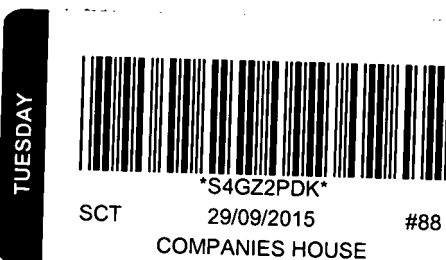


Registered No: 01342230

Cooper Fulleon Limited

Report and Financial Statements

31 December 2014



Cooper Fulleon Limited

Registered No. 01342230

Directors

R Howes

A Jackson

Secretaries

Abogado Nominees Limited

Auditors

Ernst & Young LLP

5 George Square

G1

Glasgow

G2 1DY

Registered Office

Jephson Court

Tancred Close

Queensway

Royal Leamington Spa

Warwickshire CV31 3RZ

Strategic report

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

Results and dividends

The profit for the year after taxation amounted to £3,873,000 (2013 profit – £2,803,000). The directors paid a dividend of £nil (2013 - £nil).

Principal activities and review of the business

The principal activity of the company during the year was the production of electronic sounders for use in fire alarm and security systems and associated equipment.

Fulleon continues to trade successfully despite increased competition. Ongoing emphasis on cost control resulted in the company maintaining operating margins and return on sales.

| Key Performance Indicators | Definition | Ratio | |
|---------------------------------------|--|-------|-------|
| | | 2014 | 2013 |
| Return on sales | Profit before tax/Turnover | 17.8% | 18.3% |
| Gross Profit% | Gross Profit/Turnover | 42.2% | 41.5% |
| Operating Profit % | Operating Profit/Turnover | 17.8% | 18.2% |
| Operating working capital turns | Turnover/(Trade debtors+ stocks-trade creditors) | 6.5 | 8.0 |
| Inventory turns | Annual cost of sales(COS)/stocks | 7.9 | 9.9 |
| Operating Profit per employee (£'000) | Operating Profit/ number of employees | 39.13 | 32.9 |
| Trade debtor days | Trade debtors/Average sales per day | 49.6 | 50.6 |
| Trade creditor days | Trade creditors/Average COS per day | 35.4 | 45.0 |

Strategic report (continued)

Principal risks and uncertainties

The principal risks and uncertainties facing the company are broadly grouped as – competitive, legislative and financial.

Competitive risks

There is increasing competition from companies in the market on price, service and technology.

Legislative risks

In the UK and Europe, electronic sounders must be manufactured to EU standards which are subject to continuous revision. Any new directives may have an impact on the returns the company currently delivers. In addition to the compliance costs, failure to comply with the standards could materially affect the company's ability to operate in a particular market.

The developing markets of Asia and South America are setting their own standards which are different to those required in Europe and the US resulting in increased costs of entry into these markets.

Financial

As the company operates worldwide and sells in different currencies, exchange rate movement is a constant risk to profitability as it is not possible to continually revise prices.


Future developments

The company is expected to continue with its current activity

Research and development activities

The company has maintained its commitment in the area of research and development. Continuity of investment in this area is essential for the company to retain a competitive position in the market.

By order of the Board


A Jackson
Director

Date: 28 September 2015

Directors' report

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

Information contained within the Strategic Report

The directors have chosen to disclose information on the following, required by the Companies Act 2006 to be included in the Directors' Report, within the Strategic Report, found on pages 2 and 3:

- Information on financial risk management and policies; and
- Information regarding future developments of the business

Directors

The directors who served the company during the year were as follows:

| | |
|---------------|----------------------------|
| R L Campbell | (Resigned 31 January 2015) |
| S D Whittaker | (Resigned 28 May 2015) |
| R Howes | (Appointed 28 May 2015) |
| A Jackson | (Appointed 28 May 2015) |

Going concern

The company's business activities, together with the factors likely to affect its future development, performance and position are set out in the Directors' report.

