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# Hornby PLC

## Annual Report & Accounts

FOR THE YEAR ENDED 31 MARCH 2011

**The Group's principal business is the development, production and supply of hobby and toy products. The Group distributes its products through a network of specialist and multiple retailers throughout the UK and overseas.**

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# Financial Highlights

- Revenue down by 1% to £63.4m
- Underlying operating profit down 20% to £5.2m
- Underlying profit before taxation down 23% to £4.4m
- Net debt up from £3.2m to £6.1m
- Final dividend per share 5.0p

	2011	%	2010
	£'000		£'000
<b>Revenue</b>	<b>63,372</b>	(1%)	63,863
Underlying*			
Operating profit	<b>5,185</b>	(20%)	6,497
Profit before taxation	<b>4,423</b>	(23%)	5,708
Profit after taxation	<b>3,176</b>	(23%)	4,151
Basic earnings per share	<b>8.3</b>	(24%)	11.0
<b>Reported</b>			
Operating profit	<b>4,891</b>	(19%)	6,004
Profit before taxation	<b>4,129</b>	(21%)	5,215
Profit after taxation	<b>2,855</b>	(23%)	3,685
Basic earnings per share (pence)	<b>7.5</b>	(23%)	9.8
Net debt	<b>6,082</b>	93%	3,154
Total dividend per share (pence)	<b>5.0</b>	0%	5.0

\* Underlying figures are before amortisation of intangibles and net foreign exchange adjustments on intercompany loans

# Chairman's Statement

We have continued to develop strategies for our brands and have signed a number of new high profile licences. We expect these new licences to perform strongly from 2012 and beyond. The Group is well positioned to deliver growth across our product range.

## Overview

This has been a very important year for Hornby. We have now established the platform from which we can drive significant growth. Whilst demand for our products has remained strong across all our major markets, supply chain issues have constrained our sales. We have taken steps with our largest supplier and with new suppliers to address this issue which has resulted in improvement in supplies in recent months. We have continued to develop strategies for our brands and have signed a number of new high profile licences. We expect these new licences to perform strongly from 2012 and beyond. The Group is well positioned to deliver growth across our product range.

## Business performance

The result for the year was impacted negatively by two factors. Firstly our largest supplier in China failed to meet our product supply requirements, primarily as a result of implementing an Enterprise Resource Planning (ERP) system during the early part of our financial year, causing substantial short term disruption to our supplies. Whilst supplies improved during the year, it was not possible to recover the backlog. Supplies to our European subsidiaries were particularly badly affected. We are very conscious of the fact that shortcomings in our supply chain have held back the Group's progress for a number of years. Our products are complex to manufacture and require specialist skills. Throughout this extended period we have been working closely with our largest supplier and others to improve performance and at the same time to diversify our supply base. We have also engaged additional staff in Hong Kong/China to assist with production planning and to help ensure that our requirements are met. Over recent months our largest supplier has been manufacturing at the level we now

require and, with additional suppliers coming on stream, we do not expect such supply shortages to constrain sales in the forthcoming financial year. Secondly, the unusually harsh weather across the UK in December resulted in sales activity over the most important period of the year being severely reduced. Whilst there is no guarantee that this will not happen again, it was a particularly unusual occurrence and therefore less likely to recur this year. The Board is pleased that demand for the Group's products remains strong and this coupled with the opportunity represented by our commercial association with the London 2012 Olympics gives the Board significant confidence for the future.

## Results

As noted above sales were constrained by supply chain shortages in our largest supplier in China. Overall sales at £63.4 million were 1% below the previous year (2010 – £63.9 million as restated).

The first half sales increase of 2% was not maintained in the second half as a result of supply shortages and the poor pre-Christmas sales performance caused by adverse weather. This also had the effect, particularly in the UK, of reducing restocking orders in the early part of 2011.

Pre-tax profit before amortisation of intangibles and net foreign exchange adjustments on intercompany loans (hereafter referred to as underlying pre-tax profits) was £4.4 million (2010 – £5.7 million) (see note 1). Basic earnings per share calculated on underlying pre-tax profit (hereafter referred to as underlying basic earnings per share) were 8.34p (2010 – 10.99p). Statutory pre-tax profit was £4.1 million (2010 – £5.2 million) and statutory basic earnings per share were 7.50p (2010 – 9.76p).

One of the effects of the reduction in pre- and post-Christmas sales in the UK was to increase stock levels at the year end. This, and the payment of dividends during the year, resulted in an increase in net debt. Net debt as at 31 March 2011 was £6.1 million (2010 - £3.2 million).

#### Dividend

The board recognises that performance in the year to 31 March 2011 was affected adversely by external factors that are unlikely to be repeated this year. The Board is therefore pleased to recommend that the total dividend for the year be maintained at 5.0p per ordinary share (2010 - 5.0p). An interim dividend of 1.7p has already been paid, so the final dividend of 3.3p will be paid on 19 August 2011 to shareholders on the register at 15 July 2011.

Over the past years the phasing of the Group's sales has become progressively more weighted towards the October to December period. This trend is expected to continue, with a consequential effect on the Group's peak working capital requirement, which occurs in the August to November period. The Board has therefore reviewed the timing of dividend payments for future years and proposes, for 2012 and subsequent years, to reschedule the timing of the final dividend payment to December of each year.

#### Banking Facilities

The Group continues to have access to secured banking facilities of £20.0 million in the UK. These facilities comprise a £10.0 million amortising Term Loan which expires in July 2014 and a £10.0 million Secured Money Market Loan with an unexpired term of over one year. Borrowings in the year ended 31 March 2011 peaked at £14.6 million. The Group remained comfortably within all of its covenants during the year.

#### Product Development

Our product development programme continues to be a key driver of our business. We continue to increase our resources in this area in order to cope with the additional demands of our subsidiaries and the increase in product categories.

#### Outlook

Despite the frustrations caused by supply delays, the Group has continued to exploit the synergies arising from its strong brand portfolio. In particular our prominent position has resulted in further high profile licences being secured. We will shortly launch Scalextric products based on the forthcoming Disney/Pixar movie 'Cars 2'. We have also achieved a major coup in securing worldwide Slot-racing rights to the *Star Wars* movie franchise. Beginning with the theatrical release of *Star Wars* Episode I *The Phantom Menace* in 2012, Lucasfilm will convert the series of six *Star Wars* movies into 3D format. We believe that our association with this powerful franchise will drive incremental Scalextric sales for many years to come, particularly in the USA.

Our London 2012 product sales are gathering momentum and we are increasingly convinced that our involvement with this once in a lifetime opportunity will have long term benefits in respect of distribution and product category diversification.

We look forward with anticipation and confidence to the new financial year and beyond.

Finally, I would like to thank our Chief Executive Frank Martin and through him, all our staff, for their continuing commitment to growing the business, and ensuring that future return to shareholders is maximised.

Neil Johnson  
Chairman  
3 June 2011



# Chief Executive's Report

The Group's principal business is the development, production and supply of hobby and toy products. The Group distributes its products through a network of specialist and multiple retailers throughout the UK and overseas. The Group markets its products under a number of brands well known in their respective markets. These brands include Hornby, Scalextric, Electrotren, Lima, Jouef, Rivarossi, Arnold, Airfix, Humbrol and Corgi.

## Financial Review

Consolidated revenue for the year ended 31 March 2011 was £63.4 million, a reduction of 1% compared to the previous year's £63.9 million (as restated).

	2011	2010
Reported gross profit margin	46.2%	49.0%
Adjusted gross profit margin	46.2%	47.4%
Underlying profit before tax margin*	7.0%	8.9%
Reported profit before tax margin	6.5%	8.2%
Underlying basic earnings per share*	8.34p	10.99p
Statutory basic earnings per share	7.50p	9.76p
Net debt	£6.1m	£3.2m

\* Stated before amortisation of intangibles and net foreign exchange adjustments on intercompany loans

Full year gross profit margin was 46.2% (2010 - 49.0%), which does not take into account the impact of margin related hedged foreign exchange transaction gains and losses that are required to be reported within operating income / expense. The adjusted gross profit margin after incorporating net exchange losses was 46.2% (2010 - 47.4%). The reduction in adjusted gross profit margin was primarily a result of changes in the product mix of sales. We continued to suffer supply shortages in our higher margin collectable model railway categories, particularly in International markets, whereas supplies of lower margin model railway sets were less disrupted. Underlying profit before tax\* at £4.4 million was below 2010 (£5.7million) due primarily to the lower gross profit margin.

