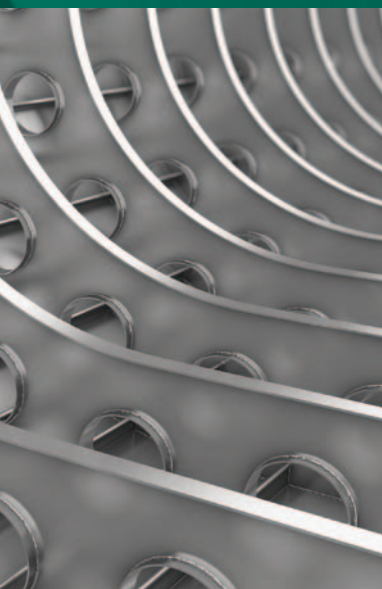


Capral Limited

Annual Report 2013

ABN: 78 004 213 692



CAPRAL
ALUMINIUM
SHAPING THE FUTURE



WE CONSIDER SAFETY FIRST.

We know that no job is so important that it can't be done safely.
We accept nothing less than zero injuries...

We recognise our customers as the people who determine our success.

WE KNOW WHO OUR CUSTOMERS ARE AND THE SERVICE THEY EXPECT. AND WE DELIVER...

WE TAKE OWNERSHIP FOR EVERYTHING THAT WE DO.

We are empowered to make decisions and always think about the business as our own...

WE KNOW THAT TEAMWORK WILL ACHIEVE THE BEST OVERALL BUSINESS OUTCOME.

We share ideas and resources to achieve more for us all. We trust each other to do a good job...

WE HAVE A PASSION FOR EXCELLENCE.

We stretch ourselves to do the very best we can. We work with urgency and share a will to win...

WE HAVE INTEGRITY.

We are honest and straight-talking and we do the right thing.

Contents

IFC	CAPRAL'S RESOLUTIONS
02	KEY STATISTICS
03	CHAIRMAN'S REPORT
04	MANAGING DIRECTOR'S OPERATIONS AND FINANCIAL REVIEW
07	BOARD OF DIRECTORS
09	CORPORATE GOVERNANCE STATEMENT
14	CORPORATE SOCIAL RESPONSIBILITY STATEMENT
16	DIRECTORS' REPORT
20	REMUNERATION REPORT (AUDITED)
32	AUDITOR'S INDEPENDENCE DECLARATION
33	CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND COMPREHENSIVE INCOME
34	CONSOLIDATED STATEMENT OF FINANCIAL POSITION
35	CONSOLIDATED STATEMENT OF CASH FLOWS
36	CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
37	NOTES TO THE FINANCIAL STATEMENTS
83	DIRECTORS' DECLARATION
84	INDEPENDENT AUDITOR'S REPORT
86	MEMBER DETAILS
89	CORPORATE DIRECTORY

Key Statistics

FOR THE YEAR ENDED 31 DECEMBER	2013	2012	VARIANCE
Sales Volumes – External ('000)	45.9	45.3	0.6
	\$m	\$m	\$m
Revenue	310.3	303.9	6.4
Trading EBITDA ¹	4.1	4.0	0.1
(Loss)/Profit after Tax	(51.7)	(11.0)	(40.7)
Operating Cash Flow	0.5	9.5	(9.0)
Net Cash	14.6	19.7	(5.1)

1 Refer to the note on page 3.

Chairman's Report

Financial Results

The Company recorded a loss after tax of \$51.7 million for the year ended 31 December 2013 (2012: loss \$11.0 million), after asset impairment charges of \$41.5 million (2012: Nil), restructuring costs of \$4.3 million (2012: \$1.4 million) and a net acquisition gain of \$1.8 million arising from the acquisition of the business of OneSteel Aluminium.

Revenues of \$310 million for 2013, that include incremental OneSteel Aluminium revenue, showed a small increase over the \$304 million recorded in 2012 reflecting continued softness in the Australian aluminium extrusions market for most of the year in all of the sectors in which Capral operates.

Although the financial results for 2013 disappointed, the underlying resilience of Capral's business and further progress with productivity improvements and cost efficiencies resulted in a Trading EBITDA¹ of \$4.1 million (2012: \$4.0 million). Cash flow from operations declined from \$9.5 million in 2012 to \$0.5 million primarily as a result of changed supplier arrangements and the acquisition of the OneSteel Aluminium business.

Continuing progress was made in the area of safety so that all safety measures reflect records over previous years. The Company is dedicated to working towards even better safety performance.

Acquisition of OneSteel Aluminium business

The Company completed the acquisition of the business of OneSteel Aluminium in the last quarter of 2013. The acquisition was funded from the combination of bank borrowings and the proceeds of a successful share placement. The acquired business has transitioned smoothly into part of the Capral group and made

a small positive contribution to the Company's earnings in the final quarter. The whole group is now operating from a common IT platform, whilst operational synergies should deliver further efficiencies and savings into the future. Further details are provided in the Managing Director's Operating and Financial Review.

Shareholders

In addition to the placement to partly fund part of the OneSteel Aluminium business acquisition, we welcomed a number of new large shareholders early in 2013 when the shareholding of our then major shareholder, Guinness Peat Group, was placed amongst a number of Australian institutional investors. The unmarketable parcel sale facility that completed in January 2014 resulted in the removal of approximately 2,800 small shareholders from the register.

Dividends

No dividends have been declared or paid for the Financial Year. The Board will continue to consider the circumstances of the Company and its policy in regard to dividends on an annual basis.

Management and People

Tony Dragicevich has seamlessly taken over the role of Managing Director and CEO since mid-April 2013 and has demonstrated both operational and strategic strengths during his short tenure. In a year of high activity on all fronts Tony has won the strong support of his management team as well as the Board and I am confident he will continue to make great progress going forward.

Also in April 2013, Mike Jefferies retired as a Board member following the divestment by Guinness Peat Group of its Capral shareholding and, our previous Managing Director and CEO, Phil Jobe, remained on the Board as a non-executive director.

I would like to extend the Board's appreciation to the enlarged Capral team for their dedication and tireless efforts during the past year and also thank my co-directors for their support and valuable contributions.



Rex Wood-Ward

Chairman

21 February 2014

¹ Trading EBITDA is the Statutory EBITDA adjusted for significant items that are material items of revenue or expense that are unrelated to the underlying performance of the business. Capral believes that Trading EBITDA provides a better understanding of its financial performance and allows for a more relevant comparison of financial performance between financial periods. For FY13, these items were LME adjustment, restructuring/abnormal costs, impairment charge and acquisition gain. Trading EBITDA is presented with reference to the Australian Securities and Investment Commission Regulatory Guide 230 "Disclosing non-IFRS financial information" issued in December 2011. Capral's policy for reporting Trading EBITDA is consistent with this guidance. The Directors have not had the consistency of the application of the policy reviewed by the external auditor of Capral.

Managing Director's Operations and Financial Review

FEATURES OF 2013 RESULTS

- » **Trading EBITDA¹ profit of \$4.1m**
- » **Net loss of \$51.7m (after impairment charge of \$41.5m, restructuring costs of \$4.3m, abnormals of \$0.5m, net acquisition gain of \$1.8m and LME revaluation/forex loss of \$1.0m)**
- » **Further operational cost savings achieved of \$10.9m**
- » **Acquisition of the OneSteel Aluminium distribution business**
- » **Robust Balance Sheet with no net debt at balance date**
- » **Continuing improvement in safety performance**
- » **Progress with Anti-Dumping related legislation**

Market conditions in 2013 continued to be very challenging for aluminium extrusion and distribution. While housing starts improved in Q4 of 2013 the residential housing market for the major part of the year remained subdued. Key markets in Queensland and Victoria were particularly soft. The general industrial and transport markets reflected the weak economic conditions facing Australian manufacturers. Non-residential building activity remained steady.

While the Australian dollar fell to below parity against the US dollar in 2013 it still remains at historically high levels. The period of sustained strength in the Australian dollar has benefited imports over local manufacture, adversely impacting Capral's competitive position and our customers' volumes. Imports of aluminium extrusions and excess local extrusion capacity continued to apply downward pressure to price and as a result margins tightened as we fought to maintain share. At the end of the year one of Capral's largest customers, Dowell Windows, was acquired by a competing aluminium extruder. Capral has an ongoing supply contract with this customer.

Sales volume lifted 1% to 45,900 tonnes and revenue by 2% to \$310m. This was assisted by the addition of incremental OneSteel Aluminium volumes from 1st October 2013. Excluding these incremental volumes, sales volume was down 4% on the previous year.

Trading EBITDA¹ of \$4.1m (2012: \$4.0m) was achieved despite the tough prevailing conditions as a result of reduced operating costs throughout the business. The OneSteel Aluminium business contributed \$0.4m to this result.

Capral recorded a loss after tax of \$51.7m for 2013 (2012: \$11m). An impairment charge on fixed assets of \$41.5m was recognised in June 2013 primarily as a result of lower external market forecasts adversely impacting future volume projections. As a result depreciation charges will significantly reduce in future periods. Restructuring costs of \$4.3m included redundancies incurred and a provision for further rationalisation and integration of the OneSteel Aluminium business. Abnormal costs of \$0.5m included settlement of prior years legal claims.

¹ Refer to Trading EBITDA explanation in footnote to Chairman's Report on page 3.

The net cash position reduced by \$5.1m during the year primarily as a net result of the OneSteel Aluminium acquisition and changed supplier arrangements. The balance sheet remains strong with net cash of \$14.6m at year end and the renewal of Capral's expiring credit facility is well advanced.

Cost management initiatives delivered \$10.9m savings during the year and included people cost reductions (\$5.5m), scrap and metal recovery improvements (\$1.8m), freight savings (\$1.7m) and occupancy and other operational savings. This offset pricing and inflationary impacts.

The OneSteel Aluminium business was acquired for \$18.7m and was partially funded by a capital raising of \$13.9m (after costs), with the final instalment of \$2.9m paid on 29th January 2014. A net acquisition gain of \$1.8m was recognised in the 2013 Net Loss of \$51.7m.

Build – Optimise – Grow

In this tough business environment Capral remained focussed on its core business strategies:

Build on our strengths

Capral has a leading market position with an extensive product offer and long term customer relationships. We have a committed and experienced workforce that strive for continuous improvement and high levels of customer service. Capral is the only extrusion business with a national manufacturing and distribution footprint which has been further enhanced with the OneSteel Aluminium acquisition.

Optimise what we do

We continue to focus on reducing the costs in the business. All manufacturing sites have embraced lean manufacturing techniques and are driving to world class productivity levels. The merger of our Mill and Distribution sales, customer service and administrative support functions was completed mid-year resulting in removing 22 positions. We have embarked on a number of projects to optimise our supply chain to reduce inventory investment and distribution cost.

Grow in the future

The acquisition of the OneSteel Aluminium business was a positive step for Capral. It secures extrusion volume to one of our largest channels. Integration benefits will flow from additional extrusion manufacturing volumes and from strengthening our overall aluminium offer by the addition of rolled products.

Other key growth initiatives during the year include leveraging our technical expertise in window and door systems to assist our key customers market offers and the development of new electronic customer interface tools. Capral is well placed to leverage its existing capacity to the forecast residential market upturn.

Fair Trade

Capral remains at the forefront of a campaign to deliver a fair market for aluminium extrusion products in Australia through the reform of the Australian Anti-Dumping regime. A number of milestones were achieved during 2013 with six tranches of new legislation passed through Parliament which will facilitate Anti-Dumping cases and help prevent circumvention activities. A further positive step has been the establishment of the Anti-Dumping Commission as a stand-alone Government department which will bring more resources to bear on this very important issue for Australian manufacturers.

Safety

Capral has developed a very strong safety culture through the engagement of employees at all levels of the organisation and the implementation of comprehensive safety and training programmes. Safety performance improved further in 2013 with the TIFR falling around 30% to 9.4 (injuries per 1 million hours) and with 3 LTIs recorded throughout the Group.

Outlook

The external forecasts in the new housing market sector are positive for 2014 with housing starts forecast to improve by 4% to 168,700. Following on from a strong final quarter in 2013 this sector should deliver higher demand for extrusions throughout 2014. A significant increase in apartments relative to houses has increased the lag between approval and completion and has reduced the intensity of Capral's extrusion volume to this sector.

The industrial and transport sectors are forecast to remain relatively subdued as a result of general weakness in the manufacturing sectors of the economy.

Cost saving initiatives targeting \$6m of further cost reductions in 2014 have been identified as a result of key projects and continuous improvement initiatives in our operations. These savings will more than offset the inflationary increases in the business which are primarily from wages, rent and energy.

A major initiative for 2014 will be the integration of the OneSteel Aluminium business into Capral. The business will operate as a separate sales division and has been rebranded Capral Aluminium Industrial Solutions. It successfully migrated onto Capral's SAP enterprise platform in January 2014 and we now begin the process to extract the synergies from this acquisition. During 2014 the main focus will be on maintaining customer volume, securing additional manufacturing volume for Capral's extrusion plants and the integration of our duplicated sites.

Improved trading conditions in the housing market are expected to lift volumes higher in 2014 and this together with a focus on costs is expected to generate improved earnings in 2014. Trading EBITDA¹ is forecast to lift by between \$1m and \$3m in H1 and deliver a full year result between \$8m and \$10m, provided that the anticipated upturn in housing commencements retains momentum and the industrial market improves in line with general business conditions.

Capral continues to work to develop a sustainably profitable business across the economic cycle by enhancing its competitive position and reducing its cost base. It is well placed to leverage profitability through an upturn in demand and any positive outcomes resulting from Anti-Dumping measures.

After joining Capral at the beginning of 2013 I assumed the CEO's role in April after an effective transition with Phil Jobe. It has been a very challenging but exciting year for the Capral team, the highlight being the successful acquisition of the OneSteel Aluminium business. I would like to thank the Board and our Shareholders for their support of this strategic initiative which I am certain will yield significant long term benefits to Capral and its customers.



Tony Dragicevich

Managing Director

21 February 2014

¹ Refer to Trading EBITDA explanation in footnote to Chairman's Report on page 3.

Board of Directors

Directors in office at the date of this report:

Rex Wood-Ward

Chairman of Board (Independent)

Appointed 6 November 2008

Chairman of the Board and Remuneration & Nomination Committee and member of the Audit Committee.

Mr Wood-Ward has over 40 years of international experience in general management, mergers and acquisitions, corporate strategy and structuring, including in manufacturing and distribution. Over his career he has been a director of over 10 publically listed companies in Australia, the United Kingdom and South Africa.

Directorships of other listed companies held in last 3 years before end of the Financial Year: None

TONY DRAGICEVICH B. Comm A.C.A

Managing Director (Non-independent)

Appointed 15 April 2013

Mr Dragicevich joined Capral in January 2013 and became the Managing Director and Chief Executive Officer on 15 April 2013. Mr Dragicevich is an experienced CEO and business leader who has been involved in the improvement of a number of businesses, having served most recently as Managing Director of the Wattyl Group, and formerly as Chief Executive of GWA Bathroom and Fittings, Managing Director of the Red Paper Group and General Manager of Tasman Insulation.

Directorships of other listed companies held in last 3 years before end of the Financial Year: None

Philip Jobe B. Comm

Non-executive director (Non-independent)

Appointed 24 April 2009

Member of the Audit Committee and the Remuneration & Nomination Committee.

Mr Jobe became a non-executive director following the expiry of his term as Capral's Chief Executive Officer and Managing Director in April 2013. Before joining Capral, Mr Jobe was the Executive General Manager of Boral Limited's Cement Division, including Managing Director of Blue Circle Southern Cement Pty Limited. This also encompassed the role of Chairman of the Cement Industry Federation. He also had executive responsibility for Boral's expanding Asian construction materials businesses.

Mr Jobe was previously Managing Director of Stegbar Pty Limited from 1989 to 1994.

Directorships of other listed companies held in last 3 years before end of the Financial Year: None

Ian Blair M.mgt, FCA

Non-executive director (Independent)

Appointed 23 May 2006

Chairman of the Audit Committee and member of the Remuneration & Nomination Committee.

Mr Blair is a Chartered Accountant and Company Director. He spent almost 20 years as a partner in major accounting firm Deloitte, and retired after 5 years as CEO of that firm. Mr Blair is currently Chairman of Bisley & Co Pty Ltd, and, within the last 3 years, retired as Chairman of IOOF Holdings Ltd, and as a director of SAS Trustee Corporation (NSW State Superannuation Fund), Melbourne Business School Ltd and Sisters of Charity Health Service Ltd.

Directorships of other listed companies held in last 3 years before end of the Financial Year:

- » Non-executive Chairman of IOOF Holdings Ltd:
3 May 2002 to 31 March 2012.

Anthony Eisen B.Comm, CA**Non-executive director** (Non-independent)

Appointed 19 October 2006 (as an alternate director),
29 August 2008 (as a director)

Member of the Audit Committee and the Remuneration &
Nomination Committee.

Mr Eisen has over 19 years experience in commerce and
financial advice. In his most recent executive role, Mr Eisen
was Chief Investment Officer at Guinness Peat Group and was
previously an investment banker in Australia and the United
States.

*Directorships of other listed companies held in last 3 years
before end of the Financial Year:*

- » Director of ClearView Wealth Limited:
12 November 2007 to 11 October 2012.
- » Director of eServGlobal Limited:
20 March 2009 to 24 October 2011.
- » Alternate Director of Tower Limited:
12 December 2006 to 11 November 2011.

Graeme Pettigrew FIPA, FAIM, FAICD**Non-executive director** (Independent)

Appointed 18 June 2010

Member of the Audit Committee and the Remuneration &
Nomination Committee.

Mr Pettigrew has held chief executive roles at CSR Building
Products Pty Ltd and Chubb Australia Ltd and he is currently
a non-executive director of Adelaide Brighton Ltd and
Holocentric Pty Ltd. He has relevant experience in the construc-
tion and building materials industry, as well as manufacturing
and distribution businesses.

*Directorships of other listed companies held in last 3 years
before end of the Financial Year:*

- » Non-executive director of Adelaide Brighton Ltd:
27 August 2004 to Current.
- » Non-executive director of Bisalloy Steel Group Ltd:
24 April 2006 to 30 September 2013.

Corporate Governance Statement

The Board is responsible for the overall corporate governance of Capral Limited (ABN 78 004 213 692) and its subsidiaries (referred to in this statement as **Capral**), including setting Capral's strategic direction, policies and practices, establishing goals for management and monitoring the achievement of those goals.

Capral is committed to implementing the highest possible standards of corporate governance and ensures wherever possible, that its practices are consistent with the Second Edition of the Australian Securities Exchange (**ASX**) *Corporate Governance Council's Principles and Recommendations*.

1. Lay Solid Foundations for Management and Oversight

1.1 Board and Management Roles

- (a) The Board's key responsibility is the creation, enhancement and protection of long-term shareholder value within an appropriate risk framework. The Board has adopted a formal charter that sets out responsibilities of the Board and Management and is available on Capral's website, www.capral.com.au (under Corporate Governance). The Charter is reviewed and amended from time to time.
- (b) Management's role is to manage Capral in accordance with the direction and delegations of the Board and it is the Board's responsibility to oversee the activities of Management in carrying out these delegated duties.
- (c) Each member of the Board is committed to spending sufficient time to enable them to carry out their duties as a director of Capral and accordingly, any candidate is required to confirm that they have sufficient time to devote to their Board position prior to appointment.
- (d) Non-executive directors receive formal letters of appointment setting out the key terms, conditions and expectations of their appointment.

1.2 Evaluation of senior executives

- (a) The Executive Management Team and other senior managers are provided with a formal job description and executive contract or letter of appointment describing their term, duties, rights, responsibilities and entitlements on termination. Senior executives are subject to a formal performance planning and review process on at least an annual basis, with performance being measured against qualitative and quantitative key performance indicators linked to applicable short term and long term incentive components of each senior executive's remuneration package.
- (b) The Executive Management Team is appraised of Capral's financial position, its strategies, operations and risk management framework and of the respective roles of the Board and Management.

2. Structure the Board to add value

2.1 The Directors

- (a) The Board consists of 6 directors: the non-executive Chairman, the Managing Director and 4 other non-executive directors.
- (b) Details of the directors, their term of office and their qualifications, skills and experiences are detailed in the Directors' Report.

2.2 Independence of Directors

- (a) The Board considers independent decision-making as critical to effective governance. Independent directors are those who have the ability to exercise their duties unfettered by any business or other relationship. The independence of non-executive directors is assessed by the Board against the definition outlined in the Board Charter.
- (b) The approach and attitude of each non-executive director is critical in determining independence and must be considered in relation to each director while taking into account all relevant factors, that may include whether or not the non-executive director:
 - (1) is a substantial shareholder of Capral or an officer of, or otherwise associated directly with a substantial shareholder of, Capral;

- (2) is, or has previously been, within the last 3 years, employed in an executive capacity by Capral or another group member, or been a director after ceasing to hold any such employment;
 - (3) is, and has been, within the last 3 years, a principal or employee of a material professional adviser or a material consultant to Capral or another group member. In this context and as a guide, the relationship with the professional adviser or consultant may be deemed to be material if payments from Capral exceed 5% of Capral's annual expenditure to all professionals and consultants or exceed 5% of the recipient's annual revenue for advisory or consultancy services;
 - (4) is a material supplier or customer of Capral or other group member, or an officer of or otherwise associated, directly or indirectly, with a material supplier or customer. In this context and as a guide, the relationship with the supplier or customer may be deemed to be material if annual payments to or from that supplier or customer exceed 5% of the annual consolidated gross revenue of Capral or of that supplier or customer;
 - (5) has a material contractual relationship with Capral or another group member other than as a director of Capral.
- (c) The directors considered by the Board to be independent directors are Mr Wood-Ward, Mr Pettigrew and Mr Blair. It is the intention of Capral, in time having regard to its size, to re-assess the composition of the Board in order to comply with the recommendation that a majority of the Board should be independent; all current directors bring independent judgement to bear in Board deliberations and meetings of the independent directors are held as required.

2.3 Chair of the Board

The Chairman, Mr Wood-Ward, is an independent non-executive director and there is a clear division of responsibility between the Chairman and the Managing Director.

2.4 Appointment of Directors

- (a) The composition of the Board is balanced, with directors possessing a broad range of skills, experience, expertise, diversity, qualifications and contacts relevant to Capral's business. The Board (through the Remuneration & Nomination Committee) consider the range of expertise of its members and ensure that it has operational and technical expertise relevant to the operations of Capral that will best complement Board effectiveness. The Board recognises that it must be able to consider current and emerging business issues and challenge the performance of Management. Further details of the

procedure for the selection and appointment of new directors is set out in the Remuneration & Nomination Committee and Board Charters.

