Registered number: 09092129

ALCOA IH LIMITED

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

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COMPANY INFORMATION

DIRECTORS

M Laun (appointed 18 June 2014, resigned 20 November 2014)
J Kenna Jr (appointed 18 June 2014, resigned 20 November 2014)
E Drake (appointed 18 June 2014, resigned 20 November 2014)
C D Seymour (appointed 20 November 2014)

C D Seymour (appointed 20 November 2014)
L M Fargas Mas (appointed 20 November 2014)
K L Dowdall (appointed 20 November 2014)

REGISTERED NUMBER

09092129

REGISTERED OFFICE

PO Box 68

Waunarlwydd Works

Swansea

West Glamorgan

SA1 1XH

INDEPENDENT AUDITORS

PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

One Kingsway

Cardiff CF10 3PW

STRATEGIC REPORT FOR THE PERIOD ENDED 31 DECEMBER 2014

The directors present their Strategic Report for Alcoa IH Limited (the "company") for the period ended 31 December 2014.

BUSINESS REVIEW, STRATEGY AND FUTURE DEVELOPMENTS

The company acts as a holding company for Alcoa companies in the UK.

The company was incorporated on 18 June 2014. The company issued 2 ordinary shares for a consideration of \$374,084,000. On 19 November 2014, the company acquired the entire share capital of F R Acquisitions Corporation (Europe) Limited for a consideration of \$1,175,197,000, a transaction in part, financed as a loan from a fellow group undertaking within the group headed by Alcoa Inc (ultimate parent company).

The results for the period are shown in the Statement of Comprehensive Income on page 7, and show a loss for the financial period of \$4,711,000, driven by interest payable on the loan from group undertakings. The financial position of the company at 31 December 2014 is shown on the Balance Sheet on page 8. The directors consider that the financial position of the company as at 31 December 2014 was satisfactory.

Given that the company is a non-trading holding company, the directors do not expect any significant changes in the financial position of the company for the foreseeable future.

PRINCIPAL RISKS AND UNCERTAINTIES

The management of the business and execution of the group's strategy, of which this company forms a part, are subject to a number of risks. Key business risks principally relate to market competition, both from a national and international perspective and the retention of suitably qualified employees. Business risks are reviewed regularly by the directors of the group and appropriate processes are put in place to monitor and mitigate their impact.

KEY PERFORMANCE INDICATORS

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

This, report was approxed by the board on 30 September 2015 and signed on its behalf by:

K L Dowdall Director

DIRECTORS' REPORT FOR THE PERIOD ENDED 31 DECEMBER 2014

The directors present their annual report and the audited financial statements of Alcoa IH Limited (the "company") for the period ended 31 December 2014.

RESULTS AND DIVIDENDS

The loss for the financial period amounted to \$4,711,000.

The directors do not propose a dividend for the period ended 31 December 2014.

FUTURE DEVELOPMENTS

The strategy and future developments in the business are set out in the Strategic Report on page 2.

FINANCIAL RISK MANAGEMENT

The company did not trade during the period and has acted as an investment holding company for the entire period. As such the directors do not believe that there are any financial risks facing the company.

DIRECTORS

The directors who served during the period and up to the date of signing the financial statements, unless otherwise stated, were:

M Laun (appointed 18 June 2014, resigned 20 November 2014)

J Kenna Jr (appointed 18 June 2014, resigned 20 November 2014)

E Drake (appointed 18 June 2014, resigned 20 November 2014)

C D Seymour (appointed 20 November 2014)

L M Fargas Mas (appointed 20 November 2014)

K L Dowdall (appointed 20 November 2014)

DIRECTORS' REPORT FOR THE PERIOD ENDED 31 DECEMBER 2014

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Strategic Report, 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 prepared the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102).

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 then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards, including FRS 102 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 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.

DISCLOSURE OF INFORMATION TO AUDITORS

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 auditors are 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 auditors are aware of that information.