Net debt at 31 March 2011 was £6.1 million compared with £3.2 million at

31 March 2010. The increase of £2.9 million reflected the payment of a dividend for the year ended 31 March 2010, which was paid as a single sum in August 2010, no interim dividend having been paid and the payment of an interim dividend in January 2011. In addition, inventories were higher at 31 March 2011 than a year previously, mainly as a result of the negative impact on sales caused by the bad weather across Northern Europe during December 2010. We expect these inventories to be sold in the normal course of business during the new financial year without negative impact on margins.

Hornby sources the majority of its products in China and India, via third-party contract manufacturers. The Group continued to experience delays in supplies from its largest supplier in China. This problem was mitigated, to some extent, by significant volumes becoming available from new suppliers of model railway products. However, the net effect was to depress sales, particularly in our European subsidiaries. Throughout the year we worked closely with our largest supplier to improve performance. I am pleased to report that since the beginning of March 2011 production volumes in our largest supplier have been in line with our average monthly requirement for the new financial year. This time last year, our largest supplier had just entered a period of disruption caused by the implementation of a new ERP system. This system is now functioning satisfactorily and we are pleased with the volumes currently being manufactured. At the same time our alternative sources have increased capacity and we therefore do not expect sales in the new financial year to be constrained by supply chain issues. We

continue to work closely with our largest supplier and expect that this relationship will continue to the benefit of both parties, for many years to come

All purchases from our Chinese suppliers are either in US or Hong Kong Dollars. It is the Group's policy to enter into forward currency contracts in anticipation of purchases for up to 12 months in the future. The Group retains intellectual property rights in its products and controls all sales of its products.

#### **United Kingdom**

Heavy snow over two of the most important pre-Christmas trading weekends in December 2010 impacted negatively across all UK distribution channels. Sales lost during this period of disruption were not recovered prior to Christmas and our retailers were left with higher than usual stocks entering the New Year. The effect of this has been to reduce sales during the final quarter of the financial year, resulting in full-year sales in our UK subsidiary being just 4% above the previous year at £47.3 million (2010 - £45.6 million), whereas at the half-year sales were up by 12%. Against this difficult background, underlying profit before tax fell to £4.5 million compared to £4.8 million the previous year. Reported profit before tax was £4.3 million (2010 - £4.4 million). This result includes export sales to third parties of £6.5 million (2010 - £5.7 million).

Sales via our independent retail channel and our concessions were below the previous year whilst sales via National Accounts and our International distributors showed encouraging growth. The good progress made with our larger

retail customers reflects a growing recognition of the strength of our portfolio of brands.

Sales of Hornby model railways were slightly lower than the previous year due to supply chain delays and also the effect of the weather-related disruption in December and the consequent reduction in re-ordering in the period January to March. We are expecting a healthy growth in Hornby model railway sales in the new financial year, driven by a number of exciting innovations. In July we expect first deliveries of our Tornado locomotive, based on the new steam locomotive of the same name currently operating on the UK network. Our model is based on completely new tooling and is built to a high standard of authenticity whilst achieving a mass market price point. We expect this introduction to create a new market sector which is attuned to the more challenging economic conditions likely to be prevalent for some time to come. In Power and Control we will commence deliveries in July of our Railmaster system. This software links the Hornby Elite digital controller to a PC. Railmaster enables the user to programme his model railway layout to execute complex sequential activities, controlling locomotives, sound, lights, points and other accessories. We regard Railmaster as setting the standard for a new era of PC-based digital control. Reactions from our retailers and the hobbyist community have been very positive.

Sales of Scalextric were ahead of the previous year, for the second year running. The newly introduced Scalextric Start ranges performed strongly. In addition our Disney/Pixar "Toy Story 3" products

# Chief Executive's Report (continued)

performed particularly well. For the new financial year we have the rights in the UK and certain other territories to market Scalextric ranges based on the new Disney/Pixar movie "Cars 2" due for release in June 2011.

For 2012 and beyond we are delighted to have secured worldwide rights to produce Scalextric products based on the most successful licence franchise of all time "Star Wars". From 2012 onwards Lucasfilm will convert the full series of 6 *Star Wars* movies into 3D. We expect that our ranges of 1:32 Scalextric products, based on the vehicles and spacecraft of the *Star Wars* movies will become highly collectable, particularly in the US market. This will help to build our presence in the USA and lay the ground for future growth. In 1:64 scale we expect our Micro Scalextric *Star Wars* products to sell strongly in mass market outlets around the world.

Sales of Airfix were once again substantially ahead of the previous year as our new product introductions gathered pace and we continued to rebuild distribution worldwide. We continue to see great potential for future sales growth in Airfix and indeed in Humbrol. We have now repatriated to the UK manufacturing of the iconic Humbrol enamels range. We see the potential to extend the reach of this great paint brand whilst nurturing its current primary market of model makers. We shall be driving additional product development initiatives in this respect over the coming years.

Corgi sales were in line with the previous year. We have now closed the remote Corgi office in Leicester and relevant functions have been relocated to Margate. We see the integration of all functions in a single location as being essential to realise the available synergies and drive the development and sales potential of this great brand, in exactly the same way as we have revitalised the Airfix business.

The breadth and depth of our product and brand portfolio is now creating a tangible advantage over our competitors. Our relationships with major retailers and licensors have become stronger and we are now seen as the partner of

choice in our relevant sectors. This has enabled us to begin to extend our brand and product franchise. We have recently been successful in securing exclusive worldwide Master Toy licence rights to a new children's animated TV series "Olly the Little White Van". "Olly" will commence transmission in June 2011 on Children's ITV. 52 episodes are planned and international sales of the TV series are well in hand. We will launch our first "Olly" ranges at toy fairs in the early part of 2012, for delivery in the Spring of that year. The "Olly" ranges will cover pre-school vehicles and playsets, Corgi die cast vehicles, Micro Scalextric and Hornby sets and radio controlled vehicles. From our own observation and research conducted into the "Olly" proposition we are confident that this development will help to underpin incremental sales growth over the coming years.

## Continental Europe

Our subsidiaries in mainland Europe all suffered significant sales shortfalls as a result of the delivery delays we experienced with our largest supplier. Sales via our European subsidiaries in total were 13% below the previous year at £13.4 million (2010 - £15.5 million). Throughout the year, demand in mainland Europe was ahead of the previous year. In the absence of delivery delays, sales in our European subsidiaries in total would have been substantially higher than the previous year. Our subsidiaries in mainland Europe contributed an underlying loss before tax of £42,000 on sales of £13.4 million, compared with an underlying profit before tax of £1.0 million in the previous year on sales of £15.5 million. Reported loss before tax was £0.2 million (2010 - profit £0.9 million). Our European subsidiaries suffered a reduction in gross margins due to product mix. Sales of lower margin mass market model railway sets were less affected by delivery delays than the higher margin collectable model railway products. The production of the mass market sets was carried out by one of our new model railway suppliers, and we were pleased with the commitment this supplier demonstrated in bringing these products into production.



Our strong European brands continue to attract increasing support from the model railway communities in each of our key territories. Across Europe we enter the new financial year with strong order books. As our main supplier is now shipping volumes in line with our requirements we are confident that sales in Europe will increase significantly in the new financial year.

#### **America**

Sales in Hornby America were lower at \$4.2 million (2010 - \$4.4 million), producing a loss before tax of \$69,000 (2010 - loss \$90,000). Upon translation into Sterling, sales were £2.7 million (2010 - £2.8 million) with a loss before tax of £44,000 (2010 - loss £57,000). However, Hornby Hobbies in the UK benefitted from a gross margin contribution of £397,000 (2010 - £398,000) generated on sales made to Hornby America, which has the effect of increasing significantly the overall contribution to Group profit of our US operation. Good progress was made during the year in Hornby America in reducing working capital and overheads. The US business is now appropriately sized and structured, and current indications are for a more positive result for the coming financial year.

