

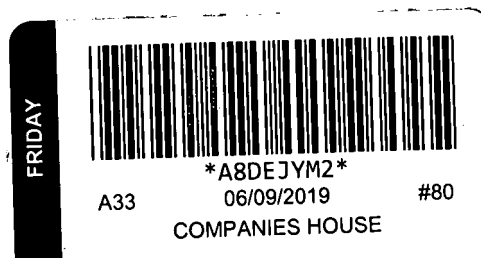
Registration number: 00773331

Numatic International Limited

Annual Report and Consolidated Financial Statements

for the Year Ended 31 December 2018

Stewart & Co
Registered Auditors and Chartered Accountants
Knoll House
Knoll Road
Camberley
Surrey
GU15 3SY



Numatic International Limited

Contents

Company Information	1
Strategic Report	2
Directors' Report	3 to 4
Statement of Directors' Responsibilities	5
Independent Auditor's Report	6 to 8
Consolidated Income Statement	9
Consolidated Statement of Comprehensive Income	10
Consolidated Statement of Financial Position	11
Statement of Financial Position	12
Consolidated Statement of Changes in Equity	13
Statement of Changes in Equity	14
Consolidated Statement of Cash Flows	15 to 16
Notes to the Financial Statements	17 to 45

Numatic International Limited

Company Information

Directors	Mr C R Duncan
	Mrs A R Duncan
	Mr S J S Lawson
	Mr S B Whitlock
Company secretary	Mr S B Whitlock
Registered office	Knoll House
	Knoll Road
	Camberley
	Surrey
	GU15 3SY
Auditors	Stewart & Co
	Registered Auditors and Chartered Accountants
	Knoll House
	Knoll Road
	Camberley
	Surrey
	GU15 3SY

Numatic International Limited

Strategic Report for the Year Ended 31 December 2018

The directors present their strategic report for the year ended 31 December 2018.

Principal activity

The principal activity of the Group is design, manufacture and distribution of professional cleaning equipment.

Fair review of the business

The year of 2018 has been blighted with the ongoing Brexit negotiations which affected almost all of our longer term planning in favour of paying maximum attention to short term considerations and preparing ourselves for “no deal” as a distinct possibility in 2019.

In order to manage the resulting economic uncertainties we continue to monitor closely our inventory and customer credit positions.

Our sales showed a modest growth, of 5.7% from £149m to £157m, but by attention to the present rather than the immediate future we are able to show an improved level of profitability. Group profit before tax rose from £10m to £14m.

During the year we entered into negotiations with our Spanish distributor to acquire his operation in Barcelona so that, together with Numatic Portugal in Oporto, we could establish Numatic Iberia under single management.

The R&D program for 2018/2019 has continued with new and exciting products being planned for 2020 introduction at Interclean in Amsterdam.

The new management structure of 2018 bodes well for the ongoing years ensuring a strengthened “backbone” to the growing business.

Principal risks and uncertainties

In short we enter the unknown Brexit environment stronger and more prepared but the unknown still gives cause for concern of the uncertainty of 2019/2020.

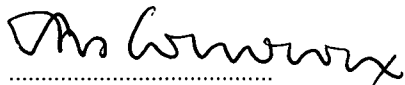
We have maintained a broadly neutral foreign exchange position with naturally hedged flow in our main trading currencies.

Inclusion

Chard remains our main production facility. We support a full range of Equal Opportunity and capability policies with appropriate support, training and intervention to assist all prospective and existing employees through their careers with Numatic.

We also support and encourage employee involvement particularly within our Works Councils and Health and Safety committee structures both to consult and share information for the mutual benefit of employees and the Group as a whole.

Approved by the Board on 29 August 2019 and signed on its behalf by:



Mr S B Whitlock
Company secretary and director

Numatic International Limited

Directors' Report for the Year Ended 31 December 2018

The directors present their report and the for the year ended 31 December 2018.

Directors of the group

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

Mr C R Duncan

Mrs A R Duncan

Mr S J S Lawson

Mr S B Whitlock - Company secretary and director

Dividends

The directors do not recommend the payment of a dividend for the year ended 31 December 2018.

Financial instruments

Price risk, credit risk, liquidity risk and cash flow risk

The group does not use any financial instruments to hedge its risks associated with price, credit, liquidity or cash flow. The group operates worldwide and as such there is potential for significant foreign exchange gains and losses. The group reviews its' exposure to foreign exchange risk on an ongoing basis. Liquidity risk is managed using debt finance between the group companies, as well as revolving credit facilities.

Employment of disabled persons

It is the group's policy to consider applications for employment from disabled people on the same basis as other potential employees. Ability and aptitude are the determining factors in the selection, training, career development and promotion of all employees. If an employee becomes disabled during the period of employment the group will, if necessary and to the extent possible, retrain the employee for duties suited to that employee's abilities following disablement.

Employee involvement

The group involves employees in the business in various ways. Regular meetings are held between managers and the Union Representatives of staff to discuss any issues arising and the Health and Safety Committee liaises with staff.

Research and development

The Group undertakes research and development, with costs totalling £1,120,000 (2017: £959,000) expensed in the year.

Disclosure of information in the strategic report

The group in accordance with section 414C(11) of the Companies Act 2006 (Strategic Report and Directors' Report) Regulations 2013 has set out in the group's strategic report information required by schedule 7 of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008.

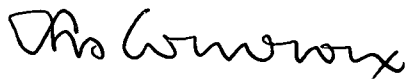
Disclosure of information to the auditor

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

Numatic International Limited

Directors' Report for the Year Ended 31 December 2018 (continued)

Approved by the Board on 29 August 2019 and signed on its behalf by:



.....
Mr S B Whitlock
Company secretary and director

Numatic International Limited

Statement of Directors' Responsibilities

The directors acknowledge their responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

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

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

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

Numatic International Limited

Independent Auditor's Report to the Members of Numatic International Limited

Opinion

We have audited the financial statements of Numatic International Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 31 December 2018, which comprise the Consolidated Income Statement, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Statement of Financial Position, Consolidated Statement of Changes in Equity, Statement of Changes in Equity, Consolidated Statement of Cash Flows, and Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the group's and the parent company's affairs as at 31 December 2018 and of the group's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Conclusions relating to going concern

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

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

Other information

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

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

Numatic International Limited

Independent Auditor's Report to the Members of Numatic International Limited (continued)

We have nothing to report in this regard.