- (b) With the exception of the Managing Director:
 - (1) directors appointed by the Board are required by Capral's constitution to submit themselves for re-election by shareholders at the Annual General Meeting following their appointment; and
 - (2) no director will hold office for a continuous period in excess of 3 years or past the third Annual General Meeting following the director's appointment, whichever is the longer, without submitting for re-election.

2.5 Remuneration & Nomination Committee

- (a) The Board has established a Remuneration & Nomination Committee that is primarily responsible for determining remuneration and monitoring and reviewing the performance of the Board, its committees, individual directors and senior management. The Committee is responsible for assessing the necessary desirable competencies of Board members, reviewing Board succession plans and providing recommendations for the appointment and removal of directors. Recommendations of the Committee are given to the Board for their consideration and approval.
- (b) The Committee Charter is reviewed regularly and is available on Capral's website, www.capral.com.au (under Corporate Governance).
- (c) Given the number of directors, the Committee comprises all of the 5 non-executive directors (3 of whom are independent) and is chaired by Mr Wood-Ward (an independent, non-executive director).
- (d) Details of Committee members, their Committee meeting attendance and their qualifications are set out in the Directors' Report.

2.6 Induction and Access to Information

- (a) Newly appointed non-executive directors will be given sufficient knowledge, via an induction program, to ensure that they have a sound working understanding of Capral and the aluminium industry. This includes meetings with key executives, tour of key operating site(s) (to the extent practicable), the provision of an induction package containing key corporate information and management presentations. In order to achieve continuing improvement in Board performance, directors are encouraged to undergo continual professional development.

- (b) The directors have access to all relevant information. Directors may meet with, or independent of, Management at any time to discuss any areas of interest or concern. Each director is entitled to seek independent professional advice to assist them to carry out their responsibilities, at Capral's expense, after approval of the Chairman is obtained. Where appropriate, a copy of this advice is to be made available to other members of the Board.
- (c) The Board participates in an annual self-assessment, with the outcomes addressed, as appropriate.

3. Promote Ethical and Responsible Decision-Making

3.1 Code of Conduct

- (a) The Board acknowledges the need for, and continued maintenance of, the highest standard of ethics, and seeks to ensure that all directors, senior management and employees of Capral act honestly, transparently, diligently and with integrity.
- (b) Capral has implemented a Code of Conduct which is intended to promote ethical and responsible decision-making in all stakeholder relationships in order to maintain confidence in Capral's integrity and the responsibility and accountability of individuals for reporting and investigating reports of unethical practices. The Board, senior management and other employees of Capral are committed to implementing this Code of Conduct and each individual is accountable for such compliance.
- (c) Capral has established a Complaints (Whistleblower) Policy which outlines the process for an employee or contractor of Capral who wishes to report certain conduct. This complaints process can be anonymous and provides protection against action that may be taken in reprisal for disclosing such conduct.
- (d) A copy of the Code of Conduct is given to employees, contractors and relevant personnel. The Complaints (Whistleblower) Policy and the Code of Conduct are available on Capral's website, www.capral.com.au (under Corporate Governance).

3.2 Diversity

- (a) Capral has adopted a Diversity Policy, a copy of which is available on Capral's website, www.capral.com.au (under Corporate Governance). Capral respects the benefits arising from workplace diversity to broaden perspective, improve performance and increase shareholder value. Capral aims to promote an environment conducive to the appointment of well qualified employees, senior managers and directors so that there is appropriate diversity to maximise the achievement of the corporate goals.

- (b) Capral has recruited women in non-traditional roles in its operations and ensures that its employees have access to flexible work arrangements where appropriate.
- (c) Capral submitted a workplace program report for the period 1 April 2012 to 31 March 2013, and achieved compliance with the Workplace Gender Equality Act 2012. The report is available through the WGEA website.
- (d) As at 31 December 2013, 15% of Capral's workforce were women (2012: 15%) and 17.6% of senior management positions were held by women (2012: 17%). Capral does not have any women on its Board.

4. Safeguard Integrity in Financial Reporting

4.1 Establishment of Audit Committee

- (a) The Board has established an Audit Committee that is primarily responsible for determining, monitoring and reviewing the reliability and integrity of Capral's financial information for inclusion in its financial statements; the effectiveness of internal financial controls; the independence, objectivity and competency of the external auditors; and the policies on risk oversight and management.
- (b) The Audit Committee meets at least twice a year.

4.2 Structure

- (a) Given the number of directors, the Committee comprises all of the 5 non-executive directors (3 of whom are independent) and is chaired by Mr Blair (an independent, non-executive director).
- (b) Details of Committee members, their Committee meeting attendance and their qualifications and financial expertise are set out in the Directors' Report. It includes members who are all financially literate, and members with relevant financial experience and/or relevant industry experience.
- (c) The Committee's Charter is available on Capral's website, www.capral.com.au (under Corporate Governance).
- (d) The external auditor and Management attend meetings of the Audit Committee by invitation.

4.3 External auditor

The Audit Committee is responsible for reviewing the nomination, performance and independence of the external auditors. Candidates for the external auditor position must be able to demonstrate complete independence from Capral and an ability to maintain independence through their engagement in that role. The successful candidate must have arrangements in place for the rotation of the audit engagement partner on a regular basis.

At the time of the half-year and full-year audits of Capral's financial statements, the external auditor formally presents to the Audit Committee a declaration confirming their independence.

5. Make Timely and Balanced Disclosure

- 5.1** Capral has an established process to ensure that it complies with the ASX Listing Rules' disclosure requirements applicable to Capral and this process is reflected in Capral's Continuous Disclosure Policy, a copy of which is available on Capral's website, www.capral.com.au (under Corporate Governance). This process includes a periodic confirmation by senior management that the area(s) for which they are responsible has complied with the Policy.
- 5.2** To enhance clarity and balance of reporting and to enable investors to make an informed assessment of Capral's performance, financial results are accompanied by commentary.

6. Respect the Rights of Shareholders

- 6.1** Capral has a Shareholder Communications Policy that promotes effective communication with shareholders, including beneficial holders, a copy of which is available on Capral's website, www.capral.com.au (under Corporate Governance).
- 6.2** Shareholders can access Capral's share price and ASX announcements (including media releases and materials presented at significant investor briefings), via Capral's website, www.capral.com.au (under Invest/Shareholder Information/Share Price).
- 6.3** The Annual Report, half-year report and the Annual General Meeting are all important communication forums. Capral invites questions from shareholders and these will be answered within the confines of information that is already in the public domain and is not market sensitive. The external auditor attends the Annual General Meeting and can respond to relevant shareholder questions.
- 6.4** Capral makes available a telephone number and email address for shareholders to make enquiries, as published on Capral's website, www.capral.com.au (under Invest/Shareholder Information/Share Registry).
- 6.5** Capral keeps a summary record for internal use of the issues discussed at investor/analyst briefings.

7. Recognise and Manage Risk

7.1 Risk Management Policies

- (a) The Board recognises that there are strategic, operational and financial risks in Capral's business and has established a sound system of risk oversight and management and internal control to identify, assess, monitor and manage risk.

- (b) Capral has a Board approved Risk Management Policy, published on its website, www.capral.com.au (under Corporate Governance), that assists Capral in identifying and managing risk in accordance with best practice.

7.2 Risk Reporting

- (a) Management is responsible for designing and implementing the risk management framework. Management identifies and reviews the key risks impacting each area of the business and develops strategies to effectively mitigate these risks. Management reports to the Board on the effectiveness of Capral's management of its material business risks.
- (b) The Audit Committee is responsible for risk oversight, risk management and internal control. There is currently no designated Internal Audit resource but the function, which is undertaken by Management, assists with regard to business risk management, and provides regular reports to the Audit Committee.

7.3 Managing Director and Chief Financial Officer Declaration

When the Board approves the half and full-year results, the Managing Director and Chief Financial Officer have represented to the Audit Committee and the Board that, to the best of their knowledge:

- (a) the statement given in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control; and
- (b) Capral's risk management and internal control system is operating effectively in all material respects in relation to financial reporting risks.

8. Remunerate Fairly and Responsibly

- 8.1** The Board has established a Remuneration & Nomination Committee to establish and review remuneration levels for the Managing Director and executive team members and incentive policies for all employees. As described above, the Remuneration & Nomination Committee operates in accordance with its Charter and reviews executive remuneration and performance related matters, with reference to Capral's performance, executive performance, comparable available benchmarking information and independent advice, as appropriate.
- 8.2** The remuneration policies and practices of Capral are designed to remunerate fairly and responsibly, to attract qualified and experienced candidates and to retain and motivate senior management and employees.
- 8.3** The award of bonuses and other incentives are reviewed at least annually by the Committee and recommendations are put to the Board for its approval. Bonuses and

incentives are linked to performance criteria. The Board can exercise its discretion in relation to approving bonuses and incentives but, any changes are justified by reference to measurable performance criteria.

8.4 Remuneration for senior management is divided into three parts:

- (a) a fixed remuneration which is made up of base salary, superannuation and salary sacrifices;
- (b) short term incentives paid in cash, directly earned upon the successful achievement of specific financial and operational targets. Incentives are based on performance criteria which are set and reviewed by the Committee at least annually; and
- (c) long term incentives for specific senior managers, that vest upon the successful achievement of performance hurdles or vesting conditions (as applicable) which are determined by the Committee.

8.5 Details of the Managing Director's employment contract are set out in the Remuneration Report.

8.6 Non-executive directors are entitled to receive fees (from a pool of funds, the limit of which is approved by shareholders in general meeting). There are no schemes for retirement benefits, other than statutory superannuation, for non-executive directors.

8.7 Further details about Capral's remuneration policies are set out in the Remuneration Report.

The Corporate Governance Statement and related governance materials are available on Capral's website, www.capral.com.au (under Corporate Governance).

Corporate Social Responsibility Statement

Capral has implemented policies and management systems to deliver in the areas of safety and the environment. Capral contributes to local communities where it operates.

Safety

Capral understands the necessity of providing a safe workplace and is committed to ensuring people return home safely through safe working conditions and behaviours through 'Safety First' and related programs.

During 2013, there were a number of notable safety achievements:

- » For the Capral Group, there were 14 reportable injuries. This is a 33% reduction on 2012 and also an improvement against the previous 6 years. There was about a 30% reduction in the amount of lost time and other key Frequency and Severity indicators were also the lowest ever recorded.
- » The Capral Group performance is set out in the table below:

MEASURE/ YEAR	2008	2009	2010	2011	2012	2013
LTI	15	7	16	12	4	3
MTI	26	24	27	20	17	11
LTI/MTI	41	31	43	31	21	14
LTI/MTI Frequency*	17.5	16.3	23.6	19.3	13.2	9.2
LTI Severity*	162.1	99.2	269.9	186	82.8	61.0

Frequency = number of injuries per million work hours

Severity = number of days lost per million hours worked

- » Capral Group achieved 10 months LTI free.
- » Canning Vale Manufacturing reached 4 years LTI free and Austex Dies and Penrith Manufacturing achieved 2 years LTI free.
- » A number of Distribution sites remained LTI/MTI free for 2013; Hobart (17 years), Rockdale (15 years), Slacks Creek and Cardiff (8 years), Laverton (7 years), Cairns (6 years),

Wangara RDC and Darwin (4 years), Erskine Park RDC, Mackay and Lynbrook (2 years) and Campbellfield and Bremer Park RDCs (1 year).

- » All Extrusion sites, and RDCs at Bremer, Erskine Park and Campbellfield, are AS4801-2001 (OHS management system) certified, with our other sites achieving higher Letter of Assurance scores year on year.
- » Penrith Manufacturing came second, and was highly commended, for its pallet dispenser through the National Safety Council Awards.
- » A number of training programs were undertaken, including Health & Wellbeing Management Program, Safety Leadership Training and the Distribution/Corporate Division's "What's your reason for going home" campaign.
- » Updated Perception surveys were completed, showing stability in safety culture and leadership, with plans in place to further improve.

In 2014, Capral will continue to strive for zero injuries and improved safety outcomes.

Environment

Our ongoing commitment to minimising the environmental impacts of our manufacturing and distribution activities has been further reiterated during 2013, focusing on our operations to identify environmentally friendly opportunities. Our plant, equipment and processes are assessed continually and measures are taken where improvements can be achieved. Further we have been managing waste materials using the hierarchy of reduce/reuse/recycle, whilst ensuring that any disposal will be to appropriate environmental standards. Capral continues to investigate the potential use of recycled materials into a range of products.

Penrith and Canning Vale manufacturing plants achieved third party certification to ISO 14001 and AS NZS 4801 standards and thereby joined Bremer Park, Campbellfield, Angaston and Erskine Park sites in this achievement. This International Standard confirms a management system that recognises and manages the environmental issues through awareness and assessment of applicable legal requirements, procedures, controls and monitoring emergency response capability reviews.

Capral's environmental impact minimisation strategies include:

- » Engagement with current powder coating suppliers in recycling of waste powder;
- » Working with customers to reduce use of packaging, through recycling of existing and introduction of new reusable materials;
- » Initiatives to reduce excess sulphate discharge to Trade Waste system;
- » Implementation of a number of water efficiency initiatives, including continual monitoring of piping and valves;
- » Implementation of a closed lock system for de-ionised rinse tanks;
- » Implementation of a cascade system in Anodising process rinse tanks;
- » Reduction in truck traffic by aiming to maximise load volumes and consolidate routes and delivery schedules. Back load sharing with suppliers and customers.

Capral has a relatively modest carbon footprint and is not included in the top 500 site emitters. Our main emissions come from Natural Gas and Electricity.

Capral is committed to meeting its obligations under the National Greenhouse Energy Reporting Act.

Community

Capral contributes in a variety of ways to the communities where its facilities are located including the provision of a range of skilled and unskilled employment opportunities, the positive economic impact on other local businesses and involvement in community based groups including education institutions.

Commitment to Training:

Throughout 2013 Capral demonstrated a training commitment not only to its employees, but also to the local community, with initiatives such as:

- » The creation of fixed term traineeship roles (Certificate III) targeted to assist school leavers. The objective of our Traineeship Program is to provide trainees with skills, experience and valuable preparation for the employment market upon completion. During the establishment of this program, Capral developed positive working relationships with local schools and government stakeholders.
- » Capral has worked with industry and government to have the Die Correction trade recognised within Australia. The training was officially approved in 2013 and is now available within Australia. It will create local jobs for local people.
- » Providing university internship placements to assist and support undergraduates in gaining valuable work experience.

Community Recognition:

With great pride Capral received the following notable achievements from the community:

- » The Bremer Park site received the QLD Employer Committed to Training Award from the Ipswich Chamber of Commerce for Lean Manufacturing.
- » Our Penrith site was runner up in the National Safety Awards (Risk Mitigation category) for its timber pallet bases dispenser.

Community Assistance:

Capral and its employees participated in the following initiatives in 2013:

- » Employees from the Mackay Aluminium Centre participated in the Brisbane to Gold Coast Cycling Race; the race raised approximately \$115,000 for the Heart Foundation.
- » Industrial Solutions at Salisbury raised funds for the Kmart/ Salvation Army Christmas appeal. The money raised purchased presents for children in need.
- » Erskine Park employees collected water bottles and toiletries for the fire fighters assisting with the September 2013 bush fires in New South Wales.
- » The Gold Coast Aluminium Centre sponsored a local Surf Club's Nippers.
- » Our Campbellfield site continued its longstanding association of 16 years with the Department of Disability Sport and Recreation by sponsoring the Junior Summer Camp for kids with Disabilities. Approximately 40 children with disability aged between 7 and 18 participated in a junior camp that provided them with the opportunity to get actively involved in sport and recreation.
- » Corporate sponsorship of the Ipswich Festival and Christmas Carols.
- » The Red Cross Donor Mobile has attended the Bremer Park site bi-annually over the last 5 years, with every donation made having the potential to save up to 3 lives.
- » Employees nationally participated in Movember, raising funds for Prostate Cancer and Male Mental Health.
- » Capral donated materials to the Ipswich Men's Shed to build a float / structure for the Ipswich Festival 2014.
- » Morning teas were held on all sites supporting various charity organisations.
- » Assisted a range of employees with personal hardship issues.

Directors' Report

Your directors present their report on the consolidated entity consisting of Capral Limited (**Capral**) and the entities it controlled at the end of, or during, the financial year ended 31 December 2013 (**Financial Year**).

Directors

The following persons were directors of Capral during the Financial Year and, except as indicated below, up to the date of this report:

NAME	PERIOD OFFICE HELD
R. L. Wood-Ward	6 November 2008 – Date of this report
A. M. Dragicevich	15 April 2013 – Date of this report
P. J. Jobe	24 April 2009 – Date of this report
I. B. Blair	23 May 2006 – Date of this report
A. M. Eisen	19 October 2006 (as alternate) and 29 August 2008 (as director) – Date of this report
G. F. Pettigrew	18 June 2010 – Date of this report
M. L. Jefferies	6 November 2008 – 15 April 2013

Details of directors, their qualifications, experience, special responsibilities (including committee memberships) and directorships of other listed companies held in the last three years before end of the Financial Year are set out on pages 7 and 8.

Principal activities

During the Financial Year, the principal continuing activities of the consolidated entity consisted of the manufacturing, marketing and distribution of semi-fabricated aluminium products.

Dividends

No dividends or distributions have been declared or paid for the Financial Year.

Review of operations

A review of operations and financial position of the consolidated entity are referred to in the Managing Director's Operations and Financial Review on pages 4–6.

Significant changes in the state of affairs

The following significant changes in the state of affairs of the consolidated entity occurred during the year:

- » Tony Dragicevich was appointed as CEO and Managing Director on 15 April 2013;
- » Impairment loss of \$41,487,000 was made as at 30 June 2013;
- » An acquisition of OneSteel Aluminium business from OneSteel Trading Pty Ltd was made on 1 October 2013. A bargain purchase gain of \$3,126,000 was recognised as a result;
- » Two share placement issues were made in September 2013 and October 2013. A net total proceeds of \$13,788,000 was received.

Matters subsequent to the end of the Financial Year

No matter or circumstance has arisen since the end of the Financial Year that has significantly affected, or may significantly affect the consolidated entity's operations, the results of those operations or the consolidated entity's state of affairs in future financial years.

Likely developments, business strategies, prospects and risks

Information on likely developments, business strategies, prospects and risks are detailed in the Managing Director's Operations and Financial Review on pages 4–6. Whilst Capral continues to meet its continuous disclosure obligations, this report omits information where it would be likely to result in unreasonable prejudice to Capral. This includes information that is commercially sensitive, is confidential or could provide a third party with a commercial advantage (such as internal budgets and forecasts).

Other information for members to make an informed assessment

Other than information set out in this report, there is no information that members would reasonably require to make an informed assessment of the operations, financial position, business strategies and prospects for future financial years of the consolidated entity.

Directors' meetings

The numbers of directors' meetings (including meetings of committees) held, and the number of meetings attended, by each director during the Financial Year, are as follows:

DIRECTOR	BOARD		AUDIT COMMITTEE		REMUNERATION & NOMINATION COMMITTEE	
	HELD	ATTENDED	HELD	ATTENDED	HELD	ATTENDED
R. L. Wood-Ward	13	11	2	2	1	1
A. M. Dragicevich	13	13 ¹	2	2 ²	1	1 ²
P.J. Jobe	13	12	2	2 ¹	1	1 ¹
I.B. Blair	13	11	2	2	1	1
A.M. Eisen	13	10	2	1	1	1
G. F. Pettigrew	13	13	2	1	1	1
M. L. Jefferies ³	3	3	2	2	1	1

¹ Attended Board meetings prior to 15 April 2013 in an ex-officio capacity.

² Attended meeting(s) in an ex-officio capacity.

³ Number of meetings held whilst a director.

Directors' interests and benefits

Ordinary Shares

Details of holdings of ordinary shares in Capral for the directors (including former directors who held office during the Financial Year) at the beginning and end of the Financial Year and at the date of this report are as follows:

ORDINARY SHARES FULLY PAID IN THE COMPANY				
NAME	POSITION	BALANCE AT 1.1.2013	BALANCE AT 31.12.2013	BALANCE AT DATE OF THIS REPORT
R. L. Wood-Ward	Director and Chairman of the Board	–	–	–
A. M. Dragicevich ¹	Managing Director	–	3,458,118 ²	3,458,118
P. J. Jobe	Director	240,500	7,100,500 ³	7,100,500
I. B. Blair	Director	227,348	227,348	227,348
A. M. Eisen	Director	–	–	–
G. F. Pettigrew	Director	–	–	–
M. L. Jefferies	Director	–	–	–

¹ Mr Dragicevich was appointed as Managing Director on 15 April 2013.

² Acquired shares on market.

³ Acquired 6,860,000 shares on vesting of share right.

In addition to the interests shown above, indirect interests in Capral shares held by the Managing Director, Mr Dragicevich, and the previous Managing Director, Mr Jobe, are as follows:

MR A. M. DRAGICEVICH ¹ NATURE OF OTHER INTERESTS	BALANCE AT 1.1.2013	BALANCE AT 31.12.2013	BALANCE AT DATE OF THIS REPORT
Share rights	–	1,800,000	1,800,000

MR P. J. JOBE NATURE OF OTHER INTERESTS	BALANCE AT 1.1.2013	BALANCE AT 31.12.2013	BALANCE AT DATE OF THIS REPORT
Options at \$0.50	4,300,000	4,300,000	4,300,000
Options at \$0.25	10,000,000	10,000,000	10,000,000
Options at \$0.40	5,000,000	5,000,000	5,000,000
Options at \$0.60	5,000,000	5,000,000	5,000,000
Share rights	6,860,000	– ²	–

¹ Mr Dragicevich was appointed as Managing Director on 15 April 2013.

² Share rights vested on 15 April 2013.

Unissued shares or interests under option

At the date of this report, there are 34,012,224 (2012: 38,019,646) unissued shares or interests under option. Refer to sections 1 and 2 of the Remuneration Report.

No shares have been issued during or since the end of the Financial Year as a result of an exercise of an option.

Company Secretary**Mr R Rolfe – General Counsel & Company Secretary, LLB (Hon) (University of Leicester, UK)**

Mr Rolfe was appointed as General Counsel of Capral on 12 June 2006 and to the position of Company Secretary on 23 June 2006.

Mr Rolfe was admitted as a Solicitor of the Supreme Court of England and Wales in 1998 and New South Wales in 2002. Prior to joining Capral, Mr Rolfe was a senior corporate lawyer at Qantas Airways Limited from July 2002.