#### **London 2012 Olympic and Paralympic Games**

Product development of all our 2012 London Olympic and Paralympic ranges is now complete, although only a small part of the total range was available for sale prior to 31 March 2011. However, we are encouraged by current rates of sale and indeed the fact that a significant proportion of sales are being made outside the London area. This gives confidence that as the countdown to the Games continues, sales volumes will build strongly across the whole of the UK. The Hornby Group 2012 range will comprise some 150 individual products, ranging in price from £4.99 for our collectable London taxis to £69.99 for the Scalextric Velodrome set and over £200 for limited edition Hornby train sets. The majority of these products are purchased from suppliers in China with

whom we have not experienced supply chain problems. The London 2012 Games have already provided us with access to new channels of distribution and we have demonstrated that we have the ability to produce a wide range of high-volume products not previously featured within our brand portfolio. We are working hard to maximise the short term opportunity of the Games whilst ensuring that we have product developments in progress to maintain the momentum post-2012 across our distribution base, including those channels opened as a result of our involvement in London 2012.

#### **Outlook**

In my report last year I said that we expected to grow sales across the Group. Supply chain delays coupled with the effects of the extreme weather conditions on pre-Christmas trading, prevented this from happening. However demand for our products remained strong in all our major markets. Our largest supplier is now shipping at the levels we require and our new sources of model railway production are also increasing their volume capacity. Our primary objective for the coming year will be to ensure that supplies continue to flow at the rates we require to meet consumer demand. At the same time we have an outstanding opportunity both in the short and medium term as a result of the London 2012 Games. At the outset of this project we said that it was difficult to predict the "legacy" benefits that might arise. With a little over one year to go to the Games, we can now see that our involvement with the Games will bring lasting benefits in terms of increased distribution, and an increased confidence in our ability to stretch the scope of our product offer. This is an exciting time for Hornby and notwithstanding continuing economic pressures on the consumer we look forward to the future with confidence.

**Frank Martin**  
3 June 2011



# Directors and Corporate Information

## **DIRECTORS**

N A Johnson  
*Non-Executive Chairman*

F Martin  
*Chief Executive*

A J Morris  
*Finance Director*

N M Carrington  
*Non-Executive Director*

M E Rolfe  
*Non-Executive Director*

## **COMPANY SECRETARY**

J W Stansfield

## **REGISTERED OFFICE**

Westwood  
Margate  
Kent CT9 4JX

## **COMPANY REGISTERED NUMBER**

Registered in England No 01547390

## **AUDITORS**

PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
First Point  
Buckingham Gate  
Gatwick  
RH6 0PP

## **SOLICITORS**

Berwin Leighton Paisner LLP  
Adelaide House  
London Bridge  
London EC4R 9HA

## **PRINCIPAL BANKERS**

Barclays Bank PLC  
9 St George's Street  
Canterbury  
Kent CT1 2JX

## **FINANCIAL ADVISERS AND BROKERS**

Numis Securities Limited  
The London Stock Exchange Building  
10 Paternoster Square  
London EC4M 7LT

## **REGISTRARS AND TRANSFER AGENTS**

Capita Registrars  
The Registry  
34 Beckenham Road  
Beckenham  
Kent BR3 4TU

# Directors' Report

The directors submit their Annual Report together with the audited financial statements for the year ended 31 March 2011

## PRINCIPAL ACTIVITIES

The Company is a holding company registered in England No. 01547390 with a Spanish branch and has six operating subsidiaries: Hornby Hobbies Limited in the United Kingdom, Hornby America Inc. in the USA, Hornby España S.A. in Spain, Hornby Italia s.r.l. in Italy, Hornby France S.A.S. in France and Hornby Deutschland GmbH in Germany. Hornby Plc is a public limited company incorporated and operating in the United Kingdom. Its registered office is set out on page 8.

The Group is principally engaged in the development, design, sourcing and distribution of hobby and interactive home entertainment products.

## BUSINESS REVIEW

The Group's business review is included in the 'Results' section of the Chairman's Statement and the 'Financial review' section in the Chief Executive's Report.

Future developments are included both in the 'Outlook' section of the Chairman's Statement and the 'Outlook' section in the Chief Executive's Report.

The principal risks and uncertainties facing the Group are set out in the Corporate Governance Statement on pages 16 to 18.

## RESULTS AND DIVIDENDS

The results for the year ended 31 March 2011 are set out in the Group Statement of Comprehensive Income on page 29. Revenue for the year was £63.4 million compared to £63.9 million (as restated) last year. The profit for the year attributable to equity holders amounted to £2.8 million (2010 - £3.7 million). The position of the Group is set out in the Group Balance Sheet on page 30.

An interim dividend was declared in the year of 1.7p per ordinary share amounting to £0.7 million (2010 - No interim dividend was declared).

The directors recommend a final dividend of 3.3p (2010 - 5.0p) per ordinary share amounting to £1.3m (2010 - £1.9 million) payable on 19 August 2011 to those shareholders on the Register at 15 July 2011.

This represents a total dividend paid in respect of the year ended 31 March 2011 of 5.0p per ordinary share (2010 - 5.0p).

## KEY PERFORMANCE INDICATORS (KPIs)

The directors are of the opinion that the KPIs are revenues, gross margins, underlying profit before tax, earnings per share and cash generation, the information for which is available in these financial statements and summarised on the financial highlights section at the beginning of this report. The Group maintains a robust planning system with individual targets for subsidiaries in terms of growth and profits. The Board monitors progress against plan on a regular basis, adjusting future objectives annually in line with current circumstances.

## RESEARCH & DEVELOPMENT

The Board considers that research and development into new products continues to play an important role in the Group's success.

All R&D costs incurred in the year have been charged to the Statement of Comprehensive Income and are as set out in note 4.

## PROPERTY VALUES

In the opinion of the directors, and given current planning use approvals, there is no significant difference between the book amount and the current market value of interests in land and buildings.

Land and buildings are valued according to the provisions of IAS 16's cost model. Assets are carried at cost less accumulated depreciation and impairment.

## CHARITABLE DONATIONS

During the year the Group made donations of £21,250 (2010 - £20,200) for charitable purposes to include the Theatre Royal Margate (£20,000). There were no political donations in the year (2010 - £nil).

## DIRECTORS

The persons who were directors during the year are listed below.

Neil A. Johnson, aged 62, was originally appointed a non-executive director on 1 July 1998. On 22 December 2000 he assumed the responsibilities of Chairman. He is a member of the Metropolitan Police Authority. He served for five years as a member of the Prime Minister's Advisory Panel for the Citizen's Charter and is currently a member of a Ministry of Defence Advisory Board. He is a member of a number of private company Boards and Trusts, Chairman of Motability Operations Group Plc and Chairman of Umeco Plc.

# Directors' Report (continued)

Frank Martin, aged 59, was appointed Chief Executive on 3 January 2001. Frank was previously Chief Executive of Humbrol Limited, and formerly Managing Director of Denby Pottery Limited and Group Marketing Director of Hasbro (UK) Limited. His conditions of employment include a notice period of one year to be given by the Company and of six months to be given by him.

Andrew J Morris, aged 48, was appointed Group Finance Director on 26 November 2007. Andrew was previously CFO of Speedo International and formerly Finance Director, Africa Glaxo Smithkline plc. His conditions of employment include a notice period of one year to be given by the Company and of six months to be given by him.

Nigel M Carrington, aged 55, was appointed a non-executive director on 1 December 2007. Nigel is currently Rector of University of the Arts London and a member of the board of a number of charities. He was formerly a corporate lawyer and Managing Partner at Baker & McKenzie and Managing Director and Deputy Chairman of McLaren Group Limited.

Mark E Rolfe, aged 52, was appointed a non-executive director on 1 January 2008. After qualifying as a chartered accountant with Coopers and Lybrand, Mark joined Gallaher Group plc in 1986, where he was Finance Director for seven years retiring in 2007. He is a non-executive director of The Sage Group Plc, Barratt Developments Plc and Debenhams Plc, and Chairman of Lane Clark & Peacock LLP.