The directors have a reasonable expectation that the company has adequate resources to continue in operation for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Employees

The company gives disabled people full and fair consideration for all job vacancies for which they offer themselves as suitable candidates, having regard to their particular aptitudes and abilities. Whenever possible, provision is made for training and career development of disabled persons and every effort would be made to retrain any employee who became disabled. The company recognises the importance of good employee relations and the management is encouraged to adopt such employee consultation as appropriate.

Directors' qualifying third party indemnity provisions

Eaton Corporation plc, the ultimate parent has indemnified one or more directors of the company against liability in respect of proceedings brought by third parties subject to the conditions set out in section 234 of the Companies Act 2006. Such qualifying third party indemnity provision remains in force as at the date of approving the directors' report.

Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the company's auditor, the directors have taken all the steps that they are obliged to take as directors in order to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

Director's Report

Auditors

A resolution to reappoint Ernst & Young LLP as auditors will be put to the members at the Annual General Meeting.

By order of the Board

A handwritten signature in black ink, appearing to be 'A Jackson', written over a circular stamp or mark.

A Jackson
Director
Date: 28 September 2015

Statement of directors' responsibilities

The directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and 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 proper accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent auditor's report

to the members of Cooper Fulleon Limited

We have audited the financial statements of Cooper Fulleon Limited for the year ended 31 December 2014 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet, and the related notes 1 to 20. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 6, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Strategic Report and Directors' Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2014 and of its 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.

Opinion on other matter prescribed by the Companies Act 2006

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

Independent auditor's report (continued)

to the members of Cooper Fulleon Limited

Matters on which we are required to report by exception

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

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

Ernst & Young LLP

Annie Graham, (Senior Statutory Auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Glasgow

29/9/15

Profit and loss account

for the year ended 31 December 2014

| | Notes | 2014 £000 | 2013 £000 |
|--|-------|--------------|--------------|
| Turnover | 2 | 21,694 | 20,075 |
| Cost of sales | | (12,536) | (11,736) |
| Gross Profit | | 9,158 | 8,339 |
| Net operating expenses | 4 | (5,323) | (4,689) |
| Operating Profit | 3 | 3,835 | 3,650 |
| Interest receivable and similar income | 6 | 23 | 18 |
| Profit on ordinary activities before taxation | | 3,858 | 3,668 |
| Tax | 7 | 15 | (865) |
| Profit for the financial year | 13 | 3,873 | 2,803 |

The profit and loss account is prepared in respect of continuing activities.

Statement of total recognised gains and losses

for the year ended 31 December 2014

There are no recognised gains or losses other than disclosed in the profit and loss account above.

Balance Sheet

at 31 December 2014

| | Notes | 2014 £000 | 2013 £000 |
|---|-------|--------------|--------------|
| Fixed assets | | | |
| Tangible assets | 8 | 1,508 | 1,563 |
| Current assets | | | |
| Stocks | 9 | 1,586 | 1,184 |
| Debtors | 10 | 18,311 | 3,610 |
| Cash at bank and in hand | | 571 | 6,449 |
| | | 20,468 | 11,243 |
| Creditors: amounts falling due within one year | 11 | (11,171) | (5,875) |
| Net current assets | | 9,296 | 5,368 |
| Total assets less current liabilities | | 10,804 | 6,931 |
| Capital and reserves | | | |
| Called up share capital | 12 | 40 | 40 |
| Profit and loss account | 13 | 10,764 | 6,891 |
| Shareholders' funds | 13 | 10,804 | 6,931 |

These financial statements were approved by the directors and authorised for issue on 28 September 2015 and are signed on their behalf by:



A Jackson
Director

Reg no. 0134 2230

Notes to the financial statements

at 31 December 2014

1. Accounting policies

Basis of preparation

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards. The accounts have been prepared on a going concern basis.

Statement of cash flows

Under FRS1 the company is exempt from the requirement to prepare a statement of cash flows, on the grounds that the ultimate parent undertaking includes the company in its own published group financial statements.

Revenue

Revenue is recognised to the extent that the company obtains the right to consideration in exchange for its performance. Revenue is measured at the fair value of the consideration received, excluding discounts, rebates, VAT and other sales taxes or duty. Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on dispatch of the goods.