Remuneration Report (Audited)

This report sets out the philosophy and process of Capral for the remuneration of its directors, Executive Management Team, senior management and other employees. It also details the actual remuneration of its key management personnel (including the directors) during the Financial Year.

Section 1: The Remuneration Philosophy and Process

The remuneration policies and practices of Capral are designed to attract qualified and experienced candidates, and retain and motivate employees.

(a) Remuneration & Nomination Committee

The Remuneration & Nomination Committee is responsible for reviewing and making recommendations to the Board of Directors (**the Board**) on remuneration policies for Capral including, in particular, those governing the directors (including the Managing Director) and executive managers.

Remuneration (including the bonuses and other incentives) of the Managing Director and certain executive managers is reviewed annually by the Remuneration & Nomination Committee and recommendations are put to the Board for its approval. Bonuses and incentives are linked to performance criteria. The Board can exercise its discretion in relation to approving bonuses and incentives. Changes must be justified by reference to measurable performance criteria.

The Remuneration & Nomination Committee may seek independent advice as appropriate in setting the structure and levels of remuneration based on the principle that the elements of remuneration should be set at an appropriate level having regard to market practice for roles of similar scope and skill. No remuneration recommendations have been made by remuneration consultants in relation to the Financial Year.

(b) Performance Planning and Review

Capral has a process to evaluate and discuss performance and development plans at least annually with salaried employees. This two way process between the employee and their immediate supervisor is referred to as Performance Planning and Review (**PPR**).

The PPR is a 4-Step process covering:

Step 1: An agreement of objectives for the year ahead and the setting of key performance measures against which the achievement of those objectives will be assessed.

Step 2: A review of performance against the previously agreed objectives for the period under review.

Step 3: Employee comment and feedback.

Step 4: Short and long term training and development needs and career aspirations.

Within Capral, managers have a responsibility to provide prompt and constructive feedback to staff on performance, behaviour and attitudes. The PPR process ensures that there is better understanding of Capral's objectives thereby increasing the likelihood of their achievement. It also enables managers to evaluate and develop employee skills and performance and identify future development needs. Employees benefit through recognition, performance feedback and career guidance.

(c) Non-executive Directors

The structure of Capral's non-executive director remuneration is distinct from that applicable to the Managing Director and other senior executives.

The Board, in conjunction with the Remuneration & Nomination Committee, seeks to establish remuneration of non-executive directors at a level that enables Capral to attract and retain high quality directors at a reasonable cost. Remuneration of non-executive directors and their terms of office are governed by Capral's constitution and not by contract.

Non-executive directors remuneration is allocated out of the pool of funds, the limit of which is approved by shareholders in general meeting and each director is entitled to the payment of an annual fee in cash and superannuation contributions for their services. Additional fees are not paid for sitting on Board committees, however the extra responsibility of the Chairman of the Board and committees is recognised by the payment of a higher fee. Non-executive directors do not receive any shares, options or other securities as part of their remuneration nor are they eligible to participate in Capral's equity incentive plans. There are no schemes for retirement benefits (other than statutory superannuation payments).

Details of payments to non-executive directors are set out on pages 24 and 25.

(d) Senior Management Remuneration

The remuneration policy for the Managing Director, Executive Management Team and senior management seeks to attract and retain people with the required capabilities to lead Capral in the achievement of planned business objectives and focus on delivering annual safety and financial targets.

Remuneration is reviewed annually in February and approved changes applied from 1 March.

The Remuneration & Nomination Committee reviews the remuneration arrangements of the Managing Director and certain executive managers, where as for other members of senior management the relevant General Manager makes recommendations to the Managing Director.

For the Managing Director, Executive Management Team and other senior management, remuneration consists of a fixed annual salary and superannuation plus an at-risk component that comprises a short term incentive plan (STIP) and a long term incentive plan (LTIP) (see below).

The proportions of fixed and at-risk remuneration are established for the Managing Director, Executive Management Team and other senior management relative to their position in Capral. The policy used as a guide for at-risk remuneration is 25% for the Executive Management Team and 10%–20% for other senior managers for the achievement of objective targets.

(e) Base Salary Plus Superannuation = Total Employment Cost

The level of the total employment cost (being base salary plus superannuation) (TEC) is determined having regard to job responsibilities, skills, experience and performance. Salaries are reviewed annually.

(f) Short Term Incentive Plan

The short term incentive plan (STIP) was introduced in 2006 and most recently revised during 2010. It is designed to encourage participants to assist Capral in achieving continuous improvement by aligning their interests with those of Capral and its stakeholders and rewarding them when key performance measures are achieved.

For the Financial Year, there were 3 separate short term incentive programs: (1) senior employees have the opportunity to earn a cash incentive, based on a specified percentage of TEC dependent on each individual's level of responsibility. The actual incentive earned is based on the achievement of company and business unit targets. There are 'minimum', 'target' and 'stretch' goals; (2) other salaried employees can earn payments for achieving targets set by their managers; and (3) sales or sales-related employees participate in quarterly sales incentive programs in relation to revenue, gross margin and debtor days targets.

STIP targets relate to financial and specific objectives (including safety). An amount higher than the specified percentage of TEC is paid if 'stretch' targets are achieved.

The company-wide performance measures used for STIP are established each year by the Remuneration & Nomination Committee. The Managing Director is responsible for recommending to the Committee the STIP targets and the amount of STIP, if any, to be paid.

(g) Managing Director – Share Rights

During the Financial Year, 2,000,000 share rights were granted to Mr Dragicevich, prior to his appointment as Managing Director (2012: Nil). 1,000,000 of these rights have a vesting date of 4 March 2014 and 1,000,000 of these rights have a vesting date of 4 March 2015. Vesting is subject to remaining employed at the vesting date and certain performance hurdles; 80% of rights are subject to minimum financial targets set by the Board and 20% of rights are subject to a Total Shareholder Return (TSR) performance condition. However, if his employment is terminated by Capral other than for cause, all of the unvested rights will immediately vest. 200,000 of those rights lapsed during the Financial Year. However, 800,000 rights have satisfied the performance hurdles and will vest on 4 March 2014.

The total number of share rights granted to Mr Dragicevich was 2,000,000 and of which 1,800,000 is outstanding as at the end of the Financial Year. The fair value of the rights is detailed in Note 38 of the Financial Report.

Subject to shareholder approval, Capral intends to grant additional rights to Mr Dragicevich during the Financial year ended 31 December 2014.

(h) Previous Managing Director – Options

No options were granted to the previous Managing Director, Mr Jobe, during the Financial Year (2012: Nil).

The total number of options granted to Mr Jobe and outstanding as at the end of the Financial Year is 24,300,000. All of the options had vested in the previous financial years. The fair value of the options is detailed in Note 38 of the Financial Report.

(i) Previous Managing Director – Shares & Share Rights

During the Financial Year, 6,860,000 shares were issued to the previous Managing Director, Mr Jobe, following vesting of 6,860,000 share rights on 15 April 2013 pursuant to shareholder approval at the 2012 Annual General Meeting (2012: Nil).

The total number of share rights granted to Mr Jobe and outstanding as at the end of the Financial Year is Nil (2012: 6,860,000). The fair value of the rights is detailed in Note 38 of the Financial Report.

(j) Long Term Incentive Plan

The long term incentive plan (LTIP) was introduced in 2006 and is restricted to selected members of senior management. LTIP is designed to strengthen the alignment of the interests of senior managers with shareholders and support a culture of share ownership and shareholder wealth. It also aims to provide competitive remuneration for the retention of specifically targeted members of senior management.

The Managing Director makes recommendations to the Remuneration & Nomination Committee regarding the proposed participants and the amount of the entitlements.

Performance Rights granted 2009

Rights to ordinary shares issued under LTIP in 2009 are subject to Capral's performance, measured against the S&P/ASX 200 Industrials Index but excluding those companies who are classified in the Global Industry Classification Standard sector numbers 4010 "Banks" and 4030 "Insurance" (TSR test). The TSR is tested over an initial 2 year performance period, and re-tested each year over the subsequent 3 years. After the third re-test, unvested rights will lapse.

Performance Rights granted 2011-2013

Rights to ordinary shares issued under LTIP during 2011, 2012 and the Financial Year are subject to performance conditions:

- » 60% of rights are subject to a Basic Earnings Per Share performance condition; and
- » 40% of rights are subject to a TSR performance condition.

The rights subject to the EPS condition were granted in 3 tranches of 20%, and will be tested on 31 December each year over a 3 year period. The EPS condition will be calculated each year as follows:

A Net Profit Before Tax Target as specified by the Board for that year (adjusted for any extraordinary items) divided by number of securities on issue.

If the condition is met in a given year, the rights will convert to shares at the end of the 3 year vesting period and will be issued to participants provided that they continue to be employed by Capral. If the condition is not met in a given year, those rights will lapse.

The rights subject to the TSR condition are subject to Capral's performance, measured against the entities with ordinary shares and units (as the case may be) included in the S&P/ASX All Ordinaries Index as at 1 January in the year of grant but excluding those companies who are classified in the Global Industry Classification Standard sector number 40. The TSR is tested over a 3 year performance period and the testing date is 31 December 2013 (for the 2011 award), 31 December 2014 (for the 2012 award) and 31 December 2015 (for the 2013 award).

All rights under LTIP

Vested rights convert on a one-for-one basis to ordinary shares. Shares allocated remain held (subject to a holding lock) under LTIP up to 10 years from the date rights were originally granted. The use of EPS and TSR tests is consistent with market practice as it ensures alignment between comparative shareholder return and remuneration of executives.

Vesting at each testing date in relation to the measurement of the relevant grant is determined in accordance with Table A below:

TABLE A	
PERCENTILE OF TSR	% RIGHTS VESTING
Less than 50th	None
50th	50
More than 50th less than 75th	Between 50 and 100 (pro rata)
More than 75th	100

As at 31 December 2013, none of the remaining unvested rights granted as part of the 2009 offer (250,000 rights) vested on the final 31 December 2013 testing date. These rights lapsed on 1 January 2014.

In relation to the 2011 offer, 20% EPS (Tranche 1) (681,419 rights) lapsed on 31 December 2011, 20% EPS (Tranche 2) (545,314 rights) lapsed on 31 December 2012 and 20% EPS (Tranche 3) (502,513 rights) lapsed on 31 December 2013. 40% of the Rights (1,005,023 Rights) were subject to a TSR test as at 31 December 2013. Capral achieved the 60.82 percentile meaning that the performance condition has been achieved. 70.46% of the Rights (708,122 Rights) will vest and convert into Capral shares on a 1 for 1 basis as at 1 March 2014.

In relation to the 2012 offer, 20% EPS (Tranche 1) (679,211 rights) lapsed on 31 December 2012 and 20% EPS (Tranche 2) (615,175 rights) lapsed on 31 December 2013.

In relation to the 2013 offer, 20% EPS (Tranche 1) (707,457 rights) lapsed on 31 December 2013.

During the Financial Year, 3,878,983 rights were granted under LTIP (2012: 3,878,982).

Under LTIP including the Managing Director's share rights, 7,730,361 rights remain outstanding at the end of the Financial Year.

Capral intends to grant further rights under the LTIP to selected individuals during the financial year ending 31 December 2014.

Options (Executives and Senior Managers)

No options to acquire ordinary shares were granted under LTIP during the Financial Year (2012: Nil).

2,231,863 options issued under LTIP remain unexercised at the end of the Financial Year.

Refer to section 2 of this report for further details.

(k) Anti-Hedging Policy

Capral personnel are not permitted to enter into transactions with securities (or any derivative thereof) which limit the economic risk of any unvested entitlements awarded under any Capral equity-based remuneration scheme currently in operation or which will be offered by Capral in the future. As part of Capral's due diligence undertaken at the time of the financial results, participants in any Capral equity plan are required to confirm that they have not entered into any such prohibited transactions.

Section 2: Remuneration of directors and other key management personnel

The following table sets out the remuneration of the key management personnel (including the directors) during the Financial Year.

The key management personnel of the consolidated entity are the non-executive directors, Managing Director, Chief Financial Officer, General Manager Operations and Company Secretary. These people have the authority and responsibility for planning, directing and controlling the day-to-day activities of Capral.

The non-executive directors and other key management personnel for the Financial Year and for 2012 financial year are detailed below.

NAME	YEAR	TITLE	SHORT-TERM EMPLOYEE BENEFITS		
			SALARY AND FEES	BONUS ⁷	NON-MONETARY BENEFITS
			\$	\$	\$

Directors

A.M. Dragicevich ¹	2013	Managing Director	660,205	210,000	–
P.J. Jobe ²	2013	Non-executive director	384,384	250,000	–
	2012	Managing Director	1,150,000	1,059,000	–
R.L. Wood-Ward	2013	Chairman	120,000	–	–
	2012	Chairman	120,000	–	–
I.B. Blair	2013	Non-executive director	70,000	–	–
	2012	Non-executive director	70,000	–	–
A.M. Eisen	2013	Non-executive director	55,000	–	–
	2012	Non-executive director	55,000	–	–
G.F. Pettigrew	2013	Non-executive director	55,000	–	–
	2012	Non-executive director	55,000	–	–
M.L. Jefferies ³	2013	Non-executive director	15,400	–	–
	2012	Non-executive director	55,000	–	–

Executives

T. Campbell*	2013	Chief Financial Officer	333,058	50,500	–
	2012	Chief Financial Officer	321,167	69,587	–
R. Michael ^{4*}	2013	GM Operations	309,803	56,500	–
	2012	EGM Manufacturing	281,991	69,825	–
R. Rolfe*	2013	Gen. Counsel/ Co. Sec.	257,672	32,000	–
	2012	Gen. Counsel/ Co. Sec.	249,495	41,602	–
M. Haszard ^{5*}	2012	EGM Manufacturing	114,550	–	–
D. Munro ^{6*}	2012	EGM Distribution	251,856	–	–
Total 2013			2,260,522	599,000	–
Total 2012			2,724,059	1,240,014	–

¹ Mr Dragicevich was appointed as Chief Executive Officer and Managing Director from 15 April 2013.

² Mr Jobe's term as Managing Director ended on 15 April 2013, however he remained on the Board as a non-executive director

³ Mr Jefferies resigned as a director on 15 April 2013.

⁴ Mr Michael was appointed as Executive General Manager, Manufacturing in April 2012.

⁵ Mr Haszard retired in March 2012.

⁶ Mr Munro was appointed as Executive General Manager Distribution on 14 June 2011 and left employment on 9 November 2012.

⁷ All bonus amounts are on an accrual basis.

POST EMPLOYMENT BENEFITS	OTHER LONG-TERM BENEFITS	TERMINATION BENEFITS ⁸	SHARE-BASED PAYMENTS		TOTAL	TOTAL PERFORMANCE RELATED
SUPER- ANNUATION			PERFORMANCE RIGHTS ⁹	OPTIONS ⁹		
\$	\$	\$	\$	\$	\$	%
24,452	–	–	250,286	–	1,144,943	40
3,624	–	36,991	337,331	–	1,012,330	58
50,000	–	–	828,869	314,926	3,402,795	65
11,100	–	–	–	–	131,100	–
10,800	–	–	–	–	130,800	–
6,475	–	–	–	–	76,475	–
6,300	–	–	–	–	76,300	–
3,392	–	–	–	–	58,392	–
–	–	–	–	–	55,000	–
5,088	–	–	–	–	60,088	–
4,950	–	–	–	–	59,950	–
–	–	–	–	–	15,400	–
–	–	–	–	–	55,000	–
25,000	–	–	30,311	–	438,869	18
25,000	–	–	25,527	–	441,281	22
28,271	–	–	24,674	–	419,248	19
25,379	–	–	7,741	9,026	393,962	22
23,514	–	–	13,953	–	327,139	14
22,454	–	–	12,788	6,565	332,904	18
(2,190)	–	98,541	(151,224)	(31,438)	28,239	–
37,500	–	173,050	–	–	462,406	–
130,916	–	36,991	656,555	–	3,683,984	–
180,193	–	271,591	723,701	299,079	5,438,637	–

⁸ Termination benefits include leave accrued and payments made in lieu of notice at the end of employment with Capral.

⁹ All LTIP performance rights listed are securities that have not yet vested. All LTIP options granted in 2009 have vested; refer to section 1(j) of this report. In relation to share rights of the Managing Director, refer to section 1(g) of the Remuneration Report. In relation to options, shares and share rights of the previous Managing Director, refer to sections 1(h) and 1(i) of the Remuneration Report.

* Capral's Key Management Personnel (other than Directors).

Refer to section 1 of the Remuneration Report for terms and conditions of compensation for the Managing Director and other key management personnel.

Performance rights, Options and bonuses provided as compensation

Performance rights

During the Financial Year and the financial year ended 31 December 2012, performance rights were granted as equity compensation benefits under the LTIP, to certain key management personnel as disclosed below. The performance rights were granted at no cost to the participant. For details of the vesting conditions and further details relating to the performance rights, refer to section 1 of this report.

20% EPS (Tranche 1) of 2013 offer (707,457 rights), 20% EPS (Tranche 2) of 2012 offer (615,175 rights) and 20% EPS (Tranche 3) of 2011 offer (502,513 rights), lapsed as at the relevant 31 December 2013 testing date.

	TRANCHE	GRANT NO.	GRANT DATE	FAIR VALUE PER RIGHT AT GRANT DATE (\$)	TEST DATE	LAPSED NO.
Executives						
2013 Offer						
T. Campbell		484,303	08/03/2013			(96,861)
	Tranche 1 – EPS 20%	96,861		\$0.24	31/12/2013	(96,861)
	Tranche 2 – EPS 20%	96,861		\$0.24	31/12/2014	
	Tranche 3 – EPS 20%	96,860		\$0.24	31/12/2015	
	Tranche – TSR 40%	193,721		\$0.17	31/12/2015	
R. Michael		456,628	08/03/2013			(91,326)
	Tranche 1 – EPS 20%	91,326		\$0.24	31/12/2013	(91,326)
	Tranche 2 – EPS 20%	91,326		\$0.24	31/12/2014	
	Tranche 3 – EPS 20%	91,325		\$0.24	31/12/2015	
	Tranche – TSR 40%	182,651		\$0.17	31/12/2015	
R. Rolfe		229,007	08/03/2013			(45,801)
	Tranche 1 – EPS 20%	45,801		\$0.24	31/12/2013	(45,801)
	Tranche 2 – EPS 20%	45,801		\$0.24	31/12/2014	
	Tranche 3 – EPS 20%	45,802		\$0.24	31/12/2015	
	Tranche – TSR 40%	91,603		\$0.17	31/12/2015	
Total 2013 Offer		1,169,938				(233,988)

	TRANCHE	GRANT NO.	GRANT DATE	FAIR VALUE PER RIGHT AT GRANT DATE (\$)	TEST DATE	LAPSED NO.
Executives						
2012 Offer						
T. Campbell		451,303	14/03/2012			(180,522)
	Tranche 1 – EPS 20%	90,261		\$0.17	31/12/2012	(90,261)
	Tranche 2 – EPS 20%	90,261		\$0.17	31/12/2013	(90,261)
	Tranche 3 – EPS 20%	90,260		\$0.17	31/12/2014	
	Tranche – TSR 40%	180,521		\$0.11	31/12/2014	
R. Michael		255,472	14/03/2012			(102,188)
	Tranche 1 – EPS 20%	51,094		\$0.17	31/12/2012	(51,094)
	Tranche 2 – EPS 20%	51,094		\$0.17	31/12/2013	(51,094)
	Tranche 3 – EPS 20%	51,095		\$0.17	31/12/2014	
	Tranche – TSR 40%	102,189		\$0.11	31/12/2014	
D. Munro¹		414,039	14/03/2012			(414,039)
	Tranche 1 – EPS 20%	82,808		\$0.17	31/12/2012	(82,808)
	Tranche 2 – EPS 20%	82,808		\$0.17	31/12/2013	(82,808)
	Tranche 3 – EPS 20%	82,808		\$0.17	31/12/2014	(82,808)
	Tranche – TSR 40%	165,615		\$0.11	31/12/2014	(165,615)
R. Rolfe		221,760	14/03/2012			(88,704)
	Tranche 1 – EPS 20%	44,352		\$0.17	31/12/2012	(44,352)
	Tranche 2 – EPS 20%	44,352		\$0.17	31/12/2013	(44,352)
	Tranche 3 – EPS 20%	44,352		\$0.17	31/12/2014	
	Tranche – TSR 40%	88,704		\$0.11	31/12/2014	
Total 2012 Offer		1,342,574				(785,453)

Notes

¹ Mr Munro left employment on 9 November 2012.

	TRANCHE	GRANT NO.	GRANT DATE	FAIR VALUE PER RIGHT AT GRANT DATE (\$)	TEST DATE	LAPSED NO.
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Executives

2011 Offer

T. Campbell		400,000	22/03/2011			(240,000)
	Tranche 1 – EPS 20%	80,000		\$0.27	31/12/2011	(80,000)
	Tranche 2 – EPS 20%	80,000		\$0.27	31/12/2012	(80,000)
	Tranche 3 – EPS 20%	80,000		\$0.27	31/12/2013	(80,000)
	Tranche – TSR 40%	160,000		\$0.24	31/12/2013	
R. Rolfe		152,729	22/03/2011			(91,638)
	Tranche 1 – EPS 20%	30,546		\$0.27	31/12/2011	(30,546)
	Tranche 2 – EPS 20%	30,546		\$0.27	31/12/2012	(30,546)
	Tranche 3 – EPS 20%	30,546		\$0.27	31/12/2013	(30,546)
	Tranche – TSR 40%	61,091		\$0.24	31/12/2013	
Total 2011 Offer		552,729				(331,638)

Options

No options were issued under the LTIP during the Financial Year and the financial year ended 31 December 2012.

Bonuses

During the Financial Year, STIP bonus payments were made to the Managing Director and certain key management personnel. The percentages of bonus paid and forfeited (as a result of not meeting the performance criteria) are disclosed below:

2013	% OF BONUS PAID	% OF BONUS FORFEITED	% OF COMPENSATION FOR THE YEAR CONSISTING OF STIP BONUS ³
Executives			
A. Dragicevich ¹	60.0	40.0	23.5
P. Jobe ²	64.4	35.6	39.2
T. Campbell	56.1	43.9	12.4
R. Michael	66.5	33.5	14.3
R. Rolfe	56.5	43.5	10.2

2013 financial year bonuses are payable in the 2014 financial year.

Notes

¹ Mr Dragicevich was appointed as CEO Designate effective from 14 January 2013 and CEO and Managing Director effective from 15 April 2013.

