

Registration number: 00368205

# Wilkes-Lucas Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2017



## **Wilkes-Lucas Limited**

### **Company Information**

<b>Directors</b>	SC Upcott IJ Lawson HJ Knowles
<b>Company secretary</b>	J Smith
<b>Registered office</b>	165 Fleet Street London EC4A 2AE
<b>Registration number</b>	00368205
<b>Incorporated</b>	a Private Limited Company incorporated in England & Wales
<b>Auditors</b>	Mazars LLP Tower Bridge House St Katharine's Way London E1W 1DD

## Wilkes-Lucas Limited

### Strategic Report for the Year Ended 31 December 2017

The Directors present their Strategic Report for the year ended 31 December 2017.

#### **Fair review of the business**

Wilkes-Lucas Limited (the "Company") is an investment holding company for investments in group undertakings, and its investing activities during the year are detailed in the investments note. The Directors do not envisage any change in the business of the Company in the foreseeable future.

The profit before tax for the year is £31,100,000 (2016: profit of £7,525,000). The net assets for the year are £292,044,000 (2016: £260,945,000).

Given the straightforward nature of the Company's business, the Directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

#### **Principal risks and uncertainties**

The management of the business and the execution of the Company's strategy are subject to a number of risks. The key business risks and uncertainties affecting the Company are considered to relate to the following:

##### **Financial counterparty risk**

The treasury activities of the ultimate parent company, Vesuvius plc, are monitored and co-ordinated by a central treasury department on behalf of the whole Vesuvius group. This includes the risk of potential failure by counterparties holding cash deposits on behalf of group companies.

Other principal risks and uncertainties are integrated with the principal risks of the Vesuvius Group and are not managed separately. The principal risks and uncertainties of Vesuvius plc, which include those of the Company, can be found in the Annual Report 2017 of Vesuvius plc, which does not form part of this Report.

Approved by the Board on 5 September 2018 and signed on its behalf by:



IJ Lawson  
Director

## **Wilkes-Lucas Limited**

### **Directors' Report for the Year Ended 31 December 2017**

The Directors present their report and the financial statements for the year ended 31 December 2017.

Certain disclosures required under Companies Act 2006 to be included within the Directors' Report have been presented within the Strategic Report to avoid duplication.

#### **Directors' of the company**

The Directors who held office during the year were as follows:

SC Upcott

IJ Lawson (appointed 5 April 2017)

HJ Knowles

#### **Dividends**

The Directors do not recommend payment of a final dividend (2016: £nil).

#### **Directors' liabilities**

The ultimate parent company of Wilkes-Lucas Ltd maintains directors' indemnity cover for all Directors.

#### **Disclosure of information to the auditors**

Each Director has taken steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information. The Directors confirm that there is no relevant information that they know of and of which they know the auditor is unaware.

#### **Independent auditors**

The auditors, Mazars LLP are deemed to be reappointed under section 487(2) of the Companies Act 2006.

Approved by the Board on 5 September 2018 and signed on its behalf by:



.....  
IJ Lawson  
Director

## **Wilkes-Lucas Limited**

### **Statement of Directors' Responsibilities**

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 'Reduced Disclosure Framework' ('FRS 101'). Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether FRS 101 has been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

## **Wilkes-Lucas Limited**

### **Independent Auditor's Report to the Members of Wilkes-Lucas Limited**

#### **Opinion**

We have audited the financial statements of Wilkes-Lucas Limited (the 'Company') for the year ended 31 December 2017, which comprise the Profit and Loss Account, Balance Sheet, Statement of Changes in Equity, and Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 'Reduced Disclosure Framework', the Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Folder including heading and paragraph**

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.

#### **Conclusions relating to going concern**

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

## **Wilkes-Lucas Limited**

### **Independent Auditor's Report to the Members of Wilkes-Lucas Limited (continued)**

#### **Other information**

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

#### **Opinions on other matters prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and Directors' Report have been prepared in accordance with applicable legal requirements.

#### **Matters on which we are required to report by exception**

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report and the Directors' Report.

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption in preparing the Directors' Report and from the requirement to prepare a Strategic Report.

#### **Responsibilities of directors**

As explained more fully in the Statement of Directors' Responsibilities set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

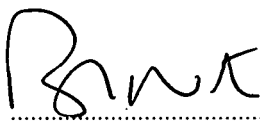
## Wilkes-Lucas Limited

### Independent Auditor's Report to the Members of Wilkes-Lucas Limited (continued)

#### Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.