The interests of the directors in the shares of the Company and in options granted over such shares are disclosed in the Directors' Remuneration Report on pages 23 to 25.

The number of Board meetings held during the year and attendance by the directors is set out on page 13.

## DIRECTORS' INDEMNITIES

The Company maintains liability insurance for its directors and officers. The Company has also provided an indemnity for its directors and the secretary, which is a qualifying third party indemnity provision for the purposes of the Companies Act 2006.

## SUBSTANTIAL SHAREHOLDINGS

The Company has been notified that at close of business on 27 May 2011 the following parties were interested in three per cent or more of the Company's ordinary share capital.

Shareholder	Number of Ordinary Shares	Percentage held
Phoenix Asset Management Partners Limited	4,037,573	10.50
P J Wood	4,012,500	10.43
Aberdeen Asset Management	3,150,096	8.19
Electra Quoted Partners	2,995,150	7.79
J J Hosking	1,711,434	4.45
Legal & General Investment Management	1,310,585	3.41

## FINANCIAL INSTRUMENTS

The Group's financial instruments, other than derivatives, comprise borrowings, some cash and liquid resources, and various items, such as trade receivables, trade payables, etc. that arise directly from its operations. The Group's financial liabilities comprise borrowings, trade payables, other payables and finance leases, the main purpose of which is to raise finance for the Group's operations. The Group also has financial assets comprising cash, trade and other debtors.

The Group also enters into derivatives transactions (principally forward foreign currency contracts). The purpose of such transactions is to manage the currency risks arising from the Group's operations. The Group has a FX collar in place to minimise risk on translation of Euro denominated intercompany loans.

It is, and has been throughout the period under review, the Group's policy that no speculative trading in financial instruments shall be undertaken.

## PERSONNEL POLICIES

It is the policy of the Group to follow equal opportunity employment practices and these include the full consideration of employment prospects for the disabled.

Applications for employment by disabled persons are always fully considered, bearing in mind the aptitudes of the applicant concerned. It is the policy of the Group that the training, career development and promotion of disabled persons should, as far as possible, be identical with that of other employees. Arrangements are made, wherever possible, for retraining employees who become disabled, to

enable them to perform work identified as appropriate to their aptitudes

The Group places importance on the contributions to be made by all employees to the progress of the Group and aims to keep them informed by the use of formal and informal meetings

#### **CREDITOR PAYMENT POLICY**

The Group has agreed a variety of payment terms with its suppliers. It is and will remain the general policy of the Group that payments to a supplier are made in accordance with the general conditions of purchase agreed with that supplier, providing the supplier complies with all relevant terms and conditions and also that the invoice is presented in a timely fashion

The average creditor payment period for the main trading subsidiary at 31 March 2011 was 40 days (2010 – 42 days). The Company itself does not trade and therefore has no external trade payables

#### **INDEPENDENT AUDITORS**

A resolution to re-appoint the auditors, PricewaterhouseCoopers LLP, will be proposed at the forthcoming Annual General Meeting

#### **ANNUAL GENERAL MEETING**

The notice of Annual General Meeting is important and requires your immediate attention. If you are in any doubt as to what action to take in relation to the Annual General Meeting, you should consult appropriate independent advisers

The notice of the Annual General Meeting is set out on pages 62 to 65

#### **Resolution 3**

A final dividend can only be paid after the shareholders at a general meeting have approved it. A final dividend of 3.3 pence per ordinary share of 1 pence each in the capital in the Company is recommended by the directors for payment to shareholders who are on the register at the close of business on 15 July 2011

#### **Resolution 10**

Under section 551 of the Companies Act 2006 (the 'Act'), the directors may allot unissued shares only if authorised to do so. This resolution will give the directors authority to issue new ordinary shares in the capital of the Company up to an aggregate nominal amount of £126,000, which

is equal to approximately 33% of the Company's issued ordinary capital as at 2 June 2011 (being the latest practicable date prior to the publication of this notice). This authority will expire on 31 July 2016. The directors do not have any present intention of exercising the authority granted by this resolution except in connection with the Company's share schemes. However, it is considered prudent to maintain the flexibility that this authority provides

Under the guidelines of the Association of British Insurers on authority to allot shares companies may seek basic authority to allot new shares in an amount of up to one-third of the existing issued share capital and this request will be regarded as routine under guidelines

#### **Resolution 11**

It is proposed to renew the authority to the directors to allot equity securities for cash without first being required to offer such securities to existing members. This will include the sale for cash on a non pre-emptive basis of any shares which the Company holds in treasury. The authority will be limited to the issue of shares for cash up to an aggregate nominal amount of £19,000 representing approximately 5% of the issued ordinary share capital of the Company as at 2 June 2011 (being the latest practicable date prior to the publication of this notice). The authority sought at the Annual General Meeting will expire at the conclusion of the next annual general meeting of the Company

The directors do not intend to issue more than 7.5% of the issued ordinary share capital of the Company in any rolling three year period without prior consultation with the Institutional Investment Committee. Members will note that this resolution also relates to the sale of treasury shares

#### **Resolution 12**

The Company is seeking authority to purchase up to approximately 10% of the Company's issued ordinary share capital at, or between, the minimum and maximum prices specified in the resolution. As at 2 June 2011 (being the latest practicable date prior to the publication of this notice), the total number of options to subscribe for shares in the Company was 1,547,500 (approximately 4.0% of the Company's issued ordinary share capital and approximately 4.5% of the Company's issued ordinary share capital if the full authority proposed by resolution 12 was used and the shares purchased were cancelled)

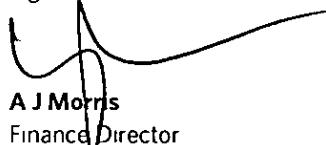
# Directors' Report (continued)

This power would be used only after careful consideration by the directors, having taken into account market conditions prevailing at that time, the investment needs of the Company, its opportunities for expansion and its overall financial position. The directors would exercise the authority to purchase ordinary shares only if they considered it to be in the best interest of the members and they believe that the effect of such purchases will be to increase earnings per share.

The Company (Acquisition of Own Shares) (Treasury Shares) Regulations 2003 came into force on 1 December 2003. These regulations allow shares repurchased by the Company to be held as treasury shares rather than being cancelled. Treasury shares may be cancelled, resold for cash or used for the purpose of employee share schemes but all rights attaching to them, including voting rights and any right to receive dividends, are suspended whilst they are held in treasury. The authority to be sought by this resolution is intended to apply equally to shares to be held by the Company as treasury shares. The Company currently holds no treasury shares.

The authority sought at the Annual General Meeting will expire at the earlier of the date which falls eighteen months from the date the resolution is passed and the conclusion of the next annual general meeting of the Company.

Signed on behalf of the Board



**A J Morris**  
Finance Director  
Westwood  
Margate  
Kent CT9 4JX

3 June 2011

# Corporate Governance Statement

The Company is committed to the principles of corporate governance contained in the Combined Code of Corporate Governance issued in 2008 by the Financial Reporting Council ('the Code') (which can be found at [www.frc.org.uk](http://www.frc.org.uk)) for which the Board is accountable to shareholders

## **Statement of Compliance with the Combined Code**

Throughout the year ended 31 March 2011, the Company has been in compliance with the Code provisions set out in section 1 of the Code

## **Statement about applying the principles of the Code**

The Company has applied the principles set out in section 1 of the Code, including both the main principles and the supporting principles. Further explanation of how the principles and supporting principles have been applied is set out below

The Company is aware of the terms of the UK Corporate Governance Code published in May 2010 which will apply for the first time to the Company from 1 April 2011 and is taking appropriate steps to ensure compliance with that code

## **DIRECTORS**

### **Board effectiveness**

The Board has ultimate responsibility and accountability for the Group's operations

During the year the Board comprised the non-executive Chairman, Chief Executive, Finance Director, and two non-executive directors

During the year ten Board meetings were held. All directors attended all meetings during their period of office

The Board believes its current structure is appropriate for the scale of the business and to enable the Group to be managed efficiently

The Board has adopted a formal schedule of matters specifically reserved to it for decisions including the determination of the strategy, the approval of business plans, budgets, acquisitions and disposals, major capital purchases, Board appointments, accounting policies and treasury arrangements