² Mr Jobe's tenure as Managing Director ended in April 2013. He was paid a bonus for Q1 2013.

³ Total compensation used for calculating % purposes excludes share based payments and termination benefits.

In the financial year ended 31 December 2012, STIP bonus payments were made to the Managing Director and certain key management personnel. The percentages of bonus paid and forfeited (as a result of not meeting the performance criteria) are disclosed below:

2012	% OF BONUS PAID	% OF BONUS FORFEITED	% OF COMPENSATION FOR THE YEAR CONSISTING OF STIP BONUS ⁴
Executives			
P. Jobe	88.3	11.7	46.9
M. Haszard ¹	–	–	–
T. Campbell	79.5	20.5	16.7
R. Michael ²	84.6	15.4	18.5
D. Munro ³	–	–	–
R. Rolfe	76.1	23.9	13.3

2012 financial year bonuses were paid in the 2013 financial year.

Notes

1 Mr Haszard retired in March 2012.

2 Mr Michael was appointed as Executive General Manager, Manufacturing in April 2012.

3 Mr Munro left employment on 9 November 2012.

4 Total compensation used for calculating % purposes excludes share based payments and termination benefits.

Section 3: Relationship between remuneration and company performance

During the Financial Year and the previous 4 financial years (2009-2012), Capral's performance was as follows:

YEAR ENDED 31 DEC	NET PROFIT/ (LOSS)	DIVIDEND	BASIC EARNINGS / (LOSS)	SHARE PRICE (CLOSING)
	\$m	CENTS PER SHARE	CENTS PER SHARE	\$
2013	(51.7)	–	(12.5)	0.155
2012	(10.99)	–	(2.8)	0.215
2011	(8.00)	–	(2.1)	0.175
2010	6.73	–	1.7	0.180
2009	(29.11)	–	(27.5)	0.335

Whilst continuing to ensure that Capral attracts and retains qualified, experienced and motivated employees in accordance with the remuneration policy by remunerating employees at a competitive level, Capral has maintained salary levels by ensuring that average annual salary increases are kept in line with CPI and placing more emphasis on at-risk remuneration in order to align remuneration of the employees to the performance of Capral and shareholder wealth.

For the Financial Year and the financial years ended 31 December 2010, 2011 and 2012, Capral made STIP payments based upon the achievement of performance measures in respect of the prior year. No STIP payments were paid in the financial year ended 31 December 2009. Refer to section 1(f) above for further details.

800,000 of the 1,000,000 share rights granted to Mr Dragicevich during the Financial Year, prior to his appointment as Managing Director, will vest as at the vesting date of 4 March 2014. The balance of those rights (200,000) lapsed on 31 December 2013.

All of the 6,860,000 share rights granted to the previous Managing Director, Mr Jobe, during 2012, vested on 15 April 2013 and 6,860,000 shares were issued to him.

None of the LTIP rights granted as part of the 2009, 2012 and 2013 offers have vested as at the relevant 31 December testing dates (refer to section 1(j) above). The rights granted as part of the 2009 offer (250,000 rights) lapsed on 1 January 2014.

In relation to the 2011 offer, 20% EPS (Tranche 1) (681,419 rights) lapsed on 31 December 2011, 20% EPS (Tranche 2) (545,314 rights) lapsed on 31 December 2012 and 20% EPS (Tranche 3) (502,513 rights) lapsed on 31 December 2013. 40% of the Rights (1,005,023 Rights) were subject to a TSR test as at 31 December 2013. Capral achieved the 60.82 percentile meaning that the performance condition has been achieved. 70.46% of the Rights (708,122 Rights) will vest and convert into Capral shares on a 1 for 1 basis as at 1 March 2014.

In relation to the 2012 offer, 20% EPS (Tranche 1) (679,211 rights) lapsed on 31 December 2012 and 20% EPS (Tranche 2) (615,175 rights) lapsed on 31 December 2013.

In relation to the 2013 offer, 20% EPS (Tranche 1) (707,457 rights) lapsed on 31 December 2013.

Section 4: Summary of Key Employment Contracts

Details of the key contract terms for the Managing Director and other key management personnel as at the end of the Financial Year are as follows:

CONTRACT DETAILS	A. DRAGICEVICH	T. CAMPBELL	R. MICHAEL	R. ROLFE
Existing contract end date	No fixed end date	No fixed end date	No fixed end date	No fixed end date
Notice of termination by Capral	6 months	6 months	6 months	16 weeks
Notice of termination by employee	6 months	6 months	6 months	16 weeks
Termination payments (in lieu of notice)	12 months salary plus accrued but unpaid STIP for previous financial year for termination or for fundamental change to position. Otherwise 6 months salary plus accrued but unpaid STIP for previous financial year. In addition, unvested LTIP rights will immediately vest if employment is terminated by Capral other than for cause.	6 months salary plus accrued but unpaid STIP for previous financial year	6 months salary plus accrued but unpaid STIP for previous financial year	16 weeks salary

Environmental regulations

Manufacturing licences and consents required by laws and regulations are held by the consolidated entity at each relevant site as advised by consulting with relevant environmental authorities. All applications for and renewals of licences have been granted and all consents have been given by all relevant authorities.

Directors' and officers' indemnities and insurance

Under Capral's constitution, Capral is required to indemnify, to the extent permitted by law, each director and secretary of Capral against any liability incurred by that person as an officer of Capral. The directors listed on page 16 and the secretary listed on page 19 have the benefit of this indemnity. During the Financial Year, Capral paid a premium for directors' and officers' liability insurance policies which cover current and former directors, company secretaries and officers of the consolidated entity. Details of the nature of the liabilities covered and the amount of the premium paid in respect of the directors' and officers' insurance policies are not disclosed, as such disclosure is prohibited under the terms of the contracts.

Indemnities to auditors

In respect of non-audit services provided in relation to reviews of consulting and compliance advice during the Financial Year, Deloitte Touche Tohmatsu, Capral's auditor, has the benefit of an indemnity (including in respect of legal costs) for any third party claim in connection with the use, distribution or reliance of their work (except to the extent caused by the wilful misconduct or fraud of Deloitte Touche Tohmatsu, or where it has agreed that the third party may rely on the work or it may be used in a public document).

Proceedings on behalf of Capral

No person has applied to the Court under section 237 of the Corporations Act for leave to bring proceedings on behalf of Capral, or to intervene in any proceedings to which Capral is party, for the purpose of taking responsibility on behalf of Capral for all or part of those proceedings. No proceedings have been brought or intervened in on behalf of Capral with leave of the Court under section 237 of the Corporations Act.

Non-audit services

Capral may decide to employ the auditor on assignments additional to their statutory audit services where the auditor's expertise and experience with the consolidated entity are important.

The Board has considered this position and in accordance with the advice received from the Audit Committee, it is satisfied that the provision of these services during the Financial Year by the auditor is compatible with, and did not compromise, the general standard of auditor independence imposed by the Corporations Act for the following reasons:

- (1) the non-audit services provided do not involve reviewing or auditing the auditor's own work and have not involved partners or staff acting in a management or decision-making capacity for Capral or in the processing or originating of transactions;
- (2) all non-audit services and the related fees have been reviewed by the Audit Committee to ensure complete transparency and that they do not affect the integrity and objectivity of Deloitte Touche Tohmatsu; and
- (3) the declaration required by section 307C of the Corporations Act 2001 confirming independence has been received from Deloitte Touche Tohmatsu.

Details of the amounts paid or payable to Capral's auditor (Deloitte Touche Tohmatsu) for audit and non-audit services provided during the Financial Year are set out in Note 34 of the financial statements.

Auditor's independence declaration

The auditors' independence declaration as required under section 307C of the Corporations Act is set out on page 32.

Rounding of amounts

Capral is a company of the kind referred to in Class Order 98/0100, dated 10 July 1998, and in accordance with that Class Order amounts in the Directors' Report and the Financial Report are rounded off to the nearest thousand dollars, unless otherwise indicated.

Signed in accordance with a resolution of directors made pursuant to section 298(2) of the Corporations Act 2001.

On behalf of the directors



R.L. Wood-Ward
Chairman



A. M. Dragicevich
Managing Director

Sydney
21 February 2014

Auditor's Independence Declaration

Deloitte.

The Board of Directors
Capral Limited
Level 4
60 Philip Street
Parramatta NSW 2150

Deloitte Touche Tohmatsu
ABN 74 490 121 060

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Level 19
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Dear Board Members

Capral Limited

In accordance with section 307C of the *Corporations Act 2001*, I am pleased to provide the following declaration of independence to the directors of Capral Limited.

As lead audit partner for the audit of the financial statements of Capral Limited for the financial year ended 31 December 2013, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- (i) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit
- (ii) any applicable code of professional conduct in relation to the audit.

Yours sincerely

Deloitte Touche Tohmatsu

DELOITTE TOUCHE TOHMATSU

Delaney

X Delaney
Partner
Chartered Accountants
Parramatta, 21 February 2014

Consolidated Statement of Profit or Loss and Comprehensive Income

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2013

		2013	2012
	NOTE	\$'000	\$'000
Continuing operations			
Sales revenue		292,383	285,956
Scrap and other revenue		17,871	17,983
Revenue	3	310,254	303,939
Other income	3	408	539
Bargain purchase gain	30	3,126	–
Changes in inventories of finished goods and work in progress		8,733	(2,476)
Raw materials and consumables used		(177,294)	(157,074)
Employee benefits expense	2	(76,668)	(79,728)
Depreciation and amortisation expense	2	(9,451)	(12,444)
Impairment loss		(41,487)	–
Finance costs	2	(832)	(618)
Freight expense		(8,904)	(10,959)
Occupancy costs	2	(15,401)	(14,564)
Repairs and maintenance expense		(5,945)	(6,147)
Restructuring costs	2	(4,298)	(1,344)
Other expenses		(33,948)	(30,111)
Loss before tax		(51,707)	(10,987)
Income tax benefit	4	–	–
Loss for the year		(51,707)	(10,987)
Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss			
Gain on revaluation of properties		–	221
Other comprehensive income for the year		–	221
Total comprehensive loss for the year		(51,707)	(10,766)
Basic and Diluted loss per share (cents per share)	25	(12.5)	(2.8)

The weighted average number of ordinary shares on issue used in the calculation of basic and diluted loss per share was 413,552,536 (2012: 387,898,255).

The above consolidated statement of profit or loss and comprehensive income should be read in conjunction with the accompanying notes.

Consolidated Statement of Financial Position

AS AT 31 DECEMBER 2013

		2013	2012
	NOTE	\$'000	\$'000
ASSETS			
Current assets			
Cash and cash equivalents	7	14,630	19,997
Trade and other receivables	8	57,927	46,320
Inventories	9	64,991	50,920
Other financial assets		367	116
Prepayments	10	2,103	2,315
Total current assets		140,018	119,668
Non-current assets			
Other receivables	8	10	88
Deferred tax assets	11	2,857	2,857
Property, plant and equipment	14	47,089	91,299
Other intangible assets	15	327	682
Total non-current assets		50,283	94,926
Total assets		190,301	214,594
LIABILITIES			
Current liabilities			
Trade and other payables	17	62,396	53,101
Borrowings	18	48	293
Provisions	19	13,218	9,593
Deferred income	20	502	491
Total current liabilities		76,164	63,478
Non-current liabilities			
Provisions	19	4,616	4,271
Deferred income	21	–	155
Total non-current liabilities		4,616	4,426
Total liabilities		80,780	67,904
Net assets		109,521	146,690
EQUITY			
Issued capital	22	425,430	410,476
Reserves	23 (a)	9,010	9,426
Accumulated losses	23 (b)	(324,919)	(273,212)
Total equity		109,521	146,690

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

Consolidated Statement of Cash Flows

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2013

		2013	2012
	NOTE	\$'000	\$'000
Cash flows from operating activities			
Receipts from customers		329,672	331,886
Payments to suppliers and employees		(328,452)	(321,816)
		1,220	10,070
Interest and other costs of finance paid		(750)	(548)
Net cash provided by operating activities	36(ii)	470	9,522
Cash flows from investing activities			
Payments for property, plant and equipment		(3,314)	(4,494)
Payments for software assets		(287)	(58)
Payments for purchase of a business	30	(15,851)	–
Interest received		64	89
Proceeds from sale of property, plant and equipment		8	8
Net cash flows used in investing activities		(19,380)	(4,455)
Cash flows from financing activities			
Proceeds from issues of equity securities		14,130	–
Payment for issue of equity securities costs		(342)	–
Net cash provided by financing activities		13,788	–
Net (decrease)/increase in cash and cash equivalents		(5,122)	5,067
Cash and cash equivalents at the beginning of the financial year		19,752	14,685
Cash and cash equivalents at the end of the financial year	36(i)	14,630	19,752

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

Consolidated Statement of Changes in Equity

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2013

	FULLY PAID ORDINARY SHARES	EQUITY-SETTLED COMPENSATION RESERVE	ASSET REVALUATION RESERVE	ACCUMULATED LOSSES	TOTAL
	\$'000	\$'000	\$'000	\$'000	\$'000
Balance as at 1 January 2012	410,476	7,986	–	(262,225)	156,237
Loss for the year	–	–	–	(10,987)	(10,987)
Revaluation increase	–	–	221	–	221
Total comprehensive loss for the year	–	–	221	(10,987)	(10,766)
Share-based payments expense	–	1219	–	–	1,219
Balance as at 31 December 2012	410,476	9,205	221	(273,212)	146,690
Balance as at 1 January 2013	410,476	9,205	221	(273,212)	146,690
Loss for the year	–	–	–	(51,707)	(51,707)
Total comprehensive loss for the year	–	–	–	(51,707)	(51,707)
Share-based payments expense	–	750	–	–	750
Share conversion from vested rights	1,166	(1,166)	–	–	–
Issue of new shares	14,130	–	–	–	14,130
Share issue costs	(342)	–	–	–	(342)
Balance as at 31 December 2013	425,430	8,789	221	(324,919)	109,521

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

Notes to the Financial Statements

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2013

1a. General Information

Capral Limited (**the Company**) is a public listed company incorporated and operating in Australia. The Company's shares are quoted on the Australian Securities Exchange (ASX Code: CAA).

The Company's registered office and its principal place of business is as follows:

Registered office and principal place of business

71 Ashburn Road
Bundamba
QLD 4304
Tel: (07) 3816 7000

The principal continuing activities of the consolidated entity consist of the manufacturing, marketing and distribution of semi-fabricated aluminium products.

1b. Adoption of new and revised Accounting Standards

In the current year, the Group has adopted all the new and revised Standards and Interpretations issued by the Australian Accounting Standards Board (the AASB) that are relevant to its operations and effective for the current annual reporting period. The adoption of other new and revised Standards and Interpretations has resulted in changes to the Group's accounting policies, but did not have material impact on the Group's financial statements.

Initial application of the following Standards and Interpretations is not expected to have any material impact to the financial report of the consolidated entity and the Company:

STANDARD	EFFECTIVE FOR ANNUAL REPORTING PERIODS BEGINNING ON OR AFTER	EXPECTED TO BE INITIALLY APPLIED IN THE FINANCIAL YEAR ENDING
AASB 9 'Financial Instruments'(December 2009) and AASB 2009-11 'Amendments to Australian Accounting Standards arising from AASB 9' AASB 2012-6 'Amendments to Australian Accounting Standards – Mandatory Effective Date of AASB 8 and Transition Disclosure' AASB 2013-9 'Amendments to Australian Accounting Standards – Conceptual Framework, Materiality and Financial Instruments'	1 January 2017	31 December 2017
AASB 1031 'Materiality' (2013)	1 January 2014	31 December 2014
AASB 2011-4 'Amendments to Australian Accounting Standards to Remove Individual Key Management Personnel Disclosure Requirements'	1 July 2013	31 December 2014
AASB 2012-3 'Amendments to Australian Accounting Standards – Offsetting Financial Assets and Financial Liabilities'	1 January 2014	31 December 2014
AASB 2012-11 'Amendments to Australian Accounting Standards – Reduced Disclosure Requirements and Other Amendments' [AASB 1, AASB 2, AASB 8, AASB 10, AASB 107, AASB 128, AASB 133, AASB 134 & AASB 2011-4]	1 July 2013	31 December 2014
AASB 2013-3 'Amendments to AASB 136 - Recoverable Amount Disclosures for Non-Financial Assets'	1 January 2014	31 December 2014
AASB 2013-4 'Amendments to Australian Accounting Standards – Novation of Derivatives and Continuation of Hedge Accounting'	1 January 2014	31 December 2014
AASB 2013-9 'Amendments to Australian Accounting Standards – Conceptual Framework, Materiality and Financial Instruments'	1 January 2014	31 December 2014
AASB 2010-7 'Amendments to Australian Accounting Standards arising from AASB 9 (December 2010)'	1 January 2017	31 December 2017

1c. Significant accounting policies

Statement of Compliance

The financial report is a general purpose financial report which has been prepared in accordance with the Corporations Act 2001, Accounting Standards and Interpretations, and complies with other requirements of the law.

The financial report includes the financial statements of the Company and the financial statements of the Group. For the purpose of preparing the consolidated financial statements, the Company is a for-profit entity.

Accounting Standards include Australian equivalents to International Financial Reporting Standards ('A-IFRS'). Compliance with A-IFRS ensures that the financial statements and notes of the Group comply with International Financial Reporting Standards ('IFRS').

The financial statements were authorised for issue by the directors on 21 February 2014.

Basis of Preparation

The financial report has been prepared on the basis of historical cost, except for the revaluation of certain non-current assets and financial instruments. Cost is based on the fair values of the consideration given in exchange for assets. All amounts are presented in Australian dollars, unless otherwise noted.

The Company is of a kind referred to in ASIC Class Order 98/0100, dated 10 July 1998, issued by the Australian Securities and Investments Commission, relating to the "rounding off" of amounts in the financial report. Amounts in the financial report have been rounded off in accordance with that Class Order to the nearest thousand dollars, or in certain cases, the nearest dollar as indicated.

The following significant accounting policies have been adopted in the preparation and presentation of the financial report:

(a) Basis of Consolidation

The financial statements incorporate the financial statements of the Company and entities (including special purpose entities) controlled by the Company (and its subsidiaries) (referred to as 'the Group' in these financial statements).

Control is based on whether an investor has:

- » power over the investee
- » exposure, or rights, to variable returns from its involvement with the investee, and
- » the ability to use its power over the investee to affect the amount of the returns.

The results of the subsidiaries acquired or disposed of during the year are included in the consolidated statement of comprehensive income 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 their accounting policies into line with those used by other members of the Group. All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

(b) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

(c) 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.

Where applicable, the consideration for the acquisition includes any asset or liability resulting from a contingent consideration arrangement, measured at its acquisition-date fair value. Subsequent changes in such fair values are adjusted against the cost of acquisition where they qualify as measurement period adjustments (see below). All other subsequent changes in the fair value of contingent consideration classified as an asset or liability are accounted for in accordance with relevant Standards. Changes in the fair value of contingent consideration classified as equity are not recognised.

The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under AASB 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 AASB 112 Income Taxes and AASB 119 Employee Benefits respectively;
- » liabilities or equity instruments related to the replacement by the Group of an acquiree's share based payment awards are measured in accordance with AASB 2 Share-based Payment; and
- » assets (or disposal groups) that are classified as held for sale in accordance with AASB 5 Noncurrent Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard.

1c. Significant accounting policies (continued)**(d) Cash and Cash Equivalents**

Cash comprises cash on hand and demand deposits. Cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value and have a maturity of three months or less at the date of acquisition. Bank overdrafts are shown within borrowings in current liabilities in the statement of financial position.

(e) Derivative Financial Instruments

The Group enters into a variety of derivative financial instruments to manage its exposure to interest rate and foreign exchange rate risk, including foreign exchange forward contracts.

Further details of derivative financial instruments are disclosed in Note 32 to the financial statements. Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date.

The resulting gain or loss is recognised in profit or loss immediately. The fair value of hedging derivatives is classified as a non-current asset or a non-current liability if the remaining maturity of the hedge relationship is more than 12 months, and as a current asset or current liability if the remaining maturity of the hedge relationship is less than 12 months. The Group's derivatives do not qualify for hedge accounting, and are not designated into an effective hedge relationship and are classified as a current asset and current liability.

Embedded Derivatives

Derivatives embedded in other financial instruments or other host contracts are treated as separate derivatives when their risks and characteristics are not closely related to those of the financial instrument, and the financial instruments are measured at fair value with changes in fair value recognised in profit or loss.

(f) Employee Benefits**(i) Salaries, wages and leave benefits**

A liability is recognised for benefits accruing to employees in respect of wages and salaries, including non-monetary benefits, annual leave and long service leave, when it is probable that settlement will be required and they are capable of being measured reliably. Liabilities recognised in respect of employee benefits expected to be settled within 12 months, are measured at their nominal values using the remuneration rate expected to apply at the time of settlement. Liabilities recognised in respect of employee benefits which are not expected to be settled within 12 months are measured at the present value of the estimated future cash outflows to be made by the Group in respect of services provided by employees up to reporting date.

(ii) Share-based payments

Equity-settled share-based payments granted under the Managing Director's employment contract, and the Long Term Incentive Plan (LTIP), are independently valued at grant date. 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, based on the Group's estimate of shares that will eventually vest.

(iii) Defined contribution plan

Contributions to defined contribution superannuation plans are expensed when incurred.

(g) Financial Assets

Investments are recognised and derecognised on trade date where the purchase or sale of an investment is under a contract whose terms require delivery of the investment within the timeframe established by the market concerned, and are initially measured at fair value, net of transaction costs except for those financial assets classified as at fair value through the profit or loss which are initially measured at fair value. Subsequent to initial recognition, investments in subsidiaries are measured at cost in the Company's financial statements. Other financial assets are classified into the following specified categories: Financial assets 'at fair value through profit or loss', 'held-to-maturity investments', 'available-for-sale' financial assets, and 'loans and receivables'. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset, or, where appropriate, a shorter period.

Income is recognised on an effective interest rate basis for debt instruments other than financial assets 'at fair value through profit or loss'.

Financial assets at fair value through profit or loss

Financial assets are classified as financial assets at fair value through profit or loss where the financial asset:

- (i) has been acquired principally for the purpose of selling in the near future;
- (ii) is a part of an identified portfolio of financial instruments that the Group manages together and has a recent actual pattern of short-term profit taking; or
- (iii) is a derivative that is not designated and effective as a hedging instrument.

Financial assets at fair value through profit or loss are stated at fair value, with any resultant gain or loss recognised in the profit or loss. The net gain or loss recognised in profit or loss incorporates any dividend or interest earned on the financial asset. Fair value is determined in the manner described in Note 32.

