

Registered number: 00933387

BEAZER LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

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COMPANIES HOUSE

BEAZER LIMITED

COMPANY INFORMATION

DIRECTORS

D J Clarke
E A Gretton
N Benning-Prince
R C Dowley

COMPANY SECRETARY

R T V Tyson

REGISTERED NUMBER

00933387

REGISTERED OFFICE

Hanson House
14 Castle Hill
Maidenhead
SL6 4JJ

INDEPENDENT AUDITOR

Ernst & Young LLP
The Paragon
Counterslip
Bristol
BS1 6BX

BEAZER LIMITED

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BEAZER LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2014

BUSINESS REVIEW

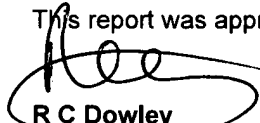
The Company is a group investment holding company.

The Directors have noted the loss for the year and are satisfied with the Company's position at year end.

PRINCIPAL RISKS AND UNCERTAINTIES

The Company's results arise from transactions with fellow group undertakings in the group headed by HeidelbergCement AG. The Directors are therefore of the opinion that the Company is not directly exposed to significant risks and uncertainty; however, by the very nature of its activities, the Company is indirectly exposed to similar risks and uncertainties to those faced by other group companies. Details of the proposed risks and uncertainties facing the group headed by HeidelbergCement AG are disclosed in the financial statements of that Company.

This report was approved by the board on 23 June 2015 and signed on its behalf.



R C Dowley
Director

BEAZER LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2014

The Directors present their report and the financial statements for the year ended 31 December 2014.

RESULTS AND DIVIDENDS

The loss for the year, after taxation, amounted to £50,000 (2013 - loss £41,000).

The Directors do not recommend the payment of a final dividend (2013 - £nil).

FUTURE DEVELOPMENTS

The Directors anticipate that the Company will continue as a group investment holding company for the foreseeable future.

GOING CONCERN

The Company has limited activity and has limited cash flows outside of the HeidelbergCement AG ("HCAG") group. The recoverability of its assets is dependent on the financial position of the HCAG group.

The Directors, having assessed the responses of the management of HCAG to their enquiries, have no reason to believe that a material uncertainty exists that may cast significant doubt on the ability of the HCAG group to continue as a going concern.

On the basis of their assessment of the Company's financial position and relevant enquiries, the Directors have a reasonable expectation that the Company will be able to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

DIRECTORS

The Directors who served during the year were:

D J Clarke
E A Gretton
N Benning-Prince
R C Dowley

DIRECTORS' INDEMNITY

A fellow group undertaking has indemnified, by means of directors and officers' liability insurance, one or more Directors of the Company against liability in respect of proceedings brought by third parties, subject to the conditions set out in section 234 of the Companies Act 2006. Such qualifying third party indemnity provision was in force during the year and is in force as at the date of approving the Directors' Report.

The articles of association also provide for the directors to be indemnified by the Company subject to the provisions of the Companies Act 2006.

BEAZER LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2014**

DISCLOSURE OF INFORMATION TO AUDITOR

Each of the persons who are Directors at the time when this Directors' report is approved has confirmed that:

- so far as that Director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- that Director has taken all the steps that ought to have been taken as a Director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

AUDITOR

Ernst & Young LLP, having confirmed their willingness to act, will continue in office as auditors of the company.

This report was approved by the board on 23 June 2015 and signed on its behalf.



R C Dowley
Director

BEAZER LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2014

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 Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and 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 then apply them consistently;
- make judgments 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;
- 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BEAZER LIMITED

We have audited the financial statements of Beazer Limited for the year ended 31 December 2014, which comprise the Profit and loss account, the Balance sheet and the related notes 1 to 12. 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 financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the Directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Strategic report and the Directors' 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.

OPINION ON FINANCIAL STATEMENTS

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2014 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion the information given in the Strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BEAZER LIMITED

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.



Jane Barwell (Senior statutory auditor)

for and on behalf of

Ernst & Young LLP, Statutory Auditor

The Paragon
Counterslip
Bristol
BS1 6BX

25 June 2015

BEAZER LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2014**

| | Note | 2014 £000 | 2013 £000 |
|--|-------------|----------------------|----------------------|
| Administrative expenses | | (50) | (41) |
| OPERATING LOSS | 2 | (50) | (41) |
| LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION | | (50) | (41) |
| Tax on loss on ordinary activities | 4 | - | - |
| LOSS FOR THE FINANCIAL YEAR | 9 | (50) | (41) |

All amounts relate to continuing operations.

There were no recognised gains and losses for 2014 or 2013 other than those included in the Profit and loss account.

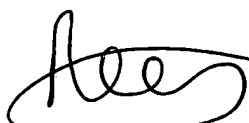
The notes on pages 9 to 14 form part of these financial statements.

