	(0.5)
Deferred tax (see note 19)	<b>5.8</b>	(0.5)
	<b>25.3</b>	22.8

UK corporation tax is calculated at 23.25% (2012: 24.50%) of the estimated assessable profit for the year. Taxation for other jurisdictions is calculated at the rates prevailing in the respective jurisdictions.

The charge for the year can be reconciled to the profit per the income statement as follows:

	<b>2013</b>	2012
	<b>£m</b>	(Restated) £m
Profit before tax	<b>98.4</b>	90.0
Tax at the UK corporation tax rate of 23.25% (2012: 24.50%)	<b>22.9</b>	22.1
Tax effect of expenses that are not deductible in determining taxable profit	<b>(6.1)</b>	0.3
Deferred tax assets recognised	<b>0.9</b>	(2.8)
Tax effect of other adjustments in respect of previous years:		
Current tax	<b>(0.1)</b>	(0.5)
Deferred tax	<b>(0.2)</b>	(1.7)
Effect of different tax rates of subsidiaries operating in other jurisdictions	<b>7.9</b>	5.4
Tax expense for the year	<b>25.3</b>	22.8

Tax on items taken directly to equity is a charge of £0.4m (2012: credit of £2.4m).

Tax on exceptional items is £0.2m (2012: £1.3m).

### 8. Dividends

	<b>2013</b>	2012
	<b>£m</b>	£m
Amounts recognised as distributions to equity holders in the year:		
Final dividend for the year ended 31 December 2012 of 8.3p (2011: 7.3p) per share	<b>15.7</b>	13.8
Interim dividend for the year ended 31 December 2013 of 4.4p (2012: 4.0p) per share	<b>8.3</b>	7.5
	<b>24.0</b>	21.3
Proposed final dividend for the year ended 31 December 2013 of 9.1p (2012: 8.3p) per share	<b>17.4</b>	15.7
Proposed special dividend for the year ended 31 December 2013 of 10.0p (2012: nil) per share	<b>19.1</b>	–

The proposed final dividend and special dividend are subject to approval by shareholders at the Annual General Meeting and have not been included as liabilities in these financial statements.

The dividend is waived on shares held by the Bodycote International Employee Benefit Trust.

## 9. Earnings per share

The calculation of the basic and diluted earnings per share is based on the following data:

	2013 £m	2012 (Restated) £m
<b>Earnings</b>		
Earnings for the purpose of basic earnings per share being net profit attributable to equity holders of the parent	<b>73.0</b>	67.1
<b>Number of shares</b>		
	<b>Number</b>	Number
Weighted average number of ordinary shares for the purpose of basic earnings per share	<b>189,406,006</b>	186,981,962
Effect of dilutive potential ordinary shares:		
Share options	–	19,307
Weighted average number of ordinary shares for the purpose of diluted earnings per share	<b>189,406,006</b>	187,001,269
<b>Earning per share:</b>		
	<b>Pence</b>	Pence
Basic	<b>38.5</b>	35.9
Diluted	<b>38.5</b>	35.9
<b>Headline earnings</b>		
	<b>£m</b>	£m
Net profit attributable to equity holders of the parent	<b>73.0</b>	67.1
Add back:		
Amortisation of acquired intangible fixed assets (net of tax)	<b>4.4</b>	1.9
Profit on disposal of investments (net of tax)	–	(2.2)
Acquisition costs (net of tax)	–	1.6
Reorganisation costs (net of tax)	<b>0.6</b>	1.8
<b>Headline earnings</b>	<b>78.0</b>	70.2
<b>Earnings per share from headline earnings:</b>		
	<b>Pence</b>	Pence
Basic	<b>41.2</b>	37.5
Diluted	<b>41.2</b>	37.5

## 10. Goodwill

	2013 £m	2012 £m
<b>Cost</b>		
At 1 January	<b>202.9</b>	175.5
Exchange differences	<b>(2.3)</b>	(2.1)
Recognised on acquisition of businesses	<b>4.5</b>	29.5
At 31 December	<b>205.1</b>	202.9
<b>Accumulated impairment</b>		
At 1 January	<b>71.1</b>	72.9
Exchange differences	<b>(1.7)</b>	(1.8)
At 31 December	<b>69.4</b>	71.1
<b>Carrying amount</b>	<b>135.7</b>	131.8

# Notes to the consolidated financial statements continued

Year ended 31 December 2013

## 10. Goodwill (continued)

The Group recorded a £4.5m adjustment to goodwill which relates to the confirmation of various preliminary estimates for acquisitions made in 2012. The adjustments can be summarised as deferred tax adjustments as detailed in note 19, purchase price variances arising from the settlement of working capital balances against target working capital amounts and amendments to fixed asset values following receipt of detailed third party valuations as detailed in note 12. The adjustments were made during the 12 month retrospective measurement period, as permitted by IFRS 3 'Business Combinations'. These adjustments are not considered significant in relation to the financial statements.

Goodwill acquired in a business combination is allocated, at acquisition, to the business units that are expected to benefit from that business combination. After recognition of impairment losses, the carrying amount of goodwill has been allocated to the Group's operating segments as follows:

	<b>2013</b>	2012
	<b>£m</b>	£m
ADE:		
Western Europe	<b>26.7</b>	26.7
North America	<b>44.7</b>	44.9
AGI:		
Western Europe	<b>17.6</b>	17.4
North America	<b>40.5</b>	36.6
Emerging markets	<b>6.2</b>	6.2
	<b>135.7</b>	131.8

The Group tests goodwill at least annually for impairment, or more frequently if there are indications that goodwill might be impaired.

The recoverable amounts of the cash generating units are determined from value in use calculations. The key assumptions for those calculations are the discount rates, growth rates and expected changes to selling prices and direct costs in respect of future cash flows. Management estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the cash generating units. This rate is risk adjusted, for specific countries, where the Group perceives a risk premium is appropriate. The rates used to discount the forecast cash flows for cash generating units are between 12.3% (2012: 11.3%) and 14.3% (2012: 13.3%). The recoverable amount is the sum of the discounted cash flows as forecasted for the coming five years, together with a further estimate of cashflows in perpetuity.

The forecasted sales reflect management's expectation of how sales will develop at this point in the economic cycle. The expected profit margin reflects management's experience of each cash generating unit's profitability at the forecast level of sales. As outlined in the Business review, these forecasts take into account the current and expected economic environment both in respect of geography and market sectors. Cash flows after five years are based on an estimated growth rate of 3.1% (2012: 3.2%), being the historical weighted average growth in GDP in the markets that the Group operates in. Growth rates by cash generating unit range from 2.75% to 6%. This rate does not exceed the average long-term growth rate for the relevant markets.

If the goodwill allocated to a cash generating unit represents more than 15% of the Group's total goodwill carrying value then the cash generating unit is considered to be individually significant. The Group considers the North America ADE Heat Treatment and North America AGI Heat Treatment cash generating units to be significant cash generating units. The long term growth rates applied to cash flows after five years and the rates used to discount the forecast cash flows for these significant cash generating units are shown below:

Cash generating unit	<b>Goodwill carrying value</b>	<b>Long term growth rate</b>	<b>Discount rate</b>
	<b>£m</b>	<b>%</b>	<b>%</b>
North America ADE Heat Treatment	<b>42.1</b>	<b>3.2</b>	<b>12.3</b>
North America AGI Heat Treatment	<b>40.5</b>	<b>3.2</b>	<b>12.3</b>

The Group has conducted sensitivity analyses on the key assumptions applied to the value in use calculations for each cash generating unit. A decline in sales of 10.9% per annum in perpetuity would result in the recoverable amount of goodwill for the Group being reduced to its carrying value. The directors do not believe such a decline to be likely.

Declines in sales of 36.1% and 6.5% per annum in perpetuity for North America ADE Heat Treatment and North America AGI Heat Treatment cash generating units, respectively, would result in the recoverable amount of goodwill for these cash generating units being reduced to their carrying values. The directors do not believe such declines to be likely.

The Board has concluded that no impairment charge is required in 2013.

## 11. Other intangible assets

	Software £m	Non- compete agreements £m	Customer relationships £m	Total £m
<b>Cost</b>				
At 1 January 2012	14.6	–	10.1	24.7
Exchange differences	(0.4)	–	(1.2)	(1.6)
Additions	3.6	–	–	3.6
Acquired on acquisition of businesses	–	2.9	24.8	27.7
Disposals	(0.1)	–	–	(0.1)
At 1 January 2013	<b>17.7</b>	<b>2.9</b>	<b>33.7</b>	<b>54.3</b>
Exchange differences	–	–	(1.1)	(1.1)
Additions	<b>3.0</b>	–	–	<b>3.0</b>
Disposals	<b>(0.5)</b>	–	–	<b>(0.5)</b>
<b>At 31 December 2013</b>	<b>20.2</b>	<b>2.9</b>	<b>32.6</b>	<b>55.7</b>
<b>Amortisation</b>				
At 1 January 2012	10.0	–	5.8	15.8
Exchange differences	(0.3)	–	(0.4)	(0.7)
Charge for the year	2.2	0.1	1.9	4.2
At 1 January 2013	<b>11.9</b>	<b>0.1</b>	<b>7.3</b>	<b>19.3</b>
Exchange differences	–	–	(0.8)	(0.8)
Charge for the year	<b>1.0</b>	<b>0.7</b>	<b>3.8</b>	<b>5.5</b>
Disposals	<b>(0.5)</b>	–	–	<b>(0.5)</b>
<b>At 31 December 2013</b>	<b>12.4</b>	<b>0.8</b>	<b>10.3</b>	<b>23.5</b>
<b>Carrying amount</b>				
<b>At 31 December 2013</b>	<b>7.8</b>	<b>2.1</b>	<b>22.3</b>	<b>32.2</b>
At 31 December 2012	5.8	2.8	26.4	35.0

The amortisation periods for intangible assets are:

	Years
Software	3 to 5
Non-compete agreements	4 to 5
Customer relationships	10 to 15

Intangible assets are amortised on a straight-line basis and the amortisation is recognised within administration expenses.