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 impairment. Interest is recognised by applying the effective interest rate.

Impairment of financial assets

Financial assets, other than those at fair value through profit or loss, 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.

For financial assets carried at amortised cost, the amount of the impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate.

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 uncollectible, 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.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for the amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

(h) Financial Instruments Issued by the Group

Debt and equity instruments

Debt and equity instruments are classified as either liabilities or as equity in accordance with the substance of the contractual arrangement.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss are stated at fair value, with any resultant gain or loss recognised in the profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability. Fair value is determined in the manner described in Note 32.

Compound instruments

The component parts of compound instruments are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangement. At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for a similar non-convertible instrument.

This amount is recorded as a liability on an amortised cost basis until extinguished on conversion or upon the instruments reaching maturity. The equity component initially brought to account is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects and is not subsequently remeasured.

Financial guarantee contract liabilities

Financial guarantee contract liabilities are measured initially at their fair values and subsequently at the higher of the amount recognised as a provision and the amount initially recognised less cumulative amortisation.

Financial liabilities

Financial liabilities are classified as either financial liabilities 'at fair value through profit or loss' or other financial liabilities.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss are stated at fair value, with any resultant gain or loss recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability. Fair value is determined in the manner described in Note 32.

Other financial liabilities

Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs.

Other financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis. Refer note 1c (g).

(i) Foreign Currency

The individual financial statements of each group entity are presented in the currency of the primary economic environment in which the entity operates (its functional currency). For the purpose of the financial statements, the results and financial position

1c. Significant accounting policies (continued)

(i) Foreign Currency (continued)

of each entity are expressed in Australian dollars, which is the functional currency of the Company, and the presentation currency for the financial statements. In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency (foreign currencies) are recorded at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the balance sheet date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences are recognised in profit or loss in the period in which they arise except for exchange differences which relate to assets under construction for future productive use, which are included in the cost of those assets where they are regarded as an adjustment to interest costs on foreign currency borrowings.

(j) 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 sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the Group's interest in the fair value of the acquiree's identifiable net assets exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain. 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 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 its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

(k) Government Grants

Government grants are assistance by the Government in the form of transfers of resources to the Group in return for past or future compliance with certain conditions relating to the operating activities of the entity.

Government grants include Government assistance where there are no conditions specifically relating to the operating activities of the Group other than the requirement to operate in certain regions or industry sectors.

Government grants are not recognised until there is a reasonable assurance that the Group will comply with the conditions attaching to them and the grants will be received. Government grants whose primary condition is that the Group should purchase, construct or otherwise acquire long-term assets are recognised as deferred income in the balance sheet and recognised as income on a systematic and rational basis over the useful lives of the related assets. Other Government grants are recognised as income over the periods necessary to match them with the related costs which they are intended to compensate on a systematic basis.

(l) Impairment of Other Tangible and Intangible Assets excluding goodwill

At each reporting 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 (CGU) to which that asset belongs.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually and whenever there is an indication that the asset may be impaired. 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 post-tax 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 CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (CGU) is reduced to its recoverable amount. An impairment loss is recognised in profit or loss immediately, unless the relevant asset is carried at fair value, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (CGU) is increased to the revised estimate of its recoverable amount, but only to the extent 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 (CGU) in prior years. A reversal of an impairment loss is recognised in the profit or loss immediately, unless the relevant asset is carried at fair value, in which case the reversal of the impairment loss is treated as a revaluation increase.

(m) Income Tax

The income tax expense or revenue for the period is the tax payable on the current period's taxable income based on the national income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

The Company and its wholly-owned Australian entities have implemented the tax consolidation legislation.

The current and deferred tax amounts for the tax-consolidated group are allocated to the members of the tax-consolidated group (including the Company as the head entity) using the 'separate taxpayer within group' approach, with deferred taxes being allocated by reference to the carrying amounts in the financial statements of each member entity and the tax values applying under tax consolidation. Current tax liabilities and assets and deferred tax assets arising from unused tax losses and relevant tax credits arising from this allocation process are then accounted for as immediately assumed by the head entity, as under Australian taxation law the head entity has the legal obligation (or right) to these amounts.

(n) Intangible Assets

Intangible assets acquired in a business combination are identified and recognised separately from goodwill where they satisfy the definition of an intangible asset and their fair value can be measured reliably.

Patents, trademarks and licences

Patents, trademarks and licences are recorded at cost less accumulated amortisation and impairment. Amortisation is charged on a straight line basis over their estimated useful lives, which vary from 5 to 16 years.

The estimated useful life and amortisation method is reviewed at the end of each annual reporting period, with any changes being recognised as a change in accounting estimate.

Software

Software assets including system development costs have a finite useful life and are carried at cost less accumulated amortisation and impairment losses. Amortisation is calculated using the straight-line method to allocate the cost over the assets estimated useful lives, which vary from 3 to 5 years.

(o) Inventories

Inventories representing aluminium log, other supplies and finished goods are valued at the lower of cost and net realisable value.

Net realisable value represents the estimated selling price less all estimated costs of completion and costs necessary to make the sale.

Aluminium log is valued at moving average of direct purchase cost. Cost of rolled product has been determined principally on moving average of direct purchase costs. Costs for finished and partly finished includes moving average metal cost, direct labour, and appropriate proportion of fixed and variable factory overhead.

(p) Leased Assets

The Group as lessee:

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

Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefits of incentives are recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

The Group as lessor:

Amounts due from lessees under finance leases are recognised 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.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

(q) Non-current Assets Held for Sale

Non-current assets classified as held for sale are measured, with certain exceptions, at the lower of carrying amount and fair value less costs to sell.

1c. Significant accounting policies (continued)

(q) Non-current Assets Held for Sale (continued)

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for such a sale and the sale is highly probable. The sale of the asset must be expected to be completed within one year from the date of classification, except in the circumstances where sale is delayed by events or circumstances outside the Group's control and the Group remains committed to the sale.

(r) Property, Plant and Equipment

Land and buildings are measured at fair value less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Fair value is determined on the basis of a periodic, independent valuation by external valuation experts, based on discounted cash flows or capitalisation of net income, as appropriate.

Periodic reviews are conducted every three to five years. The fair values are recognised in the financial statements of the Group, and are reviewed at the end of each reporting period to ensure that the carrying value of land and buildings is not materially different from their fair values. Any revaluation increase arising on revaluation of land and buildings are credited to the asset revaluation reserve except to the extent that the increase reverses a revaluation decrease for the same asset previously recognised as an expense in profit or loss, in which case the increase is credited to the profit and loss to the extent of the decrease previously charged. A decrease in carrying amount arising on the revaluation of land and buildings is charged as an expense in profit or loss to the extent that it exceeds the balance, if any, held in the revaluation reserve relating to a previous revaluation of that asset.

Depreciation on revalued buildings is charged to profit or loss. On the subsequent sale or retirement of revalued property, the attributable revaluation surplus remaining in the revaluation reserve, net of any related taxes, is transferred directly to retained earnings.

Plant and equipment, and leasehold improvements are stated at cost less accumulated depreciation and impairment. Cost includes expenditure that is directly attributable to the acquisition of the item.

In the event that settlement of all or part of the purchase consideration is deferred, cost is determined by discounting the amounts payable in the future to their present value as at the date of acquisition. Depreciation is provided on property, plant and equipment, including freehold buildings but excluding land. Depreciation is calculated on a straight-line basis so as to write off the net cost or other revalued amount of each asset over its expected useful life to its estimated residual value.

Leasehold improvements are depreciated over the period of the lease or estimated useful life, whichever is shorter, using the straight-line method. The estimated useful lives, residual

values and depreciation method are reviewed at the end of each annual reporting period, with the effect of any changes recognised on a prospective basis.

(s) Provisions

Provisions are recognised when the Group has a present, legal or constructive obligation as a result of past events, it is probable that the Group will be required to settle the obligation, and 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 reporting date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cashflows estimated to settle the present obligation, its carrying amount is the present value of those cashflows. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that the reimbursement will be received and the amount of the receivable can be measured reliably.

Onerous contracts

Present obligations arising under onerous contracts are recognised and measured as a provision. An onerous contract is considered to exist where the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it.

Restructurings

A restructuring provision is recognised when the Group has developed 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 entailed by the restructuring and not associated with the ongoing activities of the entity.

Provision for restoration and rehabilitation

A provision for restoration and rehabilitation is recognised when there is a present obligation as a result of production activities undertaken, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the provision can be measured reliably. The estimated future obligations include the costs of removing the facilities and restoring the affecting areas.

(t) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Sales revenue comprises sales of goods and services at net invoice values less returns, trade allowances and applicable rebates.

Sale of goods

Revenue from the sale of goods is recognised when all the following conditions are satisfied:

- (i) the Group has transferred to the buyer the significant risks and rewards of ownership of the goods;
- (ii) the Group retains neither continuing managerial involvement to the degree normally associated with ownership nor effective control over the goods sold;
- (iii) the amount of revenue can be measured reliably;
- (iv) it is probable that the economic benefits associated with the transaction will flow to the entity; and
- (v) the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Royalties

Royalty revenue is recognised on an accrual basis in accordance with the substance of the relevant agreement.

Royalties determined on a time basis are recognised on a straight-line basis over the period of the agreement. Royalty arrangements that are based on production, sales and other measures are recognised by reference to the underlying agreement.

Rental income

The Group's policy for recognition of revenue from operating leases is described in 1c (p).

Interest revenue

Interest revenue 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.

(u) Share-based Payments

Equity-settled share-based payments with employees are measured at the fair value of the equity instrument at the grant date.

The fair value of the performance rights is estimated at grant date using a Monte-Carlo Simulation analysis taking into account the terms and conditions upon which the securities are granted.

The fair value of the options is estimated at grant date using a binomial tree model taking into account the terms and conditions upon which the securities are granted.

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.

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, based on the Group's estimate of shares that will eventually vest.

Further details on how the fair value of equity-settled share-based transactions have been determined can be found in Note 38.

(v) Goods and Services Tax

Revenues, expenses and assets are recognised net of the amount of goods and services tax (**GST**) except:

- (i) where the amount of GST incurred is not recoverable from the taxation authority, it is recognised as part of the cost of acquisition of an asset or as part of an item of expense; or
- (ii) for receivables and payables which are recognised inclusive of GST.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables. Cash flows are included in the cash flow statement on a gross basis. The GST component of cash flows arising from investing and financing activities which is recoverable from, or payable to, the taxation authority, is classified as operating cash flows.

(w) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing the profit/(loss) attributable to equity holders of the Group, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the year, adjusted for bonus elements in ordinary shares issued during the year.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

1d. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Group's accounting policies, which are described in note 1, management is required to make judgements, estimates and assumptions about carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements. Actual results may differ from these estimates.

1d. Critical accounting judgements and key sources of estimation uncertainty (continued)

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Key sources of estimation uncertainty

The following are 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:

Impairment of non-current assets

Determining whether non-current assets are impaired requires an estimation of the value in use of the single cash-generating unit to which non-current assets has 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.

Details of the impairment calculation is provided in Note 15.

Critical judgements in applying the Company's accounting policies

The following are the critical judgements (apart from those involving estimations which are dealt with above), that management has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

Inventories

Note 9 sets out the categories of inventory carried. The net realisable value of inventories is the estimated selling price in the ordinary course of business less estimated costs to sell which approximates fair value less cost to sell. The key assumptions require the use of management judgement and are reviewed annually.

These key assumptions are the variables affecting the estimated costs to sell and the expected selling price. Any reassessment of cost to sell or selling price in a particular year will affect the cost of goods sold.

Employee benefits

Key assumptions used in the calculation of leave benefit provisions at balance sheet date:

- (i) future on-cost rates,
- (ii) experience of employee departures and period of service, and
- (iii) future increase in wages and salaries.

Useful lives of property, plant and equipment

The Group reviews the estimated useful lives of property, plant and equipment at the end of each annual reporting period. During the financial year, the directors determined that there were no revisions to the useful lives of property, plant and equipment.

1e. Comparative information

Where necessary, comparative amounts have been reclassified and repositioned for consistency with current period disclosures. Further details on the nature and reason for amounts that have been reclassified and repositioned for consistency with current period disclosures, where considered material, are referred to separately in the full year report or notes thereto.

2 Loss for the year

(a) Other expenses

Loss before tax includes the following specific net expenses:

	CONSOLIDATED	
	2013 \$'000	2012 \$'000
Cost of sales of goods	249,116	239,787
Inventory:		
Write-down of inventory to net realisable value	2,524	202
Reversal of write-down of inventory	(2)	(15)
Amortisation of other intellectual property	70	70
Amortisation of software	165	607
Total amortisation	235	677
Depreciation:		
Buildings	123	101
Leasehold improvements	972	859
Plant and equipment	8,121	10,807
Total depreciation	9,216	11,767
Total depreciation and amortisation	9,451	12,444
Operating lease rental expenses:		
Sublease income received	(1,205)	(1,051)
Minimum lease payments	16,606	15,615
	15,401	14,564
Other charges against assets:		
Impairment of trade receivables	262	397
Employee benefit expense:		
Post employment benefits:		
defined contribution plans	5,461	5,586
Equity-settled share-based payments	750	1,219
Termination benefits	53	118
Other employee benefits	70,404	72,805
	76,668	79,728
Restructuring costs:		
Termination benefits	3,016	1,344
Product rationalisation	858	–
Assets write-down	424	–
	4,298	1,344
Finance costs:		
Interest and finance charges paid/payable:		
Other persons	832	618
Net finance costs are compromised of:		
Interest on bank overdrafts and loans	832	618
Total interest expense	832	618
(b) Gains and Losses		
Net loss on foreign exchange	(1,104)	(39)
Net loss on disposal of property, plant and equipment	(35)	(153)

	CONSOLIDATED	
	2013 \$'000	2012 \$'000
3 Revenue and other income		
Revenue from continuing operations		
Sales revenue – sale of goods	292,383	285,956
Other revenue		
Scrap revenue	17,807	17,894
Interest – other	64	89
Total other revenue	17,871	17,983
Other income		
Royalties	194	323
Government grants and dividends	214	216
	408	539
4 Income tax expense		
(a) Reconciliation of income tax benefit to prima facie tax payable		
Loss from continuing operations before income tax expense	(51,707)	(10,987)
Income tax calculated @ 30% (2012:30%)	(15,512)	(3,296)
Tax effect of non-assessable / non-deductible items:		
Effect of items that are temporary differences for which deferred tax assets have not been recognised	14,635	1,042
Effect of items that are not deductible or taxable in determining taxable profit	(694)	391
Effect of unused tax losses not recognised as deferred tax assets	1,571	1,863
Income tax benefit	–	–
(b) Tax losses		
Accumulated unused gross tax losses for which no deferred tax asset has been recognised	287,289	282,051
Potential tax benefit @ 30% (2012:30%)	86,187	84,615

All unused tax losses were incurred by Australian entities.

5 Changes in accounting estimates

There were no significant changes in accounting estimates during the Financial Year (2012: none).

6 Segment information

The information reported to the Group's chief operating decision maker for the purposes of resource allocation and assessment of performance is focused on the type of goods supplied, being aluminium products. As such, in 2012 and 2013, the Group operated in one reportable segment under AASB 8.

The acquisition of the OneSteel Aluminium business provided an additional distribution channel and had no other impact on the overall business of the Group.

Major Products and Services

The Group produces a wide range of extruded aluminium products and systems. It distributes those manufactured products in addition to a small amount of bought-in products through two distribution channels.

The Group supplies to three market segments through each of its distribution channels:

- » Residential – supply of aluminium and other components for windows and doors, showers and wardrobes and security products;
- » Commercial – supply of aluminium and other components for windows and doors, internal fit outs and other commercial building related products; and
- » Industrial – supply of aluminium extrusions and rolled products for industrial uses.

Management does not report on the revenues from external customers for each of the market segments.

Geographic Information

The Group operates in one geographical area, Australia.

Information about Major Customers

There are no individual major customers who have more than 10% of the Group's revenue in either the Financial Year or the year 2012.

	CONSOLIDATED	
	2013 \$'000	2012 \$'000
7 Current assets – cash and cash equivalents		
Cash at bank and cash in hand	14,630	19,997
8 Current assets – trade and other receivables		
Trade receivables – at amortised cost	57,662	46,582
Allowance for doubtful debts (i)	(402)	(647)
	57,260	45,935
Other receivables – at amortised cost	677	473
	57,937	46,408
Disclosed in the financial statements as:		
Current trade and other receivables	57,927	46,320
Non-current other receivables	10	88
	57,937	46,408

8 Current assets – trade and other receivables (continued)

The average credit period on sales of goods is approximately 61 days (2012: 54 days). No interest is charged on trade receivables.

During both the Financial Year and 2012 the provision has been based on a percentage of the total debt for customers who are subject to formal payment plans or legal action and 1.75% of the 90 day and over balances. The provision for doubtful debts is reviewed each month and necessary adjustments made to the provision. The provision is based on estimated irrecoverable amounts from the sale of goods, determined by reference to past experience and knowledge of customers. Allowances are made for known doubtful debts at the time of appointment of administrators, liquidators or other formal insolvency events.

Included in the Group's trade receivables are debtors with balances in 61 days and over of \$0.793 million (2012: \$1.279 million), refer note 32(h). No further amount has been provided for as the Group believes that this past due balance is still considered recoverable. The Group does not hold any collateral over these balances, but does hold trade indemnity insurance for 90% of the amount outstanding, after applying the deductible, of certain receivables. The average age of these receivables is 83 days (2012: 74 days). Aging past due but not impaired was calculated based on agreed customers individual terms.

	CONSOLIDATED	
	2013 \$'000	2012 \$'000
Aging past due but not impaired:		
1 – 30 days past due	9,121	8,862
31 – 60 days past due	1,241	547
61+ days past due	573	839
Total	10,935	10,248

Included in the allowance for doubtful debts are individually impaired trade receivables with a balance of \$220,000 (2012: \$441,000). The impairment recognised represents the difference between the carrying amount of these trade receivables and the present value of the expected proceeds.

1 – 30 days past due	–	–
31 – 60 days past due	–	–
61+ days past due	220	441
Total	220	441

(i) Movement in the allowance for doubtful debts

Balance at beginning of the financial year	(647)	(416)
Amounts written off during the financial year	507	166
Increase in allowance recognised in profit or loss	(262)	(397)
Balance at end of the financial year	(402)	(647)

In determining the recoverability of a trade receivable the Group considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the reporting date. The Group and Company do not have any significant exposure to any individual customer or counterparty.

Major concentrations of credit risk are in the construction, transport, consumer durable and electrical industries in Australia. Furthermore, the Company has credit insurance cover which requires ongoing management of credit accounts with monthly reports provided to the Insurer. Accordingly, there is no further credit provision required in excess of the allowance for doubtful debts.

	CONSOLIDATED	
	2013 \$'000	2012 \$'000
9 Current assets – inventories		
Raw materials and stores	11,612	12,397
Work in progress	1,743	1,759
Finished goods	51,636	36,764
	64,991	50,920

All inventories are expected to be recovered within 12 months.

10 Current assets – prepayments

Prepayments	2,103	2,315
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11 Deferred tax assets

Deferred tax assets	2,857	2,857
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The Group has recognised deferred tax assets of \$2,857,000 (2012: \$2,857,000) (the Company \$2,650,000 - 2012: \$2,650,000) based upon the forecasted operational performance and more than probable recovery in the shorter term of these prior year losses. The forecasts are supported by additional margin and volume as a result of the acquisition of the OneSteel Aluminium business and continuous cost savings initiatives.

12 Non-current assets – investments

Details of subsidiaries

The financial statements incorporate the assets, liabilities and results of the following subsidiaries:

ENTITY NAME	EQUITY HOLDING		COUNTRY OF INCORPORATION
	2013 %	2012 %	
Aluminium Extrusion & Distribution Pty Limited ¹	100	100	Australia
Capral Superannuation Pty Limited ^{2,4}	–	–	Australia
Capral Wages Superannuation Pty Limited ^{2,4}	–	–	Australia
Aluminium Distributors Pty Limited ^{2,4}	–	–	Australia
Capral Finance Pty Limited ^{2,4}	–	–	Australia
Capral Aluminium NZ Limited ³	–	–	New Zealand
Austex Dies Pty Limited	100	100	Australia

- ¹ Subsidiary has been granted relief from the necessity to prepare financial reports in accordance with Class Order 98/1418 issued by ASIC. The Company and Aluminium Extrusion & Distribution Pty Limited have entered into a deed of cross guarantee (**Deed**).
- ² On 27 March 2009, these wholly owned Australian subsidiaries were added to the Deed. The Deed was revoked in relation to these subsidiaries on 19 March 2012 in connection with their deregistration (refer below).
- ³ Deregistration confirmed by New Zealand Company Registrar on 15 December 2011 and removed from New Zealand Company Registrar on 27 January 2012. The results of the group included the results of Capral Aluminium NZ Limited until 15 December 2011.
- ⁴ Deregistered on 13 June 2012. The results of the group included the results of these subsidiaries until 13 June 2012.

13 Related parties

Parent entities

The ultimate parent entity within the Group is Capral Limited.

Equity interests in controlled entities

Interests in controlled entities are set out in Note 12.

Transactions with key management personnel

Refer to Note 38 in relation to securities granted and forfeited during the Financial Year under the Long Term Incentive Plan that include:

- » rights granted to Capral's Managing Director, Chief Financial Officer, General Manager, Operations and Company Secretary (who are key management personnel;
- » Shares issued to Capral's previous Managing Director.

Details of the compensation of, and transactions with, each Director of the Company and key management personnel of the Group are set out in the Directors' Report and in particular, the Remuneration Report.

Mr Phil Jobe (a non-executive director) entered into a consultancy agreement with Capral for an initial term of 12 months, commencing on 15 April 2013, to provide services in relation to Capral's anti-dumping activities with a fixed monthly consulting fee of \$20,000 plus GST. This contract has been extended until 31 December 2014, however, the monthly fees cease after April 2014.

Transactions with other related parties

In both 2013 and 2012, as the parent entity in the consolidated entity, the Company had no loans advanced from controlled entities. The Company has entered into the following transactions with controlled entities.

- » Rental expense of \$0.6 million (2012: \$0.6 million) – Aluminium Extrusion & Distribution Pty Limited
- » Purchase of dies of \$4.0 million (2012: \$4.6 million) – Austex Dies Pty Limited

These transactions were conducted on commercial terms and conditions at market rates.