Robert Neate (Senior Statutory Auditor)  
for and on behalf of Mazars LLP,

Chartered Accountants and Statutory Auditor

Tower Bridge House  
St Katharine's Way  
London  
E1W 1DD

5 September 2018



# **Wilkes-Lucas Limited**

## **Profit and Loss Account for the Year Ended 31 December 2017**

	Note	2017 £ 000	2016 £ 000
Fixed asset investments reversal	7	-	30,474
Operating profit		-	30,474
Other interest receivable and similar income	4	31,100	1,143
Interest payable and similar charges	5	-	(24,092)
Profit before tax		31,100	7,525
Tax on profit on ordinary activities	6	-	-
Profit for the year		<u>31,100</u>	<u>7,525</u>

The notes on pages 11 to 18 form an integral part of these financial statements.

The above results were derived from continuing operations.


# Wilkes-Lucas Limited

(Registration number: 00368205)  
Balance Sheet as at 31 December 2017

	Note	2017 £ 000	2016 £ 000
<b>Non current assets</b>			
Investments	7	470,958	572,614
Debtors	8	<u>267,780</u>	<u>160,921</u>
		738,738	733,535
<b>Creditors: Amounts falling due after more than one year</b>			
Trade and other payables	9	<u>(446,693)</u>	<u>(472,590)</u>
Net assets		<u>292,045</u>	<u>260,945</u>
<b>Capital and reserves</b>			
Called up share capital	10	10	10
Profit and loss account		<u>292,035</u>	<u>260,935</u>
Shareholders' funds		<u>292,045</u>	<u>260,945</u>

The notes on pages 11 to 18 form an integral part of these financial statements.

Approved by the Board on 5 September 2018 and signed on its behalf by:

  
.....  
J Lawson  
Director

## Wilkes-Lucas Limited

### Statement of Changes in Equity for the Year Ended 31 December 2017

	Share capital £ 000	Retained earnings £ 000	Total £ 000
At 1 January 2017	10	260,935	260,945
Profit for the year	-	31,100	31,100
Total comprehensive income	-	31,100	31,100
At 31 December 2017	10	292,035	292,045

	Share capital £ 000	Retained earnings £ 000	Total £ 000
At 1 January 2016	10	253,410	253,420
Profit for the year	-	7,525	7,525
Total comprehensive income	-	7,525	7,525
At 31 December 2016	10	260,935	260,945

The notes on pages 11 to 18 form an integral part of these financial statements.

## **Wilkes-Lucas Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2017**

#### **1 General information**

Wilkes-Lucas Ltd (the 'Company') is a holding company. The company is a private limited company and is incorporated and domiciled in the UK.

The address of its registered office is:  
165 Fleet Street  
London  
EC4A 2AE

#### **2 Accounting policies**

##### **Summary of significant accounting policies, key accounting estimates and judgements**

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

Determining the carrying amount of some assets and liabilities requires the estimation of the effect of uncertain future events. The major sources of estimation uncertainty that have a significant risk of resulting in a material adjustment to the carrying amounts of assets or liabilities are noted below.

##### *Impairment and valuation of investments*

Investments in subsidiaries are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable. When a review for impairment is conducted, the recoverable amount is determined based on the fair value prepared on the basis of management's assumptions and estimates.

##### **Basis of preparation**

The financial statements of Wilkes-Lucas Limited have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101). The amendments to FRS 101 (2016/17 Cycle) issued in July 2017 which are effective for the year-ended 31 December 2017 have been applied.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ('Adopted IFRSs'), but makes amendments where necessary to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken. The Company proposes to continue to adopt the reduced disclosure framework of FRS 101 in its next financial statements.

During the year, we split out the amounts owed by/to group undertakings into current and non current, to be in line with the expected repayment time frame.

The Company's parent undertaking, Vesuvius plc includes the Company in its consolidated financial statements. The consolidated financial statements of Vesuvius plc are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from 165 Fleet Street, London, EC4A 2AE.

## **Wilkes-Lucas Limited**

### **Notes to the Financial Statements for the Year Ended 31 December 2017**

#### **Summary of disclosure exemptions**

##### **Exemption from preparing group accounts**

The Company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements since the Company is itself a wholly-owned subsidiary of Vesuvius plc. These financial statements present information about the Company as an individual undertaking and not about its group.

In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- A Cash Flow Statement and related notes;
- Disclosures in respect of transactions with wholly owned subsidiaries;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs; and
- Disclosures in respect of Key Management Personnel.