INDEPENDENT AUDITORS

PricewaterhouseCoopers LLP were appointed to fill a casual vacancy as auditors of the company. PricewaterhouseCoopers LLP will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on 30 September 2015 and signed on its behalf by:

K L Dowdall Director

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ALCOA IH LIMITED

Report on the financial statements

Our opinion

In our opinion Alcoa IH Limited's financial statements (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 6 month period (the "period") 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.

What we have audited

The financial statements, included within the Annual Report and the Financial Statements (the "Annual Report"), comprise:

- the Balance Sheet as at 31 December 2014;
- the Statement of Comprehensive Income for the period then ended;
- the Statement of Changes in Equity for the period then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 102 "The Financial Reporting Standard applicable to the UK and Republic of Ireland".

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

Opinions 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 period which the financial statements are prepared is consistent with the financial statements.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

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, 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.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ALCOA IH LIMITED

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Directors' Responsibilities Statement 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.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK & Ireland) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). 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.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

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.

Neil Rummings (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors

Cardiff CF10 3PW

30 September 2015

STATEMENT OF COMPREHENSIVE INCOME FOR THE PERIOD ENDED 31 DECEMBER 2014

		6 month period ended 31 December 2014
	Note	\$000
Other operating income	2	45
Operating profit	,	45
Interest payable and similar charges	5	(5,201)
Loss on ordinary activities before taxation		(5,156)
Taxation on loss on ordinary activities	. 6	445
Loss for the financial period		(4,711)
Total comprehensive expense for the period		(4,711)

The results above have been wholly derived from the continuing operations of the company.

There is no difference between the loss on ordinary activities before taxation and the loss for the financial period stated above and their historical cost equivalents.

The notes on pages 10 to 18 form part of these financial statements.

ALCOA IH LIMITED REGISTERED NUMBER:09092129

BALANCE SHEET AS AT 31 DECEMBER 2014

	Note		2014 \$000
Fixed assets			•
Investments	7		1,175,197
		_	1,175,197
Current assets			
Debtors: Amounts falling due within one year	8	· 446	
Cash at bank and in hand		58	
	-	504	
Creditors: Amounts falling due within one year	10	(806,328)	
Net current liabilities	-		(805,824)
Net assets	·	_	369,373
Capital and reserves			
Share premium account			374,084
Profit and loss account			(4,711)
Total shareholders' funds			369,373

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

K L Dowdall Director

Date: 30 September 2015

The notes on pages 10 to 18 form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY AS AT 31 DECEMBER 2014

	Share premium \$000	Retained earnings \$000	Total equity \$000
Loss for the period	-	(4,711)	(4,711)
Total comprehensive expense for the period	-	(4,711)	(4,711)
Shares issued during the period	374,084	•	374,084
Total contributions by and distributions to owners	374,084	-	374,084
At 31 December 2014	374,084	(4,711)	369,373

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

1. ACCOUNTING POLICIES

1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements have been prepared on a going concern basis, under the historical costs convention and in accordance with the Companies Act 2006, FRS 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland.

FRS 102 is mandatory for accounting periods beginning on or after 1 January 2015, but may be applied early to periods ending on or after 31 December 2012. Alcoa IH Limited has taken the option to apply the standard early in the preparation of these financial statements.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies. Where there are areas involving a higher degree of judgement or complexity or areas where assumptions and estimates are significant to the financial statements, these are disclosed in the relevant notes.

The principal accounting policies, which have been applied consistently throughout the period, are set out below.

1.2 GOING CONCERN

The company is funded by inter-company debt of \$806,328,000 from Alcoa Europe Financial Services LP. This debt was utilised to purchase its wholly owned subsidiary F R Acquisitions Corporation (Europe) Limited, in November 2014. The debt is redeemable on 30 October 2015. The directors, after making enquiries, have confirmed with Alcoa Inc that the debt is going to be refinanced such that the group headed by Alcoa Inc will continue to provide the necessary financial support to the company. Thus the directors have continued to adopt the going concern basis in preparing these financial statements.

1.3 CASH FLOW STATEMENT

Under FRS 102, the company is exempt from the requirement to prepare a Cash Flow Statement on the grounds that the company is a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available (see note 14).