	CONSOLIDATED	
	2013 \$'000	2012 \$'000
14 Property, plant and equipment		
Freehold land		
At valuation	1,200	1,200
Accumulated depreciation	–	–
Net book amount	1,200	1,200
Buildings		
At valuation	2,848	2,710
Accumulated depreciation	(135)	(11)
Net book amount	2,713	2,699
Leasehold improvements		
At cost	10,570	9,709
Accumulated depreciation	(6,245)	(5,336)
Accumulated impairment	(2,069)	–
Net book amount	2,256	4,373
Total land and buildings	6,169	8,272
Plant, machinery and equipment		
At cost	211,890	208,923
Accumulated depreciation	(123,419)	(117,898)
Accumulated impairment losses	(48,962)	(9,951)
Net book amount	39,509	81,074
Construction work in progress at cost	1,411	1,953
Net plant, machinery and equipment	40,920	83,027
Total property, plant and equipment - net book value	47,089	91,299

The following useful lives are used in the calculation of depreciation:

Buildings	20–33 Years
Leasehold improvements	5–25 Years
Plant and equipment	3–25 Years

(i) Valuations of land and building:

An independent valuation of the Group's land and buildings was performed as at 31 December 2012 using Capitalisation and Direct Comparison approaches to determine the fair value of the land and buildings. The valuations, which conform to International Valuation Standards, were determined by reference to recent market transactions on arm's length terms at the time. The fair value of the Land and Buildings is \$1.2 millions and \$2.7 millions respectively.

	CONSOLIDATED	
	2013 \$'000	2012 \$'000
14 Property, plant and equipment (continued)		
(ii) Carrying amounts that would have been recognised if land and buildings were stated at cost:		
Freehold land		
At cost	1,750	1,750
Accumulated depreciation	–	–
Net book amount	1,750	1,750
Buildings		
At cost	3,503	3,366
Accumulated depreciation	(856)	(733)
Net book amount	2,647	2,633

Reconciliations

Reconciliations of the carrying amounts of each class of property, plant and equipment at the beginning and end of the current and prior financial year are set out below:

	FREEHOLD LAND AT FAIR VALUE \$'000	BUILDINGS AT FAIR VALUE \$'000	LEASEHOLD IMPROVE- MENTS AT COST \$'000	PLANT AND EQUIPMENT AT COST \$'000	IN COURSE OF CON- STRUCTION AT COST \$'000	TOTAL \$'000
Consolidated						
2013						
Opening net book amount	1,200	2,699	4,373	81,074	1,953	91,299
Additions	–	63	282	1,760	1,234	3,339
Business acquisition	–	–	544	2,193	79	2,816
Disposals	–	–	(13)	(30)	–	(43)
Transfers	–	74	111	1,644	(1,855)	(26)
Impairment of non-current assets	–	–	(2,069)	(39,011)	–	(41,080)
Depreciation charge (Note 2(a))	–	(123)	(972)	(8,121)	–	(9,216)
Net book amount at 31 December 2013	1,200	2,713	2,256	39,509	1,411	47,089
2012						
Opening net book amount	1,200	2,580	5,058	87,422	2,246	98,506
Additions	–	–	258	2,452	1,784	4,494
Disposals	–	(1)	(110)	(44)	–	(155)
Transfers	–	–	26	2,051	(2,077)	–
Revaluation increase	–	221	–	–	–	221
Depreciation charge (Note 2(a))	–	(101)	(859)	(10,807)	–	(11,767)
Net book amount at 31 December 2012	1,200	2,699	4,373	81,074	1,953	91,299

15 Intangibles	OTHER INTELLECTUAL PROPERTY \$'000	SOFTWARE \$'000	TOTAL \$'000
Consolidated			
2013			
Cost	15,915	23,281	39,196
Accumulated amortisation	(8,253)	(20,584)	(28,837)
Accumulated impairment losses	(7,562)	(2,471)	(10,032)
Net book value	100	227	327
2012			
Cost	15,915	23,022	38,937
Accumulated amortisation	(8,183)	(20,447)	(28,630)
Accumulated impairment losses	(7,429)	(2,196)	(9,625)
Net book value	303	379	682

Impairment of non-current assets

At each reporting 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 (CGU) to which that asset belongs. Management views the Group as representing one CGU.

If there is an indication of impairment, the recoverable amount of property, plant & equipment and intangible assets will be determined by reference to a value in use discounted cash flow valuation of the Group, utilising financial forecasts and projections.

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 post-tax 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. Cash flows that may result from prior period tax losses are not taken into account. If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (CGU) is reduced to its recoverable amount. An impairment loss is recognised in profit or loss immediately.

The result of Impairment assessment as at 30 June 2013

As a result of the adverse movements in the short to medium term building industry outlook during the first six months of the year, as reported by independent economic forecast data, the long term building growth rates were lowered. Consequently Capral's expected sales volumes for future years were also reduced. As at 30 June 2013 Capral determined that the recoverable amount of its assets (CGU) based on its value in use, was impaired by \$41.5 million (2012: nil). The impairment write-down was allocated to the assets of the CGU pro rata on the basis of the carrying amount of each asset in the CGU.

Refer below and note 14 for further details.

The result of Impairment assessment as at 31 December 2013

As a result of a non-current assets recoverable amount assessment performed, Capral has determined that, other than the \$41.5 million of impairment losses recognised as at 30 June 2013, a further impairment write-down of non-current assets as at 31 December 2013 was not necessary (2012: \$nil).

The key assumptions used in preparing the value in use cash flow valuation as at 31 December 2013 are as follows:

The table below shows key assumptions in the value in use calculation as at 31 December 2013 and value of the input to which the key assumption must change in isolation for the estimated recoverable amount to be equal to its carrying value.

15 Intangibles (continued)

	INPUT TO THE MODEL	BREAKEVEN INPUT
WACC (Post-tax)	12.2%	12.3%
Average volumes increase 2015-18 p.a.	2.0%	1.9%
Long-term growth rate	2.0%	2.0%

The valuation is based on forecast and projected cash flows for a 5 year period commencing January 2014 with a terminal value being applied at the end of this period. The cash flow assumptions are based on management approved financial forecasts for the period from January 2014 to December 2014. Beyond this date cash flow projections until 31 December 2018 are based on projected volume growth and expected improvements in EBITDA per tonne (refer below). Sales volumes are projected to grow at 2.0% (2012: 3.0%) per annum. This growth rate corresponds with the average long-term growth rate based on external economic sources.

A discount rate of 12.2% (2012: 12.2%), representing the Company's post-tax weighted average cost of capital has been applied to the cash flow projections. The pre-tax discount rate equivalent to the post-tax discount rate used for the value in use calculation is 15.5% (2012: 16.4%).

Volumes

In determining assumptions in relation to sales volumes into the commercial and residential/domestic market, Capral have based these on reputable third party long term economic forecast reports with reference to historical performance and seasonal trends. The volume projections estimate the sales volumes at 64,000 tonnes at the end of the 5 year period, inclusive of the additional volumes flowing from the OneSteel Aluminium business acquisition during 2013.

Margins

In setting price and margin assumptions, historical performance trends and the impact of previous price increases were reviewed in assessing the timing and quantum of future price increases.

Recent history in relation to direct costs and the impact of higher volumes on manufacturing variances were assessed in setting assumptions on absorbed conversion costs.

In forecasting the margin, Management has considered the production capacity of Capral compared to current volumes and concluded that increase in production volumes to satisfy demand expected by independent market predictions can be attained by predominately increasing variable cost with very limited additional fixed cost expenditure. This is reflected in the resultant average EBITDA per tonne increase of 12% per annum from 2015 to 2018.

Working Capital and Capital Expenditure

These assumptions were set in light of the strategic initiatives and approved capital expenditure, with working capital flexed in relation to the assumed production capacity for volumes throughout the forecast period and historical performance and considering revisions to trading terms with key suppliers and customers.

Economic Factors

Assumptions including Gross Domestic Production (**GDP**), the Consumer Price Index (**CPI**), expected wage and salary increases, foreign exchange and the future impact of aluminium prices have been made with reference to third party economic forecasts and the Company's strategic plans and budgets.

Prior Period Tax Losses

Cash flows that may result from prior period tax losses are not taken into account in determining the recoverable amount of assets.

Reconciliations

Reconciliations of the carrying amounts of each class of intangibles at the beginning and end of the current financial year are set out below:

	OTHER INTELLECTUAL PROPERTY \$'000	SOFTWARE \$'000	TOTAL \$'000
Consolidated			
2013			
Opening net book amount	303	379	682
Additions	–	261	261
Disposals	–	–	–
Transfers	–	26	26
Impairment of non-current assets	(133)	(275)	(407)
Amortisation	(70)	(165)	(235)
Net book amount at 31 December 2013	100	227	327
2012			
Opening net book amount	373	934	1,307
Additions	–	58	58
Disposals	–	(6)	(6)
Transfers	–	–	–
Amortisation	(70)	(607)	(677)
Net book amount at 31 December 2012	303	379	682

16 Assets pledged as security

In accordance with the security arrangements of liabilities disclosed in Note 26 to the financial statements, all assets of the Group have been pledged as security. The holder of the security does not have the right to sell or repledge the assets other than in the event of default under the principal finance agreement where the security is enforced.

	CONSOLIDATED	
	2013 \$'000	2012 \$'000
17 Current liabilities – payables		
Trade payables (i)	50,303	44,022
Goods and services tax payable	1,318	876
Other payables	10,775	8,203
	62,396	53,101

(i) The average credit period on purchases is 45 days from the end of the month (2012:57 days). No interest is charged on the trade payables. The Group has financial risk management policies in place to ensure that all payables are paid within the credit timeframe.

	CONSOLIDATED	
	2013 \$'000	2012 \$'000
18 Borrowing		
Unsecured – at amortised cost		
Current		
Loans from other entities	48	48
Secured – at amortised cost		
Current		
Overdraft Facility – Note 26	–	245
	48	293
Disclosed in the financial statements as:		
Current borrowings	48	293
	48	293
19 Provisions		
Current		
Employee benefits ⁴	9,888	9,208
Make good on leased assets ¹	326	169
Restructuring and termination costs ⁵	2,884	120
Other ²	120	96
	13,218	9,593
Non-current		
Employee benefits	1,685	1,748
Make good on leased assets ¹	1,628	1,387
Other ³	1,303	1,136
	4,616	4,271

1 Provision for make good on leased assets comprises obligations relating to site closure and other costs associated with operating lease rental properties.

2 Other current provisions include provisions for customer claims including metal returns net of scrap and pricing adjustments.

3 Other non-current provisions include amounts relating to the straight-lining of fixed rate increases in rental payments.

4 The current provision for employee benefits includes \$828,867 of annual leave entitlements accrued but not expected to be taken within 12 months (2012: \$853,817).

5 The provision for restructuring costs represents the present value of management's best estimate of the costs directly and necessarily caused by the restructuring that are not associated with the ongoing activities of the Group, including termination benefits.

Movements in carrying amounts	CONSOLIDATED			
	MAKE GOOD ON LEASED ASSETS \$'000	OTHER \$'000	RESTRUC- TURING AND TERMINATION COSTS \$'000	TOTAL \$'000
Carrying value at the beginning of the financial year	1,556	1,232	120	2,908
Additional amounts provided	398	191	2,884	3,473
Utilised	–	–	(120)	(120)
Carrying value at the end of the financial year	1,954	1,423	2,884	6,261

	CONSOLIDATED	
	2013 \$'000	2012 \$'000
20 Deferred income – current		
Deferred government grants	155	155
Deferred income – other	347	336
	502	491
21 Deferred income – non-current		
Deferred government grants	–	155

	COMPANY		CONSOLIDATED	
	2013 NO. 000	2012 NO. 000	2013 \$'000	2012 \$'000
22 Issued capital				
(a) Share capital				
Ordinary shares: fully paid	473,258	387,898	425,430	410,476

Changes to the then Corporations Law abolished the authorised capital and par value concept in relation to the share capital from 1 July 1998. Therefore, the Company does not have a limited amount of authorised capital and issued shares do not have a par value.

(b) Movement in ordinary share capital

DATE	DETAILS	NUMBER OF SHARES	ISSUE PRICE	\$'000
January 2013	Balance at the beginning of the financial year	387,898,255	–	410,476
April 2013	Issue of shares on conversion from performance rights	6,860,000	–	1,166
September 2013	Proceeds from the share placement issue	53,334,756	18c	9,600
October 2013	Proceeds from the share placement issue	25,165,244	18c	4,530
	Share issue costs	–	–	(342)
December 2013	Balance at the end of the financial year	473,258,255	–	425,430

	CONSOLIDATED	
	2013 \$'000	2012 \$'000
23 Reserves and accumulated losses		
Asset revaluation reserve	221	221
Equity-settled compensation reserve	8,789	9,205
	9,010	9,426
Accumulated losses	(324,919)	(273,212)
	(315,909)	(263,786)
23 (a) Movements in reserves were:		
Equity-settled compensation reserve		
Balance at the beginning of the financial year	9,205	7,986
Vested rights converted to shares	(1,166)	–
Expense recognised	750	1,219
Balance at the end of the financial year	8,789	9,205
Asset revaluation reserve		
Balance at the beginning of the financial year	221	–
Revaluation increase	–	221
Balance at the end of the financial year	221	221
23 (b) Accumulated losses		
Balance at the beginning of the financial year	(273,212)	(262,225)
Net loss attributable to members of Capral Limited	(51,707)	(10,987)
Balance at the end of the financial year	(324,919)	(273,212)
24 Dividends		
Ordinary shares: Nil (2012: Nil)	–	–
Franking credits		
Franking credits available for subsequent financial years based on a tax rate of 30% (2012: 30%)	27,105	27,105
	2013 cents per share	2012 cents per share
25 Loss per share		
Basic and diluted loss per share	(12.5)	(2.8)

The weighted average number of ordinary shares on issue used in the calculation of basic and diluted earnings per share was 413,552,536 (2012: 387,898,255). Loss used in the calculation of basic and diluted loss per share for 2013 was \$51,707,000 (2012: \$10,987,000).

There are 34,262,224 (2012: 38,075,646) performance rights and options, with the potential to dilute future earnings at the end of the Financial Year. As at balance date, these potential and contingently issuable shares are not dilutive and are therefore excluded from the weighted average number of ordinary shares for the purposes of diluted earnings per share.

26 Stand by arrangement and credit facilities

	CONSOLIDATED	
	2013 \$'000	2012 \$'000
Secured bank loan facilities with various maturing dates through to 2014.		
Amount used	–	245
Amount unused	84,382	75,344
Total available facilities	84,382	75,589

In 2011, the Company renewed existing arrangements with GE Commercial Corporation (Australia) Pty Ltd (**GE**), with a facility of up to \$90 million. The term of this facility ends on 30 June 2014. The facility is fully secured and consists of the following:

1. A \$60 million revolver facility for a term of 3 years with an interest rate of the 90 day bank bill swap plus a margin rate of 2.00% (2012: 2.00%). The revolver facility is a receivables purchase facility whereby the Company has agreed to sell its receivables to the financier, in return for funding, based on the level of the receivables balance in the revolving account available to be drawn, contingent on the Company meeting its obligations set out in the facility agreement.
2. Up to \$30 million term loan facility for a term of 3 years with an interest rate of the 90 day bank bill swap rate plus a margin rate of 2.50% (2012: 2.50%).

On 26 September 2013, Austex Dies Pty Limited (a fully owned subsidiary of the Company) cancelled the Overdraft Facility with the Australia and New Zealand Banking Group Limited of up to \$400,000 with an interest rate of the bank bill rate plus a margin rate of 1.5% (2012: bank bill rate plus a margin rate of 1.5%).

Capral has commenced the funding renewal process, which is progressing satisfactorily. In line with expectations it is anticipated that the process will be completed on substantially similar terms by the close of the first quarter of 2014.

27 Commitments for expenditure – capital

Commitments for the acquisition of plant and equipment contracted for at the reporting date but not recognised as liabilities payable:

Within one year	503	462
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28 Commitments for expenditure – operating leases

Commitments for minimum lease payments in relation to non-cancellable operating leases for office and plant premises are payable as follows:

Within one year	19,361	17,314
Later than one year but not later than five years	53,529	54,286
Later than five years	45,200	52,883
	118,090	124,483

Operating leases relate to warehouse facilities with lease terms of between 2 to 5 years, with options to extend for a further 5 years. The Group does not have an option to purchase the leased asset at the expiry of the lease period.

Non-cancellable operating lease receivable

Within one year	986	1,083
Later than one year but not later than five years	56	908
Later than five years	–	–
	1,042	1,991

Operating lease receivables relate to the sublease of warehouse and office facilities with lease term of 3 years, with an option to extend two further terms of 5 years.

29 Deed of Cross Guarantee

Pursuant to ASIC Class Order 98/1418, the wholly owned subsidiary, Aluminium Extrusion and Distribution Pty Limited (**AED**) is relieved from the Corporations Act 2001 requirement for the preparation, audit and lodgement of financial reports.

It is a condition of that class order that the Company and AED enter into a Deed of Cross Guarantee (**Deed**). Under the Deed the Company guarantees the payment of all debts of AED in full, in the event of a winding up. AED in turn has guaranteed the payment of the debts of the Company in full in the event that it is wound up.

On 27 March 2009, the other wholly owned Australian subsidiaries of the Company at that time (Capral Wages Superannuation Pty Limited, Capral Superannuation Pty Limited, Capral Finance Pty Limited and Aluminium Distributors Pty Limited) were added to the Deed. The Deed was revoked in relation to these subsidiaries on 19 March 2012 in connection with their deregistration on 13 June 2012.

For the 2013 and 2012 financial years, the closed group represents the Company and its wholly owned Australian subsidiaries (except for Austex Dies Pty Limited).

	CLOSED GROUP	
	2013 \$'000	2012 \$'000
Statement of profit or loss and comprehensive income		
Revenue	309,286	303,214
Other income	402	532
Bargain purchase gain	3,126	–
Changes in inventories of finished goods and work in progress	8,733	(2,476)
Raw materials and consumables used	(180,220)	(160,363)
Employee benefits expense	(74,369)	(76,130)
Depreciation and amortisation expense	(9,237)	(12,178)
Impairment loss	(41,487)	–
Finance costs	(831)	(598)
Freight expense	(8,806)	(10,873)
Occupancy costs	(15,179)	(14,286)
Repairs and maintenance expense	(5,791)	(6,039)
Restructuring costs	(4,298)	(1,344)
Other expenses	(33,537)	(29,682)
Loss before income tax	(52,208)	(10,223)
Income tax benefit	–	–
Loss for the year	(52,208)	(10,223)
Other comprehensive loss for the year (net of tax)		
Revaluation increase	–	221
Total comprehensive loss for the year	(52,208)	(10,002)
Summary of movements in accumulated losses		
Accumulated losses at the beginning of the year	(273,641)	(263,418)
Loss for the year	(52,208)	(10,223)
Accumulated losses at the end of the year	(325,849)	(273,641)

	CLOSED GROUP	
	2013 \$'000	2012 \$'000
Statement of financial position		
ASSETS		
Current assets		
Cash and cash equivalents	14,020	19,540
Trade and other receivables	57,538	46,157
Inventories	64,732	50,750
Other financial assets	367	116
Prepayments	2,273	2,394
Total current assets	138,930	118,957
Non current assets		
Other receivables	10	13
Deferred tax assets	2,650	2,650
Investment in subsidiary	1,100	1,100
Property, plant and equipment	46,457	90,488
Other intangible assets	345	682
Total non current assets	50,562	94,933
Total assets	189,492	213,890
LIABILITIES		
Current liabilities		
Trade and other payables	62,832	53,395
Borrowings	48	46
Provisions	12,903	9,270
Deferred income	502	491
Total current liabilities	76,285	63,202
Non current liabilities		
Borrowings	–	–
Provisions	4,616	4,272
Deferred income	–	155
Total non current liabilities	4,616	4,427
Total liabilities	80,901	67,629
NET ASSETS	108,591	146,261
EQUITY		
Issued capital	425,430	410,476
Reserves	9,010	9,426
Accumulated losses	(325,849)	(273,641)
TOTAL EQUITY	108,591	146,261

30 Business combinations

Capral Limited acquired certain assets and liabilities of the OneSteel Aluminium business from OneSteel Trading Pty Ltd on 1 October 2013 for a total consideration of \$18.7 million.

	CONSOLIDATED	
	2013 \$'000	2012 \$'000
Consideration		
Cash	15,851	—
Deferred payment (due on 29 January 2014)	2,850	—
Total consideration	18,701	—

Acquisition-related costs amounting to \$599,684 have been excluded from the consideration transferred. Further cost relating to the integration of the acquired business for the year was \$738,142 (2012: nil). Both these have been recognised as an expense in the period, within the 'Other expenses' line item in the Consolidated Statement of Comprehensive Income.

Fair value of assets acquired and liabilities assumed at the date of acquisition		
Current assets		
Inventories	20,151	—
Non-current assets		
Fixed assets	2,816	—
Current liabilities		
Employee benefits	(934)	—
Provision for lease make good	(176)	—
Provision other	(30)	—
Total	21,827	—
Bargain purchase gain		
Consideration	18,701	—
Less: fair value of identifiable net assets acquired	(21,827)	—
Bargain purchase gain	(3,126)	—
Net cash outflow on acquisition of a business		
Consideration paid in cash	15,851	—
Net cash outflow on acquisition of a business	15,851	—

Impact of acquisition on the results of the Group

Included in the loss for the Financial Year is a profit of \$221,000 generated by the acquired business. Revenue for the period includes \$20,513,000 in respect of the acquired business.

Had the business combination been effected at 1 January 2013, the revenue of the Group would have been \$364,116,000 and the loss for the year would have been \$50,495,000 for the Financial Year.

31 Fair value measurement

Some of the Group's assets and liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these assets and liabilities are determined (in particular, valuation technique(s) and input(s) used).

ASSETS / LIABILITIES	FAIR VALUE AS AT		FAIR VALUE HIERARCHY	VALUATION TECHNIQUE(S) AND KEY INPUT(S)	SIGNIFICANT UNOBSERV- ABLE INPUT(S)	RELATIONSHIP OF UNOBSERVABLE INPUT(S)
	31/12/13	31/12/12				
Foreign currency forward contracts (see notes 32(f))	Assets: \$254,000 ¹ Liabilities: nil	Assets: nil Liabilities: nil	Level 2	Discounted cash flow. Future cash flows are estimated based on forward exchange rate (from observable forward exchange rates at the end of the reporting period) and contract forward rates, discounted at a rate that reflects the credit risks of various counterparties.	n/a	n/a
Land and buildings	Land: \$1.2 million Buildings: \$2.7 million	Land: \$1.2 million Buildings: \$2.7 million	Level 3	Capitalisation and Direct Comparison approaches	Comparable market net rental and comparable market sales transactions.	The higher the comparable market net rental amount and the higher the comparable market sales transactions, the higher the fair value.