The Board also delegates specific responsibilities to committees as described below. The Board meets monthly and monitors progress against plan at each meeting

The directors have the authority of the Board to obtain external legal or other independent professional advice in the furtherance of their duties at the Company's expense. All directors have access to the advice and services of the Company Secretary, who is responsible for ensuring Board procedures are followed and applicable rules and regulations are complied with. The executive directors have all received appropriate training for their appointment to the Board of a listed company. The non-executive directors bring a broad expertise to the Board. N A Johnson, N M Carrington and M E Rolfe are all experienced company directors. Biographical details of each director are shown on pages 9 and 10

The Board has formal and informal procedures to monitor its performance both as individuals and as a Board

### **Chairman and Chief Executive**

The roles of Chairman and Chief Executive are separate and there is a clear division of responsibility. The Chairman is responsible for leading the Board and ensuring its effectiveness. The Chairman and the Board are satisfied that effective communication, principally by the Chief Executive and Group Finance Director, is undertaken with the shareholders

The Chief Executive is responsible for running the business and ensuring that accurate, timely and clear information is presented at monthly Board meetings or when appropriate

### **Senior Independent Director**

The Board has appointed N M Carrington to the role of Senior Independent Director. This role provides a point of contact to those shareholders who wish to raise issues with the Board, other than through the Chairman

### **Board balance and independence**

The Board considers the non-executive directors who served during the year to be independent of management and free from any business or other relationship which could interfere with the exercise of their independent judgement. Code provision A 3.2 requires at least half the Board, excluding the Chairman, to be independent non-executive directors and smaller companies are only required to have only two non-executive directors

N A Johnson has served on the Board for more than twelve years and has been its Chairman for ten years. In line with the Combined Code the Senior Independent Director, N M Carrington, has undertaken a rigorous review of the effectiveness of the performance of the Chairman as well

# Corporate Governance Statement (continued)

as a review of his contribution to the Board, based on a questionnaire and discussion with other members of the Board, and has concluded that the Chairman continues to be an effective non-executive director and to execute commitment to the role

## Appointments to the Board

### Nominations Committee

There have been no appointments to the Board during the year ended 31 March 2011. Appointments to the Board require the Board's authorisation and are conducted by the Nominations Committee. The Nominations Committee comprises the Chairman, executive and non-executive directors. During the year there were no meetings held.

The duties of the Nominations Committee are available from the terms of reference and include regularly reviewing the structure, size and composition required of the Board and making recommendations to the Board with regard to any changes, giving full consideration to succession planning for directors and other senior executives, identifying and nominating candidates to fill board vacancies and evaluating the balance of skills, knowledge and experience on the Board before an appointment is made.

The potential candidates are interviewed by either the Nominations Committee or a panel appointed by that Committee. An appointment requires the final approval of the Board prior to an offer being forwarded.

The Board has reviewed the time required from non-executive directors to assess whether it is sufficient to fulfil their duties.

Terms of reference of the Nominations Committee and terms and conditions of appointment for non-executive directors are available on request from the Company Secretary.

### Information and professional development

The Chief Executive is responsible for ensuring that directors receive accurate, timely and clear information. Management has an obligation to provide such information but directors should seek clarification or amplification where necessary.

The Chairman is responsible for ensuring that directors continually update their skills and the knowledge and familiarity with the Company required to fulfil their role. Resources are available on request to develop and update the directors' knowledge and capabilities.

## Performance Evaluation

During the year a performance evaluation of the Board and its committees has taken place by way of a performance evaluation questionnaire. The results of this questionnaire were summarised in a report which was presented to the Board.

In the year under review the report identified no areas of concern.

## Re-election

N A Johnson, having served for more than twelve years, will retire and offer himself for re-election at the Annual General Meeting and annually thereafter in accordance with the Combined Code.

The Company's Articles of Association currently require one third of the directors to retire by rotation at each Annual General Meeting. Thereby F Martin and N M Carrington offer themselves for re-election at the forthcoming Annual General Meeting. In accordance with the Combined Code, the non-retiring directors have conducted a review of F Martin and N M Carrington's contribution to the Board and the Chairman can confirm that they continue to be effective directors and to execute commitment to the role.

## Remuneration Committee

The Remuneration Committee comprises N M Carrington and M E Rolfe. N M Carrington is the Chairman of the Remuneration Committee.

The Committee met three times during the year with all members being present. The Committee is responsible for establishing formal and transparent procedures for determining policy on executive remuneration and advising the Board on executive remuneration and in particular for ensuring that executive remuneration packages are sufficient to attract, retain and motivate executive directors of the required quality whilst avoiding paying more than necessary. It also endeavours to establish performance related elements of remuneration which align the interests of the directors with those of the shareholders. No director is involved in deciding his own remuneration and the Board itself determines the remuneration of the non-executive directors.

Further detail of directors' remuneration is provided in the Directors' Remuneration Report.



### **Audit Committee and Auditors**

The Audit Committee comprises N M Carrington and M E Rolfe. M E Rolfe became Chairman of the Audit Committee on 28 July 2008. Mark is a Fellow of the Institute of Chartered Accountants in England and Wales and is considered by the Board to have recent and relevant financial experience. N M Carrington has a wide range of business experience, which is evidenced by his biography set out in the Directors' Report.

The Committee meets at least three times a year and the Chairman, Chief Executive, Finance Director, Company Secretary and other managers attend by invitation. The Group's Auditors attend meetings and have direct access to the Committee.

The Audit Committee's terms of reference include all matters indicated by the Combined Code. The terms of reference are considered annually by the Audit Committee and are then referred to the Board for approval.

The main duties of the Committee, set out in its terms of reference, are to

- Make recommendations on the appointment and remuneration of the external auditors and monitor their performance
- Review the nature and scope of the work to be performed by the external auditors, the results of their audit work and management's responses
- Monitor the independence of the external auditors and recommend policy for any non-audit services they provide to ensure that their independence is not compromised
- Review and advise the Board on the Company's interim and annual financial statements and related announcements, its accounting policies and on the control and mitigation of its financial and business risks
- Review and advise the Board on the effectiveness of the Company's internal control environment, including its procedures for detecting fraud and 'whistle blowing'

### **Activity during the year**

During the year, three Audit Committee meetings were held. All members attended all meetings during their period in office. The Committee met privately with the external auditors without executives present, and with the Finance Director.

The Committee reviewed the Company's interim and annual financial statements and related announcements along with a report from the external auditors setting out the findings from their audit work.

The Committee has adopted a specific policy on auditor independence, setting out restrictions on specific non-audit activities such as bookkeeping, payroll services and advocacy and procedures and authority levels for audit and non-audit fees. The authority levels beyond which prior approval from the Audit Committee is required are set as 1:1 for the audit/non audit fee ratio. Hornby believes that it receives particular benefit from the external auditors' advice on potential acquisitions and the tax consequences thereof, given its auditors' detailed knowledge of the Group. The Board considers alternative providers if practical and seeks confirmation prior to engaging services that independence will not be compromised. The Committee has reviewed the FRC guidance on audit committees published in December 2010 and has reviewed its policies accordingly to ensure compliance.

In the current financial year the level of non audit fees was well within the 1:1 ratio.

To assess the effectiveness of the external auditors, the Committee reviewed their fulfilment of the agreed audit plan, the robustness and perceptiveness of the auditors in their handling of key accounting and audit judgements, the content of their letter to management on control matters and adherence to service standards set out in Hornby's Audit Charter policy. There are no contractual restrictions on the choice of the Committee as to external audit and, having considered the services provided by the current external auditors, PricewaterhouseCoopers LLP, their independence and knowledge of the Group, the Committee has recommended to the Board the reappointment of the auditors at the Annual General Meeting in August 2011. In reaching this decision the Committee has taken into account the tenure of the auditors and considered whether there should be a full tender process. The Committee also had regard to the likelihood of a withdrawal of the auditor from the market.

The Committee considers annually the need for an internal audit function, but currently believes that this is not justified given the size, nature of the Group and a programme of visits to Hornby locations carried out by senior Group financial management.