# Notes to the consolidated financial statements continued

Year ended 31 December 2013

## 12. Property, plant and equipment

	Land and buildings			Plant and machinery	Fixtures and fittings	Assets under construction	Total
	Freehold	Long leasehold	Short leasehold				
	£m	£m	£m	£m	£m	£m	£m
<b>Cost or valuation</b>							
At 1 January 2012	205.5	1.6	18.3	710.4	32.8	28.7	997.3
Additions	0.9	–	0.1	13.0	1.0	33.8	48.8
Acquisition of businesses	6.4	–	0.5	22.0	0.4	1.4	30.7
Exchange differences	(6.3)	–	(0.8)	(22.6)	(1.1)	(1.3)	(32.1)
Transfer from assets held for sale	2.1	–	–	–	–	–	2.1
Recategorisation	3.9	0.2	(1.3)	21.4	0.8	(25.0)	–
Disposals	(2.4)	–	(0.4)	(10.5)	(1.6)	(0.1)	(15.0)
Disposal of subsidiaries	(0.1)	–	–	(0.4)	–	–	(0.5)
At 1 January 2013 (as previously reported)	<b>210.0</b>	<b>1.8</b>	<b>16.4</b>	<b>733.3</b>	<b>32.3</b>	<b>37.5</b>	<b>1,031.3</b>
Restatement of acquisition of businesses	–	–	(0.4)	(8.1)	(0.2)	–	(8.7)
At 1 January 2013 (as restated)	<b>210.0</b>	<b>1.8</b>	<b>16.0</b>	<b>725.2</b>	<b>32.1</b>	<b>37.5</b>	<b>1,022.6</b>
Additions	<b>0.8</b>	<b>0.8</b>	<b>0.2</b>	<b>21.0</b>	<b>1.2</b>	<b>32.2</b>	<b>56.2</b>
Acquisition of businesses	–	–	–	(0.5)	(0.1)	(0.3)	(0.9)
Exchange differences	<b>1.8</b>	<b>(0.1)</b>	<b>(0.5)</b>	<b>(1.1)</b>	<b>0.2</b>	<b>(0.4)</b>	<b>(0.1)</b>
Transfer to assets held for sale	<b>(0.7)</b>	–	–	–	<b>(0.4)</b>	–	<b>(1.1)</b>
Recategorisation	<b>11.1</b>	<b>0.2</b>	<b>(1.4)</b>	<b>25.2</b>	<b>0.5</b>	<b>(35.6)</b>	–
Disposals	<b>(2.4)</b>	–	<b>(0.2)</b>	<b>(18.8)</b>	<b>(3.9)</b>	–	<b>(25.3)</b>
<b>At 31 December 2013</b>	<b>220.6</b>	<b>2.7</b>	<b>14.1</b>	<b>751.0</b>	<b>29.6</b>	<b>33.4</b>	<b>1,051.4</b>
<b>Accumulated depreciation and impairment</b>							
At 1 January 2012	71.8	0.8	10.4	443.8	26.6	–	553.4
Charge for the year	5.8	0.3	0.6	40.1	1.9	–	48.7
Acquisition of businesses	–	–	0.4	8.1	0.2	–	8.7
Impairment losses incurred	0.3	–	–	0.4	–	–	0.7
Exchange differences	(2.2)	–	(0.5)	(14.0)	(0.9)	–	(17.6)
Transfer from assets held for sale	0.4	–	–	–	–	–	0.4
Recategorisation	0.3	–	(0.4)	0.1	–	–	–
Eliminated on disposals	(0.7)	–	(0.5)	(8.9)	(1.5)	–	(11.6)
Eliminated on disposal of subsidiaries	–	–	–	(0.1)	–	–	(0.1)
At 1 January 2013 (as previously reported)	<b>75.7</b>	<b>1.1</b>	<b>10.0</b>	<b>469.5</b>	<b>26.3</b>	–	<b>582.6</b>
Restatement of acquisition of businesses	–	–	(0.4)	(8.1)	(0.2)	–	(8.7)
At 1 January 2013 (as restated)	<b>75.7</b>	<b>1.1</b>	<b>9.6</b>	<b>461.4</b>	<b>26.1</b>	–	<b>573.9</b>
Charge for the year	<b>5.8</b>	<b>0.4</b>	<b>0.7</b>	<b>43.0</b>	<b>2.0</b>	–	<b>51.9</b>
Impairment losses incurred	<b>0.7</b>	–	–	<b>3.0</b>	<b>0.1</b>	<b>1.3</b>	<b>5.1</b>
Exchange differences	<b>0.8</b>	–	<b>(0.4)</b>	<b>(0.4)</b>	<b>0.3</b>	–	<b>0.3</b>
Transfer to assets held for sale	<b>(0.5)</b>	–	–	–	<b>(0.4)</b>	–	<b>(0.9)</b>
Recategorisation	<b>5.4</b>	–	<b>(1.9)</b>	<b>(3.5)</b>	–	–	–
Eliminated on disposals	<b>(2.1)</b>	–	<b>(0.1)</b>	<b>(17.4)</b>	<b>(3.9)</b>	–	<b>(23.5)</b>
<b>At 31 December 2013</b>	<b>85.8</b>	<b>1.5</b>	<b>7.9</b>	<b>486.1</b>	<b>24.2</b>	<b>1.3</b>	<b>606.8</b>
<b>Carrying amount</b>							
<b>At 31 December 2013</b>	<b>134.8</b>	<b>1.2</b>	<b>6.2</b>	<b>264.9</b>	<b>5.4</b>	<b>32.1</b>	<b>444.6</b>
At 31 December 2012 (as previously reported and as restated)	134.3	0.7	6.4	263.8	6.0	37.5	448.7

## 12. Property, plant and equipment (continued)

The carrying amount of leased assets is £nil (2012: £0.6m).

The Group has pledged land and buildings having a carrying amount of approximately £nil (2012: £0.5m) to secure banking facilities granted to the Group.

At 31 December 2013 the Group had entered into contractual commitments for the acquisition of property, plant and equipment amounting to £0.8m (2012: £3.7m).

In addition to the above, property, plant and equipment amounting to £2.3m (2012: £2.1m) has been classified as held for sale.

It is the directors view that there are no material differences between the value of the land owned and their carrying value in the balance sheet.

Following a review of the Group accounts, the Group has restated opening cost and accumulated depreciation of certain assets related to acquisitions made in 2012. There is nil effect on the net book value of the Group's property, plant and equipment.

## 13. Subsidiaries and other investments

A list of the significant investments in subsidiaries, including the name, country of incorporation and proportion of ownership interest is given on pages 116 to 117.

	2013 £m	2012 £m
Sundry investments	1.7	1.6

The sundry investments relate to the Bodycote Investment Incentive Plan, as explained in the Board Report on Remuneration.

## 14. Inventories

	2013 £m	2012 £m
Raw materials	12.6	11.9
Work-in-progress	5.7	6.2
Finished goods and goods for resale	0.4	0.3
	<b>18.7</b>	18.4

## 15. Other financial assets

### Trade and other receivables

	2013 £m	2012 £m
<b>Amounts falling due within one year:</b>		
Amount receivable for the supply of services	93.4	92.4
Other debtors and prepayments*	15.5	17.1
	<b>108.9</b>	109.5
<b>Amounts falling due after more than one year:</b>		
Other debtors and prepayments*	1.7	1.6

\* Other financial assets include prepayments and other debtors, which are not included as financial assets under IFRS 7.

The average credit period given to customers for the supply of services as at 31 December 2013 is 59 days (2012: 58 days). An allowance has been made for estimated irrecoverable amounts from the supply of services of £6.1m (2012: £6.2m). This allowance has been determined by reference to past default experience.

The directors consider that the carrying amount of trade and other receivables approximates their fair value.

# Notes to the consolidated financial statements continued

Year ended 31 December 2013

## 15. Other financial assets (continued)

### Credit risk

The Group's principal financial assets are bank balances, cash and trade and other receivables.

The Group's credit risk is primarily attributable to its trade receivables. The amounts presented in the balance sheet are net of allowances for doubtful receivables. An allowance for impairment is made where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of cash flows.

The credit risk on liquid funds and derivative financial instruments is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

The Group has no significant concentration of credit risk, with exposure spread over a large number of counterparties and customers. Further disclosure of the Group's financial instrument risk management activities is set out in note 18.

Included in the Group's trade receivable balance are debtors with a carrying amount of £17.9m (2012: £20.6m) which are past due at the reporting date for which the Group has not provided as there has not been a significant change in credit quality and the amounts are still considered recoverable. The Group does not hold any collateral over these balances.

The average credit terms offered to customers is 41 days, with a range from 17 days to 75 days.

Ageing of past due but not impaired receivables:

	2013 £m	2012 £m
Amounts overdue by up to 1 month	13.2	16.0
Amounts overdue by 1–2 months	2.7	2.2
Amounts overdue by 2–3 months	0.4	0.5
Amounts overdue by more than 3 months	1.6	1.9
	<b>17.9</b>	20.6

Movement in the allowance for doubtful debts:

	2013 £m	2012 £m
At 1 January	6.2	6.2
Impairment losses recognised	2.1	1.6
Allowance acquired with subsidiaries	–	0.2
Amounts written off as uncollectable	(0.6)	(0.4)
Impairment losses reversed	(1.6)	(1.2)
Exchange differences	–	(0.2)
At 31 December	<b>6.1</b>	6.2

In determining the recoverability of a trade receivable the Group considers any change in the quality of the trade receivable from the date credit was initially granted up to the reporting date. The concentration of credit risk is limited due to the customer base being large and unrelated. Accordingly the directors believe that there is no further credit provision required in excess of the allowance for doubtful debts.

Included in the allowance for doubtful debts are individually impaired trade receivables with a gross balance of £8.9m (2012: £8.9m). The impairment recognised represents the difference between the carrying amount of these trade receivables and the present value of the expected proceeds. The Group does not hold any collateral over these balances.

Ageing of impaired trade receivables:

	2013 £m	2012 £m
Less than 3 months	3.2	2.7
3–12 months	1.6	1.8
Over 12 months	4.1	4.4
	<b>8.9</b>	8.9

## 15. Other financial assets (continued)

### Cash and bank balances

Cash and bank balances comprise cash held by the Group and short-term bank deposits with an original maturity of three months or less. The carrying amount of these assets approximates to their fair value. A breakdown of significant cash and bank balances by currency is as follows:

	2013 £m	2012 £m
Sterling	6.8	0.9
US Dollar	3.0	2.3
Euro	2.7	2.6
Swedish Krona	0.9	0.6
Chinese Yuan	0.8	0.6
Polish Zloty	0.7	0.5
Indian Rupee	0.5	0.6
Czech Republic Koruna	0.4	0.2
Turkish Lira	0.1	0.2
Romanian Leu	0.1	0.2
Canadian Dollar	0.1	0.1
Brazilian Real	0.1	0.1
Swiss Franc	0.1	0.1
Danish Krone	–	0.4
Thai Baht	–	0.3
Mexican Peso	–	0.1
Other	0.6	0.2
<b>Total cash and bank balances</b>	<b>16.9</b>	<b>10.0</b>

## 16. Assets held for sale

Assets held for sale comprise the following:

	2013 £m	2012 £m
Property, plant and equipment	2.3	2.1

It is expected that the disposal of these assets will be completed during 2014. The assets held for sale are analysed between operating segments as follows:

	2013 £m	2012 £m
ADE:		
North America	0.6	0.7
AGI:		
Western Europe	1.7	1.2
North America	–	0.2
	<b>2.3</b>	<b>2.1</b>

## 17. Borrowings

	2013 £m	2012 £m
Borrowings at amortised cost:		
Bank overdrafts	1.6	8.4
Loans	–	35.3
	<b>1.6</b>	<b>43.7</b>
The borrowings are repayable as follows:		
On demand or within one year	1.6	43.4
In the second year	–	0.1
In the third to fifth years	–	0.1
After five years	–	0.1
	<b>1.6</b>	<b>43.7</b>
Less: Amount due for settlement within 12 months (shown under current liabilities)	<b>(1.6)</b>	<b>(43.4)</b>
Amount due for settlement after 12 months	–	0.3

# Notes to the consolidated financial statements continued

Year ended 31 December 2013

## 17. Borrowings (continued)

Analysis of borrowings by currency:

	Sterling £m	Euro £m	US Dollar £m	Other currencies £m	Total £m
Bank overdrafts	–	–	1.1	0.5	1.6
<b>At 31 December 2013</b>	<b>–</b>	<b>–</b>	<b>1.1</b>	<b>0.5</b>	<b>1.6</b>
Bank overdrafts	0.5	4.5	1.1	2.3	8.4
Loans	10.0	10.5	13.9	0.9	35.3
At 31 December 2012	10.5	15.0	15.0	3.2	43.7

The weighted average interest rates paid were as follows:

	2013 %	2012 %
Bank overdrafts and loans	<b>2.4</b>	2.5

Loans and finance leases of £0.3m (2012: £0.9m) were arranged at fixed interest rates and expose the Group to fair value interest rate risk. The remaining borrowings are arranged at floating rates, thus exposing the Group to cash flow interest rate risk.