Opinion on other matter prescribed by the Companies Act 2006

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

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

Matters on which we are required to report by exception

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

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

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

Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities [set out on page 5], the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

As part of an audit in accordance with ISAs (UK), we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Numatic International Limited

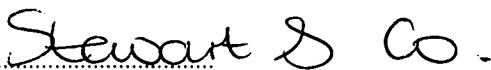
Independent Auditor's Report to the Members of Numatic International Limited (continued)

- Obtain an understanding of internal control relevant to the audit 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 group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's or the parent company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the group or the parent company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Lucy Evans (Senior Statutory Auditor)
For and on behalf of Stewart & Co, Statutory Auditor

Knoll House
Knoll Road
Camberley
Surrey
GU15 3SY

30 August 2019

Numatic International Limited

Consolidated Income Statement for the Year Ended 31 December 2018

	Note	2018 £ 000	2017 £ 000
Turnover	3	157,891	149,261
Cost of sales		<u>(95,626)</u>	<u>(93,828)</u>
Gross profit		62,265	55,433
Distribution costs		(3,547)	(3,305)
Administrative expenses		(44,360)	(42,622)
Other operating income	4	<u>210</u>	<u>1,178</u>
Operating profit	5	<u>14,568</u>	<u>10,684</u>
Other interest receivable and similar income	6	114	130
Interest payable and similar expenses	7	<u>(495)</u>	<u>(461)</u>
		<u>(381)</u>	<u>(331)</u>
Profit before tax		14,187	10,353
Taxation	11	<u>(2,307)</u>	<u>(1,904)</u>
Profit for the financial year		<u>11,880</u>	<u>8,449</u>
Profit/(loss) attributable to:			
Owners of the company		<u>11,880</u>	<u>8,449</u>

The above results were derived from continuing operations.

Numatic International Limited

Consolidated Statement of Comprehensive Income for the Year Ended 31 December 2018

	2018 £ 000	2017 £ 000
Profit for the year	11,880	8,449
Foreign currency translation gains/(losses)	(239)	366
Remeasurement gain/loss on defined benefit pension schemes	(606)	1,771
	(845)	2,137
Total comprehensive income for the year	11,035	10,586
Total comprehensive income attributable to:		
Owners of the company	11,035	10,586

Numatic International Limited

(Registration number: 00773331)

Consolidated Statement of Financial Position as at 31 December 2018

	Note	2018 £ 000	2017 £ 000
Fixed assets			
Intangible assets	12	1,148	946
Tangible assets	13	38,738	35,710
		<u>39,886</u>	<u>36,656</u>
Current assets			
Stocks	15	26,297	23,901
Debtors	16	24,833	22,863
Cash at bank and in hand		42,860	32,452
		<u>93,990</u>	<u>79,216</u>
Creditors: Amounts falling due within one year	18	<u>(24,743)</u>	<u>(23,414)</u>
Net current assets		<u>69,247</u>	<u>55,802</u>
Total assets less current liabilities		109,133	92,458
Creditors: Amounts falling due after more than one year	18	(4,602)	(1,117)
Provisions for liabilities	19	<u>(248)</u>	<u>(228)</u>
Net assets excluding pension asset/(liability)		104,283	91,113
Pension liability	20	<u>(7,948)</u>	<u>(5,813)</u>
Net assets		<u>96,335</u>	<u>85,300</u>
Capital and reserves			
Called up share capital	21	5,013	5,013
Profit and loss account	22	<u>91,322</u>	<u>80,287</u>
Equity attributable to owners of the company		<u>96,335</u>	<u>85,300</u>
Total equity		<u>96,335</u>	<u>85,300</u>

Approved and authorised by the Board on 29 August 2019 and signed on its behalf by:

.....
Mr C R Duncan
Director

The notes on pages 17 to 45 form an integral part of these financial statements.

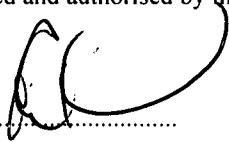
Numatic International Limited

(Registration number: 00773331)
Statement of Financial Position as at 31 December 2018

	Note	2018 £ 000	2017 £ 000
Fixed assets			
Intangible assets	12	51	57
Tangible assets	13	33,141	30,493
Investments	14	6,920	6,312
		<u>40,112</u>	<u>36,862</u>
Current assets			
Stocks	15	17,284	16,096
Debtors	16	24,964	21,484
Cash at bank and in hand		38,735	29,569
		<u>80,983</u>	<u>67,149</u>
Creditors: Amounts falling due within one year	18	<u>(21,099)</u>	<u>(19,250)</u>
Net current assets		<u>59,884</u>	<u>47,899</u>
Total assets less current liabilities		<u>99,996</u>	<u>84,761</u>
Creditors: Amounts falling due after more than one year	18	<u>(3,770)</u>	<u>-</u>
Net assets excluding pension asset/(liability)		<u>96,226</u>	<u>84,761</u>
Pension liability	20	<u>(7,948)</u>	<u>(5,813)</u>
Net assets		<u><u>88,278</u></u>	<u><u>78,948</u></u>
Capital and reserves			
Called up share capital		5,013	5,013
Profit and loss account		<u>83,265</u>	<u>73,935</u>
Total equity		<u><u>88,278</u></u>	<u><u>78,948</u></u>

The company made a profit after tax for the financial year of £9,936,000 (2017 - profit of £7,098,000).

Approved and authorised by the Board on 29 August 2019 and signed on its behalf by:


.....
Mr C R Duncan
Director

Numatic International Limited

Consolidated Statement of Changes in Equity for the Year Ended 31 December 2018
Equity attributable to the parent company

	Share capital £ 000	Profit and loss account £ 000	Total £ 000	Total equity £ 000
At 1 January 2018	5,013	80,287	85,300	85,300
Profit for the year	-	11,880	11,880	11,880
Other comprehensive income	-	(845)	(845)	(845)
Total comprehensive income	-	11,035	11,035	11,035
At 31 December 2018	<u>5,013</u>	<u>91,322</u>	<u>96,335</u>	<u>96,335</u>
	Share capital £ 000	Profit and loss account £ 000	Total £ 000	Total equity £ 000
At 1 January 2017	5,000	69,701	74,701	74,701
Profit for the year	-	8,449	8,449	8,449
Other comprehensive income	-	2,137	2,137	2,137
Total comprehensive income	-	10,586	10,586	10,586
New share capital subscribed	13	-	13	13
At 31 December 2017	<u>5,013</u>	<u>80,287</u>	<u>85,300</u>	<u>85,300</u>

The notes on pages 17 to 45 form an integral part of these financial statements.
Page 13

Numatic International Limited

Statement of Changes in Equity for the Year Ended 31 December 2018

	Share capital £ 000	Profit and loss account £ 000	Total £ 000
At 1 January 2018	5,013	73,935	78,948
Profit for the year	-	9,936	9,936
Other comprehensive income	-	(606)	(606)
Total comprehensive income	-	9,330	9,330
At 31 December 2018	<u>5,013</u>	<u>83,265</u>	<u>88,278</u>
	Share capital £ 000	Profit and loss account £ 000	Total £ 000
At 1 January 2017	5,000	65,066	70,066
Profit for the year	-	7,098	7,098
Other comprehensive income	-	1,771	1,771
Total comprehensive income	-	8,869	8,869
New share capital subscribed	13	-	13
At 31 December 2017	<u>5,013</u>	<u>73,935</u>	<u>78,948</u>

The notes on pages 17 to 45 form an integral part of these financial statements.
Page 14