Research and development

Expenditure on research and development is written off in the year in which it is incurred.

Tangible fixed assets

Depreciation is provided on all tangible fixed assets, other than freehold land, at rates calculated to write off the cost, less estimated residual value based on prices prevailing at the date of acquisition, of each asset evenly over its expected useful life, as follows:

| | | |
|---------------------|---|--------------|
| Freehold buildings | – | 30 years |
| Plant and machinery | – | 4 to 7 years |

The carrying values of tangible fixed assets are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

Stocks

Stocks are stated at the lower of cost and net realisable value. Finished goods and work in progress includes all direct costs and attributable overheads incurred in bringing the stocks to their present location and condition.

Net realisable value is based on estimated selling prices less any further costs expected to be incurred to completion and disposal.

Tax

The charge for taxation is based on the result for the year and takes into consideration timing differences arising as a result of different treatments of certain items for taxation and accounting purposes.

Notes to the financial statements (continued)

at 31 December 2014

1. Accounting policies (continued)

Deferred taxation

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or right to pay less or to receive more, tax, with the following exception:

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

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

Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date.

All differences are taken to the profit and loss account.

Leasing and hire purchase commitments

Rentals payable under operating leases are charged in the profit and loss account on a straight line basis over the lease term.

Pensions

Cooper Safety Limited, the immediate parent undertaking of the company operates a defined contribution pension scheme in respect of certain employees. The scheme's funds are administered by trustees and are independent of the company's finances. Pension costs are charged to the profit and loss account in the year in which contributions fall due.

Notes to the financial statements (continued)

at 31 December 2014

2. Turnover

Turnover, which is stated net of value added tax, represents amounts invoiced to third parties and is attributable to one continuing activity, as stated in the directors' report.

An analysis of turnover by geographical market is given below:

| | 2014 £000 | 2013 £000 |
|--------|---------------|---------------|
| UK | 5,930 | 5,961 |
| Europe | 12,606 | 12,807 |
| Other | 3,158 | 1,307 |
| | <u>21,694</u> | <u>20,075</u> |

3. Operating Profit

This is stated after charging:

| | 2014 £000 | 2013 £000 |
|--|--------------|--------------|
| Auditors' remuneration – audit of the accounts | 6 | 22 |
| Depreciation of owned fixed assets | 113 | 98 |
| Hire of plant and equipment | 33 | 89 |
| Research and development expenditure written off | 871 | 690 |

4. Net operating expenses

| | 2014 £000 | 2013 £000 |
|-------------------------|--------------|--------------|
| Distribution costs | 209 | 149 |
| Administrative expenses | 5,114 | 4,540 |
| | <u>5,323</u> | <u>4,689</u> |

5. Staff costs

| | 2014 £000 | 2013 £000 |
|-----------------------|--------------|--------------|
| Wages and salaries | 2,514 | 2,534 |
| Social security costs | 254 | 256 |
| Other pension costs | 191 | 169 |
| | <u>2,959</u> | <u>2,959</u> |

Notes to the financial statements (continued)

at 31 December 2014

5. Staff costs (continued)

The average monthly number of employees during the year was made up as follows:

| | 2014 No. | 2013 No. |
|----------------|-------------|-------------|
| Production | 50 | 61 |
| Sales | 16 | 16 |
| Administration | 27 | 34 |
| | <u>93</u> | <u>111</u> |

Directors' remuneration:

| | 2014 £000 | 2013 £000 |
|--|--------------|--------------|
| Remuneration | 142 | 130 |
| Contributions to money purchased pension schemes | 23 | 21 |
| | <u>165</u> | <u>151</u> |

| | 2014 | 2013 |
|--|------|------|
| Number of directors remunerated by the company who received share options in respect of qualifying services: | 1 | 1 |

| | | |
|---|---|---|
| Number of directors remunerated by the company who exercised share options: | 1 | 1 |
|---|---|---|

| | | |
|--|---|---|
| Number of directors remunerated by the company accruing benefits under money purchased pension scheme: | 1 | 1 |
|--|---|---|

The directors remunerated by Cooper Fulleon Ltd perform qualifying services for this company only and not for other companies in the Cooper group.