The directors estimate the fair value of the Group's borrowings as follows:

	2013 £m	2012 £m
Bank overdrafts	<b>1.6</b>	8.4
Loans	–	35.3

The other principal features of the Group's borrowings are as follows:

- (i) Bank overdrafts are repayable on demand. No overdrafts are secured.
- (ii) At 31 December 2013 the Group has two principal borrowing facilities which are secured by upstream guarantees provided by subsidiaries:
  - (a) Drawings of £nil (2012: £nil) under a Revolving Credit Facility of £125m. This unsecured facility commenced on 27 July 2011 and matures on 31 August 2016. The multi currency drawings under this facility carry an interest rate of between 1.15% and 2.00% above LIBOR (the applicable margin at 31 December 2013 was 1.15%).
  - (b) Drawings of £nil (2012: £33.5m) under a Revolving Credit Facility of €125m. This unsecured facility commenced on 18 February 2013 and matures on 1 March 2018. The multi currency drawings under this facility carry an interest rate of between 1.40% and 2.30% above LIBOR (the applicable margin at 31 December 2013 was 1.40%).

At 31 December 2013 the Group had available £229.0m (2012: £192.9m) of undrawn committed borrowing facilities.

All borrowings are classified as financial liabilities measured at amortised cost.

## 18. Derivative financial instruments

### Currency derivatives that are designated and effective as hedging instruments carried at fair value

Asset / (liability)	Notional amount 2013 £m	Fair value 2013 £m	Notional amount 2012 £m	Fair value 2012 £m
<b>Current</b>				
Forward foreign exchange contracts	<b>1.0</b>	–	3.6	(0.1)
<b>Total</b>				
Forward foreign exchange contracts	<b>1.0</b>	–	3.6	(0.1)

The Group utilises currency derivatives to hedge material future transactions and cash flows. The Group uses foreign currency forward contracts in the management of its exchange rate exposures. The contracts are primarily denominated in the currencies of the Group's principal markets. The unrecognised gains and losses were not significant in either 2013 or 2012.

## 18. Derivative financial instruments (continued)

In accordance with IFRS 7 'Improving Disclosures about Financial Instruments', the Group's financial instruments are considered to be classified as level 2 instruments. Fair value measurements are those derived from inputs other than quoted prices included within level 1 that are observable for the asset or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Fair value is determined using quoted forward exchange rates and yield curves derived from quoted interest rates matching maturities of the contracts.

The Group's interest rate risk is primarily in relation to its fixed rate borrowings (fair value risk) and floating rate borrowings (cash flow risk). From time to time the Group will use interest rate derivative contracts to manage its exposure to interest rate movements within Group policy. However, at the balance sheet date, the Group had no interest rate derivative contracts.

	Sterling 2013 £m	Euro 2013 £m	US Dollar 2013 £m	Other currencies 2013 £m	Total fair value 2013 £m
Asset / (liability)					
Forward foreign exchange contracts	–	0.6	–	(0.6)	–
On demand or within one year	–	0.6	–	(0.6)	–

	Sterling 2012 £m	Euro 2012 £m	US Dollar 2012 £m	Other currencies 2012 £m	Total fair value 2012 £m
Asset / (liability)					
Forward foreign exchange contracts	0.3	(3.5)	3.1	–	(0.1)
On demand or within one year	0.3	(3.5)	3.1	–	(0.1)

### Financial risk management

The Group's treasury function provides a centralised service to the Group for funding, foreign exchange, interest rate management and counterparty risk. Treasury activities have the objective of minimising risk and treasury operations are conducted within a framework of policies and guidelines reviewed and authorised by the Board.

The Group uses a number of derivative instruments that are transacted, for risk management purposes only, by specialist treasury personnel. The use of financial instruments, including derivatives, is permitted when approved by the Board, where the effect is to minimise risk for the Group. Speculative trading of derivatives or other financial instruments is not permitted. There has been no significant change during the financial year, or since the end of the year, to the types or scope of financial risks faced by the Group.

### Liquidity risk

Liquidity risk is defined as the risk that the Group might not be able to settle or meet its obligations on time or at a reasonable price. Liquidity risk arises as a result of mismatches between cash inflows and outflows from the business. This risk is monitored on a centralised basis through regular cash flow forecasting, a three-year rolling strategic plan, an annual budget agreed by the Board each December and a quarterly re-forecast undertaken during the financial year. To mitigate the risk, the resulting forecast net debt/cash is measured against the liquidity headroom policy which, at the current net debt/cash levels, requires committed facilities (plus term loans in excess of one year) to exceed net debt by 50% (minimum facilities of £75m).

As at 31 December 2013, the Group had revolving credit committed borrowing facilities of £229.0m (2012: £226.4m) which exceeded net cash of £15.0m (2012: net debt of £34.2m) by £244.0m (2012: £192.2m). The Group also uses uncommitted short-term bank facilities to manage short-term liquidity but these facilities are excluded from the liquidity headroom policy. The Group manages longer-term liquidity through committed bank facilities and will, if appropriate, raise funds on capital markets. As at 31 December 2013 the Group's principal committed bank facilities have the following maturity dates:

- £125m Revolving Credit Facility 31 August 2016 (2.7 years)
- €125m Revolving Credit Facility 1 March 2018 (4.2 years)
- \$10m Letter of Credit Facility 31 August 2016 (2.7 years)

Cash management pooling, netting and concentration techniques are used to minimise borrowings. As at 31 December 2013, the Group had gross cash of £16.9m (2012: £10.0m).

# Notes to the consolidated financial statements continued

## Year ended 31 December 2013

### 18. Derivative financial instruments (continued)

#### Interest rate risk

Interest rate risk arises on borrowings and cash balances (and derivative liabilities and assets) which are at floating interest rates. Changes in interest rates could have the effect of either increasing or decreasing the Group's net profit. Under the Group's interest rate management policy, the interest rates on each of the Group's major currency monetary assets and liabilities are managed to achieve the desired mix of fixed and variable rates for each major net currency exposure. The major interest rate risk is to UK rates but exposures also exist to rates in the USA, Europe and Sweden. Measurement of this interest rate risk and its potential volatility to the Group's reported financial performance is undertaken on a monthly basis and the Board uses this information to determine, from time to time, an appropriate mix of fixed and floating rates.

As at 31 December 2013, 18% of gross debt and 0% of gross cash were at fixed rates (2012: 2% of gross debt, 0% of gross cash). The average tenure of the fixed rate debt was 3.1 years (2012: 3.5 years).

#### Currency risk

Bodycote has operations in 26 countries and is therefore exposed to foreign exchange translation risk when the profits and net assets of these entities are consolidated into the Group accounts.

90% of the Group's sales are in currencies other than sterling (EUR 36%, USD 35% and SEK 7%). Cumulatively over the year, sterling rates moved such that the sales for the year were £14.2m better than if sales had been translated at the rates prevailing in 2012.

It is Group policy not to hedge exposure for the translation of reported profits.

The Group's balance sheet translation policy is not to actively hedge currency net assets. However, where appropriate, the Group will still match centrally held currency borrowings to the net assets. The Group principally borrows in sterling but also maintains debt in US Dollar, Euro and Swedish Krona, consistent with the location of the Group's assets. The Group recognises foreign exchange movements in equity for the translation of net investment hedging instruments and balances.

Transaction foreign exchange exposures arise when entities within the Group enter into contracts to pay or receive funds in a currency different from the functional currency of the entity concerned. It is Group policy to hedge exposure to cash transactions in foreign currencies when a commitment arises, usually through the use of foreign exchange forward contracts. Even though approximately 90% of the Group's sales are generated outside the UK, the nature of the business is such that cross border sales and purchases are limited and, other than interest, such exposures are immaterial for the Group.

#### Market risk sensitivity analysis

The Group has measured the estimated charge to the income statement and equity of either an instantaneous increase or decrease of 1% (100 basis points) in market interest rates or a 10% strengthening or weakening in sterling against all other currencies from the applicable rates as at 31 December 2013, for all financial instruments with all other variables remaining constant. This analysis is for illustrative purposes only. The sensitivity analysis excludes the impact of market risks on net post employment benefit obligations.

#### Interest rate sensitivity

The interest rate sensitivity analysis is based on the following assumptions:

- changes in market interest rates affect the interest income or expense of variable interest financial instruments;
- changes in market interest rates only affect the income statement in relation to financial instruments with fixed interest if these are recognised at their fair value; and
- changes in market interest rates affect the fair value of derivative financial instruments designated as hedging instruments.

Under these assumptions, a one percentage point fall or rise in market interest rates for all currencies in which the Group has variable net cash or net borrowings at 31 December 2013 would reduce or increase profit before tax by approximately £0.2m (2012: £0.4m). There is no significant impact on equity.

#### Currency sensitivity

Taking the 2013 sales by currency, a 10% weakening/strengthening in the 2013 cumulative average rates for all currencies versus sterling would have given rise to a +£61.7m/-£50.5m movement in sales respectively. The impact on headline operating profit is affected by the mix of losses and profits in the various currencies. However, taking the 2013 operating profit mix, a 10% weakening/strengthening in 2013 cumulative average rates for all currencies would have given rise to a +£11.7m/-£9.6m movement in headline operating profit.

#### Counterparty risk

Counterparty risk encompasses settlement risk on derivative financial instruments and money market contracts and credit risk on cash, time deposits and money market funds. The Group monitors its credit exposure to its counterparties via their credit ratings (where applicable) and through its policy, thereby limiting its exposure to any one party to ensure there is no significant concentration of credit risk. Group policy is to enter into such transactions only with counterparties with a long-term credit rating of A-/A3 or better. However, acquired businesses occasionally have dealings with banks with lower credit ratings. Business with such banks is moved as soon as practicable.