Numatic International Limited

Consolidated Statement of Cash Flows for the Year Ended 31 December 2018

	Note	2018 £ 000	2017 £ 000
Cash flows from operating activities			
Profit for the year		11,880	8,449
Adjustments to cash flows from non-cash items			
Depreciation and amortisation	5	4,092	4,104
Finance income	6	(114)	(130)
Finance costs	7	495	461
Income tax expense	11	2,307	1,904
Foreign exchange (gains) / losses		80	(23)
Profit/(loss) on disposal of tangible assets		17	14
Pension cost adjustment		1,410	(3,999)
Other foreign currency movements		(282)	176
		<u>19,885</u>	<u>10,956</u>
Working capital adjustments			
(Increase)/decrease in stocks	15	(2,396)	(2,387)
(Increase)/decrease in debtors	16	(1,797)	(478)
Increase/(decrease) in creditors	18	1,740	(1,021)
Decrease in provisions	19	(27)	(1,951)
		<u>17,405</u>	<u>5,119</u>
Cash generated from operations			
Income taxes paid	11	(1,774)	(1,741)
Net cash flow from operating activities		<u>15,631</u>	<u>3,378</u>
Cash flows from investing activities			
Interest received		80	60
Acquisitions of tangible assets		(6,926)	(2,327)
Proceeds from sale of tangible assets		44	54
Acquisition of intangible assets	12	(458)	(346)
Net cash flows from investing activities		<u>(7,260)</u>	<u>(2,559)</u>
Cash flows from financing activities			
Interest paid	7	(113)	(133)
Proceeds from bank borrowing drawdowns		42	643
Repayment of bank borrowing		(306)	(185)
Receipts from finance lease debtors		175	205
Interest on preference shares		(248)	(124)
Proceeds from issue of ordinary shares		-	13
Net cash flows from financing activities		<u>(450)</u>	<u>419</u>
Net increase in cash and cash equivalents		7,921	1,238
Cash and cash equivalents at 1 January		<u>31,113</u>	<u>29,875</u>

The notes on pages 17 to 45 form an integral part of these financial statements.

Numatic International Limited

Consolidated Statement of Cash Flows for the Year Ended 31 December 2018 (continued)

	Note	2018 £ 000	2017 £ 000
Cash and cash equivalents at 31 December		<u>39,034</u>	<u>31,113</u>

Numatic International Limited

Notes to the Financial Statements for the Year Ended 31 December 2018

1 General information

The company is a private company limited by share capital, incorporated in England and Wales.

The address of its registered office is:

Knoll House
Knoll Road
Camberley
Surrey
GU15 3SY
United Kingdom

The principal place of business is:

Millfield Road
Chard
Somerset
TA20 2GB

These financial statements were authorised for issue by the Board on 29 August 2019.

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

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

Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

Basis of preparation

These financial statements have been prepared using the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value.

The financial statements are prepared in sterling, which is the functional currency of the entity, and have been rounded to the nearest £'000.

Summary of disclosure exemptions

The parent company satisfies the criteria of being a qualifying entity as defined in FRS 102. As such, advantage has been taken of the following reduced disclosures available under FRS 102 in its individual financial statements:

- (a) No cash flow statement has been presented for the company, on the basis that it is a qualifying entity and the consolidated statement of cash flows, included in these financial statements, includes the Company's cash flows;
- (b) Disclosures in respect of financial instruments have not been presented as the information is provided in the consolidated financial statement disclosures;
- (c) No disclosure has been given for the aggregate remuneration of key management personnel.

Numatic International Limited

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

2 Accounting policies (continued)

Basis of consolidation

The consolidated financial statements consolidate the financial statements of the company and its subsidiary undertakings drawn up to 31 December 2017.

No Income Statement is presented for the company as permitted by section 408 of the Companies Act 2006. The company made a profit after tax for the financial year of £9,936,000 (2017: £7,098,000).

A subsidiary is an entity controlled by the company. Control is achieved where the company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The results of subsidiaries acquired or disposed of during the year are included in the Income Statement 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 the group.

The purchase method of accounting is used to account for business combinations that result in the acquisition of subsidiaries by the group. The cost of a business combination is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the business combination. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Any excess of the cost of the business combination over the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised is recorded as goodwill.

Inter-company transactions, balances and unrealised gains on transactions between the company and its subsidiaries, which are related parties, are eliminated in full.

Intra-group losses are also eliminated but may indicate an impairment that requires recognition in the consolidated financial statements.

Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group. Non-controlling interests in the net assets of consolidated subsidiaries are identified separately from the group's equity therein. Non-controlling interests consist of the amount of those interests at the date of the original business combination and the non-controlling shareholder's share of changes in equity since the date of the combination.

Numatic International Limited

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

2 Accounting policies (continued)

Judgements

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported. These estimates and judgements are continually reviewed and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Accounting estimates and assumptions are made concerning the future and, by their nature, will rarely equal the related actual outcome. The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements:

Lease commitments: The Group obtains use of property, plant and equipment as lessee through operating leases. The Group also acts as lessor under finance leases on property, plant and equipment. The classification of such leases as operating or finance lease requires the Group to determine, based on an evaluation of the terms and conditions of the arrangements, whether it retains or acquires the significant risks and rewards of ownership of these assets and accordingly whether the lease requires an asset and liability to be recognised in the statement of financial position.

Key sources of estimation uncertainty

Pension benefits: The cost of defined benefit pension plans are determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates and retail price inflation. Due to the complexity of the valuation, the underlying assumptions and the long term nature of these plans, such estimates are subject to significant uncertainty. In determining the appropriate discount rate, management considers the interest rates of high quality corporate bonds. The mortality rate is based on publicly available mortality tables for the specific country. Future salary increases and pension increases are based on expected future inflation rates for the respective country.

Provisions: Provisions are made for asset retirement obligations, dilapidations, stock, bad debts and contingencies. These provisions require management's best estimate of the costs that will be incurred based on legislative and contractual requirements, historical experience and trends.

Revenue recognition

Turnover is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods supplied, stated net of discounts and of Value Added Tax.

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have transferred to the buyer, usually on despatch of the goods, the amount of revenue can be measured reliably, it is probable that the associated economic benefits will flow to the entity, and the costs incurred or to be incurred in respect of the transactions can be measured reliably.

Foreign currency transactions and balances

Transactions in foreign currencies are initially recorded at the functional currency rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated into the respective functional currency of the entity at the rates prevailing on the reporting period date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the initial transaction dates.

Non-monetary items measured in terms of historical cost in a foreign currency are not retranslated.

Tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

Numatic International Limited

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

2 Accounting policies (continued)

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

Deferred tax is recognised in respect of all timing differences between taxable profits and profits reported in the consolidated financial statements.

Unrelieved tax losses and other deferred tax assets are recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date and that are expected to apply to the reversal of the timing difference.

Tangible assets

Tangible assets are initially recorded at cost, and subsequently stated at cost less any accumulated depreciation and impairment losses. Any tangible assets carried at revalued amounts are recorded at the fair value at the date of revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

An increase in the carrying amount of an asset as a result of a revaluation, is recognised in other comprehensive income and accumulated in equity, except to the extent it reverses a revaluation decrease of the same asset previously recognised in profit or loss. A decrease in the carrying amount of an asset as a result of revaluation, is recognised in other comprehensive income to the extent of any previously recognised revaluation increase accumulated in equity in respect of that asset. Where a revaluation decrease exceeds the accumulated revaluation gains accumulated in equity in respect of that asset, the excess shall be recognised in profit or loss.