Arrangements exist for staff of the Group to raise concerns, in confidence, about possible improprieties in matters

# Corporate Governance Statement (continued)

of financial reporting or other matters. During the year a Group wide code of conduct was published outlining the business standards to which all company personnel must adhere. The code of conduct further reinforced the existing whistle-blowing policy and procedures.

## **Internal Control and Risk Management**

The Board is responsible for the operation and effectiveness of the Group's system of internal controls and risk management. There is a continuous process for identifying, evaluating and managing the significant risks the Group faces. This process has been in place throughout the year and complies fully with the Turnbull guidance.

The Board regularly reviews the effectiveness of the Group's system of internal control. The Board's monitoring covers all controls, including financial, operational and compliance controls and risk management. It is based principally on reviewing reports from management to consider whether significant risks are identified, evaluated, managed and controlled and whether any significant weaknesses are promptly remedied and indicate a need for more extensive monitoring.

The internal control systems are designed to meet the Group's particular needs and the risks to which it is exposed and by their nature can only provide reasonable but not absolute assurance against misstatement or loss. During the year, the Group continued to take action to enhance these control systems, based upon its own process improvement initiatives and auditors' recommendations.

The Audit Committee reviews and reports to the Board on the effectiveness of the Group's systems of internal control on an ongoing basis during the year and no significant weaknesses have been identified.

## **Control Environment**

The Board has put in place an organisational structure with clearly defined and understood lines of responsibility and delegation of authority. The Board promotes a strong control environment with a strong ethical climate.

## **RELATIONS WITH SHAREHOLDERS**

The Company communicates regularly with its institutional shareholders and encourages communication with private investors through the Annual General Meeting.

N M Carrington is the senior independent non-executive director. The senior independent non-executive director welcomes direct discussion with shareholders.

The executive directors update major shareholders at institutional visits and analyst presentations immediately after the interim and final announcements. The Chairman attends a selection of these meetings. The meetings facilitate open discussion and direct face-to-face contact and the views of shareholders are reported to the Board by the Chairman and Chief Executive.

The Board uses the Annual General Meeting as an occasion for communication with its shareholders. All proxy votes are counted by the Company's registrars and the voting on each resolution is made available to the meeting. Directors of the Company and the UK subsidiary attend the meeting to respond to specific questions.

## **IDENTIFICATION OF PRINCIPAL RISKS AND UNCERTAINTIES**

The Board has the primary responsibility for identifying the major risks facing the Group and developing appropriate policies to manage those risks. The Board has completed a risk assessment programme in order to identify the major risks and has reviewed and determined any mitigating actions required as set out below.

## Principal risks and uncertainties

Risk	Description	Impact/Sensitivity	Mitigation/Comment
UK market dependence	The UK market represents a significant part of Group revenue, 64% in 2011 (2010 – 63%)	The Group is exposed to a downturn in the performance of the brands in the UK as well as to a downturn in the UK economy	The Board's strategy continues to be to expand overseas sales. The acquisitions of the brands Airfix, Humbrol, Corgi, Electrotren, Rivarossi, Lima, Jouef and Arnold have provided the Group with a significant share of the model railway, model and die-cast markets in continental Europe, with the objective of facilitating further growth.
Market conditions	The Group's products are sold in the main to its retail customers. The performance of the market is affected by the general economic climate including overall consumer and retailer confidence, interest rates and the level of unemployment.	The Group performance is impacted by the global macro-economic environment.	In reviewing the future forecasts for the business the directors consider reasonable changes in macro-economic and associated market conditions recognising the potential for a negative impact on the Group's results. The Group also has credit insurance in place to mitigate against any specific retail customer default.
Exchange rates	The Group purchases goods in Hong Kong dollars and US dollars and sells in £ sterling, Euros and US dollars and is therefore exposed to exchange rate fluctuations.	Significant fluctuations in exchange rates to which the Group is exposed could have a material adverse effect on the Group's future results.	The Group continues to hedge short term exposures by establishing forward currency purchases using fixed rate and participating forward contracts up to twelve months ahead. It is deemed impractical to hedge exchange rate movements beyond that period. Transaction risk on intercompany loans is managed through a foreign exchange collar.

# Corporate Governance Statement (continued)

Risk	Description	Impact/Sensitivity	Mitigation/Comment
Overseas Suppliers	The Group purchases goods, in the main, from third party Chinese suppliers due to the significant cost advantage when compared to products manufactured in Europe. The principal supplier to the Group, Sanda Kan, is owned by Kader Holdings Company Limited a Hong Kong based company with interests in the model rail sectors in Europe/US	The Group does not have exclusive arrangements with its suppliers and there is a risk that competition for manufacturing capacity could lead to delays in introducing new products or servicing existing demand. Input cost escalation in China could reduce or remove the Group's pricing advantage and impact margins	The Group is continuing to develop and diversify its supplier portfolio, which includes a supplier in India, and through closely monitoring production through an increased number of locally based employees (who also ensure the maintenance of quality standards)
Product compliance	The Group's products are subject to compliance with toy safety legislation around the world	Failure to comply could lead to a product recall resulting in damage to Company and brand reputation along with an adverse impact on the Group's results	Robust internal processes and procedures, active monitoring of proposed legislation and involvement in policy debate and lobbying of the relevant authorities
Competition	The Group has competition in the model railway, slot racing, model kits, die cast and paint markets	Loss of market share to increased competitor activity would have a negative impact on the Group's results	In many of our markets the Group enjoys a strong market position due to the continued development of our brands. Brands are extremely important in the model sector with market entry costs being prohibitive
Liquidity	Insufficient financing to meet the needs of the business	Without the appropriate level of financing it would be increasingly difficult to execute the Group's business plans	The Group has a fixed term loan agreement expiring in July 2014 (£10 million at 31 March 2011) and a revolving credit facility (£10 million expiring end July 2012). The Group's policy on liquidity risk is to maintain adequate facilities to meet the future needs of the business

## Main control procedures

Management establishes control policies and procedures in response to each of the key risks identified. Control procedures operate to ensure the integrity of the Group's financial statements, designed to meet the Group's requirements and risks identified in each area of the business. Control procedures are documented where appropriate and reviewed by management and the Board on an ongoing basis to ensure control weaknesses are mitigated.

The Group operates a comprehensive annual planning and budgeting system. The annual plans and budgets are approved by the Board. The Board reviews the management accounts at its monthly meetings and financial forecasts are updated monthly and quarterly. Performance against budget is monitored and where any significant deviations are identified appropriate action is taken.

### **Monitoring system used by the Board**

The Board as a whole monitors the operation of the system of internal control through management reviews of the effectiveness of the system of internal control each year. The Board has adopted a schedule of matters which are required to be brought to it for decision in order to ensure that it maintains full and effective control over appropriate strategic, financial, organisational and compliance issues, including procedures for seeking and obtaining approval for major transactions and capital purchases.

The Board reviews the effectiveness of the system of internal controls on a continuous basis and considers it appropriate for the size of the Group. The review comprises regular scrutiny of monthly accounts and reports prepared by individual subsidiary companies. The Board also regularly reviews and formalises financial authority limits throughout the Group.

### **Corporate Social Responsibility**

The Board considers the social, environmental and ethical matters pertinent to the Group, and will review items of significance where appropriate. The risk assessment procedures in place are designed to highlight any key areas of concern including health and safety considerations, employee recruitment and retention and environmental issues, with controls put in place as necessary.

The Group is pro-active in working with all suppliers to ensure compliance with the International Council of Toy Industries (ICTI) Code of Business Practices to include child and forced labour, working conditions, hours of work, pay, non-discrimination and health and safety. Compliance is managed through an annual audit process.

### **Environmental Responsibility**

The Group believes that protection of the environment is an integral part of good practice and that it satisfies itself that all of its operations are conducted with reasonable proper regard for the environment. It is committed to maintaining, and wherever possible improving, the quality of this environment both for the people who work in the Group, and for the wider community now and in the future. The Group seeks to make the most effective and efficient use of all resources, encouraging all members of the Group to develop an ecologically sound approach to their work.