## 19. Deferred tax

The following are the major deferred tax liabilities and (assets) recognised by the Group and movements thereon during the current and prior reporting periods:

	Accelerated tax depreciation £m	Tax losses £m	Retirement benefit obligations £m	Other £m	Total £m
At 1 January 2012 (as previously reported)	39.5	(4.4)	(3.2)	(4.7)	27.2
Impact of IAS 19 (revised)	–	–	(0.2)	–	(0.2)
At 1 January 2012 (as restated)	39.5	(4.4)	(3.4)	(4.7)	27.0
Charge / (credit) to income	2.8	(1.1)	(0.7)	(0.9)	0.1
Credit to equity	–	–	(1.4)	(1.0)	(2.4)
Acquisition of subsidiaries	–	–	–	(0.2)	(0.2)
Transfers	(0.1)	(0.8)	0.1	0.8	–
Exchange differences	(1.5)	0.2	0.1	0.2	(1.0)
Effect of change in tax rate:					
Income statement	(0.8)	0.4	–	(0.2)	(0.6)
At 1 January 2013	<b>39.9</b>	<b>(5.7)</b>	<b>(5.3)</b>	<b>(6.0)</b>	<b>22.9</b>
Charge / (credit) to income	<b>1.6</b>	<b>2.1</b>	<b>(0.1)</b>	<b>2.6</b>	<b>6.2</b>
Charge to equity	–	–	<b>0.1</b>	<b>0.3</b>	<b>0.4</b>
Acquisition of subsidiaries	<b>1.0</b>	–	–	<b>2.3</b>	<b>3.3</b>
Transfers	<b>(0.6)</b>	–	<b>0.2</b>	<b>0.4</b>	–
Exchange differences	<b>(0.1)</b>	<b>(0.1)</b>	<b>(0.1)</b>	<b>0.1</b>	<b>(0.2)</b>
Effect of change in tax rate:					
Income statement	–	–	–	<b>(0.4)</b>	<b>(0.4)</b>
<b>At 31 December 2013</b>	<b>41.8</b>	<b>(3.7)</b>	<b>(5.2)</b>	<b>(0.7)</b>	<b>32.2</b>

The following is the analysis of the deferred tax balances for financial reporting purposes:

	2013 £m	2012 £m
Deferred tax liabilities	<b>61.6</b>	56.4
Deferred tax assets	<b>(29.4)</b>	(33.5)
	<b>32.2</b>	22.9

Other deferred tax assets relate to provisions recognised in the financial statements that are not yet deductible for tax purposes, in particular in relation to restructuring charges, share-based payments and local profit differences that are expected to reverse over time.

At the balance sheet date, the Group has unused tax losses of £146.5m (2012: £122.3m) available for offset against future profits. A deferred tax asset has been recognised in respect of £12.9m (2012: £18.7m) of such losses, based on management forecasts of future taxable profits against which the assets can be recovered in the relevant jurisdictions. No deferred tax asset has been recognised in respect of the remaining £133.6m (2012: £103.6m) of such losses where there remains uncertainty over the timing of utilisation relating to future profitability. The majority of losses may be carried forward indefinitely.

A deferred tax liability of £0.4m (2012: £0.3m) relating to the temporary differences on unremitted earnings of overseas subsidiaries has not been recognised as the Group is able to control the timing of the reversal of these temporary differences and it is probable that they will not reverse in the foreseeable future. Temporary differences arising in connection with interests in associates and joint ventures are insignificant.

# Notes to the consolidated financial statements continued

Year ended 31 December 2013

## 20. Obligations under finance leases

	Minimum lease payments		Present value of minimum lease payments	
	2013 £m	2012 £m	2013 £m	2012 £m
<b>Amounts payable under finance leases:</b>				
Within one year	0.1	0.2	0.1	0.2
In the second to fifth years inclusive	0.2	0.3	0.2	0.3
	0.3	0.5	0.3	0.5
Less: future finance charges	-	-		
Present value of lease obligations	0.3	0.5		
<b>Analysed as:</b>				
Amount due for settlement after 12 months			0.2	0.3
Amount due for settlement within 12 months (shown under current liabilities)			0.1	0.2
			0.3	0.5
The present value of minimum lease payments is denominated in the following currencies:				
Sterling			0.3	0.4
US Dollar			-	0.1
			0.3	0.5

It is the Group's policy to lease certain of its fixtures and equipment under finance leases. The average lease term is 3.2 years. For the year ended 31 December 2013, the average effective borrowing rate was 8.4% (2012: 8.0%). Interest rates are fixed at the contract date. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments. The fair value of the Group's lease obligations approximates to their carrying amount.

The Group's obligations under finance leases are secured by the lessors' rights over the leased assets.

## 21. Other financial liabilities

### Trade and other payables

	2013 £m	2012 £m
<b>Amounts falling due within one year:</b>		
Trade creditors	40.9	35.2
Other taxes and social security*	18.6	18.3
Other creditors	13.8	20.6
Accruals and deferred income	58.8	58.8
	132.1	132.9
<b>Amounts falling due after more than one year:</b>		
Other creditors	3.6	4.1

\* Other financial liabilities include other taxes and social security, which are not included as financial liabilities in IFRS 7.

Trade creditors and accruals principally comprise amounts outstanding for trade purchases and ongoing costs. The average credit period taken for trade purchases as at 31 December 2013 is 40 days (2012: 45 days).

The directors consider that the carrying amount of trade payables approximates to their fair value.

The following table details the Group's remaining contractual maturity for its financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

## 21. Other financial liabilities (continued)

	Less than 1 year 2013 £m	1–2 years 2013 £m	2–5 years 2013 £m	5+ years 2013 £m	Total 2013 £m
Non-interest bearing*	139.0	2.0	5.1	6.0	152.1
Finance lease liability	0.1	0.1	0.2	–	0.4
Bank loans and overdrafts	1.6	–	–	–	1.6
Derivative financial instruments	0.9	–	–	–	0.9
	<b>141.6</b>	<b>2.1</b>	<b>5.3</b>	<b>6.0</b>	<b>155.0</b>

	Less than 1 year 2012 £m	1–2 years 2012 £m	2–5 years 2012 £m	5+ years 2012 £m	Total 2012 £m
Non-interest bearing*	141.8	2.2	6.3	5.0	155.3
Finance lease liability	0.2	0.1	0.2	–	0.5
Bank loans and overdrafts	43.8	0.1	0.1	0.2	44.2
Derivative financial instruments	3.7	–	–	–	3.7
	<b>189.5</b>	<b>2.4</b>	<b>6.6</b>	<b>5.2</b>	<b>203.7</b>

\* Non-interest bearing financial liabilities include other taxes and social security, which are not included as financial liabilities in IFRS 7. These are payable in less than one year.

Of the £1.6m (2012: £44.2m) bank loans and overdrafts outflows disclosed above, £nil (2012: £nil) and £nil (2012: £33.5m) of bank loans are drawn under committed facilities maturing on 31 August 2016 and 1 March 2018 respectively. The overdrafts are on-demand and some are part of pooling arrangements, which include offsetting cash balances. Of the £0.9m (2012: £3.7m) derivative financial instruments outflows disclosed above, £0.9m (2012: £3.6m) are matched by derivative cash inflows.

## 22. Provisions

	Restructuring £m	Restructuring Environmental £m	Environmental £m	Total £m
At 1 January 2013	4.4	7.1	6.8	18.3
Increase in provision	1.2	0.2	1.6	3.0
Release of provision	–	–	(0.1)	(0.1)
Utilisation of provision	(3.1)	(1.2)	(0.4)	(4.7)
Exchange difference	0.1	(0.1)	(0.1)	(0.1)
<b>At 31 December 2013</b>	<b>2.6</b>	<b>6.0</b>	<b>7.8</b>	<b>16.4</b>
Included in current liabilities				6.9
Included in non-current liabilities				9.5
				<b>16.4</b>

The restructuring provision relates to the remaining costs associated with the closure of various Heat Treatment sites and with the establishment of an accounting Shared Service Centre in Prague.

The Group provides for the costs of environmental remediation that have been identified, either as part of acquisition due diligence, or in other circumstances where remediation by the Group is required. This provision is reviewed annually and is separated into Restructuring Environmental and Environmental to separately identify environmental provisions relating to the restructuring programme from those arising in the ordinary course of business.

The increase in restructuring provisions is due to the ongoing implementation of the global restructuring initiatives. In addition, £0.8m (2012: £2.4m) of reorganisation and redundancy costs have been recognised in relation to the establishment of an accounting Shared Service Centre in Prague.

The majority of cash outflows in respect of these liabilities are expected to occur within five years.

Whilst the Group's use of chlorinated solvents and other hazardous chemicals continues to reduce, the Group remains exposed to contingent liabilities in respect of environmental remediation liabilities. In particular, the Group could be subjected to regulatory or legislative requirements to remediate sites in the future. However, it is not possible at this time to determine whether and to what extent any liabilities exist, other than for those recognised above. Therefore no provision is recognised in relation to these items.

# Notes to the consolidated financial statements continued

Year ended 31 December 2013

## 23. Share capital

	2013 £m	2012 £m
<b>Issued and fully paid:</b>		
191,456,172 (2012: 191,424,088) ordinary shares of 17 <sup>3</sup> / <sub>11</sub> p each	<b>33.1</b>	33.1

## 24. Notes to the cash flow statement

	2013 £m	2012 (Restated) £m
Profit for the year	<b>73.1</b>	67.2
Adjustments for:		
Investment revenue	<b>(0.1)</b>	(0.2)
Finance costs	<b>3.8</b>	3.2
Taxation	<b>25.3</b>	22.8
Depreciation of property, plant and equipment	<b>51.9</b>	48.7
Amortisation of intangible assets	<b>5.5</b>	4.2
(Profit) / loss on disposal of property, plant and equipment	<b>(0.1)</b>	0.1
Share-based payments	<b>3.6</b>	3.9
Impairment of fixed assets	<b>5.1</b>	0.7
Profit on disposal of investments	<b>–</b>	(2.4)
EBITDA*	<b>168.1</b>	148.2
Increase in inventories	<b>(0.3)</b>	(1.8)
Decrease in receivables	<b>0.2</b>	0.3
(Decrease) / increase in payables	<b>(4.3)</b>	6.8
Decrease in provisions	<b>(1.8)</b>	(2.8)
Cash generated by operations	<b>161.9</b>	150.7
Cash outflow from settlement of derivative financial instruments	<b>–</b>	(0.2)
Income taxes paid	<b>(22.5)</b>	(19.3)
Net cash from operating activities	<b>139.4</b>	131.2

\* Earnings before interest, tax, depreciation, amortisation, impairment of fixed assets, profit or loss on disposal of property, plant and equipment and share-based payments.