Depreciation

Depreciation is charged so as to write off the cost of assets, other than land and properties under construction over their estimated useful lives, as follows:

Asset class	Depreciation method and rate
Plant & machinery	On a straight line monthly basis over the first 5 to 10 years to 10% of cost, thereafter its value in use is reassessed annually
Fixtures and fittings	On a straight line monthly basis over the first 3 to 10 years to 10% of cost, thereafter its value in use is reassessed annually
Motor vehicles	20%-33% per annum straight line
Tooling	On a straight line monthly basis over 4 to 10 years
Freehold property	2% per annum straight line

Numatic International Limited

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

2 Accounting policies (continued)

Business combinations

Business combinations are accounted for using the purchase method. The consideration for each acquisition is measured at the aggregate of the fair values at acquisition date of assets given, liabilities incurred or assumed, and equity instruments issued by the group in exchange for control of the acquired, plus any costs directly attributable to the business combination. When a business combination agreement provides for an adjustment to the cost of the combination contingent on future events, the group includes the estimated amount of that adjustment in the cost of the combination at the acquisition date if the adjustment is probable and can be measured reliably.

Goodwill

Goodwill arising on the acquisition of an entity represents the excess of the cost of acquisition over the group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the entity recognised at the date of acquisition. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is held in the currency of the acquired entity and revalued to the closing rate at each reporting period date. Goodwill is amortised over its useful life, which shall not exceed ten years if a reliable estimate of the useful life cannot be made.

Intangible assets

Intangible assets are initially recorded at cost, and are subsequently stated at cost less any accumulated amortisation and impairment losses. Any intangible assets carried at revalued amounts, are recorded at the fair value at the date of revaluation, as determined by reference to an active market, less any subsequent accumulated amortisation and subsequent accumulated impairment losses.

Intangible assets acquired as part of a business combination are recorded at the fair value at the acquisition date.

If there is an indication that there has been a significant change in amortisation rate, useful life or residual value of an intangible asset, the amortisation is revised prospectively to reflect the new estimates.

Numatic International Limited

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

2 Accounting policies (continued)

Amortisation

Amortisation is provided on intangible assets so as to write off the cost, less any estimated residual value, over their useful life as follows:

Asset class	Amortisation method and rate
Goodwill	3 - 10 years straight line
Patents, trademarks and licences	Between 10 and 20 years straight line

Research and development

Research expenditure is written off in the period in which it is incurred.

Development expenditure incurred is capitalised as an intangible asset only when it is technically feasible to complete the intangible asset so that it will be available for use or sale; There is the intention to complete the intangible asset and use or sell it; There is the ability to use or sell the intangible asset; The use or sale of the intangible asset will generate probable future economic benefits; There are adequate technical, financial and other resources available to complete the development and to use or sell the intangible asset; and the expenditure attributable to the intangible asset during its development can be measured reliably.

Expenditure that does not meet the above criteria is expensed as incurred.

Investments

Fixed asset investments are initially recorded at cost, and subsequently stated at cost less any accumulated impairment losses.

Cash and cash equivalents

Cash is represented by cash in hand and bank deposits.

Debtors

Short term debtors are measured at transaction price, less any impairment.

Inventories

Stocks are measured at the lower of cost and estimated selling price less costs to complete and sell. Cost includes all costs of purchase, costs of conversion and other costs incurred in bringing the stock to its present location and condition.

At each reporting date, stocks are assessed for impairment. If stocks are impaired, the carrying amount is reduced to its selling price less costs to complete and sell; the impairment loss is recognised immediately in profit or loss.

Creditors

Short term creditors are measured at the transaction price.

Numatic International Limited

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

2 Accounting policies (continued)

Borrowings

Interest-bearing borrowings are initially recorded at fair value, net of transaction costs. Interest-bearing borrowings are subsequently carried at amortised cost, with the difference between the proceeds, net of transaction costs, and the amount due on redemption being recognised as a charge to the Income Statement over the period of the relevant borrowing.

Interest expense is recognised on the basis of the effective interest method and is included in interest payable and similar charges.

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

Provisions

Provisions are recognised when the entity has an obligation at the reporting date as a result of a past event, it is probable that the entity will be required to transfer economic benefits in settlement and the amount of the obligation can be estimated reliably. Provisions are recognised as a liability in the statement of financial position and the amount of the provision as an expense.

Provisions are initially measured at the best estimate of the amount required to settle the obligation at the reporting date and subsequently reviewed at each reporting date and adjusted to reflect the current best estimate of the amount that would be required to settle the obligation. Any adjustments to the amounts previously recognised are recognised in profit or loss unless the provision was originally recognised as part of the cost of an asset. When a provision is measured at the present value of the amount expected to be required to settle the obligation, the unwinding of the discount is recognised as a finance cost in profit or loss in the period it arises.

Leases

Leases in which substantially all the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease. Where the group transfers substantially all the risks and rewards of ownership, the arrangement is classified as a finance lease and a receivable is recognised at an amount equal to the net investment in the lease. Recognition of finance income is based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the finance lease.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

Numatic International Limited

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

2 Accounting policies (continued)

Defined contribution pension obligation

A defined contribution plan is a pension plan under which fixed contributions are paid into a pension fund and the group has no legal or constructive obligation to pay further contributions even if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

Contributions to defined contribution plans are recognised as employee benefit expense when they are due. If contribution payments exceed the contribution due for service, the excess is recognised as a prepayment.

The overseas subsidiary undertakings make contributions (where applicable) on behalf of their employees into private funds, contributions to these schemes are charged to the profit and loss account as they are incurred.

The parent undertaking also operates a defined contribution self-administered scheme for directors, contributions to this scheme are charged to the profit and loss account as they are incurred.

Defined benefit pension obligation

The group operates a defined benefit pension scheme for employees. The assets of the scheme are held separately from those of the group.

The liability recognised in the statement of financial position in respect of the defined benefit plan is the present value of the defined benefit obligation at the reporting date less the fair value of the plan assets at the reporting date.

Current service costs, past service costs and gains and losses on settlements and curtailments are charged to the profit and loss account. Past service costs are recognised over the vesting period or immediately if the benefits have vested. When a settlement (eliminating all obligations for benefits already accrued) or a curtailment (reducing future obligations as a result of a material reduction in the scheme membership or a reduction in future entitlement) occurs, the obligation and related plan assets are re-measured using current actuarial assumptions and the resultant gain or loss is recognised in the profit and loss account during the period in which the settlement or curtailment occurs.

The interest cost and the expected return on assets are shown as a net amount in the profit and loss account as other finance costs or income. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised immediately in other comprehensive income.

Pension scheme assets are valued at fair value at the reporting date, using appropriate valuation techniques. Fair value is based on market price information and in the case of quoted securities is the published bid price. Pension scheme liabilities are measured on an actuarial basis using the projected unit method and are discounted to their present value using a rate equivalent to the current rate of return on a high quality corporate bond of equivalent currency and term to the scheme liabilities.