BEAZER LIMITED
REGISTERED NUMBER: 00933387

BALANCE SHEET
AS AT 31 DECEMBER 2014

| | Note | £000 | 2014 £000 | 2013 £000 |
|---|------|-----------|--------------|--------------|
| FIXED ASSETS | | | | |
| Investments | 5 | | 401,741 | 401,741 |
| CURRENT ASSETS | | | | |
| Debtors | 6 | 214,601 | | 221,670 |
| CREDITORS: amounts falling due within one year | 7 | (610,130) | (617,149) | |
| NET CURRENT LIABILITIES | | | (395,529) | (395,479) |
| NET ASSETS | | | 6,212 | 6,262 |
| CAPITAL AND RESERVES | | | | |
| Called up share capital | 8 | | 78,500 | 78,500 |
| Share premium account | 9 | | 249,750 | 249,750 |
| Other reserves | 9 | | 70,098 | 70,098 |
| Profit and loss account | 9 | | (392,136) | (392,086) |
| SHAREHOLDERS' FUNDS | 10 | | 6,212 | 6,262 |

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 23 June 2015.



R C Dowley
Director

The notes on pages 9 to 14 form part of these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2014**

1. ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

The Company is itself a subsidiary company and is exempt from the requirement to prepare group accounts by virtue of section 400 of the Companies Act 2006. These financial statements therefore present information about the Company as an individual undertaking and not about its group.

1.2 Going concern

The financial statements have been prepared on a going concern basis as the Company's ultimate parent undertaking, which indirectly owns the Company's entire share capital, has committed to continue to support the Company for the foreseeable future, in order that it can meet its liabilities as they fall due.

1.3 Cash flow

The Company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1.

1.4 Investments

Investments held as fixed assets are shown at cost less provision for impairment.

1.5 Deferred taxation

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 have occurred that will result in an obligation to pay more, or right to pay less or to receive more tax, with the following exceptions

- Provision is made for tax on gains arising from the revaluation of fixed assets (and similar fair value adjustments), or gains on disposal of fixed assets only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made when, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled into replacement assets and charged to tax only when the replacement assets are sold.

- Deferred tax assets are recognised only to the extent that the Directors consider that it is more likely than not that there will be suitable taxable profits from which the underlying timing differences can be deducted.

- Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

1.6 Dividends

Revenue is recognised after the Company's right to receive payment has been established.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2014**

1. ACCOUNTING POLICIES (continued)

1.7 Classification of shares as debt or equity

An equity instrument is a contract that evidences a residual interest in the assets of an entity after deducting all its liabilities. Accordingly, a financial instrument is treated as equity if:

(i) there is no contractual obligation to deliver cash or other financial assets or to exchange financial assets or liabilities on terms that may be unfavourable; and

(ii) the instrument is a non-derivative that contains no contractual obligations to deliver a variable number of shares or is a derivative that will be settled only by the Company exchanging a fixed amount of cash or other assets for a fixed number of the Company's own equity instruments.

The proceeds of an issue are allocated to shareholders' equity, net of transaction costs. The carrying amount of equity is not re-measured in subsequent years.

When shares are issued that create a financial liability of the Company they are presented as a liability in the balance sheet; measured initially at fair value net of transaction costs and thereafter at amortised cost until extinguished on conversion or redemption. The corresponding dividends relating to the liability component are charged as interest expense in the profit and loss.

The Company's cumulative redeemable preference shares and deferred shares have been accounted for as equity (see note 8).

2. OPERATING LOSS

This is stated after charging:

| | 2014 | 2013 |
|-----------------------|-------------|-------------|
| | £000 | £000 |
| Auditors remuneration | - | - |

Fees for audit and non-audit services provided to the Company have been borne by other group undertakings. It is not practicable to ascertain what proportion of such fees relates to the Company.

3. STAFF COSTS

The Company has no employees other than the Directors, who did not receive any remuneration (2013 - £nil).

BEAZER LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2014****4. TAXATION**

| | 2014 £000 | 2013 £000 |
|--|----------------------|----------------------|
| UK corporation tax charge on loss for the year | <u>-</u> | <u>-</u> |

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2013 - higher than) the standard rate of corporation tax in the UK of 21.5% (2013 - 23.25%). The differences are explained below:

| | 2014 £000 | 2013 £000 |
|---|----------------------|----------------------|
| Loss on ordinary activities before tax | <u>(50)</u> | <u>(41)</u> |
| Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 21.5% (2013 - 23.25%) | (11) | (10) |
| Effects of: | | |
| Group relief | (52) | 422 |
| Transfer pricing adjustments | 63 | (412) |
| Current tax charge for the year (see note above) | <u>-</u> | <u>-</u> |

Factors that may affect future tax charges

The main rate of corporation tax of 21% reduces to 20% on 1 April 2015.