	2013 £m	2012 £m
Cash and cash equivalents comprise:		
Cash and bank balances	<b>16.9</b>	10.0
Bank overdrafts (included in borrowings)	<b>(1.6)</b>	(8.4)
	<b>15.3</b>	1.6

## 25. Operating lease arrangements – the Group as lessee

	2013 £m	2012 £m
Minimum lease payments under operating leases recognised as an expense	<b>16.0</b>	14.8

At the balance sheet date, the Group had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	2013 £m	2012 £m
Within one year	<b>11.1</b>	10.8
In the second to fifth years inclusive	<b>24.1</b>	22.9
After five years	<b>13.2</b>	15.0
	<b>48.4</b>	48.7

Operating lease payments represent rentals payable by the Group for certain of its land and buildings, fixtures and fittings and motor vehicles.

## 26. Share-based payments

### Equity-settled share option schemes

The Company operated one share option scheme in relation to Group employees during the year. Options are exercisable at the middle market closing price for the working day prior to the date of grant and are exercisable three years from the date of grant if stated performance criteria have been met. Options lapse if not exercised within ten years of the date of grant or if the participant leaves Group employment.

Details of the share options outstanding during the year are as follows:

Date of grant	Option price in pence	Exercise period	No. of options outstanding	
			2013	2012
Sep-03	147.27	2006–2013	–	32,084

Movements in share options are summarised as follows:

	Number of shares under option 2013	Weighted average exercise price 2013 pence	Number of shares under option 2012	Weighted average exercise price 2012 pence
Outstanding at the beginning of the year	32,084	147.27	192,505	141.25
Exercised during the year	(32,084)	147.27	(160,421)	140.10
Outstanding and exercisable at the end of the year	–	–	32,084	147.27

The weighted average share price at the date of exercise for share options exercised during the year was 602.53 pence. No options were outstanding at 31 December 2013. The average share price during the year was 572.97 pence.

The inputs into the Black–Scholes model are as follows:

		2012
Weighted average share price	pence	157.5
Weighted average exercise price	pence	157.5
Expected volatility	%	42.7
Expected life	years	3.0
Risk-free rate	%	4.0
Expected dividends	%	4.3

Expected volatility was determined by calculating the historical volatility of the Group's share price over the previous three years. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

### Bodycote Incentive Plan (BIP)

The Company operates the BIP under which Executive Directors and senior executives received a conditional award of Bodycote shares up to a maximum of 175% of base salary. Vestings of awards are based upon two performance measures, over a three year period.

Fifty percent of the award is subject to a return on capital employed (ROCE) performance condition and fifty percent of the award is subject to an earnings per share (EPS) performance condition.

In the event that threshold performance for both EPS and ROCE is not achieved none of the conditional awards will vest.

### Bodycote Co-investment Plan (CIP)

The CIP permits executives to invest in shares up to a value equivalent to 40% of net basic salary. The CIP provides for the grant of awards of matching shares to participants on an annual basis in a maximum ratio of 1:1 to the gross investment made in deferred shares. Deferred shares must be held for three years and matching shares are subject to an absolute Total Shareholder Return (TSR) target. The threshold target for CIP matching awards is TSR growth of not less than 4% per annum compound in excess of growth in the Consumer Prices Index (CPI) for a threshold matching ratio of 1:2. Ten percent per annum compound growth in excess of growth in the CPI will be required for a vesting matching ratio of 1:1.

# Notes to the consolidated financial statements continued

## Year ended 31 December 2013

### 26. Share-based payments (continued)

The number of outstanding share awards is as follows:

	<b>BIP</b> <b>2013</b>	<b>CIP</b> <b>2013</b>	BIP 2012	CIP 2012
At 1 January	<b>4,186,265</b>	<b>313,318</b>	5,384,567	235,982
Granted during the year	<b>840,131</b>	<b>42,849</b>	1,002,056	77,336
Exercised during the year	<b>(1,879,726)</b>	<b>(171,806)</b>	(2,103,870)	–
Expired during the year	<b>(196,734)</b>	<b>(7,427)</b>	(96,488)	–
At 31 December	<b>2,949,936</b>	<b>176,934</b>	4,186,265	313,318
Average fair value of share awards granted during the year at date of grant (pence)	<b>510.5</b>	<b>338.0</b>	364.3	163.7
Fair value of awards granted during the year (£)	<b>4,289,205</b>	<b>144,834</b>	3,650,791	126,632

Exercise Price = £nil.

The inputs to the Black-Scholes Simulation model, used to determine the charge to the income statement for BIP are as follows:

		<b>2013</b>	2012
Weighted average share price	pence	<b>545.8</b>	394.0
Weighted average exercise price	pence	<b>nil</b>	nil
Expected life	years	<b>3.0</b>	3.0
Expected dividend yields	%	<b>2.2</b>	2.6

The inputs to the Monte Carlo Simulation model, used to determine the charge to the income statement for CIP are as follows:

		<b>2013</b>	2012
Weighted average share price	pence	<b>550.5</b>	369.8
Weighted average exercise price	pence	<b>nil</b>	nil
Expected volatility	%	<b>39.4</b>	50.0
Expected life	years	<b>3.0</b>	3.0
Risk-free rate	%	<b>0.5</b>	4.0
Expected dividend yields	%	<b>2.2</b>	2.3

The Group recognised total expenses of £3.6m (2012: £3.9m) related to equity-settled share-based payment transactions.

### 27. Related party transactions

Transactions between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in this note.

The remuneration of the Board of Directors, who are considered key management personnel of the Group, was as follows:

	<b>2013</b> <b>£m</b>	2012 £m
Short-term employee benefits	<b>1.7</b>	1.8
Share-based payments	<b>1.4</b>	1.3
	<b>3.1</b>	3.1

Further information about the remuneration of the individual directors is provided in the Board Report on Remuneration on pages 47 to 61.

## 28. Retirement benefit schemes

### Defined contribution schemes

The Group operates defined contribution retirement benefit schemes for employees in the United Kingdom, France, Belgium, Canada and the United States of America. The assets of the schemes are held separately from those of the Group in funds under the control of trustees. Where there are employees who leave the schemes prior to vesting fully in the contributions, the contributions payable by the Group are reduced by the amount of forfeited contributions.

The Group's employees in Denmark, Finland, Sweden, Italy and the Netherlands are members of state-managed retirement benefit schemes operated by the governments of each country. The relevant subsidiaries are required to contribute a specified percentage of payroll costs to the retirement benefit schemes to fund the benefits. The only obligation of the Group with respect to these retirement benefit schemes is to make the specified contributions.

The total cost charged to income of £5.8m (2012: £5.1m) represents contributions payable to these schemes by the Group at rates specified in the rules of the plans. As at 31 December 2013 contributions of £0.2m (2012: £0.3m) due in respect of the current reporting period had not been paid over to the schemes.

### Defined benefit schemes

The Group operated a number of pension schemes and provided leaving service benefits to certain employees during the year. The defined benefit obligation less fair value of assets at the end of the year and total expense recognised in the income statement are summarised below as follows:

	2013	2012 (Restated)
	£m	£m
UK scheme	(4.8)	(4.2)
Non-UK schemes	(13.7)	(14.8)
	<b>(18.5)</b>	<b>(19.0)</b>

### Total expense recognised in income statement

	2013	2012 (Restated)
	£m	£m
UK scheme	1.2	1.1
Non-UK schemes	1.0	1.0
	<b>2.2</b>	<b>2.1</b>

Further details of the Group's defined benefit arrangements are given in the Finance Director's report on pages 22 and 23.

### UK scheme

The Group sponsors the Bodycote UK Pension Scheme which is a funded defined benefit arrangement for certain UK employees, and pays out pensions at retirement based on service and final pensionable pay. The scheme is funded by the Group and current employee members. The scheme exposes the Company to actuarial risks such as longevity risk, interest rate risk and market (investment) risk.

The scheme operates under UK trust law and the trust is a separate legal entity from the Group. The scheme is governed by a board of trustees, composed of two member representatives, two employer representatives and one independent trustee. The trustees are required by law to act in the best interests of scheme members and are responsible for setting certain policies (e.g. investment, funding) together with the Company.

Funding of the scheme is based on a separate actuarial valuation for funding purposes for which the assumptions may differ from the assumptions above. Funding requirements are formally set out in the Statement of Funding Principles, Schedule of Contributions and Recovery Plan agreed between the trustees and the Group. The actuarial valuation of the scheme was carried out by a qualified independent actuary as at 6 April 2011 and updated on an approximate basis to 31 December 2013.

The contributions made by the employer over the financial year have been £1.5m, comprising £0.4m in respect of benefit accrual and £1.1m in respect of deficit recovery and ongoing expense.

It is the policy of the Group to recognise all actuarial gains and losses in the year in which they occur outside of the profit and loss account and in Other Comprehensive Income.

# Notes to the consolidated financial statements continued

Year ended 31 December 2013

## 28. Retirement benefit schemes (continued)

### Reconciliation of opening and closing balances of the present value of the defined benefit obligation

	2013	2012
	£m	£m
Defined benefit obligation at start of year	85.6	82.2
Current service cost	0.6	0.6
Interest expense	3.8	3.9
Contributions by plan participants	0.2	0.2
Actuarial losses arising from changes in financial assumptions	0.2	2.7
Benefits paid, death in service insurance premiums and expenses	(4.7)	(4.0)
Defined benefit obligation at end of year	<b>85.7</b>	85.6

### Reconciliation of opening and closing balances of the fair value of the assets

	2013	2012
	£m	(Restated) £m
Fair value of assets at start of year	81.4	80.4
Interest income	3.6	3.8
Return on scheme assets excluding interest income	(0.7)	(0.2)
Scheme administration expenses	(0.4)	(0.4)
Contributions by employer	1.5	1.5
Contributions by plan participants	0.2	0.2
Age related rebate	–	0.1
Benefits paid, death in service insurance premiums and expenses (incl. age related rebate)	(4.7)	(4.0)
Fair value of assets at end of year	<b>80.9</b>	81.4

### Total expense recognised in the income statement

	2013	2012
	£m	(Restated) £m
Current service cost	0.6	0.6
Net interest on the defined benefit liability	0.2	0.1
Scheme administration expenses	0.4	0.4
Total expenses	<b>1.2</b>	1.1

### Assets

	2013	2013	2012	2012
	Quoted	Unquoted	Quoted	Unquoted
	£m	£m	£m	£m
Equities	12.1	–	10.7	–
Bonds	–	43.4	(0.1)	47.7
Cash	0.7	–	0.1	–
Diversified growth funds	24.5	0.2	22.8	0.2
	<b>37.3</b>	<b>43.6</b>	33.5	47.9

None of the fair value of the assets shown above include any of the Group's own financial instruments or any property occupied by, or other assets used by the Group.

The scheme's present strategic target is to allocate 40% of the investment portfolio to 'return-generating' asset classes and 60% to 'liability-matching' asset classes, namely Liability Driven Investment (LDI). The LDI portion of assets has been put in place to reduce interest rate and inflation risk.