1.4 EXEMPTION FROM THE REQUIREMENT TO PREPARE CONSOLIDATED FINANCIAL STATEMENTS

The company is a wholly owned subsidiary of Alcoa Inc and is included in the consolidated financial statements of Alcoa Inc which are publicly available (see note 14). Consequently, the company has taken advantage of the exemption from preparing consolidated financial statements under the terms of Section 401 of the Companies Act 2006.

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

1. ACCOUNTING POLICIES (continued)

1.5 VALUATION OF INVESTMENTS

Investments in subsidiaries are measured at cost less accumulated impairment. Where merger relief is applicable, the cost of the investment in a subsidiary undertaking is measured at the nominal value of the shares issued together with the fair value of any additional consideration paid.

1.6 DEBTORS

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

1.7 CASH AND CASH EQUIVALENTS

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months or less from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

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

1. ACCOUNTING POLICIES (continued)

1.8 FINANCIAL INSTRUMENTS

The company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other accounts receivable and payable, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares:

Debt instruments, like loans and other accounts receivable and payable, are initially measured at present value of the future payments and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade payables or receivables, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration, expected to be paid or received. However if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an outright short-term loan not at market rate, the financial asset or liability is measured, initially and subsequently, at the present value of the future payment discounted at a market rate of interest for a similar debt instrument.

Investments in non-convertible preference shares and in non-puttable ordinary and preference shares are measured:

- At fair value with changes recognised in the Profit and Loss Account if the shares are publicly traded or their fair value can otherwise be measured reliably;
- At cost less impairment for all other investments.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Profit and Loss Account.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate, which is an approximation of the amount that the company would receive for the asset if it were to be sold at the reporting date.

Financial assets and liabilities are offset and the net amount reported in the Balance Sheet when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

1.9 CREDITORS

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the cost effective method.

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

1. ACCOUNTING POLICIES (continued)

1.10 FOREIGN CURRENCY TRANSLATION

The company's functional and presentational currency is USD.

1.11 FINANCE COSTS

Finance costs are charged to the Profit and Loss Account over the term of the debt using the effective interest rate method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

1.12 TAXATION

Tax is recognised in the Profit and Loss Account, except that a change attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

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 income.

2. OTHER OPERATING INCOME

0 11101161
period
ended
31
December
2014
\$000
:

Other operating income

45 45

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

3. AUDITORS' REMUNERATION

	6 month period ended 31 December 2014 \$000
Fees payable to the company's auditors for the audit of the company's annual financial statements	4
	. 4
Fees payable to the company's auditors in respect of:	
All other services	2
	2

4. EMPLOYEES

The company has no employees other than the directors, who did not receive any remuneration for their services to the company. The directors are employed by other group companies within the Alcoa Inc group and are remunerated by fellow group companies for their services to the group as a whole. It is not practical to allocate their remuneration for their services as a director between group companies.

5. INTEREST PAYABLE AND SIMILAR CHARGES

			_
			6 month period ended 31
			December 2014 \$000
oans from group undertakings	. •	•	5,201
			5,201
•			

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

6. TAXATION ON LOSS ON ORDINARY ACTIVITIES

•	6 month	
	period	
	ended	
	31	
	December	
	2014	
	\$000	
		٠

UK corporation tax

or corporation tax	•	
Tax on income for the year		(445)
Total current tax		(445)
Taxation on loss on ordinary activities		(445)

FACTORS AFFECTING TAX CREDIT FOR THE PERIOD

The tax assessed for the period is higher than the standard rate of corporation tax in the UK of 21.5% The differences are explained below:

	6 month period ended 31 December 2014 \$000
	• • • •
Loss on ordinary activities before tax	(5,156)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 21.5%	(1,109)
Effects of:	•
Expenses not deductible for tax purposes	664
Current tax credit for the period	(445)

FACTORS THAT MAY AFFECT FUTURE TAX CHARGES

The March 2013 Budget Statement announced changes to the UK Corporation tax rates that were substantively enacted as part of the Finance Bill 2013 on 2 July 2013. These reduced the main rate of corporation tax to 21% from 1 April 2014 and to 20% from 1 April 2015. As the changes have been substantively enacted at the balance sheet date their effects are included in these financial statements. The July 2015 Budget Statement announced further changes to the UK Corporation tax rate which will reduce the main rate of corporation tax to 19% from 1 April 2017 and to 18% from 1 April 2020. As the changes have not been substantively enacted at the balance sheet date their effects are not included in these financial statements. Accordingly, the deferred tax balance has been calculated using a rate of 20%...