BEAZER LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

5. FIXED ASSET INVESTMENTS

| | Investments in subsidiary companies £000 |
|--|--|
| Cost or valuation | |
| At 1 January 2014 and 31 December 2014 | 403,417 |
| Impairment | |
| At 1 January 2014 and 31 December 2014 | 1,676 |
| Net book value | |
| At 31 December 2014 | 401,741 |
| At 31 December 2013 | 401,741 |

Subsidiary undertakings

The investments in which the Company directly held more than 20% of the nominal value of any class of share capital are as follows:

| <u>Name</u> | <u>Class of share</u> | <u>Holding</u> | <u>Business</u> | <u>Registered office</u> |
|-------------------------|-----------------------|----------------|--------------------|--------------------------|
| CHB Exeter Limited | Ordinary | 100 % | Dormant | England and Wales |
| HPL Investments Limited | Ordinary | 100 % | Dormant | England and Wales |
| Beazer Services Limited | Ordinary | 100 % | Finance company | Isle of Man |

6. DEBTORS

| | 2014 £000 | 2013 £000 |
|------------------------------------|--------------|--------------|
| Due within one year | | |
| Amounts owed by group undertakings | 214,601 | 221,670 |

Amounts owed by group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

BEAZER LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2014****7. CREDITORS:****Amounts falling due within one year**

| | 2014 £000 | 2013 £000 |
|------------------------------------|----------------------|----------------------|
| Amounts owed to group undertakings | 610,077 | 617,149 |
| Accruals and deferred income | 53 | - |
| | <u>610,130</u> | <u>617,149</u> |

Amounts owed to group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

8. SHARE CAPITAL

| | 2014 £000 | 2013 £000 |
|---|----------------------|----------------------|
| Allotted, called up and fully paid | | |
| 285,004,380 ordinary shares of £0.10 each | 28,500 | 28,500 |
| 50,000,000 8.67% cumulative redeemable preference shares of £1 each | 50,000 | 50,000 |
| | <u>78,500</u> | <u>78,500</u> |

The 8.67% cumulative redeemable preference shares:

(i) entitle holders to a fixed cumulative preferential dividend at a rate of 8.67% per annum per share, payable if, so far as in the opinion of the directors, the profits of the Company justify such payments, half yearly on 2 January and 2 July.

(ii) are redeemable from 2 July 2007 at the option of the Company at any time (subject to statutes)

(iii) will on a return of capital on a winding up, or otherwise, carry the right to repayment of capital plus a premium not exceeding three times the nominal value plus any accruals and arrears of the fixed dividends.

(iv) carry the right to attend and vote on a resolution at a general meeting of the Company, only if, at the date of the notice convening the meeting, payment of a dividend to which they are entitled is six months or more in arrears, or the shares have not been redeemed on the date of redemption, or if a resolution to be considered at the meeting is for the winding up of the Company, reducing its share capital, altering the limit on borrowings of the Company or varying or abrogating any special rights attaching to the shares.

The Directors have considered the accounting treatment of the 8.67% cumulative redeemable preference shares in relation to FRS 25: Financial Instruments: Disclosure and Presentation, and are of the opinion that these shares are in substance an equity instrument and are accordingly disclosed as equity in the balance sheet.

No preference share dividends have been paid in the current or prior year as the Company has insufficient distributable reserves.

BEAZER LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

9. RESERVES

| | Share premium account £000 | Other reserves £000 | Profit and loss account £000 |
|-----------------------------|-------------------------------------|---------------------------|------------------------------------|
| At 1 January 2014 | 249,750 | 70,098 | (392,086) |
| Loss for the financial year | - | - | (50) |
| At 31 December 2014 | <u>249,750</u> | <u>70,098</u> | <u>(392,136)</u> |

10. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

| | 2014 £000 | 2013 £000 |
|-----------------------------|--------------|--------------|
| Opening shareholders' funds | 6,262 | 6,303 |
| Loss for the financial year | (50) | (41) |
| Closing shareholders' funds | <u>6,212</u> | <u>6,262</u> |

11. RELATED PARTY TRANSACTIONS

The Company has taken advantage of the exemption in FRS8: Related Party Transactions, not to disclose transactions with wholly owned subsidiaries in the group headed by HeidelbergCement AG.

12. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The Company's immediate parent undertaking is Hanson Overseas Holdings Limited, a company registered in England and Wales. The Company's ultimate parent undertaking is HeidelbergCement AG, a company registered in Germany. The largest and smallest group in which the results of the Company are consolidated is that headed by HeidelbergCement AG. Copies of the consolidated financial statements of HeidelbergCement AG may be obtained from Berliner Strasse 6, D-69120 Heidelberg, Germany.