Numatic International Limited

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

2 Accounting policies (continued)

Financial instruments

Recognition and measurement

A financial asset or a financial liability is recognised only when the company becomes a party to the contractual provisions of the instrument.

Basic financial instruments are initially recognised at the transaction price, unless the arrangement constitutes a financing transaction, where it is recognised at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Debt instruments are subsequently measured at amortised cost.

Financial assets that are measured at cost or amortised cost are reviewed for objective evidence of impairment at the end of each reporting date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss immediately. Any reversals of impairment are recognised in profit or loss immediately, to the extent that the reversal does not result in a carrying amount of the financial asset that exceeds what the carrying amount would have been had the impairment not previously been recognised.

Impairment

A review for indicators of impairment is carried out at each reporting date, with the recoverable amount being estimated where such indicators exist. Where the carrying value exceeds the recoverable amount, the asset is impaired accordingly. Prior impairments are also reviewed for possible reversal at each reporting date.

When it is not possible to estimate the recoverable amount of an individual asset, an estimate is made of the recoverable amount of the cash-generating unit to which the asset belongs. The cash-generating unit is the smallest identifiable group of assets that includes the asset and generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

3 Revenue

The turnover for the year was derived from the group's principal activity, the sale of goods. In the opinion of the director all geographical markets are supplied under similar terms conditions and prices, and the products supplied form one class of business. Inter group trading is eliminated on consolidation. The director considers that any further disclosure in terms of turnover analysis would be commercially sensitive and therefore prejudicial to the group.

4 Other operating income

The analysis of the group's other operating income for the year is as follows:

	2018 £ 000	2017 £ 000
Government grants	5	10
Miscellaneous other operating income	205	1,168
	<u>210</u>	<u>1,178</u>

Included in miscellaneous other operating income for 2017 is £1,092,000 in relation to compensation awarded following conclusion of legal proceedings at an overseas subsidiary.

Numatic International Limited

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

5 Operating profit

Arrived at after charging/(crediting)

	2018 £ 000	2017 £ 000
Depreciation expense	3,864	3,884
Amortisation expense	228	220
Research and development cost	1,121	959
Foreign exchange losses/(gains)	80	(23)
Operating lease expense - property	517	402
Operating lease expense - vehicles and plant and machinery	1,010	962
	<u>11,020</u>	<u>10,424</u>

6 Other interest receivable and similar income

	2018 £ 000	2017 £ 000
Interest income on financial assets	34	70
Interest income on bank deposits	80	60
	<u>114</u>	<u>130</u>

7 Interest payable and similar expenses

	2018 £ 000	2017 £ 000
Interest on preference shares	248	124
Interest expense on other finance liabilities	113	133
Other finance costs	134	204
	<u>495</u>	<u>461</u>

8 Staff costs

The aggregate payroll costs (including directors' remuneration) were as follows:

	2018 £ 000	2017 £ 000
Wages and salaries	36,649	35,916
Social security costs	3,651	2,642
Pension costs, defined contribution scheme	2,361	2,287
Pension costs, defined benefit scheme	2,992	1,944
	<u>45,652</u>	<u>42,789</u>

Numatic International Limited

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

8 Staff costs (continued)

The average number of persons employed by the group (including directors) during the year, analysed by category was as follows:

	2018 No.	2017 No.
Production	731	738
Administration and support	267	270
	<u>998</u>	<u>1,008</u>

9 Directors' remuneration

The directors' remuneration for the year was as follows:

	2018 £ 000	2017 £ 000
Remuneration	3,773	2,123
Contributions paid to money purchase schemes	69	34
	<u>3,842</u>	<u>2,157</u>

During the year the number of directors who were receiving benefits and share incentives was as follows:

	2018 No.	2017 No.
Accruing benefits under money purchase pension scheme	<u>2</u>	<u>2</u>

In respect of the highest paid director:

	2018 £ 000	2017 £ 000
Remuneration	<u>1,715</u>	<u>1,376</u>

10 Auditors' remuneration

	2018 £ 000	2017 £ 000
Audit of these financial statements	80	75
Audit of the financial statements of subsidiaries of the company pursuant to legislation	77	91
	<u>157</u>	<u>166</u>

Numatic International Limited

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

11 Taxation

Tax charged/(credited) in the income statement

	2018 £ 000	2017 £ 000
Current taxation		
UK corporation tax	1,770	509
Foreign tax	<u>855</u>	<u>694</u>
Total current income tax	2,625	1,203
Deferred taxation		
Arising from origination and reversal of timing differences	<u>(318)</u>	<u>701</u>
Tax expense in the income statement	<u><u>2,307</u></u>	<u><u>1,904</u></u>

The tax on profit before tax for the year is lower than the standard rate of corporation tax in the UK (2017 - lower than the standard rate of corporation tax in the UK) of 19% (2017 - 19.25%).

The differences are reconciled below:

	2018 £ 000	2017 £ 000
Profit before tax	<u>14,187</u>	<u>10,353</u>
Corporation tax at standard rate	2,695	1,993
Increase from effect of different UK tax rates on some earnings	-	12
Effect of expense not deductible in determining taxable profit (tax loss)	(307)	(246)
Effect of foreign tax rates	(532)	(413)
Foreign deferred tax (credit)/expense relating to changes in tax rates or laws	(1)	100
Decrease from effect of tax incentives	(94)	(90)
Tax increase from effect of capital allowances and depreciation	94	106
Tax increase arising from overseas tax suffered/expensed	855	694
Tax decrease from effect of adjustment in research and development tax credit	(443)	(368)
Other tax effects for reconciliation between accounting profit and tax expense (income)	<u>40</u>	<u>116</u>
Total tax charge	<u><u>2,307</u></u>	<u><u>1,904</u></u>

A reduction in the UK corporation tax rate from 19% to 17% was substantively enacted as part of Finance Bill 2016 (on 7 September 2016) and takes effect from 1 April 2020. Deferred taxes at the statement of financial position date have been measured using these enacted tax rates and reflected in these financial statements.

Numatic International Limited

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

11 Taxation (continued)

Deferred tax

Group

Deferred tax assets and liabilities

2018

	Asset £ 000	Liability £ 000
Capital allowances and depreciation	61	248
Carried forward losses	46	-
Retirement benefit obligations	1,351	-
	<u>1,458</u>	<u>248</u>

2017

	Asset £ 000	Liability £ 000
Capital allowances and depreciation	6	201
Carried forward losses	-	-
Retirement benefit obligations	1,104	-
	<u>1,110</u>	<u>201</u>

Company

Deferred tax assets and liabilities

2018

	Asset £ 000
Capital allowances and depreciation	61
Retirement benefit obligations	1,351
	<u>1,412</u>

2017

	Asset £ 000
Capital allowances and depreciation	6
Retirement benefit obligations	1,104
	<u>1,110</u>

Tax relating to items recognised in other comprehensive income or equity - group

	2018 £ 000	2017 £ 000
Deferred tax related to items recognised as items of other comprehensive income	<u>(16)</u>	<u>(563)</u>

Numatic International Limited

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

11 Taxation (continued)

Tax relating to items recognised in other comprehensive income or equity - company

	2018 £ 000	2017 £ 000
Deferred tax related to items recognised as items of other comprehensive income	(16)	(563)

12 Intangible assets

Group

	Goodwill £ 000	Trademarks, patents and licenses £ 000	Software £ 000	Total £ 000
Cost or valuation				
At 1 January 2018	-	170	1,669	1,839
Additions acquired separately	112	109	237	458
Disposals	-	-	(57)	(57)
Foreign exchange movements	-	(2)	19	17
At 31 December 2018	112	277	1,868	2,257
Amortisation				
At 1 January 2018	-	113	780	893
Amortisation charge	-	6	222	228
Amortisation eliminated on disposals	-	-	(23)	(23)
Foreign exchange movements	-	(2)	13	11
At 31 December 2018	-	117	992	1,109
Carrying amount				
At 31 December 2018	112	160	876	1,148
At 31 December 2017	-	57	889	946

The aggregate amount of research and development expenditure recognised as an expense during the period is £1,121,000 (2017 - £959,000).