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

7. FIXED ASSET INVESTMENTS

		Investments in subsidiary companies \$000
Cost		
Additions		1,175,197
At 31 December 2014	•	1,175,197
Net book value		
At 31 December 2014		1,175,197

The directors believe that the carrying value of the investments is supported by their underlying net assets and future forecast performance.

SUBSIDIARY UNDERTAKINGS

The following are subsidiary undertakings of the company:

Name	Class of shares	Holding
F R Acquisitions Corporation (Europe) Limited	Ordinary	100 %
Forgings International Holdings Limited*	Ordinary	100 %
Forgings International Holdings 1 Limited*	Ordinary	100 %
Forgings International Holdings 2 Limited*	Ordinary	1,00 %
Forgings International Holdings 3 Limited*	Ordinary	100 %
Forgings International Limited*	Ordinary	100 %
Firth Rixson Limited*	Ordinary	100 %
Firth Rixson Forgings Limited*	Ordinary	100 %
Firth Rixson Métals Limited*	Ordinary	100 %
Aurora Group Limited*	Ordinary	100 %
JFB Investments Limited*	Ordinary	100 %
JFB Overseas Holdings Limited*	Ordinary	100 %
Firth Rixson Rings Limited*	Ordinary	100 %
Firth Rixson Superalloys Limited*	Ordinary	100 %
Firth Brown Limited*	Ordinary	100 %
·		Dogo 16

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

7. FIXED ASSET INVESTMENTS (continued)

Enpar Limited*	Ordinary	100 %
Entwistle Limited*	Ordinary	100 %
Thos Firth & John Brown Limited*	Ordinary	100 %
River Don Stampings Limited*	Ordinary	100 %
*Indirectly owned through F.R. Acquisitions Corporation (Furope) I	imited.	

8. **DEBTORS**

1		2014
		\$000
Due within one year		
Other debtors		446
•	•	446

CASH AND CASH EQUIVALENTS

	2014 \$000
Cash at bank and in hand	58
•	58

10.

CREDITORS: Amounts falling due within one year	
	2014 \$000
Amounts owed to group undertakings	806,328
	806,328

The amounts owed to group undertakings are unsecured and bear interest at 5.59%. The term of the loan expires on 30 October 2015.

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

11. FINANCIAL INSTRUMENTS

	THANGAE INCTROMENTO	
		2014 \$'000
	Financial assets	
	Financial assets that are debt instruments measured at amortised cost	446
	Financial liabilities	
	Financial liabilities measured at amortised cost	806,328
12.	CALLED UP SHARE CAPITAL	•
	Allotted, called up and fully paid	
		, 2014 \$'000
		· · · · · · · · · · · · · · · · · · ·
	2 Ordinary shares of £1 each	

13. RELATED PARTY TRANSACTIONS

The company is a wholly-owned subsidiary of Alcoa Inc and is included in the consolidated financial statements of Alcoa Inc, which are publicly available. Consequently, in accordance with the exemptions afforded by Financial Reporting Standard No 8, there is no disclosure in these financial statements of transactions with entities where 100% of the company's voting rights are controlled within the Alcoa Inc Group.

14. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

Alcoa Inc, a company incorporated in the United States of America, is regarded by the directors as the company's ultimate parent company and controlling party and forms the smallest and largest group in which the results of Alcoa IH Limited are consolidated. The consolidated financial statements of Alcoa Inc may be obtained from Alcoa Corporate Office, 201 Isabella Street, Pittsburgh, PA 15212-5828, USA.