In addition, a number of other directors of the company are remunerated by other companies in the Cooper group. These directors estimate that the value of their qualifying services provided to this company is £21,000 (2013 - £15,000).

Notes to the financial statements (continued)

at 31 December 2014

6. Interest receivable and similar income

| | 2014 | 2013 |
|--------------------------|-----------|-----------|
| | £000 | £000 |
| Bank interest receivable | 23 | 18 |
| | <u>23</u> | <u>18</u> |

7. Tax

(a) Tax (credit)/charge on profit on ordinary activities

The tax (credit)/charge is made up as follows:

| | 2014 | 2013 |
|--|-------------|------------|
| | £000 | £000 |
| <i>Current tax:</i> | | |
| UK corporation tax on profits for the year | - | 853 |
| Total current tax (note 7(b)) | <u>-</u> | <u>853</u> |
| <i>Deferred tax:</i> | | |
| Origination/reversal of timing differences | (14) | 10 |
| Impact of change in rates | - | 5 |
| Adjustments in respect of prior years | (1) | (3) |
| | <u>(15)</u> | <u>12</u> |
| Tax on profit on ordinary activities | <u>(15)</u> | <u>865</u> |

Notes to the financial statements (continued)

at 31 December 2014

7. Tax (continued)

(b) Factors affecting tax charge for the year

The tax assessed for the year differs from the standard rate of corporation tax in the UK of 21.49% (2013 – 23.25%). The differences are explained below:

| | 2014 £000 | 2013 £000 |
|---|--------------|--------------|
| Profit on ordinary activities before tax | 3,858 | 3,668 |
| Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 21.49% (2013 – 23.25%) | 829 | 852 |
| <i>Effects of:</i> | | |
| Expenses not deductible for tax purposes | 1 | 2 |
| Depreciation in excess of capital allowances | (5) | (12) |
| Depreciation on ineligible assets less IBAs | 10 | 11 |
| Other timing differences | 21 | - |
| Utilisation of group losses | (856) | - |
| Current tax for the year (note 7 (a)) | - | 853 |
| (c) Deferred tax asset | | |
| | 2014 £000 | 2013 £000 |
| At 1 January | 21 | 33 |
| Credited/(Charged) to the profit and loss account (note 7(a)) | 15 | (12) |
| At 31 December | 36 | 21 |

Notes to the financial statements (continued)

at 31 December 2014

7. Tax (continued)

Deferred taxation assets recognised in the accounts are as follows:

| | <i>2014</i> | <i>2013</i> |
|--|-------------|-------------|
| | <i>£000</i> | <i>£000</i> |
| Depreciation in excess of capital allowances | 16 | 21 |
| Other timing differences | 20 | - |
| | <u>36</u> | <u>21</u> |

(d) Change to future tax rates

Announcements were made during the year by the Chancellor of the Exchequer of proposed changes to corporation tax rates which will have an effect on the future tax charge of the company. Reductions in the main rate of corporation tax from 21% to 20% from 1 April 2014, and 18% from 1 April 2020 were substantively enacted during the year. Consequently deferred tax has been calculated at the year end using a tax rate of 20%

Notes to the financial statements (continued)

at 31 December 2014

8. Tangible fixed assets

| | <i>Freehold land and buildings £000</i> | <i>Plant and equipment £000</i> | <i>Total £000</i> |
|--------------------------|---|---|-----------------------|
| Cost: | | | |
| At 1 January 2014 | 1,712 | 1,651 | 3,363 |
| Additions | 29 | 29 | 58 |
| At 31 December 2014 | 1,741 | 1,680 | 3,421 |
| Depreciation: | | | |
| At 1 January 2014 | 486 | 1,314 | 1,800 |
| Provided during the year | 46 | 67 | 113 |
| At 31 December 2014 | 532 | 1,381 | 1,913 |
| Net book value: | | | |
| At 31 December 2014 | 1,209 | 299 | 1,508 |
| At 31 December 2013 | 1,226 | 337 | 1,563 |

The total cost of non-depreciable land is £329,000 (2013 – £329,000).