Numatic International Limited

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

12 Intangible assets (continued)

Company

	Trademarks, patents and licenses £ 000	Total £ 000
Cost or valuation		
At 1 January 2018	136	136
At 31 December 2018	136	136
Amortisation		
At 1 January 2018	79	79
Amortisation charge	6	6
At 31 December 2018	85	85
Carrying amount		
At 31 December 2018	51	51
At 31 December 2017	57	57

The aggregate amount of research and development expenditure recognised as an expense during the period is £1,121,000 (2017 - £959,000).

Numatic International Limited

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

13 Tangible assets

Group

	Land and buildings £ 000	Fixtures and fittings £ 000	Plant and machinery £ 000	Motor vehicles £ 000	Tooling £ 000	Total £ 000
Cost or valuation						
At 1 January 2018	35,015	5,709	16,236	1,143	12,407	70,510
Additions	3,705	775	1,216	177	1,053	6,926
Disposals	-	(95)	(266)	(97)	(7)	(465)
Transfers	(30)	16	234	(221)	-	(1)
Foreign exchange movements	63	(5)	22	(7)	2	75
At 31 December 2018	<u>38,753</u>	<u>6,400</u>	<u>17,442</u>	<u>995</u>	<u>13,455</u>	<u>77,045</u>
Depreciation						
At 1 January 2018	8,705	4,000	12,094	760	9,241	34,800
Charge for the year	808	726	1,227	130	970	3,861
Eliminated on disposal	-	(93)	(206)	(87)	(4)	(390)
Transfers	(30)	(28)	227	(170)	-	(1)
Foreign exchange movements	22	(7)	20	1	1	37
At 31 December 2018	<u>9,505</u>	<u>4,598</u>	<u>13,362</u>	<u>634</u>	<u>10,208</u>	<u>38,307</u>
Carrying amount						
At 31 December 2018	<u>29,248</u>	<u>1,802</u>	<u>4,080</u>	<u>361</u>	<u>3,247</u>	<u>38,738</u>
At 31 December 2017	<u>26,310</u>	<u>1,709</u>	<u>4,142</u>	<u>383</u>	<u>3,166</u>	<u>35,710</u>

Included within the net book value of land and buildings above is £29,248,000 (2017 - £26,310,000) in respect of freehold land and buildings.

Numatic International Limited

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

13 Tangible assets (continued)

Company

	Land and buildings £ 000	Fixtures and fittings £ 000	Plant and machinery £ 000	Motor vehicles £ 000	Tooling £ 000	Total £ 000
Cost or valuation						
At 1 January 2018	29,257	4,189	14,317	30	12,287	60,080
Additions	3,615	595	662	-	1,023	5,895
Disposals	-	(82)	(40)	-	(2)	(124)
At 31 December 2018	<u>32,872</u>	<u>4,702</u>	<u>14,939</u>	<u>30</u>	<u>13,308</u>	<u>65,851</u>
Depreciation						
At 1 January 2018	6,764	2,865	10,775	26	9,157	29,587
Charge for the year	705	582	992	1	961	3,241
Eliminated on disposal	-	(81)	(37)	-	-	(118)
At 31 December 2018	<u>7,469</u>	<u>3,366</u>	<u>11,730</u>	<u>27</u>	<u>10,118</u>	<u>32,710</u>
Carrying amount						
At 31 December 2018	<u>25,403</u>	<u>1,336</u>	<u>3,209</u>	<u>3</u>	<u>3,190</u>	<u>33,141</u>
At 31 December 2017	<u>22,493</u>	<u>1,324</u>	<u>3,542</u>	<u>4</u>	<u>3,130</u>	<u>30,493</u>

Included within the net book value of land and buildings above is £25,403,000 (2017 - £22,493,000) in respect of freehold land and buildings.

Numatic International Limited

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

14 Investments

Company

	2018 £ 000	2017 £ 000
Investments in subsidiaries	<u>6,920</u>	<u>6,312</u>

All subsidiary undertakings are involved in the sale and distribution of group and associated products and are included in the consolidation. All investments are by direct ownership. The addition in the year relates to Numatic International Spain, S.L., a new wholly owned subsidiary of the parent company.

Subsidiaries	£ 000
Cost or valuation	
At 1 January 2018	10,244
Additions	<u>88</u>
At 31 December 2018	<u>10,332</u>
Provision	
At 1 January 2018	3,932
Provision	<u>(520)</u>
At 31 December 2018	<u>3,412</u>
Carrying amount	
At 31 December 2018	<u><u>6,920</u></u>
At 31 December 2017	<u><u>6,312</u></u>

Numatic International Limited

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

14 Investments (continued)

Details of undertakings

Details of the investments (including principal place of business of unincorporated entities) in which the company holds 20% or more of the nominal value of any class of share capital are as follows:

Undertaking			Registered office	Holding	Proportion of voting rights and shares held	
					2018	2017
Subsidiary undertakings						
Numatic SAS	International	13 Rue de Valengelier 77500 Chelles France	Ordinary	100%	100%	
Numatic GmbH	International	District Court Hannover HRB 62313 Germany	Ordinary	100%	100%	
Numatic B.V.	International	Vennootsweg 15, 2404 CG Alphen aan den Rijn Holland	Ordinary	100%	100%	
Numatic (Proprietary) Ltd	International	Corner Sixteen and Pharmaceutical Road Midrand, Johannesburg, 1685 South Africa	Ordinary	100%	100%	
Numatic Schweiz AG	International	Sihlbruggstrasse 142 6340 Baar Switzerland	Ordinary	100%	100%	
Numatic ULDA	International	Rua da Boa Viagem, 177 4470 – 210 Maia Portugal	Ordinary	100%	100%	
Numatic Spain S.L.	International	Carrer de la Forja, 41, 08840 Viladecans, Barcelona, Spain Spain	Ordinary	100%	0%	

15 Stocks

	Group		Company	
	2018 £ 000	2017 £ 000	2018 £ 000	2017 £ 000
Raw materials and consumables	12,588	11,214	12,588	11,214
Work in progress	1,081	1,024	1,081	1,024
Finished goods and goods for resale	12,598	11,633	3,585	3,828
Other inventories	30	30	30	30
	<u>26,297</u>	<u>23,901</u>	<u>17,284</u>	<u>16,096</u>

Group

The cost of stocks recognised as an expense in the year amounted to £55,948,000 (2017 - £57,277,000).