### **Going Concern**

A review of Group business activities and future outlook are set out on pages 4 to 7 of the Chief Executive's Report. The financial position of the Group, its cash flows and liquidity position are shown in the balance sheet, cash flow statement and accompanying notes to the financial statements. The principal business risks associated with

the business are shown on pages 16 to 18, whilst the risks arising from the Group's financial instruments are covered on page 10.

The directors, in their consideration of going concern, have reviewed the Group's future cash flow forecasts and revenue projections, which they believe are based on a realistic assessment of future business performance.

The Group's forecasts and projections, taking account of reasonable possible changes in trading performance, show that the Group should be able to operate within the levels of its agreed facilities. Accordingly the directors believe it appropriate to prepare the financial statements of the Group on a going concern basis.

### **Takeovers Directive**

Pursuant to S992 of the Companies Act 2006, which implements the EU Takeovers Directive, the Company is required to disclose certain additional information. The following gives those disclosures which are not covered elsewhere in this Annual Report.

The Company's Articles of Association (the 'Articles') give the Board power to appoint directors but also require directors to retire and submit themselves for election at the first Annual General Meeting following their appointment. A director who retires in this way is eligible for election but is not taken into account when deciding how many directors should retire by rotation at the Annual General Meeting. The Articles themselves may be amended by special resolution of the shareholders.

Pursuant to the Articles, at every Annual General Meeting, one third of the current directors must retire by rotation.

The Board of Directors is responsible for the management of the business of the Company and may exercise all the powers of the Company subject to the provisions of the Company's Memorandum of Association and the Articles.

The Articles contain specific provisions and restrictions regarding the Company's power to borrow money. Powers relating to the issuing and buying back of shares are also included in the Articles and shareholders are asked to renew such authorities each year at the AGM. A copy of the Articles is available on request from the Company Secretary.

There are a number of agreements that take effect, alter or terminate upon a change of control of the Company following a takeover, such as commercial contracts, bank agreements, property lease arrangements and employees' share plans. None of these are deemed to be significant in terms of their potential impact on the business of the Group as a whole.

# Directors' Remuneration Report

for the Year Ended 31 March 2011

## Introduction

This report has been prepared in accordance with the Companies Act 2006 and Schedule 8 of the Large and Medium Sized Companies and Groups (Accounts and Reports) Regulations 2008. The report also meets the relevant requirements of the Listing Rules of the Financial Services Authority and describes how the Board has applied the principles relating to directors' remuneration in the Combined Code. A resolution to approve the report will be proposed at the Annual General Meeting of the Company at which the financial statements will be approved.

The report has been divided into separate sections for audited and unaudited information.

## UNAUDITED INFORMATION

### Remuneration Committee

The Company has established a Remuneration Committee (the 'Committee') which is constituted in accordance with the recommendations of the Combined Code. The Committee is comprised of independent non-executive directors. The current members of the Committee are N M Carrington (Committee Chairman) and M E Rolfe, both of whom served throughout the financial year.

The Committee meets regularly but more frequently if required. During the year four Remuneration Committee meetings were held, with both members present at each meeting.

Neither of the Committee members has any personal financial interest (other than as shareholders), conflicts of interests arising from cross-directorships or day-to-day involvement in running the business. The Committee makes recommendations to the Board. No director plays a part in any discussion about their remuneration. The terms of reference of the Committee are available from the Company Secretary on request.

In determining the directors' remuneration for the year, the Committee consulted F Martin (Chief Executive) about its proposals. Hewitt New Bridge Street ('HNBS'), a trading name of Aon Corporation, is the Committee's appointed remuneration adviser, continues to provide advice to the Committee. Neither HNBS nor Aon Corporation provides any other services to the Company.

## Remuneration policy for the Executive Directors

### General policy

Executive remuneration packages are designed to attract, motivate and retain directors of the high calibre needed to maintain the Group's position as a market leader and to reward them for enhancing value to shareholders. The performance measurement of the executive directors is undertaken by the Committee. The Committee is sensitive to pay and conditions in the workforce when determining executive remuneration policy and base salary increases in particular.

The Committee is also aware of the potential risk to the business of executive pay structures and is satisfied that the current policy is compatible with risk policies and systems.

There are five main elements of the remuneration package for executive directors and senior management:

- Base salary
- Benefits-in-kind
- Pension arrangements
- Performance-related annual bonus
- Performance Share Plan

The Company's policy is that a substantial proportion of the remuneration of the executive directors should be performance related. At a target level of performance, approximately 40%-45% of the total remuneration package is performance-related.

### Salary and benefits

Executive directors' base salaries are reviewed annually by the Committee taking into account the responsibilities, skills and experience of each individual, pay and employment conditions within the Company and salary levels within listed companies of a similar size. Base salary levels as at 1 April 2010 and 2011 are as follows:

Director	Role	Salary at 1 April 2011	Salary at 1 April 2010
F Martin	Chief Executive	£262,656	£256,250
A J Morns	Finance Director	£173,353	£169,125

Base salary levels were reviewed during the first quarter of 2011 and, consistent with the average increase awarded across the Group, increased by 2.5% from 1 April 2011.

Policies concerning benefits, including the Group's company car policy, are reviewed periodically. Currently, benefits in kind comprise of motor cars and private health cover.

#### **Pension**

The executive directors and senior managers are members of defined contribution pension schemes and annual contributions are calculated by reference to base salaries, with neither annual bonuses nor awards under the share incentive schemes taken into account in calculating the amounts due. The contribution level continues to be 20% of base salary for executive directors.

#### **Performance-related annual bonus**

Executive directors participate in a performance-related bonus scheme. The maximum bonus continues to be capped at 100% of base salary for the Chief Executive and 75% of salary for the Finance Director.

Performance targets are designed both to stretch and encourage individuals whilst aligning their interests with that of the Group. The performance conditions are divided 80/20 between Group underlying profit before tax and personal objectives. For the Group underlying profit before tax condition, a sliding scale range is set around a target level (designed to be stretching but realistically achievable). The personal objectives are set at the start of the year and are designed to be as objective and measurable as possible. This mix of targets is considered to provide a good link to the business strategy.

With effect from 2011, a provision will be incorporated into the Annual Bonus Plan to enable the Company to claw back overpayments in the event of financial misstatement or gross misconduct.

In respect of the year ended 31 March 2011 both of the executive directors were entitled to a bonus, details of which appear in the table of directors' emoluments.

#### **Performance Share Plan**

The Performance Share Plan ('PSP'), which was approved by shareholders at the 2008 AGM, was introduced as the Company's primary long-term incentive plan to replace the short-term incentive plan ('STIP'). No further awards will be made under the STIP although legacy awards continue to vest on their original terms.

Under the PSP, awards are made to executive directors and selected other executives on the following basis:

- The maximum award level is 150% of base salary per annum although awards up to 200% of base salary may be granted to an individual in exceptional circumstances (e.g. recruitment or retention). The current policy is to grant awards over shares worth 100% of salary.
- Performance conditions are reviewed annually, so as to ensure they remain appropriately pitched in relation to the strategy and business cycle, and provide an optimal alignment between the interests of executives and shareholders.
- For 2011, an award will be subject to a total shareholder return ('TSR') condition and a range of normalised underlying earnings per share growth targets, each applying to a separate 50% of an award and measured over a period of three financial years.
- The TSR condition is based on the Company's underlying performance against the constituents of the FTSE Small Cap (excluding investment trusts) as at the date of grant. 25% of this part of the award will vest if the Company's TSR is equal to the TSR of the median company, with full vesting for top quartile performance. A sliding scale operates between these points.
- For the earnings per share (EPS) part of the award, 25% vests for average annual underlying EPS growth of RPI+3% p.a., with full vesting for average annual EPS growth of RPI+12% p.a. A sliding scale operates between these points.
- The Committee is comfortable that the blend of TSR and EPS targets continues to provide a good balance between incentivising and rewarding strong financial performance on the one hand whilst, on the other hand, providing a strong and direct alignment with the interests of institutional shareholders by rewarding stock market outperformance.
- Performance conditions are calculated by independent advisers and verified by the Committee.
- Executives benefit, in the form of additional cash or shares, from the value of dividends paid over the vesting period, to the extent that awards vest.