9. Stocks

| | <i>2014 £000</i> | <i>2013 £000</i> |
|-------------------------------------|----------------------|----------------------|
| Raw materials and consumables | 555 | 1,028 |
| Work in progress | 564 | - |
| Finished goods and goods for resale | 467 | 156 |
| | 1,586 | 1,184 |

The difference between the purchase price or production cost of stocks and their replacement cost is considered by the directors as being not material.

Notes to the financial statements (continued)

at 31 December 2014

10. Debtors

| | 2014 £000 | 2013 £000 |
|--|---------------|--------------|
| Trade debtors | 2,947 | 2,785 |
| Amounts owed by group undertakings | 15,014 | 440 |
| Other taxation & social security debtors | 271 | 287 |
| Prepayments and accrued income | 43 | 77 |
| Deferred tax asset (note 7(c)) | 36 | 21 |
| | <u>18,311</u> | <u>3,610</u> |

11. Creditors: amounts falling due within one year

| | 2014 £000 | 2013 £000 |
|------------------------------------|---------------|--------------|
| Trade creditors | 1,215 | 1,447 |
| Amounts owed to group undertakings | 7,834 | 2,363 |
| Corporation tax | 1,660 | 1,660 |
| Accruals and deferred income | 462 | 405 |
| | <u>11,171</u> | <u>5,875</u> |

12. Issued share capital

| | No. | 2014 £'000 | No. | 2013 £'000 |
|---|--------|---------------|--------|---------------|
| <i>Allotted, called up and fully paid</i> | | | | |
| Ordinary shares of £1 each | 40,000 | 40 | 40,000 | 40 |

13. Reconciliation of shareholders' funds and movement on reserves

| | Share capital £000 | Total Profit and loss account £000 | share- holders' funds £000 |
|---------------------|--------------------------|--|-------------------------------------|
| At 1 January 2014 | 40 | 6,891 | 6,931 |
| Profit for the year | - | 3,873 | 3,873 |
| At 31 December 2014 | <u>40</u> | <u>10,764</u> | <u>10,804</u> |

14. Pension commitments

The pension charge for the year ended 31 December 2014 was £190,555 (2013 – £168,700). At 31 December 2014, there were no outstanding contributions (2013 – £nil). The company employees participate in the Cooper Safety Limited defined contribution scheme.

Notes to the financial statements (continued)

at 31 December 2014

15. Operating lease commitments

At the end of the year the company had annual commitments under non-cancellable operating leases in respect of plant and machinery as follows:

| | 2014 £000 | 2013 £000 |
|----------------------|--------------|--------------|
| Leases expiring: | | |
| Within one year | 5 | 8 |
| In two to five years | 41 | 77 |
| | <u>46</u> | <u>85</u> |

16. Contingent liabilities

Guarantees have been given by the company in the ordinary course of business in respect of overdraft facilities granted to certain group companies. At the balance sheet date, £nil (2013 – £67,159,000) was outstanding under such guarantees.

17. Capital commitments

Amounts contracted for but not provided for in the financial statements amounted to £nil (2013 – £2,900).

18. Dividends

No dividends were proposed or paid during the year.

19. Related party transactions

The company has taken advantage of the exemption under FRS 8 not to disclose transactions with fellow group companies.

20. Ultimate parent undertaking and controlling party

The company is a subsidiary of Cooper Safety Limited which is the immediate parent company incorporated in England and Wales. The ultimate parent undertaking and controlling party is Eaton Corporation plc, which is registered in Ireland, and listed on the New York Stock Exchange. It is the only group which prepares group financial statements which include the results of Cooper Fulleon Limited.

Copies of the group financial statements of Eaton Corporation plc are available to the public and may be obtained from Jephson Court, Tancred Close, Royal Leamington Spa, Warwickshire, CV31 3RZ.