¹ Presented under Other Financial Assets as at 31 December 2013.

32 Financial instruments

(a) Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The Group's overall strategy remains unchanged from 2012.

The capital structure of the group consists of debt, as disclosed in Note 26, cash and cash equivalents, and equity holders of the parent, comprising issued capital, reserves and accumulated losses, as disclosed in Notes 7, 22 and 23 respectively. The Directors review the capital structure on a regular basis, and at least annually. As a part of this review the Directors consider the cost of capital and the risks associated with each class of capital. Based on the determinations of the Directors, the Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

The Group prepares monthly management accounts, comprising Balance Sheet, Profit and Loss Statement and Cash Flow Statement updates for the current financial year and the current year forecast. The forecast is used to monitor the Group's capital structure and future capital requirements, taking into account future capital requirements and market conditions.

32 Financial instruments (continued)

The Group complied with its borrowing financial covenants under its current facility detailed in Note 26 as at 31 December 2013 as follows:

COVENANTS 2013	ACTUAL	LIMIT/COVENANT	HEADROOM
Net Tangible Worth (\$'000)	105,340	Greater than 45,000	60,340
Capital Expenditure to Dec 13 (\$'000)	2,828	Less than 6,600	3,772
Fixed Charge Coverage Ratio (ratio)	2.95	Greater than 1.1:1	1.85

The Group complied with its borrowing financial covenants under its facility detailed in Note 26 as at 31 December 2012 as follows:

COVENANTS 2012	ACTUAL	LIMIT/COVENANT	HEADROOM
Net Tangible Worth (\$'000)	141,236	Greater than 45,000	96,236
Capital Expenditure to Dec 12 (\$'000)	3,625	Less than 6,400	2,775
Fixed Charge Coverage Ratio (ratio)	2.88	Greater than -2:1	4.88

(b) Significant accounting policies

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 1(c).

(c) Categories of financial instruments

	CONSOLIDATED	
	2013 \$'000	2012 \$'000
Financial Assets		
Loans and receivables (including cash and cash equivalents)	72,567	66,405
Other financial assets	367	116
Financial Liabilities		
Amortised cost	62,444	53,394

(d) Financial risk management objectives

The Group's treasury function monitors and manages the financial risks relating to the operations of the Group through internal risk reports. These risks include market risk (including currency risk, interest rate risk and equity price risk), credit risk and liquidity risk. These risks are analysed below.

(e) Market risk

The Group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates (refer note 32(f)) and interest rates (refer note 32(g)). From time to time, the Group enters into a variety of derivative financial instruments to manage its exposure to interest rate and foreign currency risk, including foreign exchange forward contracts to hedge the exchange rate risk arising on the purchase of aluminium rolled product from overseas in US dollars.

At a Group and Company level, market risk exposures are measured using a sensitivity analysis. There has been no material change to the Group's exposure to market risks or the manner in which it manages and measures the risk during the financial year.

(f) Foreign currency risk management

The Group undertakes certain transactions in foreign currencies, resulting in exposures to exchange rate fluctuations. Exchange rate exposures are managed within approved policy parameters utilising forward foreign exchange contracts. It is the policy of the Group to enter into forward foreign exchange contracts from time to time to manage any material risk associated with anticipated foreign currency sales and purchase transactions.

The carrying amount of the Group's and Company's foreign currency denominated monetary assets and monetary liabilities at the reporting date is as follows:

	CONSOLIDATED	
	2013 \$'000	2012 \$'000
EURO (trade payables)	–	(5)
GBP (trade payables)	–	(23)
USD (trade payables)	(5,784)	(9)
NZD (trade payables)	(2)	–
EURO (trade receivables)	285	–
GBP (trade receivables)	19	–
NZD (trade receivables)	–	1
USD (trade receivables)	977	1,051

Foreign currency sensitivity

The Group is exposed to Euros, GBP, USD and NZD (2012: Euros, GBP, USD and NZD).

In order to mitigate foreign currency risk at reporting date, the Group entered into foreign exchange forward contracts. The Group's exposure to foreign exchange rate fluctuations was primarily limited to trade payables and trade receivables outstanding at reporting date denominated in currencies other than Australian dollar (AUD). The total value of trade payables denominated in currencies other than the AUD at reporting date was \$5,786,000 (2012: \$37,000). The total value of trade receivables denominated in currencies other than the AUD at reporting date was \$1,281,000 (2012: \$1,052,000).

The following table details the Group's sensitivity to a 10% increase and decrease in the AUD against the relevant foreign currency. 10% represents management's assessment of the possible change in foreign exchange rates. The sensitivity analysis includes only foreign currency denominated monetary items outstanding at 31 December 2013 and 31 December 2012 and adjusts their translation at the period end for a 10% change in foreign currency rates. A positive number indicates an increase in profit.

Profit or loss (after tax)		
– AUD strengthens by 10%	451	101
– AUD weakens by 10%	(451)	(101)

Forward foreign exchange contracts

It is the policy of the Group to enter into forward foreign exchange contracts to cover specific material foreign currency payments and receipts.

32 Financial instruments (continued)

The following tables details the forward foreign currency (FC) contracts outstanding at the end of the reporting period:

OUTSTANDING CONTRACTS	FOREIGN CURRENCY		FAIR VALUE	
	31/12/13 FC\$'000	31/12/12 FC\$'000	31/12/13 \$'000 Gain/(Loss)	31/12/12 \$'000 Gain/(Loss)
Buy EURO	199	–	13	–
Buy USD	5,659	–	241	–

(g) Interest rate risk management

The Group interest rate risk arises from borrowings, cash and derivatives.

The Group is exposed to interest rate risk as the Group borrows funds at floating interest rates. Hedging activities are evaluated regularly to align with interest rate views and defined risk appetite, ensuring optimal hedging strategies are applied, by either positioning the balance sheet or protecting interest expense through different interest rate cycles. The Group's exposure to interest rate risk at the reporting date was considered insignificant and as a result the Group did not enter into interest rate options.

The Group's exposures to interest rates on financial assets and financial liabilities are detailed below.

Interest rate sensitivity

The sensitivity analysis below shows the effect on profit or loss after tax for the financial year if there is a change in interest rates with all other variables held constant. This is determined by applying the change in interest rates to both derivative and non-derivative instruments at the reporting date that have an exposure to interest rate changes. A 50 basis point (0.5%) increase and a 50 basis point (0.5%) decrease represents management's assessment of the possible change in interest rates (2012: 50bp or 0.5% increase and 50bp or 0.5% decrease). A positive number indicates an increase in profit.

	CONSOLIDATED	
	2013 \$'000	2012 \$'000
Profit or loss (after tax)		
Impact of a 50bp (2012: 50bp) increase in AUD interest rates		
– Cash and cash equivalents	51	70
– Floating rate debt	–	(1)
Impact of a 50bp (2012: 50bp) decrease in AUD interest rates		
– Cash and cash equivalents	(51)	(70)
– Floating rate debt	–	1

(h) Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group has exposures to credit risk on cash and cash equivalents, receivables and derivative financial assets. The credit risk on financial assets of the Group which have been recognised on the statement of financial position, other than investments in shares, is generally the carrying amount, net of any allowances for doubtful debts.

The Group does not have any significant exposure to any individual customer or counterparty. Major concentrations of credit risk are in the construction, transport, consumer durable and electrical industries in Australia. The Company has credit insurance cover which requires ongoing management of credit accounts with monthly reports provided to the Insurer. Experienced credit management and associated internal policies ensure constant monitoring of the credit risk for the Company.

There is no concentration of credit risk with respect to receivables as the Group has a large number of customers.

The ageing of trade receivables is detailed below:

	CONSOLIDATED	
	2013 \$'000	2012 \$'000
Current	46,508	35,894
1–30 days	9,121	8,862
31–60 days	1,240	547
60+ days	793	1,279
	57,662	46,582

(i) Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the Board of Directors, who have built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate banking facilities and reserve borrowing facilities, complying with covenants, monitoring forecast and actual cash flows, and matching the maturity profiles of financial assets and liabilities. Included in Note 26 is a list of additional undrawn facilities that the Group has at its disposal to further reduce liquidity risk.

Liquidity and interest risk tables

Financial assets are made up of cash of \$14,630,000 (2012: \$19,997,000) and trade and other receivables of \$57,937,000 (2012: \$46,408,000). Cash is liquid and trade and other receivables are expected to be realised on average within 61 days (2012: 54 days). Cash balances earn 1.6% interest per annum (2012: 2.1%). Trade and other receivables are interest-free.

The following table details the Group's remaining contractual maturity for its non-derivative 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. The contractual maturity is a fair representation of management's expectations of actual repayments.

32 Financial instruments (continued)

	WEIGHTED AVERAGE EFFECTIVE INTEREST RATE %	LESS THAN 1 YEAR \$'000	1–3 YEARS \$'000	3–5 YEARS \$'000	GREATER THAN 5 YEARS \$'000
Consolidated					
2013					
Trade and other payables	–	62,396	–	–	–
Floating rate debt	4.79%	–	–	–	–
		62,396	–	–	–
2012					
Trade and other payables	–	53,101	–	–	–
Floating rate debt	6.07%	245	–	–	–
		53,346	–	–	–

(j) Fair value of financial instruments

The fair values of financial assets, financial liabilities and derivative instruments are determined as follows:

- (i) the fair value of financial assets and financial liabilities (excluding derivative instruments) are determined in accordance with generally accepted pricing models based on the discounted cash flow analysis using prices from observable market data; and
- (ii) the fair value of derivative instruments are calculated using quoted prices. Where such prices are not available, the discounted cash flow analysis is employed using observable market data for non-option derivatives. For option derivatives, option pricing models are used with key inputs sourced from observable market data.

The Directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the financial statements approximate their fair values.

33 Contingent liabilities

Claims and possible claims, indeterminable in amount, have arisen in the ordinary course of business against entities in the consolidated entity. Based on legal advice obtained, the Directors believe that any resulting liability will not materially affect the financial position of the consolidated entity.

The Company's bankers have granted guarantees in respect of rental obligations on lease commitments, use of utilities infrastructure, second deferred payment for the acquisition of the assets and some liabilities of the OneSteel Aluminium business from OneSteel Trading Pty Ltd, existing letter of credits relating to the OneSteel Aluminium business and corporate credit cards. At 31 December 2013 these guarantees totalled \$13,098,171 (2012: \$4,924,144).

	CONSOLIDATED	
	2013 \$	2012 \$
34 Remuneration of auditors		
During the year the auditor of the parent entity and its related practices earned the following remuneration:		
Auditor of the parent entity		
Audit or review of financial reports of the entity or any entity in the consolidated entity	365,000	346,000
Other non-audit services		
– tax compliance	184,417	34,650
– corporate finance services	84,000	–
– accounting advice	15,000	–
– other consulting	–	51,059
Total remuneration	648,417	431,709

It is the Group's policy to employ the Company's auditors, Deloitte Touche Tohmatsu, on assignments additional to their statutory duties where their expertise and experience is considered invaluable to the assignment.

35 Events after reporting date

No matter or circumstance has arisen since the end of the Financial Year that has significantly affected, or may significantly affect the Group's operations, the results of those operations or the Group's state of affairs in future financial years.

	CONSOLIDATED	
	2013 \$'000	2012 \$'000
36 Notes to the cash flow statement		
(i) Reconciliation of cash and cash equivalents		
Reconciliation of cash and cash equivalents		
For the purposes of the Cash Flow Statement, cash and cash equivalents includes cash on hand and at bank and short term deposits at call net of bank overdrafts. Cash as at the end of the financial year as shown in the Cash Flow Statement is reconciled to the related items in the Balance Sheet as follows:		
Cash at bank and on hand	14,630	19,997
Overdraft facility	–	(245)
	14,630	19,752
(ii) Reconciliation of loss for the year to net cash flows from operating activities		
Loss for the year	(51,707)	(10,987)
Non-cash items:		
Depreciation and amortisation of non-current assets	9,451	12,444
Impairment of non-current assets	41,487	–
Loss on sale of property, plant and equipment	35	153
Bargain purchase gain	(3,126)	–
Share-based payments expense	750	1,219
Interest expense accrued but not paid	82	70
Interest income reclassified to investing activities	(64)	(89)
Change in assets and liabilities:		
Increase in current receivables	(11,607)	(2,209)
Increase in financial assets	(333)	–
Decrease in inventories	6,521	6,137
Decrease in prepayments	212	248
Decrease in non-current receivables	78	75
Increase in trade and other payables	5,917	1,695
Increase in employee benefit provisions	(494)	697
Increase in other provisions	3,412	66
(Decrease)/increase in deferred income	(144)	3
Net cash provided by operating activities	470	9,522

(iii) Details of finance facilities are included in note 26 to the financial statements.

(iv) Non-cash financing activities

There were no non-cash financing activities during the Financial Year and the 2012 year.

	COMPANY	
	2013 \$'000	2012 \$'000
37 Parent entity disclosures		
Financial Position		
Assets		
Current assets – third parties	139,972	118,882
Non-current assets	45,242	86,835
Total assets	185,214	205,717
Liabilities		
Current liabilities – third parties	75,818	62,685
Current liabilities – controlled entities	1,684	1,149
Non-current liabilities – third parties	4,490	4,410
Total liabilities	81,992	68,244
Equity		
Issued capital	425,430	410,476
Accumulated losses	(330,997)	(282,208)
Reserves		
Equity-settled compensation reserve	8,789	9,205
Total Equity	103,222	137,473
Financial Performance		
Loss for the year	(48,789)	(27,358)
Other comprehensive income	–	–
Total comprehensive loss	(48,789)	(27,358)
Guarantees entered into by the parent entity in relation to the debts of its subsidiaries		
Deed of cross guarantee – refer Note 29	–	–
Contingent liabilities of the parent entity		
Refer note 33		
Commitments for the acquisition of property, plant and equipment by the parent entity		
Commitments for the acquisition of property, plant and equipment by the parent entity		
Within one year	503	462

38 Share-based payments

Performance Share Rights

Executive and Senior Management

Refer to section 1(j) of the Remuneration Report for details of rights issued under the Long Term Incentive Plan.

The following share-based payment arrangements were in existence during the current reporting period:

PERFORMANCE RIGHT SERIES (LTIP)	NUMBER AS AT 31 DEC 13	GRANT DATE	EXPIRY DATE	EXERCISE PRICE \$	FAIR VALUE AT GRANT DATE \$
Issued 26 March 2009 ¹	250,000	26/03/2009	31/12/2013	–	0.75
Issued 22 March 2011 ²	845,023	22/03/2011	31/12/2013	–	0.24
Issued 14 June 2011 ³	160,000	14/06/2011	31/12/2013	–	0.22
Issued 14 March 2012 ⁴	1,230,348	14/03/2012	31/12/2014	–	0.11
Issued 14 March 2012 ⁴	615,173	14/03/2012	31/12/2014	–	0.17
Issued 8 March 2013 ⁵	1,414,907	08/03/2013	31/12/2015	–	0.17
Issued 8 March 2013 ⁵	707,457	08/03/2013	31/12/2015	–	0.24
Issued 8 March 2013 ⁵	707,453	08/03/2013	31/12/2015	–	0.24

¹ In accordance with the terms of the LTIP arrangement, performance rights issued during the financial year ended 31 December 2009 have an average vesting date of 13 April 2011. Lapsed on 1 January 2014.

² In accordance with the terms of the LTIP arrangement, performance rights issued during the financial year ended 31 December 2011 have an average vesting date of 1 March 2014.

³ In accordance with the terms of the LTIP arrangement, performance rights issued during the financial year ended 31 December 2011 have an average vesting date of 1 March 2014.

⁴ In accordance with the terms of the LTIP arrangement, performance rights issued during the financial year ended 31 December 2012 have an average vesting date of 1 March 2015.

⁵ In accordance with the terms of the LTIP arrangement, performance rights issued during the financial year ended 31 December 2013 have an average vesting date of 1 March 2016.

38 Share-based payments (continued)

The following share-based payment arrangements were in existence during the comparative reporting period:

PERFORMANCE RIGHT SERIES (LTIP)	NUMBER AS AT 31 DEC 12	GRANT DATE	EXPIRY DATE	EXERCISE PRICE \$	FAIR VALUE AT GRANT DATE \$
Issued 31 March 2008 ¹	56,000	31/03/2008	31/12/2012	–	2.50
Issued 26 March 2009 ²	275,000	26/03/2009	31/12/2013	–	0.75
Issued 22 March 2011 ³	930,632	22/03/2011	31/12/2013	–	0.24
Issued 22 March 2011 ³	465,316	22/03/2011	31/12/2013	–	0.27
Issued 14 June 2011 ⁴	160,000	14/06/2011	31/12/2013	–	0.22
Issued 14 June 2011 ⁴	80,000	14/06/2011	31/12/2013	–	0.26
Issued 14 March 2012 ⁵	1,358,418	14/03/2012	31/12/2014	–	0.11
Issued 14 March 2012 ⁵	679,211	14/03/2012	31/12/2014	–	0.17
Issued 14 March 2012 ⁵	679,207	14/03/2012	31/12/2014	–	0.17

- ¹ In accordance with the terms of the LTIP arrangement, performance rights issued during the financial year ended 31 December 2008 have an average vesting date of 19 April 2010. Lapsed on 1 January 2013.
- ² In accordance with the terms of the LTIP arrangement, performance rights issued during the financial year ended 31 December 2009 have an average vesting date of 13 April 2011.
- ³ In accordance with the terms of the LTIP arrangement, performance rights issued during the financial year ended 31 December 2011 have an average vesting date of 1 March 2014.
- ⁴ In accordance with the terms of the LTIP arrangement, performance rights issued during the financial year ended 31 December 2011 have an average vesting date of 1 March 2014.
- ⁵ In accordance with the terms of the LTIP arrangement, performance rights issued during the financial year ended 31 December 2012 have an average vesting date of 1 March 2015.

INPUTS INTO THE MODEL	PERFORMANCE RIGHTS (LTIP)				
	08 MARCH 2013	14 MARCH 2012	14 JUNE 2011	22 MARCH 2011	26 MARCH 2009
Grant date	8/03/2013	14/03/2012	14/06/2011	22/03/2011	26/03/2009
Dividend yield	0%	0%	3.5%	3.3%	0%
Risk free yield	2.93%	3.65%	4.81%	4.96%	3.32%
Expected volatility	60%	50%	60%	60%	80%
Last testing date	31/12/2015	31/12/2014	31/12/2013	31/12/2013	31/12/2013
Exercise price	n.a	n.a	n.a	n.a	n.a.
Share price at grant date (pre consolidation)	n.a	n.a	n.a	n.a	\$0.082
Share price at grant date (post consolidation)	\$0.235	\$0.17	\$0.285	\$0.30	\$0.820
Performance right life	3 years	3 years	2.7 years	2.9 years	2.3 years

Performance Share Rights (continued)

Current Managing Director

During the Financial Year, 2,000,000 rights were issued to Mr A. Dragicevich prior to his appointment as Managing Director. These rights were issued subject to the achievement of performance conditions and have been independently valued as follows.

SHARE RIGHTS	NUMBER AS AT 31 DEC 13	GRANT DATE	EXPIRY DATE	EXERCISE PRICE \$	FAIR VALUE AT GRANT DATE \$
Issued 04 March 2013 ¹	— ²	04/03/2013	04/03/2014	—	\$0.121
Issued 04 March 2013 ¹	800,000	04/03/2013	04/03/2014	—	\$0.220
Issued 04 March 2013 ¹	200,000	04/03/2013	04/03/2015	—	\$0.133
Issued 04 March 2013 ¹	800,000	04/03/2013	04/03/2015	—	\$0.220

¹ In accordance with the terms of the LTIP arrangement, performance rights issued during the Financial Year have an average vesting date of 04 March 2015.

² 200,000 lapsed on 31 December 2013 due to performance conditions not being met.

INPUTS INTO THE MODEL	04 MARCH 2013
Grant date	4/3/2013
Dividend yield	0%
Risk free yield – Tranche 1	2.66%
Risk free yield – Tranche 2	2.64%
Expected volatility	60%
Last testing date – Tranche 1	31/12/2013
Last testing date – Tranche 2	31/12/2014
Exercise price	n.a
Share price at grant date	\$0.22
Performance right life – Tranche 1	1 year
Performance right life – Tranche 2	1 year

Previous Managing Director

The 6,860,000 performance rights granted in April 2012 to Mr P. Jobe, the previous Managing Director, vested and converted to Capral's ordinary shares on 16 April 2013 on a 1 for 1 basis.

During the comparative year, 6,860,000 share rights were issued to the previous Managing Director as detailed below.

SHARE RIGHTS	NUMBER AS AT 31 DEC 12	GRANT DATE	EXPIRY DATE	EXERCISE PRICE \$	FAIR VALUE AT GRANT DATE \$
Issued 17 April 2012 ¹	6,860,000	17/04/2012	15/04/2013	—	\$0.17

¹ In accordance with the terms of the share rights approved by Shareholders at the AGM on 17 April 2012, share rights issued during the comparative year have an average vesting date of 15 April 2013. These rights are not subject to any market conditions. They are subject to a service condition and succession planning.

38 Share-based payments (continued)

Options

Executive and Senior Management

No options to acquire ordinary shares were granted under LTIP in the Financial Year or 2012. No options issued in 2009 were forfeited due to the departure from employment with Capral of an option holder (2012: 231,682). 2,231,863 options remain unexercised at the end of the Financial Year (2012: 2,231,863).

