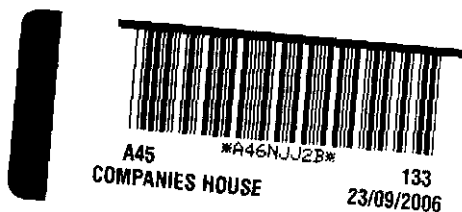


Bodycote Shu Coatings Limited

Annual report and financial statements
for the year ended 31 December 2005

Registered number: 3322354



Directors' report

For the year ended 31 December 2005

The directors present their annual report on the affairs of the company, together with the financial statements for the year ended 31 December 2005.

Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year which 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 those financial statements, the directors are required to:

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

The directors are responsible for keeping proper accounting records which 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 1985. 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.

Principal activity and business review

The company has been dormant, as defined in section 249AA of the Companies Act 1985, throughout the year.

The directors consider the state of the company's affairs to be satisfactory.

Results and dividends

The company did not trade during the year, and consequently made neither a profit nor a loss.

No dividend can be paid (2004 - £nil).

Directors and their interests

The directors who served during the year were as follows:

P.T. Clough
W.D. Münz
J.D. Hubbard

Directors' report (continued)

Directors and their interests (continued)

J.D. Hubbard is also a director of the ultimate holding company, Bodycote International plc, and his interests in the share capital of group companies is shown in the directors' report for that company. The interests of the remaining directors holding office at the end of the year had the following interests in the share capital of Bodycote International plc, the ultimate parent undertaking:

	At 31 December 2005		At 1 January 2005	
	10p ordinary shares Beneficial	Options	10p ordinary shares Beneficial	Options
P.T. Clough	5,000	45,452	5,000	63,152

The above options were granted under the terms of the Bodycote International Executive Share Option Schemes 1994 1996 and 2003, and are exercisable between 28 November 1998 and 15 September 2013 at prices between 125.76p and 241.92p per share.

The directors do not have any other interests required to be disclosed under Schedule 7 of the Companies Act 1985.

Hulley Road
Hurdsfield
Macclesfield
Cheshire
SK10 2SG
28 February 2006

By order of the Board,



J.R. Grime
Secretary

Balance sheet

31 December 2005

	Notes	2005 £	2004 £
Current assets			
Creditors: Amounts falling due within one year	3	(157,232)	(157,232)
Net liabilities		<u>(157,232)</u>	<u>(157,232)</u>
Capital and reserves			
Called-up share capital	4	1,001	1,001
Profit and loss account		<u>(158,233)</u>	<u>(158,233)</u>
Equity shareholders' deficit		<u>(157,232)</u>	<u>(157,232)</u>

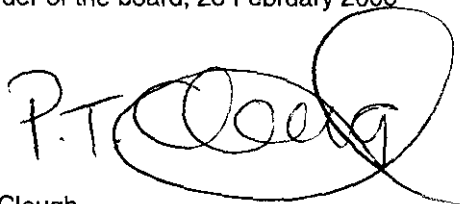
The company did not trade during the period and accordingly made neither a profit nor a loss. No profit and loss account is therefore presented.

For the year ended 31 December 2005 the company was entitled to exemption under section 249AA (1) of the Companies Act 1985. No members have required the company to obtain an audit of its financial statements for the year in question in accordance with section 249B (2).

The directors acknowledge their responsibility for:

- ensuring the company keeps accounting records that comply with section 221; and
- preparing accounts that give a true and fair view of the state of affairs of the company as at the end of its financial year and of the profit or loss for the year and which comply with the requirements of the Companies Act relating to accounts.

By order of the board, 28 February 2006



P.T. Clough
Director

The accompanying notes are an integral part of this balance sheet.

Notes to the financial statements

31 December 2005

1 Accounting policies

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards. The company did not trade during the year or the previous year and accordingly it made neither a profit nor a loss. No profit and loss account is therefore presented.

2 Directors' remuneration

None of the directors received any remuneration in respect of their services to the company during the year (2003 - £nil).

3 Creditors: Amounts falling due within one year

	2005 £	2004 £
Amounts owed to other group companies	<u>157,232</u>	<u>157,232</u>

4 Called-up share capital

	2005 £	2004 £
<i>Authorised, allotted, called up and fully-paid</i> 1,001 ordinary shares of £1 each	<u>1,001</u>	<u>1,001</u>

5 Ultimate controlling party

The ultimate holding company is Bodycote International plc, a company incorporated in England and Wales. Copies of the group financial statements may be obtained from The Secretary, Bodycote International plc, Hulley Road, Hurdsfield, Macclesfield, Cheshire, SK10 2SG.

6 Related party transactions

As a subsidiary undertaking of Bodycote International plc, the company has taken advantage of the exemption in FRS 8, 'Related Party Disclosures', from disclosing transactions with other members of the group headed by Bodycote International plc.