## 28. Retirement benefit schemes (continued)

### Assumptions

	<b>2013</b>	2012
	<b>% per annum</b>	% per annum
RPI inflation	<b>3.40</b>	3.10
CPI inflation	<b>2.60</b>	2.60
Salary increases	<b>3.00</b>	3.00
Rate of discount	<b>4.50</b>	4.50
Allowance for pension in payment increases of RPI or 3% p.a. if less	<b>2.50</b>	2.35
Allowance for revaluation of deferred pensions	<b>2.60</b>	2.60

Mortality – current pensioners:

	<b>S1PxAYoB CMI 2010 1.5% long term trend 2013</b>	S1PxAYoB CMI 2010 1.5% long term trend 2012
Actuarial tables used		
Life expectancy for members currently aged 65	<b>22.7</b>	22.7

Mortality – future pensioners:

	<b>S1PxAYoB CMI 2010 1.5% long term trend 2013</b>	S1PxAYoB CMI 2010 1.5% long term trend 2012
Actuarial tables used		
Life expectancy at age 65 for members currently aged 40	<b>25.5</b>	25.5

	<b>Members commute 75% of maximum permitted</b>	Members commute 75% of maximum permitted
Cash commutation		

The weighted average duration of the defined benefit obligation at 31 December 2013 is approximately 19 years, this is unchanged from 31 December 2012.

### Present value of defined benefit obligations, fair value of assets and deficit

	<b>2013</b>	2012
	<b>£m</b>	£m
Present value of defined benefit obligation	<b>85.7</b>	85.6
Fair value of plan assets	<b>(80.9)</b>	(81.4)
Deficit in the scheme	<b>4.8</b>	4.2

As all actuarial gains and losses are recognised, the deficit shown above at 31 December 2013 is that recognised in the balance sheet.

The best estimate of contributions to be paid into the plan for the year ending 31 December 2014 is £1.6m.

### Amounts recognised in Other Comprehensive Income

	<b>2013</b>	2012
	<b>£m</b>	£m
Return on scheme assets excluding interest income	<b>(0.7)</b>	(0.2)
Effects of changes in financial assumptions underlying the present value of the liabilities	<b>(0.2)</b>	(2.7)
Total loss recognised in Other Comprehensive Income	<b>(0.9)</b>	(2.9)

# Notes to the consolidated financial statements continued

Year ended 31 December 2013

## 28. Retirement benefit schemes (continued)

### Impact of changes to assumptions

	2013		2012	
	Increase £m	Decrease £m	Increase £m	Decrease £m
0.25% change in discount rate	(4.0)	4.0	(4.0)	4.0
0.25% change in price inflation (and associated assumptions)	1.2	(1.1)	1.3	(1.1)
1 year change in life expectancy at age 65	2.0	(2.0)	2.0	(2.0)

### Combined non-UK disclosures

The Group operates schemes in the USA and continental Europe.

In Europe, the Group operates defined benefit pension, post retirement and long-service arrangements for certain employees in Belgium, France, Germany, Italy, Turkey, Switzerland and Liechtenstein.

### Reconciliation of opening and closing balances of the present value of the defined benefit obligation

	2013 £m	2012 (Restated) £m
Defined benefit obligation at start of year	23.8	22.0
Current service cost	0.7	0.5
Interest expense	0.6	0.8
Actuarial (gains) / losses arising from changes in financial assumptions	(0.7)	3.2
Experience losses / (gains) on liabilities	0.3	(0.4)
Benefits paid, death in service insurance premiums and expenses	(2.1)	(1.6)
Curtailments	–	(0.1)
Employee contributions	0.1	0.1
Settlements	(0.1)	–
Exchange rate loss / (gain)	0.4	(0.7)
Defined benefit obligation at end of year	23.0	23.8

### Reconciliation of opening and closing balances of the fair value of plan assets

	2013 £m	2012 (Restated) £m
Fair value of assets at start of year	9.0	9.7
Interest income	0.2	0.3
Return on scheme assets excluding interest income	0.2	0.3
Contributions by employer	0.2	0.2
Contributions by employees	0.1	0.1
Benefits paid, death in service insurance premiums and expenses	(0.4)	(1.2)
Settlements	–	(0.1)
Exchange rate loss	–	(0.3)
Fair value of assets at end of year	9.3	9.0

### Total expense recognised in the income statement

	2013 £m	2012 (Restated) £m
Current service cost	0.7	0.5
Net interest on the defined benefit liability	0.4	0.5
Curtailments	–	(0.1)
Settlements	(0.1)	0.1
Total expenses	1.0	1.0

## 28. Retirement benefit schemes (continued)

### Assets

	2013 Quoted £m	2013 Unquoted £m	2012 Quoted £m	2012 Unquoted £m
Equities	1.7	–	1.2	–
Bonds	0.2	–	0.3	–
Cash	1.3	–	1.4	–
Insurance contracts	–	6.1	–	6.1
	<b>3.2</b>	<b>6.1</b>	2.9	6.1

None of the fair value of the assets shown above include any of the Group's own financial instruments or any property occupied by, or other assets used by the Group.

### Assumptions for 2013

	Salary increases % per annum	Rate of discount % per annum	Inflation % per annum	Pension increases % per annum
USA – metallurgical	n/a	5.10	n/a	n/a
USA – non-metallurgical	n/a	5.00	n/a	n/a
France	3.00	3.00	2.00	n/a
Germany	2.50	3.70	n/a	1.75
Italy	n/a	2.91	1.50	n/a
Turkey	n/a	9.30	5.00	n/a
Liechtenstein	2.50	2.00	n/a	n/a
Switzerland	3.00	2.00	n/a	n/a

### Duration

The weighted average durations of the defined benefit obligations of the overseas schemes at 31 December 2013 range from 9 years to 16 years. The durations ranged from 9 years to 17 years as at 31 December 2012.

### Present value of defined benefit obligations, fair value of assets and deficit

	2013 £m	2012 £m
Present value of defined benefit obligation	23.0	23.8
Fair value of plan assets	(9.3)	(9.0)
Deficit in the schemes	<b>13.7</b>	14.8

As all actuarial gains and losses are recognised, the deficit shown above at 31 December 2013 is that recognised in the balance sheet.

### Amounts recognised in Other Comprehensive Income

	2013 £m	2012 £m
(Loss) / gain on experience on plan liabilities	(0.3)	0.4
Return on scheme assets excluding interest income	0.2	0.3
Effects of changes in financial assumptions underlying the present value of the liabilities	0.7	(3.2)
Total gain / (loss) recognised in Other Comprehensive Income	<b>0.6</b>	(2.5)

The only funded plans are those operated in USA, Switzerland and Liechtenstein. The best estimate of contributions to be paid into the plans for the year ending 31 December 2014 is £0.3m.

### Sensitivities (changes to total defined benefit obligations)

	2013	
	Increase £m	Decrease £m
0.25% change in discount rate	(0.8)	0.9
0.25% change in price inflation (and associated assumptions)	0.4	(0.4)

The scheme sensitivities are designed to give a broad indication of the effect of changes to the assumptions, and are applied to adjust the defined benefit obligation at the end of the reporting period.

# Five year summary

	2013 £m	Restated			2009 £m
		2012 £m	2011 £m	2010 £m	
<b>Revenue</b>	<b>619.6</b>	587.8	570.7	499.8	435.4
<b>Profit:</b>					
<b>Headline operating profit</b>	<b>107.4</b>	97.5	84.9	51.3	7.4
Amortisation of acquired intangible fixed assets	(4.5)	(2.0)	(0.9)	(0.9)	(1.3)
<b>Operating profit prior to exceptional items</b>	<b>102.9</b>	95.5	84.0	50.4	6.1
Impairment charge	–	–	(4.2)	–	(31.5)
Profit on disposal of investments	–	2.4	–	–	–
Acquisition costs	–	(2.5)	–	–	–
Reorganisation costs	(0.8)	(2.4)	–	–	(25.4)
<b>Profit / (loss) before interest and tax</b>	<b>102.1</b>	93.0	79.8	50.4	(50.8)
Net interest payable	(3.7)	(3.0)	(4.2)	(5.9)	(4.0)
<b>Profit / (loss) before taxation</b>	<b>98.4</b>	90.0	75.6	44.5	(54.8)
Taxation	(25.3)	(22.8)	(19.8)	(17.3)	3.4
<b>Profit / (loss) after taxation</b>	<b>73.1</b>	67.2	55.8	27.2	(51.4)
Non-controlling interests	(0.1)	(0.1)	(0.2)	(0.1)	1.0
<b>Profit / (loss) attributable to the equity holders of the parent</b>	<b>73.0</b>	67.1	55.6	27.1	(50.4)
Headline earnings per share (pence)	<b>41.2</b>	37.5	32.6	18.1	0.2
Dividend per share (pence)	<b>13.5</b>	12.3	10.9	8.7	8.3
Special dividend per share (pence)	<b>10.0</b>	–	–	–	–
<b>Assets employed</b>					
Intangible fixed assets	<b>167.9</b>	166.8	111.5	118.1	118.8
Tangible fixed assets	<b>444.6</b>	448.7	443.9	458.0	461.8
Other assets and liabilities	<b>(80.1)</b>	(77.2)	(73.2)	(74.3)	(72.5)
	<b>532.4</b>	538.3	482.2	501.8	508.1
<b>Financed by</b>					
Share capital	<b>33.1</b>	33.1	33.0	32.8	32.5
Reserves	<b>513.7</b>	469.6	448.0	416.0	387.8
<b>Shareholders' funds</b>	<b>546.8</b>	502.7	481.0	448.8	420.3
Non-controlling interests	<b>0.6</b>	1.4	1.3	1.7	2.3
Net (cash) / borrowings	<b>(15.0)</b>	34.2	(0.1)	51.3	85.5
<b>Capital employed</b>	<b>532.4</b>	538.3	482.2	501.8	508.1
<b>Net assets per share (pence)</b>	<b>285.6</b>	262.6	251.5	236.4	223.4
<b>Return on capital employed (%):</b>					
Headline operating profit divided by the average of opening and closing capital employed as adjusted for certain items of goodwill written off	<b>19.9</b>	17.9	16.3	10.2	1.4

# Independent auditor's report

## To the Members of Bodycote plc

We have audited the parent company financial statements of Bodycote plc for the year ended 31 December 2013 which comprise the Parent Company Balance Sheet, Company Accounting Policies and the related notes 1 to 11. 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, the directors are responsible for the preparation of the parent company 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 parent company 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 parent 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 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. In addition, we read all the financial and non-financial information in the annual report 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 parent company financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2013;
- 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 part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006; and
- the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the parent company 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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements and the part of the Directors' Remuneration Report to be audited 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.

### Other matter

We have reported separately on the group financial statements of Bodycote plc for the year ended 31 December 2013 and the information in the Board Report on Remuneration that is described as having been audited.