#### **Going concern**

The directors consider that the Company has adequate resources to continue in operational existence for a period of 12 months from the date of signing of these accounts. Accordingly, they continue to adopt a going concern basis in preparing the financial statements of the Group and the Company.

#### **Investments**

Investments in subsidiaries are held at cost less accumulated impairment losses.

The Directors regularly review the performance of the business and the external business environment to determine whether there is any indication that the carrying value of its investments have suffered an impairment loss. If such indication exists, the higher of the value in use and the fair value less costs to sell of the asset is estimated and compared with the value in order to determine the extent, if any, of the impairment loss. For the purpose of impairment testing, the recoverable amount of an asset is the higher of (i) its fair value less costs to sell and (ii) its value in use. An impairment loss recognised in a prior year for an asset may be reversed where there has been a change in estimates used to measure the asset's recoverable amount since the impairment loss was recognised.

#### **Foreign currency transactions and balances**

The financial statements are presented in 'Pounds Sterling (£)', which is also the Company's functional currency.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions, and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies, are recognised in the Profit and Loss Account under 'Other interest receivable and similar income' and 'Other interest payable and similar charges' respectively.

## Wilkes-Lucas Limited

### Notes to the Financial Statements for the Year Ended 31 December 2017

#### Tax

Tax expense represents the sum of current tax and deferred tax. Current and deferred tax are recognised in the Profit or Loss Account except to the extent that they relate to items charged or credited in the Statement of Comprehensive Income or Statement of Changes in Equity, in which case the associated tax is also recognised in those statements. In arriving at its current tax charge, the Company also makes careful assessment of the likely impact of tax law changes.

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

Deferred tax is recognised 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 the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. 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 rates and laws that have been enacted, or substantively enacted, by the balance sheet date.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and interests in joint ventures, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. 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 assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

#### 3 Operating profit

The Company had no employees during the year (2016: nil). The Directors received remuneration of £nil (2016: £nil) in respect of services to the Company during the year. An allocated audit fee was borne by the ultimate parent undertaking, Vesuvius plc, of £3,240 (2016: £4,000).

#### 4 Other interest receivable and similar income

	2017 £ 000	2016 £ 000
Foreign exchange gain	29,512	-
Interest receivable from group undertakings	1,588	1,143
	<u>31,100</u>	<u>1,143</u>

## Wilkes-Lucas Limited

### Notes to the Financial Statements for the Year Ended 31 December 2017

#### 5 Interest payable and similar charges

	2017 £ 000	2016 £ 000
Foreign exchange losses	-	24,092

#### 6 Income tax

Tax charged/(credited) in the income statement

	2017 £ 000	2016 £ 000
Tax expense/(receipt) in the income statement	-	-

The tax on profit before tax for the year is lower than the standard rate of corporation tax in the UK (2016: lower than the standard rate of corporation tax in the UK) of 19.25% (2016: 20%).

The differences are reconciled below:

	2017 £ 000	2016 £ 000
Profit before tax	31,100	7,525
Corporation tax at standard rate	5,987	1,505
(Decrease) / increase from effect of revenues exempt from taxation	-	(6,095)
Tax increase / (decrease) from utilisation of tax losses	(5,987)	4,590
Total tax charge/(credit)	-	-

#### Deferred Tax

The unrecognised deferred tax asset is approximately £17,413,433 (2016: £24,686,302) in respect of non-trading deficits. If circumstances change in the future resulting in the recoverability of the deferred tax asset becoming more certain, the asset will be recognised. This will only be the case if there is persuasive and reliable evidence suggesting that suitable taxable profits will be generated in the future.

#### Factors that may affect future tax charges

Further UK corporation tax rate reductions to 19% from 1 April 2017 and 17% from 1 April 2020, were substantively enacted on 6 September 2016.

## Wilkes-Lucas Limited

### Notes to the Financial Statements for the Year Ended 31 December 2017

#### 7 Investments

Subsidiaries	£ 000
<b>Cost or valuation</b>	
At 1 January 2017	768,681
Additions	304,962
Disposals	<u>(406,616)</u>
At 31 December 2017	<u>667,027</u>
<b>Provision</b>	
At 1 January 2017	<u>196,069</u>
At 31 December 2017	<u>196,069</u>
<b>Carrying amount</b>	
At 31 December 2017	<u><u>470,958</u></u>
At 31 December 2016	<u><u>572,614</u></u>

During the year, the Company disposed of its entire shareholding in Vesuvius America, Inc to a fellow subsidiary company, Vesuvius VA Limited. The shareholding disposed represented 83.33% of the issued share capital of Vesuvius America Inc. The Company accepted new issue shares in Vesuvius VA Limited in part settlement of the purchase price with the remaining balance outstanding on intercompany loan account between the Company and Vesuvius VA Limited.