The following share-based payment arrangements were in existence at the end of the current reporting period:

OPTIONS (LTIP)	NUMBER (POST CONSOLIDATION)	GRANT DATE	EXPIRY DATE	EXERCISE PRICE (POST CONSOLIDATION) \$	FAIR VALUE AT GRANT DATE (POST CONSOLIDATION) \$
Issued 16 October 2009 ¹	1,231,863	16/10/2009	16/10/2014	0.25	0.29
Issued 16 October 2009 ²	500,000	16/10/2009	16/10/2014	0.40	0.26
Issued 16 October 2009 ²	500,000	16/10/2009	16/10/2014	0.60	0.23

1 In accordance with the terms of the LTIP arrangement, these options have a vesting date of 16 October 2011.

2 In accordance with the terms of the LTIP arrangement, these options have a vesting date of 16 October 2012.

The following share-based payment arrangements were in existence at the end of the comparative reporting period:

OPTIONS (LTIP)	NUMBER (POST CONSOLIDATION)	GRANT DATE	EXPIRY DATE	EXERCISE PRICE (POST CONSOLIDATION) \$	FAIR VALUE AT GRANT DATE (POST CONSOLIDATION) \$
Issued 16 October 2009 ¹	1,231,863	16/10/2009	16/10/2014	0.25	0.29
Issued 16 October 2009 ²	500,000	16/10/2009	16/10/2014	0.40	0.26
Issued 16 October 2009 ²	500,000	16/10/2009	16/10/2014	0.60	0.23

1 In accordance with the terms of the LTIP arrangement, these options have a vesting date of 16 October 2011.

2 In accordance with the terms of the LTIP arrangement, these options have a vesting date of 16 October 2012.

INPUTS INTO THE MODEL	OPTIONS (LTIP)		
	16 OCTOBER 2009		
	TRANCHE 1	TRANCHE 2	TRANCHE 3
Grant date	16/10/2009	16/10/2009	16/10/2009
Dividend yield	0%	0%	0%
Risk free yield	5.08%	5.16%	5.16%
Expected volatility	80%	80%	80%
Expiry date	16/10/2014	16/10/2014	16/10/2014
Exercise price	\$0.250	\$0.400	\$0.600
Share price at grant date	\$0.42	\$0.42	\$0.42
Option life	5.0 years	5.0 years	5.0 years

Managing Director

During 2013, no options were issued to the Managing Director (2012: nil).

The previous Managing Director commenced with Capral on 15 April 2009 and does not participate in LTIP (see Remuneration Report).

In the 2009 financial year, Capral granted to the previous Managing Director, Mr Phil Jobe, options to acquire Capral shares as follows. These options were adjusted on the Share Consolidation record date of 23 November 2009 on a 10 for 1 basis, as detailed below:

Options

OPTIONS (MANAGING DIRECTOR)	NUMBER (POST CONSOLIDATION)	GRANT DATE	EXPIRY DATE	EXERCISE PRICE (POST CONSOLIDATION) \$	FAIR VALUE AT GRANT DATE (POST CONSOLIDATION) \$
Issued 24 April 2009 ¹	1,433,333	24/04/2009	20/04/2016	0.50	0.52
Issued 24 April 2009 ¹	1,433,333	24/04/2009	20/04/2016	0.50	0.54
Issued 24 April 2009 ¹	1,433,334	24/04/2009	20/04/2016	0.50	0.54
Issued 9 October 2009 ²	10,000,000	9/10/2009	16/10/2014	0.25	0.22
Issued 9 October 2009 ²	5,000,000	9/10/2009	16/10/2014	0.40	0.19
Issued 9 October 2009 ²	5,000,000	9/10/2009	16/10/2014	0.60	0.18

¹ In accordance with the terms of the Managing Director's employment contract, options issued during the financial year ended 31 December 2009 have vesting dates between 20 April 2009 and 20 April 2012.

² In accordance with the terms of the options approved by Shareholders at the EGM on 9 October 2009, options issued during the financial year ended 31 December 2009 have vesting dates between 16 October 2010 and 16 October 2012.

Outlined below are the inputs to the model used for calculating the fair value of the equity-settled options granted to the Managing Director:

INPUTS INTO THE MODEL	OPTIONS (PREVIOUS MANAGING DIRECTOR)					
	9 OCTOBER 2009			24 APRIL 2009		
	TRANCHE 1	TRANCHE 2	TRANCHE 3	TRANCHE 1	TRANCHE 2	TRANCHE 3
Grant date	9/10/2009	9/10/2009	9/10/2009	24/4/2009	24/4/2009	24/4/2009
Dividend yield	0%	0%	0%	0%	0%	0%
Risk free yield	4.97%	5.05%	5.13%	3.66%	3.87%	4.05%
Expected volatility	80%	80%	80%	75%	70%	65%
Last exercise date	16/10/2014	16/10/2014	16/10/2014	20/04/2016	20/04/2016	20/04/2016
Exercise Price	\$0.250	\$0.400	\$0.600	\$0.500	\$0.500	\$0.500
Share price at grant date (pre consolidation)	\$0.035	\$0.035	\$0.035	\$0.080	\$0.080	\$0.080
Share price at grant date (post consolidation)	\$0.350	\$0.350	\$0.350	\$0.800	\$0.800	\$0.800
Option life	5.0 years	5.0 years	5.0 years	7.0 years	7.0 years	7.0 years

Expected volatility reflects the assumption that historical volatility is indicative of future trends, which may not be the actual outcome.

38 Share-based payments (continued)

The following reconciles the outstanding securities granted to the current and previous Managing Directors, executives and senior management at the beginning and end of the financial year:

OPTIONS	2013		2012	
	NUMBER OF SHARE OPTIONS	WEIGHTED AVERAGE EXERCISE PRICE \$	NUMBER OF SHARE OPTIONS	WEIGHTED AVERAGE EXERCISE PRICE \$
Balance at the beginning of the financial year	26,531,863	0.381	26,763,725	0.381
Granted during the financial year	–	–	–	–
Forfeited during the financial year	–	–	(231,862)	0.362
Exercised during the financial year	–	–	–	–
Expired during the financial year	–	–	–	–
Balance at the end of the financial year	26,531,863	0.381	26,531,863	0.381
Exercisable at the end of the financial year	26,531,863	0.381	25,531,863	0.376

PERFORMANCE RIGHTS	2013	2012
	NUMBER OF SHARE PERFORMANCE RIGHTS	NUMBER OF SHARE PERFORMANCE RIGHTS
Balance at the beginning of the financial year	11,543,783	3,196,181
Granted during the financial year	5,878,983	10,738,982
Forfeited during the financial year	(751,260)	(1,137,355)
Vested during the financial year	(6,860,000)	–
Expired during the financial year	(2,081,145)	(1,254,025)
Balance at the end of the financial year	7,730,361	11,543,783

(i) Exercised during the Financial Year

No options granted to the previous Managing Director, executives and senior management have been exercised during the Financial Year.

6,860,000 performance rights granted in April 2012 to Mr P. Jobe, the previous Managing Director, vested during the Financial Year.

No performance rights granted to the current Managing Director, executives and senior management have vested during the Financial Year. Refer to Remuneration Report.

(ii) Balance at the end of the Financial Year

The options outstanding at the end of the Financial Year were 26,531,863 (2012: 26,531,863), with a weighted average remaining contractual life of 1 year (2012: 2.0).

The performance rights outstanding at the end of the Financial Year were 7,730,361 (2012: 11,543,783), with a weighted average remaining contractual life of 1 year (2012: 1 year).

39 Key management personnel compensation

(a) Compensation of Key Management Personnel

The aggregate compensation made to directors and other members of key management personnel of the Company and the Group is set out below:

	CONSOLIDATED/COMPANY	
	2013 \$	2012 \$
Short-term benefits	2,859,522	3,964,073
Post-employment benefits	130,916	180,193
Other long-term benefits	–	–
Termination benefits	36,991	271,591
Share-based payments	656,555	1,022,780
	3,683,984	5,438,637

(b) Performance rights and options holdings of Key Management Personnel

The remuneration policy for the current and previous Managing Directors, Executive Management Team and senior management is set out in the Remuneration Report.

Details of the performance rights and options held by Key Management Personnel during the Financial Year are as follows:

2013 PERFORMANCE SHARE RIGHTS	HELD AT START OF YEAR	GRANTED AS COMPENSATION	LAPSED	VESTED	HELD AT END OF YEAR
Directors					
P Jobe	6,860,000	–	–	(6,860,000)	–
A Dragicevich	–	2,000,000	(200,000)	–	1,800,000
Executives					
T Campbell	601,042	484,303	(267,122)	–	818,223
R Michael	204,378	456,628	(142,420)	–	518,586
R Rolfe	319,045	229,007	(130,699)	–	417,353
	7,984,465	3,169,938	(740,241)	(6,860,000)	3,554,162

2013 OPTIONS	HELD AT START OF YEAR	GRANTED AS COMPENSATION	OTHER	EXERCISED	HELD AT END OF YEAR
Directors					
P Jobe	24,300,000	–	–	–	24,300,000
Executives					
T Campbell	–	–	–	–	–
R Michael	165,000	–	–	–	165,000
M Haszard ¹	231,863	–	–	–	231,863
R Rolfe	120,000	–	–	–	120,000
	24,816,863	–	–	–	24,816,863

¹ Mr Haszard retired in March 2012.

39 Key management personnel compensation (continued)

All of the options granted to Mr Jobe and other key management personnel issued under LTIP included in the above table are exercisable and vested as at 31 December 2013.

Details of the performance rights and options held by Key Management Personnel during the financial year ended 31 December 2012 were as follows:

2012 PERFORMANCE SHARE RIGHTS	HELD AT START OF YEAR	GRANTED AS COMPENSATION	LAPSED	VESTED	HELD AT END OF YEAR
Directors					
P Jobe	–	6,860,000	–	–	6,860,000
Executives					
T Campbell	320,000	451,303	(170,261)	–	601,042
R Michael ¹	–	255,472	(51,094)	–	204,378
M Haszard ²	624,307	–	(624,307)	–	–
D Munro ³	–	414,039	(414,039)	–	–
R Rolfe	172,183	221,760	(74,898)	–	319,045
	1,116,490	8,202,574	(1,334,599)	–	7,984,465

None of the performance rights included in the above table vested as at 31 December 2012.

2012 OPTIONS	HELD AT START OF YEAR	GRANTED AS COMPENSATION	OTHER	EXERCISED	HELD AT END OF YEAR
Directors					
P Jobe	24,300,000	–	–	–	24,300,000
Executives					
T Campbell	–	–	–	–	–
R Michael ¹	165,000	–	–	–	165,000
M Haszard ²	463,725	–	(231,862)	–	231,863
D Munro ³	–	–	–	–	–
R Rolfe	120,000	–	–	–	120,000
	25,048,725	–	(231,862)	–	24,816,863

¹ Mr Michael was appointed as Executive General Manager, Manufacturing in April 2012.

² Mr Haszard retired in March 2012.

³ Mr Munro left employment on 9 November 2012.

All of the options granted to Mr Jobe and other key management personnel under LTIP included in the above table are exercisable as at 31 December 2012.

(c) Shareholdings of Key Management Personnel – fully paid ordinary shares of the Company

Details of the holdings of the Company's ordinary shares of Key Management Personnel during the Financial Year and 2012 financial year are as follows:

2013	HELD AT START OF YEAR	GRANTED AS COMPENSATION	RECEIVED ON VESTING OF PERFORMANCE RIGHTS/ EXERCISE OF OPTIONS	OTHER CHANGES DURING THE YEAR	HELD AT END OF YEAR
Directors					
R.L. Wood-Ward	–	–	–	–	–
A.M. Dragicevich ¹	–	–	–	3,458,118 ²	3,458,118
P.J. Jobe	240,500	–	6,860,000	–	7,100,500
I.B. Blair	227,348	–	–	–	227,348
A.M. Eisen	–	–	–	–	–
M.L. Jefferies	–	–	–	–	–
G.F. Pettigrew	–	–	–	–	–
Executives					
T. Campbell	–	–	–	–	–
R. Michael	–	–	–	–	–
R. Rolfe	90,340	–	–	–	90,340
	558,188	–	6,860,000	3,458,118	10,876,306

¹ Mr Dragicevich was appointed as Managing Director on 15 April 2013.

² Acquired on market in accordance with the Capral Securities Trading Policy.

2012	HELD AT START OF YEAR	GRANTED AS COMPENSATION	RECEIVED ON VESTING OF PERFORMANCE RIGHTS/ EXERCISE OF OPTIONS	OTHER CHANGES DURING THE YEAR	HELD AT END OF YEAR
Directors					
R.L. Wood-Ward	–	–	–	–	–
P.J. Jobe	185,500	–	–	55,000 ¹	240,500
I.B. Blair	227,348	–	–	–	227,348
A.M. Eisen	–	–	–	–	–
M.L. Jefferies	–	–	–	–	–
G.F. Pettigrew	–	–	–	–	–
Executives					
T. Campbell	–	–	–	–	–
R. Michael ²	–	–	–	–	–
R. Rolfe	90,340	–	–	–	90,340
	503,188	–	–	55,000	558,188

¹ Acquired on market in accordance with the Capral Securities Trading Policy.

² Mr Michael was appointed as Executive General Manager, Manufacturing in April 2012.

39 Key management personnel compensation (continued)

The shareholdings of former Key Management Personnel as at the termination date were as follows:

2013	HELD AT START OF YEAR	GRANTED AS REMUNERATION	ON EXERCISE OF OPTION	OTHER CHANGES DURING THE YEAR	HELD AT DATE OF TERMINATION
Directors					
M.L. Jefferies ¹	—	—	—	—	—
Executives					
	—	—	—	—	—

2012	HELD AT START OF YEAR	GRANTED AS REMUNERATION	ON EXERCISE OF OPTION	OTHER CHANGES DURING THE YEAR	HELD AT DATE OF TERMINATION
Directors					
	—	—	—	—	—
Executives					
M. Haszard ²	—	—	—	—	—
D. Munro ³	—	—	—	—	—

¹ Mr Jefferies resigned on 15 April 2013.

² Mr Haszard retired in March 2012.

³ Mr Munro left employment on 9 November 2012.

Directors' Declaration

The directors declare that:

- (a) in the directors' opinion, there are reasonable grounds to believe that Capral will be able to pay its debts as and when they become due and payable;
- (b) in the directors' opinion, the attached financial statements and notes thereto are in accordance with the Corporations Act 2001, including compliance with accounting standards and giving a true and fair view of the financial position and performance of Capral and the consolidated entity;
- (c) in the directors' opinion, the financial statements and notes thereto are in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board; and
- (d) the directors have been given declarations required by section 295A of the Corporations Act 2001.

At the date of this declaration, Capral is within the class of companies affected by ASIC Class Order 98/1418. The nature of the deed of cross guarantee is such that each company which is party to the deed, guarantees to each creditor payment in full of any debt in accordance with the deed of cross guarantee.

In the directors' opinion there are reasonable grounds to believe that Capral and the companies to which the ASIC Class Order applies, as detailed in Note 29 to the financial statements will, as a group, be able to meet any obligations or liabilities to which they are, or may become, subject by virtue of the deed of cross guarantee.

Signed in accordance with a resolution of the directors made pursuant to section 295(5) of the Corporations Act 2001.

On behalf of the directors,



R.L. Wood-Ward
Chairman



A. M. Dragicevich
Managing Director

Sydney
21 February 2014

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Independent Auditor's Report to the Members of Capral Limited

Report on the Financial Report

We have audited the accompanying financial report of Capral Limited, which comprises the statement of financial position as at 31 December 2013, the statement of profit or loss and comprehensive income, the statement of cash flows and the statement of changes in equity for the year ended on that date, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity, comprising the company and the entities it controlled at the year's end or from time to time during the financial year as set out on pages 33 to 83.

Directors' Responsibility for the Financial Report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error. In Note 1c, the directors also state, in accordance with Accounting Standard AASB 101 Presentation of Financial Statements, that the consolidated financial statements comply with International Financial Reporting Standards.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control, relevant to the entity's preparation of the financial report that gives a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Auditor's Independence Declaration

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of Capral Limited, would be in the same terms if given to the directors as at the time of this auditor's report.

Opinion

In our opinion:

- (a) the financial report of Capral Limited is in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the consolidated entity's financial position as at 31 December 2013 and of its performance for the year ended on that date; and
 - (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
- (b) the consolidated financial statements also comply with International Financial Reporting Standards as disclosed in Note 1c.

Report on the Remuneration Report

We have audited the Remuneration Report included in pages 20 to 30 of the directors' report for the year ended 31 December 2013. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Opinion

In our opinion the Remuneration Report of Capral Limited for the year ended 31 December 2013, complies with section 300A of the *Corporations Act 2001*.

Deloitte Touche Tohmatsu

DELOITTE TOUCHE TOHMATSU

Delaney

X Delaney
Partner
Chartered Accountants
Parramatta, 21 February 2014

Member Details

(In accordance with the Listing Rules:)

AS AT 28 FEBRUARY 2014

1. Twenty largest holders

Details of Capral's twenty largest shareholders were as follows:

NO.	NAME OF HOLDER	NUMBER OF SHARES HELD	ISSUED CAPITAL HELD (%)
1	National Nominees Limited	115,383,867	24.38
2	Citicorp Nominees Pty Limited	61,855,021	13.07
3	J P Morgan Nominees Australia Limited	57,108,581	12.07
4	RBC Investor Services Australia Nominees Pty Limited - Pipooled Account	44,630,453	9.43
5	HSBC Custody Nominees (Australia) Limited	40,153,613	8.48
6	BNP Paribas Noms Pty Ltd – DRP	21,119,909	4.46
7	Citicorp Nominees Pty Limited – Colonial First State Inv Account	14,433,967	3.05
8	HSBC Custody Nominees (Australia) Limited – Nt-Comnwlth Super Corp Account	13,727,610	2.90
9	RBC Investor Services Australia Nominees Pty Limited – PI Credit	11,729,227	2.48
10	QIC Limited	6,050,878	1.28
11	UBS Nominees Pty Ltd	3,853,572	0.81
12	Mr Philip John Jobe	3,000,000	0.63
13	Mr Anthony Matthew Dragicevich	1,978,118	0.42
14	UBS Wealth Management Australia Nominees Pty Ltd	1,960,500	0.41
15	LSR Autobody Pty Ltd	1,423,438	0.30
16	Chemical Trustee Limited	1,404,000	0.30
17	Mr Cholmondeley Darvall	1,350,000	0.29
18	J P Morgan Nominees Australia Limited – Cash Income A/C	1,217,523	0.26
19	Debussey Pty Ltd	1,140,604	0.24
20	Mr Herbert Gregory Greber	1,134,697	0.24
Total		404,655,578	85.50

2. Substantial holders

Substantial shareholders as notified to Capral in accordance with the *Corporations Act 2001*:

NAME	NUMBER OF SHARES	PERCENTAGE OF SHARES HELD	AS NOTIFIED ON
Allan Gray Australia	71,356,553	18.40	6/9/2011
Perpetual Limited	55,967,080	14.43	8/2/2013
IOOF Holdings Limited	52,952,527	11.82	1/10/2013
Acorn Capital Limited	50,342,510	12.98	8/2/2013
Commonwealth Bank of Australia	40,451,833	9.03	25/9/2013
Total	271,070,503	66.66	

3. Number of holders

(a) **Quoted equity securities:** there were 1,682 holders of ordinary shares.

(b) **Unquoted equity securities – options:** there were 2,231,863 unquoted options issued to 15 option holders under the Capral Long Term Incentive Plan. There are no option holders who hold 20% or more options under this plan.

There were 24,300,000 unquoted options issued to Capral's previous Managing Director, Mr Phil Jobe.

(c) **Unquoted equity securities – performance rights:** there were 7,480,361 unquoted performance rights issued to 20 holders (including the Managing Director) under the Capral Long Term Incentive Plan. There is one holder who holds 20% or more performance rights under this plan; Mr Dragicevich, the Managing Director, holds 1,800,000 performance rights (24%).

4. Voting rights

(a) Voting rights attaching to the fully paid ordinary shares are, on a show of hands, one vote per person present as a member proxy, attorney, or representative thereof and on a poll, one vote per share for every member present in person or by proxy or by attorney or by representative.

(b) Holders of options and performance rights do not have any voting rights on the equity securities held by them. Ordinary shares issued on exercise of options or vesting of performance rights will carry the same voting rights as all other fully paid ordinary shares of Capral.

5. Distribution of equity securities

(a) Quoted ordinary shares

RANGE OF SHARES	NUMBER OF HOLDERS
1 – 1,000	356
1,001 – 5,000	369
5,001 – 10,000	224
10,001 – 100,000	555
100,001 and over	178
Total	1,682

(b) Unquoted options/ performance rights

Options issued under the Capral Long Term Incentive Plan with a vesting date of 16 October 2011 and an exercise price of \$0.25:

RANGE OF OPTIONS	NUMBER OF HOLDERS
1 – 1,000	0
1,001 – 5,000	0
5,001 – 10,000	0
10,001 – 100,000	14
100,001 and over	1
Total	15

Options issued under the Capral Long Term Incentive Plan with a vesting date of 16 October 2012 and an exercise price of \$0.40:

RANGE OF OPTIONS	NUMBER OF HOLDERS
1 – 1,000	0
1,001 – 5,000	0
5,001 – 10,000	0
10,001 – 100,000	14
100,001 and over	0
Total	14

Options issued under the Capral Long Term Incentive Plan with a vesting date of 16 October 2012 and an exercise price of \$0.60:

RANGE OF OPTIONS	NUMBER OF HOLDERS
1 – 1,000	0
1,001 – 5,000	0
5,001 – 10,000	0
10,001 – 100,000	14
100,001 and over	0
Total	14

Options issued to the previous Managing Director with various vesting and expiry dates and exercise prices:

RANGE OF OPTIONS	NUMBER OF HOLDERS
1 – 1,000	0
1,001 – 5,000	0
5,001 – 10,000	0
10,001 – 100,000	0
100,001 and over	1
Total	1

Performance rights granted under the Capral Long Term Incentive Plan (including to the Managing Director) with various vesting and expiry dates and a nil exercise price:

RANGE OF RIGHTS	NUMBER OF HOLDERS
1 – 1,000	0
1,001 – 5,000	0
5,001 – 10,000	0
10,001 – 100,000	1
100,001 and over	19
Total	20

6. Marketable parcels

During 2013, an unmarketable parcel sale facility was offered and completed in January 2014. As a result, the number of shareholders holding less than a marketable parcel* of shares reduced significantly to 563 holders.

(* Minimum parcel size of shares: 3,449)

7. On-market buy back

There is no current on-market buy back.

Corporate Directory

Capral's Registered Office and Principal Administration Office

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Bundamba
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Telephone: +61 (0)7 3816 7000
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Share Registry

Computershare Investor Services Pty Limited
ABN 48 078 279 277

Level 2, 60 Carrington Street
Sydney
NSW 2000

Telephone: 1800 855 080
Fax: +61 (0)3 9473 2118

Auditor

Deloitte Touche Tohmatsu
ABN 74 490 121 060

Eclipse Tower
Level 19, 60 Station St
Parramatta, NSW 2150 Australia

Securities Exchange Listing

Capral's shares are quoted on the Australian Securities
Exchange (Code: CAA).

Company Secretary

Mr Richard Rolfe



Capral Limited

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