### Nicola Mitchell (Senior statutory auditor)

for and on behalf of Deloitte LLP  
Chartered Accountants and Statutory Auditor  
Manchester, UK  
27 February 2014

# Company balance sheet

At 31 December 2013

	Note	2013 £m	2012 £m
<b>Fixed assets</b>			
Tangible fixed assets	2	6.7	4.6
Investments	3	393.2	393.2
		<b>399.9</b>	397.8
<b>Current assets</b>			
Debtors:			
– due within one year	4	14.9	15.7
– due after one year	4	5.6	7.9
Cash at bank and in hand		–	0.3
		<b>20.5</b>	23.9
<b>Current liabilities</b>			
Creditors: Amounts falling due within one year	5	(14.0)	(12.5)
<b>Net current assets</b>		<b>6.5</b>	11.4
<b>Total assets less current liabilities</b>		<b>406.4</b>	409.2
Creditors: Amounts falling due after more than one year	5	(1.1)	(5.4)
<b>Net assets</b>		<b>405.3</b>	403.8
<b>Capital and reserves</b>			
Called-up share capital	7	33.1	33.1
Share premium account	7	177.1	177.1
Other reserves	7	133.9	129.6
Profit and loss account	7	61.2	64.0
<b>Shareholders' funds</b>		<b>405.3</b>	403.8

The financial statements of Bodycote plc, registered number 519057, were approved by the Board of Directors and authorised for issue on 27 February 2014.

They were signed on its behalf by:

**S.C. Harris**  
Director

**D.F. Landless**  
Director

# Company accounting policies

## Accounting convention

The financial statements have been prepared under the historical cost convention and in accordance with applicable law and United Kingdom accounting standards. The principal accounting policies are summarised below. They have all been applied consistently throughout the year and the preceding year in dealing with items that are considered material in relation to the Company's financial statements. In accordance with Section 408 of the Companies Act 2006 a separate profit and loss account dealing with the results of the Company has not been presented.

## Going concern

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. Further detail is contained in the Finance Director's Report on page 23.

## Investments

Investments are held at cost less provision for impairment.

## Foreign currencies

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Gains and losses arising on retranslation are included in net profit or loss for the period.

## Pension costs

For defined benefit and defined contribution schemes, the amount charged to the profit and loss account in respect of pension costs is the contributions payable in the year. For further details see note 28 to the consolidated financial statements.

## Leases

Assets held under finance leases and other similar contracts, which confer rights and obligations similar to those attached to owned assets, are capitalised as tangible fixed assets and are depreciated over the shorter of the lease terms and their useful lives. The capital elements of future lease obligations are recorded as liabilities, while the interest elements are charged to the profit and loss account over the period of the lease to produce a constant rate of charge on the balance of capital repayments outstanding. Hire purchase transactions are dealt with similarly, except that assets are depreciated over their useful lives.

Rental costs under operating leases are charged to the profit and loss account on a straight-line basis over the period of the lease.

## The Company as lessor

Amounts due from lessees under finance leases are recorded as receivables at the amount of the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Company's net investment outstanding in respect of the leases.

## Tangible fixed assets

Tangible fixed assets are stated at cost net of depreciation and any provision for impairment. Depreciation is provided on a straight-line basis, to reduce the carrying value to the estimated residual value at the point of sale, at the following annual rates:

Fixtures and fittings	10% to 20%
Software	20% to 33%

Residual value is calculated on prices prevailing at the date of acquisition.

## Taxation

Current UK corporation tax and foreign tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

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 tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured at the average 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 that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a discounted basis to reflect the time value of money over the period between the balance sheet date and the dates on which it is estimated that the underlying timing differences will reverse. The discount rates used reflect the post-tax yields to maturity that can be obtained on government bonds with similar maturity dates and currencies to those of the deferred tax assets or liabilities.

# Company accounting policies continued

## **Related party transactions**

The Company has taken advantage of the exemption contained in FRS 8 'Related Party Transactions' not to disclose transactions or balances with wholly-owned entities of the Group.

## **Share-based payments**

The Company has applied the requirements of FRS 20 'Share-based Payment'.

The Company issues equity-settled share-based payments to certain employees. Equity-settled share-based payments are measured at fair value at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period. At each balance sheet date, the Company revises its estimate of the number of equity instruments expected to vest as a result of the effect of non-market based vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimates with a corresponding adjustment to the equity-settled employee benefits reserve.

# Notes to the company financial statements

Year ended 31 December 2013

## 1. Profit/(loss) for the year

Bodycote plc reported a profit for the financial year ended 31 December 2013 of £21.0m (2012: loss of £7.6m restated for the adoption of IAS 19 (revised) 'Employee Benefits').

The auditor's remuneration for audit and other services is disclosed in note 3 to the consolidated financial statements.

Disclosure of individual directors' remuneration, share interests, share options, long-term incentive schemes, pension contributions and pension entitlements required by the Companies Act 2006 and those specified for audit by the Listing Rules of the Financial Conduct Authority are shown in the tables in the Board Report on Remuneration on pages 47 to 61 and form part of these financial statements.

## 2. Tangible fixed assets

	Fixtures and fittings £m	Software £m	Total £m
<b>Cost</b>			
At 1 January 2013	0.8	8.3	9.1
Additions	–	2.6	2.6
<b>At 31 December 2013</b>	<b>0.8</b>	<b>10.9</b>	<b>11.7</b>
<b>Depreciation</b>			
At 1 January 2013	0.3	4.2	4.5
Charge for the year	0.1	0.4	0.5
<b>At 31 December 2013</b>	<b>0.4</b>	<b>4.6</b>	<b>5.0</b>
<b>Net book value</b>			
<b>At 31 December 2013</b>	<b>0.4</b>	<b>6.3</b>	<b>6.7</b>
At 31 December 2012	0.5	4.1	4.6

## 3. Investments

	Shares £m	Sundry investments £m	Total £m
<b>Cost</b>			
At 1 January 2013	400.0	0.6	400.6
<b>At 31 December 2013</b>	<b>400.0</b>	<b>0.6</b>	<b>400.6</b>
<b>Provision for impairment</b>			
At 1 January 2013	7.4	–	7.4
<b>At 31 December 2013</b>	<b>7.4</b>	<b>–</b>	<b>7.4</b>
<b>Net book value</b>			
<b>At 31 December 2013</b>	<b>392.6</b>	<b>0.6</b>	<b>393.2</b>
At 31 December 2012	392.6	0.6	393.2

The sundry investments relate to the Bodycote Investment Incentive Plan, as explained in the Board Report on Remuneration.

Details of principal subsidiary undertakings of the Company are shown on pages 116 to 117.

# Notes to the company financial statements continued

Year ended 31 December 2013

## 4. Debtors

	2013 £m	2012 £m
<b>Amounts falling due within one year:</b>		
Amounts owed by subsidiary undertakings	1.1	1.6
Corporation tax recoverable	4.0	5.9
Deferred taxation (note 6)	0.9	1.4
Other debtors and prepayments	8.9	6.8
	<b>14.9</b>	<b>15.7</b>
<b>Amounts falling due after more than one year:</b>		
Amounts owed by subsidiary undertakings	4.9	7.5
Other debtors	0.7	0.4
	<b>5.6</b>	<b>7.9</b>
	<b>20.5</b>	<b>23.6</b>

## 5. Creditors

	2013 £m	2012 £m
<b>Amounts falling due within one year:</b>		
Trade creditors	0.6	1.0
Amounts owed to subsidiary undertakings	0.2	0.1
Other taxes and social security	0.9	0.8
Other creditors	1.4	2.3
Accruals and deferred income	10.9	8.3
	<b>14.0</b>	<b>12.5</b>
<b>Amounts falling due after more than one year:</b>		
Amounts owed to subsidiary undertakings	1.1	5.4

## 6. Deferred tax asset

	£m
At 1 January 2013	1.4
Profit and loss charge	(0.5)
<b>At 31 December 2013</b>	<b>0.9</b>

	2013 £m	2012 £m
<b>Deferred tax is recognised as follows:</b>		
Other timing differences	0.9	1.4
Deferred tax asset	0.9	1.4

## 7. Capital and reserves

### Share capital:

#### Ordinary shares (allotted, called-up and fully paid)

	Number of shares	£m
At 1 January 2013	191,424,088	33.1
Allotted in the year	32,084	–
<b>At 31 December 2013</b>	<b>191,456,172</b>	<b>33.1</b>

Details of share options in issue on the Company's share capital and share-based payments are set out in note 26 to the consolidated financial statements.

### Reserves:

	Share premium account	Other reserves	Profit and loss account	Total
	£m	£m	£m	£m
At 1 January 2013	177.1	129.6	64.0	370.7
Dividends paid	–	–	(24.0)	(24.0)
Profit for the year	–	–	21.0	21.0
Share-based payments	–	3.5	–	3.5
Acquisition of own shares	–	(3.5)	–	(3.5)
Settlement of share options	–	4.3	0.2	4.5
<b>At 31 December 2013</b>	<b>177.1</b>	<b>133.9</b>	<b>61.2</b>	<b>372.2</b>

The other reserves are stated after deducting £5.5m (2012: £11.3m) relating to shares held in the Bodycote International Employee Benefit Trust. The Bodycote International Employee Benefit Trust holds Bodycote plc shares and satisfies awards made under various employee incentive schemes when issuance of new shares is not appropriate.

At 31 December 2013 2,035,618 (2012: 4,373,136) ordinary shares of 17 <sup>3</sup>/<sub>11</sub>p each were held by the Bodycote International Employee Benefit Trust and, following recommendations by the employer, are provisionally allocated to satisfy awards under employee incentive schemes. The trust waives payment of dividend. The market value of these shares was £13.6m (2012: £19.8m).

Included in other reserves is the capital redemption reserve of £129.4m (2012: £129.4m).

## 8. Contingent liabilities

The Company has guaranteed bank overdrafts, loans and letters of credit of certain subsidiary undertakings amounting to £6.7m (2012: £47.2m).

## 9. Financial commitments

Annual commitments under non-cancellable operating leases are as follows:

	2013 £m	2012 £m
Within one year	0.3	0.3
In the second to fifth years inclusive	0.7	0.8
After five years	–	0.1
	<b>1.0</b>	<b>1.2</b>

Operating lease payments represent rentals payable by the Company for its land and buildings and motor vehicles.

## 10. Pension commitments

The Company participates in a Group defined benefit scheme, the details of which are disclosed in note 28 to the consolidated financial statements. However, the Company is unable to identify its share of the underlying assets and liabilities and has therefore accounted for the scheme as if it were a defined contribution scheme. Full disclosures concerning the scheme as required by IAS 19 (revised) are set out in note 28 to the consolidated financial statements. These also satisfy the requirements of FRS17 'Retirement Benefits'.

The contributions made by the Company over the financial year to both the defined contribution and the defined benefit schemes amounted to £0.3m (2012: £0.2m) and £0.4m (2012: £0.4m) respectively. As at 31 December 2013, contributions of £nil (2012: £nil) due in respect of the current reporting period had not been paid over to the schemes.

## 11. Related party transactions

During the current and prior year, the Company has not entered into any transactions with related parties who are not wholly-owned members of the Group.