Numatic International Limited

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

15 Stocks (continued)

Inventories are stated after provisions for impairment of £2,408,000 (2017: £2,080,000).

Company

Inventories are stated after provisions for impairment of £2,408,000 (2017: £2,080,000).

16 Debtors

		Group		Company	
	Note	2018 £ 000	2017 £ 000	2018 £ 000	2017 £ 000
Trade debtors		21,427	18,971	13,212	11,765
Amounts owed by related parties	26	-	-	9,172	7,878
Other debtors		187	1,387	6	-
Prepayments		1,647	1,107	1,161	730
Finance lease receivables	24	113	288	-	-
Deferred tax assets	11	1,459	1,110	1,413	1,111
		<u>24,833</u>	<u>22,863</u>	<u>24,964</u>	<u>21,484</u>
Less non-current portion		<u>(1,370)</u>	<u>(100)</u>	<u>(1,800)</u>	<u>(1,104)</u>
		<u>23,463</u>	<u>22,763</u>	<u>23,164</u>	<u>20,380</u>

Group trade debtors are stated after provisions for impairment of £318,000 (2017: £308,000). Company trade debtors are stated after provisions for impairment of £237,000 (2017: 238,000).

Details of non-current trade and other debtors

Group

£19,000 (2017 - £100,000) of finance lease receivables is classified as non current.

£1,351,000 (2017 - £1,104,000) of deferred tax assets is classified as non current.

Company

£449,000 (2017 - £Nil) of amounts owed by related parties is classified as non current.

£1,351,000 (2017 - £1,104,000) of deferred tax assets is classified as non current.

17 Cash and cash equivalents

	Group		Company	
	2018 £ 000	2017 £ 000	2018 £ 000	2017 £ 000
Cash at bank	42,860	32,452	38,735	29,569
Bank overdrafts	<u>(3,826)</u>	<u>(1,339)</u>	<u>(3,826)</u>	<u>(1,047)</u>
Cash and cash equivalents in statement of cash flows	<u>39,034</u>	<u>31,113</u>	<u>34,909</u>	<u>28,522</u>

Numatic International Limited

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

18 Creditors

		Group		Company	
	Note	2018 £ 000	2017 £ 000	2018 £ 000	2017 £ 000
Due within one year					
Loans and borrowings	23	3,916	5,178	3,826	4,775
Trade creditors		7,907	7,375	6,715	5,937
Amounts due to related parties	26	-	-	539	-
Social security and other taxes		3,215	2,743	2,073	1,611
Other payables		514	283	(1)	-
Accruals		8,413	7,776	7,169	6,868
Corporation tax liability	11	778	59	778	59
		<u>24,743</u>	<u>23,414</u>	<u>21,099</u>	<u>19,250</u>
Due after one year					
Loans and borrowings	23	4,602	1,117	3,770	-

19 Deferred tax and other provisions

Group

	Deferred tax £ 000	Other provisions £ 000	Total £ 000
At 1 January 2018	201	27	228
Increase (decrease) in existing provisions	45	(27)	18
Increase (decrease) due to foreign exchange differences	<u>2</u>	<u>-</u>	<u>2</u>
At 31 December 2018	<u>248</u>	<u>-</u>	<u>248</u>

Company

The company had no deferred tax liability or other provisions at 31 December 2018 other than the defined benefit pension provision disclosed in note 20.

20 Pension and other schemes

Defined contribution pension scheme

The group operates a defined contribution pension scheme. The total pension cost charge for the year represents contributions payable by the group to the funds and amounted to £2,360,000 (2017 - £2,287,000), including contributions payable by overseas subsidiary undertakings. The overseas subsidiary undertakings make contributions into employees' personal pension schemes.

Numatic International Limited

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

20 Pension and other schemes (continued)

Defined benefit pension schemes

Company only scheme

The company and employees contribute at the overall rate of 28% of gross salaries (of which contributions from members who have opted not to participate in the sacrifice arrangements represent just 0.1% of total gross salaries).

The date of the most recent comprehensive actuarial valuation was 01 April 2018. This valuation was carried out by BBS Consultants & Actuaries, and adjustments to the valuation have been based on assumptions as detailed further below. The actuary reviews the assets and liabilities of the scheme on a triennial basis for funding purposes. Interim valuations will continue to be performed at the end of each accounting year for the purposes of FRS 102 disclosures.

The actuarial assessment considers the assets and liabilities at the date of calculation and forecasts assets and liabilities in the future according to a set of assumptions, the most important of which are the rate of return on the assets and the rate of increase in remuneration and pensions.

The position will be reviewed at the next actuarial valuation, which should have an effective date not more than three years from the date of the latest valuation.

The total cost relating to defined benefit schemes for the year recognised in profit or loss as an expense was £3,132,000 (2017 - £2,184,000).

The total cost relating to defined benefit schemes for the year included in the cost of an asset was £Nil (2017 - £Nil).

Reconciliation of scheme assets and liabilities to assets and liabilities recognised

The amounts recognised in the statement of financial position are as follows:

	2018 £ 000	2017 £ 000
Fair value of scheme assets	66,478	70,843
Present value of defined benefit obligation	<u>(74,426)</u>	<u>(76,656)</u>
Defined benefit pension scheme deficit	<u>(7,948)</u>	<u>(5,813)</u>

Numatic International Limited

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

20 Pension and other schemes (continued)

Defined benefit obligation

Changes in the defined benefit obligation are as follows:

	2018 £ 000
Present value at start of year	76,656
Current service cost	1,799
Past service cost	912
Interest cost	1,969
Actuarial gains and losses	(5,086)
Benefits paid	(1,830)
Contributions by scheme participants	6
Present value at end of year	<u>74,426</u>

Fair value of scheme assets

Changes in the fair value of scheme assets are as follows:

	2018 £ 000
Fair value at start of year	70,843
Interest income	1,835
Actuarial gains and losses	(5,677)
Employer contributions	1,588
Contributions by scheme participants	6
Benefits paid	(1,830)
Scheme expenses	(287)
Fair value at end of year	<u>66,478</u>

Analysis of assets

The major categories of scheme assets are as follows:

	2018 %	2017 %
Equity instruments	33	37
Investment funds	67	63
	<u>100</u>	<u>100</u>

Return on scheme assets

	2018 £ 000	2017 £ 000
Return on scheme assets	<u>1,835</u>	<u>1,808</u>

The pension scheme has not invested in any of the company's own financial instruments or in properties or other assets used by the company.