The subsidiaries of Wilkes-Lucas Ltd and the countries in which they are incorporated are set out below. The share capital of those marked with \* were not wholly owned by Wilkes-Lucas Ltd at 31 December 2017.

#### Details of undertakings

Company	Country of incorporation	Registered office address
BMI Refractory Services, Inc.	USA	116 Pine Street, 3rd floor, suite 320, Harrisburg, 17101, United States
Flo-Con Holding, Inc.	USA	CT Corporation, 1209 Orange Street, The Corporation Trust Company, Wilmington, Delaware, 19801, United States
Flo-Con Systems, LLC	USA	CT Corporation, 208 South LaSalle Street, Chicago, Cook County, Illinois, IL 60604, United States
Foseco Metallurgical Inc	USA	CT Corporation, 1209 Orange Street, The Corporation Trust Company, Wilmington, Delaware, 19801, United States
Process Metrix, LLC	USA	6622 Owens Drive, Pleasanton, California, 94588, United States



## Wilkes-Lucas Limited

### Notes to the Financial Statements for the Year Ended 31 December 2017

J.H. France Refractories Company	USA	CT Corporation, 1209 Orange Street, The Corporation Trust Company, Wilmington, Delaware, 19801, United States
Realisations 789, LLC	USA	CT Corporation, 1209 Orange Street, The Corporation Trust Company, Wilmington, Delaware, 19801, United States
Sidermes S.A.	Argentina	Urquiza 919 Piso 2 Rosario Santa Fe, Argentina, CP 2000
Vesuvius Americas Holdings, Inc.	USA	Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, DE, 19801, United States
Vesuvius Ceramics Limited	England & Wales	165 Fleet Street, London, EC4A 2AE, England
Vesuvius International Corporation	USA	CT Corporation, 1209 Orange Street, The Corporation Trust Company, Wilmington, Delaware, 19801, United States
Vesuvius Mexico SA de CV*	Mexico	Av. Ruiz Cortinez, Num. 140, Colonia Jardines de San Rafael, Guadalupe, Nuevo León, CP 67119, Mexico
Vesuvius Refractorios de Chile SA	Chile	Street San Martin 870, Room 308, Tower B, Concepcion, Chile
Vesuvius Refractorios de Venezuela C.A.	Venezuela	Av. Principal UD-321, Centro Industrial, Caroni, Galpon #2. Matanzas, Ciudad Guayana, Edo Bolivar, Venezuela
Vesuvius USA Corporation	USA	CT Corporation, 208 South LaSalle Street, Chicago, Cook County, Illinois, IL 60604, United States
Vesuvius (V.E.A.R.) S.A.*	Argentina	Street Urquiza, 919, Flr 2, Rosario, Provincia de Santa Fé, Argentina
Vesuvius VA Limited*	England & Wales	165 Fleet Street, London, EC4A 2AE, England

#### 8 Trade and other receivables

	2017	2016
	£ 000	£ 000
Amounts owed by group undertakings non current	<u>267,780</u>	<u>160,921</u>

#### 9 Trade and other payables

	2017	2016
	£ 000	£ 000
Amounts owed to group undertakings non current	<u>446,693</u>	<u>472,590</u>

## Wilkes-Lucas Limited

### Notes to the Financial Statements for the Year Ended 31 December 2017

#### 10 Share capital

##### Allotted, called up and fully paid shares

	2017		2016	
	No. 000	£ 000	No. 000	£ 000
Ordinary Shares of £0.00005 each	<u>204,904</u>	<u>10.00</u>	<u>204,904</u>	<u>10.00</u>

The Company only has one class of shares in issue, Ordinary Shares. All shareholders enjoy the same rights in relation to these shares, including rights in relation to voting at general meetings of the Company, distribution of dividends and repayment of capital.

#### 11 Related party transactions

As the Company is a wholly owned subsidiary of Vesuvius plc, the Company has taken advantage of the exemption contained in FRS 101 and has therefore not disclosed transactions or balances with entities which form part of the Vesuvius plc group.

#### 12 Parent and ultimate parent undertaking

The company's immediate parent is Vesuvius Investments Limited.

The most senior parent entity producing publicly available financial statements is Vesuvius plc. These financial statements are available upon request from the Company Secretary, Vesuvius plc, 165 Fleet Street, London EC4A 2AE.