# Principal subsidiary undertakings

Except where stated, these companies are wholly-owned subsidiaries and have only one class of issued shares. Subsidiaries marked \* are held directly by Bodycote plc.

## Thermal Processing – Heat Treatment and Metal Joining

Company name	Plants	Country of incorporation
Bodycote Heat Treatments Limited*	Cambridge, Chard, Coventry, Derby, Gillingham, Great Barr, Hazel Grove, Macclesfield, Rotherham, Skelmersdale, Stillington and Woodford	England
Bodycote Hardiff GmbH	Landsberg	Germany
Bodycote Wärmebehandlung GmbH	Ebersbach, Eching, Essen, Esslingen, Karben, Korntal, Langenfeld, Langenselbold, Lüdenscheid, Menden, Nürnberg, Otterfing, Remscheid, Sömmerda, Sprockhövel and Wehingen	Germany
Bodycote Hardingscentrum BV	Diemen, Hengelo, Tilburg and Venlo	Netherlands
Bodycote Hardiff BV	Apeldoorn	Netherlands
Bodycote Värmebehandling AB	Göteborg, Hudiksvall, Karlskoga, Malmö, Mora, Stockholm, Värnamo, Västerås and Vellinge	Sweden
Bodycote SAS	Ambazac, Amiens, Beaugency, Billy-Berclau, Cernay, Chanteloup les Vignes, Chassieu, Condé sur Noireau, Duttlenheim, Gemenos, Lagny sur Marne, La Monnerie le Montel, La Talaudière, Le Subdray, Neuilly en Thelle, Nogent, Pusignan, Serres Castet, St Aubin les Elbeuf, St Nicolas d'Alhiermont, St Rémy en Mauges, Villaz and Voreppe	France
Techniques Metallurgiques Avancees SAS	Metz-Tessy	France
Nitruvid SAS	Argenteuil	France
Bodycote Belgium SA	Brussels	Belgium
Bodycote Lämpökäsittely Oy	Pieksämäki, Tampere, Vaasa and Vantaa	Finland
Bodycote Värmebehandling A/S	Ejby and Herlev	Denmark
Bodycote Italia Srl	Gorgonzola	Italy
Bodycote Trattamenti Termici SPA	Madone and Rodengo	Italy
Bodycote Austria GmbH	Kapfenberg, Marchtrenk and Vienna	Austria
Bodycote Rheintal Wärmebehandlung AG	Schaan	Liechtenstein
Bodycote Schweiz Wärmebehandlung AG	Urdorf	Switzerland
Bodycote HT S.r.o	Brno, Krnov, Liberec and Prague	Czech Republic
Bodycote Polska Sp z.o.o	Chelmno, Czestochowa, Swiebodzin, Warsaw and Zabrze	Poland
Bodycote Tratamente Termice SRL	Brasov and Cugir	Romania
Bodycote Hökezelő KFT	Budapest	Hungary
Bodycote Istas Isil Islem Sanayi ve Ticaret AS (79.3% owned)	Ankara, Bursa, Istanbul and Izmir	Turkey
Bodycote Thermal Processing, Inc.	Athens AL, Fremont, Huntington Park, Rancho Dominguez, Santa Fe Springs, Vernon, Westminster CA, Berlin, South Windsor, Suffield, Waterbury CT, Conyers GA, Melrose Park IL, Elkhart, Fort Wayne, Greensburg, Indianapolis IN, Wichita KS, Lafayette LA, Ipswich, Worcester MA, Canton, Grand Rapids, Holland, Livonia MI, Eden Prairie MN, Lumberton, Reidsville NC, Laconia NH, Roselle NJ, Rochester NY, Cincinnati, Cleveland, Columbus, London OH, Oklahoma City, Tulsa OK, York PA, Fountain Inn SC, Morristown TN, Arlington, Fort Worth, Houston TX, New Berlin, Sturtevant WI	USA

### Thermal Processing – Heat Treatment and Metal Joining (continued)

<b>Company name</b>	<b>Plants</b>	<b>Country of incorporation</b>
Bodycote Thermal Processing Canada, Inc.	Kitchener and Newmarket ON	Canada
Bodycote Thermal Processing Mexico Limited	Guaymas and Silao, Mexico	England
Bodycote Brasimet Processamento Termico Ltda	Campinas, Joinville, Jundiaí and Sao Leopoldo	Brazil
Bodycote Wuxi Technology Co. Limited	Wuxi	China
Bodycote (Ningbo) Heat Treatment Co. Limited	Ningbo	China
Bodycote (Jinan) Heat Treatments Technology Co. Limited	Jinan	China
Bodycote Metallurgical Services India Pvt Limited	Ranjangaon	India

### Thermal Processing – Hot Isostatic Pressing

<b>Company name</b>	<b>Plants</b>	<b>Country of incorporation</b>
Bodycote H.I.P. Ltd*	Chesterfield and Hereford	England
Bodycote IMT Inc.	Princeton KY, Andover MA, London OH and Camas WA	USA
Bodycote Heiß-Isostatisches Pressen GmbH	Haag	Germany
Bodycote Hot Isostatic Processing NV	Sint-Niklaas	Belgium
Bodycote SAS	Magny-Cours	France
Bodycote Hot Isostatic Pressing AB	Surahammar	Sweden

### Thermal Processing – Surface Engineering

<b>Company name</b>	<b>Plants</b>	<b>Country of incorporation</b>
Bodycote Surface Technology Limited*	Knowsley, Newport, Neath, Skelmersdale, Stonehouse, Wolverhampton and Dubai	England
Bodycote K-Tech, Inc.	Hot Springs AR and Houston TX	USA
Bodycote Ytbehandling AB	Katrineholm, Karlstad and Västra Frölunda	Sweden
Bodycote Singapore Pte Ltd	Singapore	Singapore

# Shareholder enquiries

Enquiries on the following administrative matters can be addressed to the Company's registrars at The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU. Telephone 0871 664 0300 (calls to 0871 numbers cost 10p per minute plus network extras – lines are open 8.30am until 5.30pm, Monday to Friday) or +44 (0)208 639 3399; fax: +44 (0)1484 600911; and email: [shareholderenquiries@capita.co.uk](mailto:shareholderenquiries@capita.co.uk).

- Change of address
- Lost share certificates or dividend cheques
- Dividend mandates
- Amalgamation of holdings

Forms for some of these matters can be downloaded from the registrars' website at [www.capitaassetservices.com](http://www.capitaassetservices.com). Shareholders can easily access and maintain their shareholding online by registering at [www.capitashareportal.com](http://www.capitashareportal.com). To register shareholders will require their investor code, which can be located on a share certificate or tax voucher.

## Share dealing service

Information on a low cost share dealing service offered by our registrar is available from Capita on 0871 664 0364 (calls cost 10p per minute plus network extras; lines are open 8.00am to 4.30pm, Monday to Friday). For the online service, Capita's commission rates are 1% of the value of the deal (minimum charge £21.00) and for the telephone service, Capita's commission rates are 1.50% of the value of the deal (minimum charge £28.50). Maximum deal size for online trades is £25,000. Rates for deals above £25,000 will be advised at the time of dealing.

## Dividend reinvestment plan ('DRIP')

This plan allows you to use your dividends to buy further shares in Bodycote plc. For any shareholders who wish to re-invest dividend payments in the Company, a facility is provided by Capita Asset Services in conjunction with Capita Registrars. Under this facility, cash dividends are used to purchase additional shares. Shares are bought on the dividend payment date at the current market price. Any cash left over which is insufficient to purchase a whole share will be carried forward and held without interest, in a Client Money bank account. Any shareholder requiring further information should contact Capita on 0871 664 0381 (calls cost 10p per minute plus any network extras from within the UK; lines are open from 9.00am to 5.30pm Monday to Friday), or from overseas on +44 (0)208 639 3402; fax: +44 (0)208 639 1023. Email: [shares@capita.co.uk](mailto:shares@capita.co.uk) or visit [www.capitaassetservices.com](http://www.capitaassetservices.com).

## Overseas shareholders

If you live outside the UK, Capita has partnered with Deutsche Bank to provide you with a service that will convert your sterling dividends into your local currency at a competitive rate. You can choose to receive payment directly into your local bank account, or alternatively, you can be sent a currency draft. You can sign up for this service on the Share Portal (by clicking on 'your dividend options' and following the on screen instructions) or by contacting the Customer Support Centre. For further information contact Capita on 0871 664 0385 (UK calls cost 10p per minute plus network extras), or from overseas on +44 (0)208 639 3405. Lines are open 9.00am to 5.30pm, Monday to Friday, excluding public holidays. Email: [ips@capita.co.uk](mailto:ips@capita.co.uk).

## Duplicate share register accounts

If you are receiving more than one copy of our report, it may be that your shares are registered in two or more accounts on our register of members. If that was not your intention you might consider merging them into one single entry. Please contact Capita who will be pleased to carry out your instructions.

## Shareholder analysis

Analysis of share register as at 17 February 2014:

Holding range	Number of shareholders	%	Number of shares	%
1 to 1,000	952	42.0	401,338	0.2
1,001 to 10,000	915	40.4	2,864,501	1.5
10,001 to 100,000	241	10.6	8,049,627	4.2
100,001 to 500,000	85	3.8	18,901,711	9.9
500,001 and over	73	3.2	161,238,995	84.2
	<b>2,266</b>	<b>100.0</b>	<b>191,426,172</b>	<b>100.0</b>

Type of shareholders	% of shareholders	% of total shares
Directors' interests	0.4	0.7
Major institutional and corporate holdings	29.4	97.7
Other shareholdings	70.2	1.6
	<b>100.0</b>	<b>100.0</b>

As at 17 February 2014 the following voting rights in the Company had been notified in accordance with the Disclosure and Transparency Rules.

	<b>Number of shares</b>	<b>%</b>
Standard Life Investments Ltd	28,748,101	15.0
Baillie Gifford & Co	9,402,000	4.9
Black Rock Inc.	9,354,379	4.9
Schroders plc	9,169,630	4.8
Norges Bank	7,647,875	4.0
Kames Capital	5,978,494	3.1

# Company information

## Advisers

### Auditor

Deloitte LLP

### Principal Bankers

HSBC Bank plc, Barclays Bank PLC, The Royal Bank of Scotland plc, Svenska Handelsbanken AB, Lloyds TSB Bank plc, UniCredit Bank AG, ING Bank NV, Wells Fargo Bank, NA and KBC Bank NV

### Solicitors

Eversheds LLP and Herbert Smith LLP

## Financial calendar

Annual General Meeting	29 April 2014
Final dividend for 2013	2 May 2014
Interim results for 2014	July 2014
Interim dividend for 2014	November 2014
Results for 2014	February 2015

To view the Bodycote Annual Report online visit  
<http://bodycote.annualreport2013.com>



[www.bodycote.com](http://www.bodycote.com)

 For the online version of this report go to [bodycote.annualreport2013.com](http://bodycote.annualreport2013.com)

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