Numatic International Limited

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

20 Pension and other schemes (continued)

Principal actuarial assumptions

The principal actuarial assumptions at the statement of financial position date are as follows:

	2018 %	2017 %
Discount rate	2.90	2.60
Long-term salary increases	2.90	2.90
Future pension increases	3.30	3.30
Inflation	3.40	3.40

Post retirement mortality assumptions

	2018 Years	2017 Years
Current UK pensioners at retirement age - male	86.00	86.00
Current UK pensioners at retirement age - female	88.00	88.00
Future UK pensioners at retirement age - male	87.00	87.00
Future UK pensioners at retirement age - female	89.00	89.00

21 Share capital

Allotted, called up and fully paid shares

	2018 No. 000	£ 000	2017 No. 000	£ 000
Ordinary shares of £0.01 each	5,000	50.00	5,000	50.00
Preference shares of £0.99 each	5,000	4,950.00	5,000	4,950.00
Ordinary A shares of £0.01 each	556	5.56	556	5.56
Ordinary B shares of £0.01 each	694	6.94	694	6.94
	<u>11,250</u>	<u>5,012.50</u>	<u>11,250</u>	<u>5,012.50</u>

Rights, preferences and restrictions

Ordinary shares have the following rights, preferences and restrictions:

There are no restrictions on the distribution of dividends and repayment of capital with regards to the ordinary shares.

Ordinary A shares have the following rights, preferences and restrictions:

There are restrictions on the distribution of dividends and repayment of capital with regards to achievement of Hurdles as defined in the Company's articles of association.

Ordinary B shares have the following rights, preferences and restrictions:

There are restrictions on the distribution of dividends and repayment of capital with regards to achievement of the Hurdles as defined in the Company's articles of association.

Preference shares have the following rights, preferences and restrictions:

The shares are entitled to participate in the profits available for distribution in each financial year, with payment of the preference dividend each year equal to 5% of the nominal value of each preference share. The shares are also entitled to participate in a return of capital on liquidation.

Numatic International Limited

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

22 Reserves

Group

Profit and loss account

This reserve records retained earnings and accumulated losses

The changes to each component of equity resulting from items of other comprehensive income for the current year were as follows:

	Retained earnings £ 000	Total £ 000
Foreign currency translation gains/(losses)	(239)	(239)
Remeasurement gain/loss on defined benefit pension schemes	(606)	(606)
	<u>(845)</u>	<u>(845)</u>

The changes to each component of equity resulting from items of other comprehensive income for the prior year were as follows:

	Retained earnings £ 000	Total £ 000
Foreign currency translation gains/(losses)	366	366
Remeasurement gain/loss on defined benefit pension schemes	1,771	1,771
	<u>2,137</u>	<u>2,137</u>

23 Loans and borrowings

	Group		Company	
	2018 £ 000	2017 £ 000	2018 £ 000	2017 £ 000
Non-current loans and borrowings				
Bank borrowings	<u>4,602</u>	<u>1,117</u>	<u>3,770</u>	<u>-</u>
	Group		Company	
	2018 £ 000	2017 £ 000	2018 £ 000	2017 £ 000
Current loans and borrowings				
Bank borrowings	90	3,839	-	3,728
Bank overdrafts	<u>3,826</u>	<u>1,339</u>	<u>3,826</u>	<u>1,047</u>
	<u>3,916</u>	<u>5,178</u>	<u>3,826</u>	<u>4,775</u>

Numatic International Limited

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

23 Loans and borrowings (continued)

Bank borrowings covering the bank loan and the overdraft facility are secured by specific legal charges over freehold land and property.

The company bank loan represents partial draw down on a revolving credit facility with Barclays Bank. Interest is charged at the EUR base rate plus a fixed margin.

Group

Included in the loans and borrowings are the following amounts due after more than five years:

	2018 £ 000	2017 £ 000
After more than five years by instalments	480	673

Borrowings due after five years

The amounts falling due for payment after more than five years are for mortgages with repayment terms over maximum period of 25 years and interest rates between 2.56% and 5.25%. The mortgages will be fully repaid between 9 and 13 year's time.

24 Obligations under leases and hire purchase contracts

Group

Operating leases

The total of future minimum lease payments is as follows:

	2018 £ 000	2017 £ 000
Not later than one year	955	1,012
Later than one year and not later than five years	1,885	1,910
Later than five years	<u>1,172</u>	<u>1,543</u>
	<u>4,012</u>	<u>4,465</u>

The amount of non-cancellable operating lease payments recognised as an expense during the year was £1,364,000 (2017 - £1,289,000).

Numatic International Limited

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

24 Obligations under leases and hire purchase contracts (continued)

Finance leases - lessor

The group entered into finance leasing arrangements for use of its' equipment, with lease terms between 2 and 3 years.

The amount of the net investment in a finance lease is determined as shown in the following table:

	2018 £ 000	2017 £ 000
Minimum lease payments	124	328
Unguaranteed residual value	-	-
Gross investment	124	328
Unearned finance income	(11)	(40)
Net investment (present value of minimum lease payments)	113	288

The gross investment amount and the present value of payable minimum lease payments are shown in the following table:

	2018 £ 000		2017 £ 000	
	Gross investment in lease	Present value of minimum lease payments	Gross investment in lease	Present value of minimum lease payments
Maturity				
Not later than one year	103	94	222	188
Later than one year and not later than five years	21	19	106	100
	124	113	328	288

Contingent rents recognised as income in the period are £Nil (2017 - £Nil).

Numatic International Limited

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

24 Obligations under leases and hire purchase contracts (continued)

Company

Operating leases

The total of future minimum lease payments is as follows:

	2018 £ 000	2017 £ 000
Not later than one year	355	409
Later than one year and not later than five years	427	605
	<u>782</u>	<u>1,014</u>

The amount of non-cancellable operating lease payments recognised as an expense during the year was £557,000 (2017 - £575,000).

25 Commitments

Group

Capital commitments

Capital commitments not provided for in the financial statements include contracts for future capital expenditure of property, plant and equipment.

The total amount contracted for but not provided at both Group and Company level in the financial statements was £195,409 (2017 - £Nil).

26 Related party transactions

The company is under the control of the directors who are also the shareholders. Majority control is with Mr C R Duncan by virtue of his shareholding in the company.

Other than the transactions disclosed for key management personnel, the Company's other related party transactions were with wholly owned subsidiaries, and as such are exempt from disclosure.

Key management personnel include all persons that have authority and responsibility for planning, directing and controlling the activities of the company. All directors are considered to be key management personnel of the company. Total remuneration in respect of these individuals is disclosed in note 9.

27 Financial instruments

Group

Categorisation of financial instruments

	2018 £ 000	2017 £ 000
Financial assets that are debt instruments measured at amortised cost	21,645	20,234
	<u>21,645</u>	<u>20,234</u>
Financial liabilities measured at amortised cost	22,390	19,643
	<u>22,390</u>	<u>19,643</u>

The group only has financial assets and financial liabilities of a kind that qualify as basic financial instruments. No transactions have been deferred beyond normal credit terms or financed at non-market rates of interest.

Numatic International Limited

Notes to the Financial Statements for the Year Ended 31 December 2018 (continued)

27 Financial instruments (continued)

Items of income, expense, gains or losses

The total interest income for financial assets not measured at fair value through profit or loss is £Nil (2017 - £Nil). The total interest expense for financial liabilities not measured at fair value through profit or loss is £Nil (2017 - £Nil).