# Directors' Remuneration Report (continued)

for the Year Ended 31 March 2011

- It is currently intended that market purchased shares are used to satisfy awards although there is flexibility to use new issue and treasury shares within institutional shareholder dilution limits
- Similar to the bonus plan, with effect from 2011 awards, a provision will be incorporated into the PSP to enable the Company to claw back overpayments in the event of misstatement or gross misconduct

## Shareholding guidelines

A policy for share ownership guidelines is operated for the executive directors and senior executives. For the executive directors the required threshold of share ownership is 100% of base salary. Until such time as this level of shareholding is achieved, 50% of the net of tax value of awards which vest under the PSP are required to be retained.

## Executive Directors' Service Contracts

The executive directors do not have fixed period contracts.

**Frank Martin's** service contract dated 26 February 2001 includes a notice period of one year to be given by the Company and of six months to be given by F Martin. In lieu of giving notice the Company may terminate the agreement on payment of a lump sum (subject to tax and national insurance) equal to the salary and other benefits to which he is entitled under this agreement.

**Andrew J Morris's** service contract dated 23 November 2007 includes a notice period of one year to be given by the Company and of six months to be given by A J Morris. In lieu of giving notice the Company may terminate the agreement on payment of a lump sum (subject to tax and national insurance) equal to the salary and other benefits to which he is entitled under this agreement.

## Non-Executive Directors' Contracts

The remuneration of the non-executive directors is determined by the Board (except the Company Chairman's fee, which is set and reviewed by the Remuneration Committee) based on the level of fees paid to non-executive directors of similar companies and by considering independent external advice.

**Neil A Johnson** was appointed non-executive Chairman on 22 December 2000 having initially joined the Board on 1 July 1998 and receives salary and fees for his services to the Company of £95,000 per annum effective 1 April 2011. 80% is paid to a third-party consultancy company and 20% treated as earnings. N A Johnson's service contract dated 13 February 2006, amended March 2007, is subject to termination on six months notice to be given by either the Company or N A Johnson. In lieu of giving notice the Company may terminate the agreement on payment of a lump sum (subject to tax and national insurance) equal to the salary and fee to which he is entitled under this agreement.

**Nigel M Carrington**, non-executive director, was appointed to the Board on 1 December 2007, and receives fees for his services to the Company of £40,000 per annum effective 1 April 2011. N M Carrington's service contract dated 3 November 2007 is subject to termination on six months notice to be given by either the Company or N M Carrington. In lieu of giving notice the Company may terminate the agreement on payment of a lump sum (subject to tax and national insurance) equal to the fee to which he is entitled under this agreement.

**Mark E Rolfe**, non-executive director, was appointed to the Board on 1 January 2008, and receives fees for his services to the Company of £40,000 per annum effective 1 April 2011. M E Rolfe's service contract dated 22 November 2007 is subject to termination on six months notice to be given by either the Company or M E Rolfe. In lieu of giving notice the Company may terminate the agreement on payment of a lump sum (subject to tax and national insurance) equal to the fee to which he is entitled under this agreement.

None of the non-executive directors receives any pension or performance-related pay from the Company.



## AUDITED INFORMATION

### DIRECTORS' INTERESTS

#### Interests in shares

The interests of the directors in the shares of the Company in the year were

	At 31 March 2011 number	At 31 March 2010 number
N A Johnson	50,000	50,000
F Martin	354,092	236,151
A J Morris	6,702	5,000
N M Carrington	10,000	10,000
M E Rolfe	10,000	10,000

All the interests detailed above are beneficial. Apart from the interests disclosed above no directors were interested at any time in the year in the share capital of any other group company.

There have been no other changes in the interests set out above between 31 March 2011 and 3 June 2011.

#### Aggregate Directors' remuneration

The total amount for directors' remuneration was as follows

	2011 £'000	2010 £'000
Emoluments	675	809
Money purchase pension contributions	86	84
	<b>761</b>	<b>893</b>

#### Directors' detailed emoluments

The emoluments of the directors were as follows

	Salary & Fees £	Bonus <sup>1</sup> £	Taxable Benefits <sup>2</sup> £	Pension Contribution £	2011 Total £	2010 Total <sup>3</sup> £
<b>Chairman:</b>						
N A Johnson	90,000	–	–	–	<b>90,000</b>	90,000
<b>Executive:</b>						
F Martin	256,250	46,125	11,506	51,250	<b>365,131</b>	454,590
A J Morris	169,125	22,832	9,587	34,691	<b>236,235</b>	278,270
<b>Non-executive:</b>						
N M Carrington	35,000	–	–	–	<b>35,000</b>	35,000
M E Rolfe	35,000	–	–	–	<b>35,000</b>	35,000
	<b>585,375</b>	<b>68,957</b>	<b>21,093</b>	<b>85,941</b>	<b>761,366</b>	<b>892,860</b>

1 The Directors bonus award is based on performance targets. The targets are based on Group underlying profit before tax (80%) and personal objectives (20%). Both executive directors achieved nil% (out of a maximum 100%) for the profit before tax element and 88% (out of a maximum 100%) for the personal objectives element.

2 Taxable benefits relate to the provision of a company car and health assurance.

3 The 2010 total column includes pension contributions which were F Martin (£50,000) and A J Morris (£33,845).

No directors waived emoluments in respect of the year ended 31 March 2011 (2010 - nil).

# Directors' Remuneration Report (continued)

for the Year Ended 31 March 2011

## Performance Share Plan

At 31 March 2011, outstanding awards to directors under the Performance Share Plan were as follows

Director	Award date	Vesting date	Market price at Award date	At 1 April 2010	Awarded during year	Lapsed during year	Vested during year	At 31 March 2011
F Martin	July 2008	July 2011	149 6p	167,112	–	–	–	167,112
	July 2009	July 2012	136 0p	183,824	–	–	–	183,824
	June 2010	June 2013	139 5p	–	183,692	–	–	183,692
A J Morris	July 2008	July 2011	149 6p	110,924	–	–	–	110,924
	July 2009	July 2012	136 0p	121,324	–	–	–	121,324
	June 2010	June 2013	139 5p	–	121,237	–	–	121,237

For the awards granted to date, 50% of an award is subject to a TSR condition and 50% is subject to an EPS performance condition, both of which are measured over a period of three financial years. For the TSR condition, 25% of this part of the award will vest if Hornby's TSR is equal to the TSR of the median company of the constituents of the FTSE Small Cap (struck at the date of grant), with full vesting for top quartile performance, with a sliding scale operating between these points. For the EPS part of the award, 25% vests for average annual underlying EPS growth of RPI+3% p a, with full vesting for average annual EPS growth of RPI+12% p a with a sliding scale operating between these points.

## Interests in share options

Details of options held by directors at 31 March 2011 are set out below

Director	Date of Grant	Options held at 1 April 2010	Options granted during the year	Options exercised during the year	Options lapsed during the year	Options held at 31 March 2011	Exercise price	Exercise period
								28 Mar 2005
F Martin	28 Mar 2002	1,000,000	–	(400,000)	–	600,000	76 8p	-28 Mar 2012

F Martin's options granted March 2002 were subject to performance criteria requiring profit before interest and tax to exceed £4 0 million in the year ended 31 March 2003. This condition has been satisfied.

F Martin exercised 400,000 share options during the year at 76 8p, the market price at the date of exercise was 158 0p, realising a gain of £324,800 (2010 - no gains realised).

The market price of the Company's shares at 31 March 2011 was 108 0p and the range during the year ended 31 March 2011 was 105 0p to 172 0p.

## Short Term Incentive Plan

At 31 March 2011, outstanding awards to directors under the Short Term Incentive Plan were as follows

Director	Award date	Vesting dates	Market price at Award date	Number of shares	Value of entitlement 31 March 2011 £'000	Value of entitlement 31 March 2010 £'000
F Martin	June 2006	June 2010	266 0p	–	–	12
	June 2008	June 2010/1/2	156 1p	54,381	59	103
					59	115
A J Morris	June 2008	June 2010/1/2	156 1p	3,404	4	6

On 18 June 2010, 9,424 shares of the 2006 Award and 27,191 shares of the 2008 Award were vested to F Martin. The share price on this date was 139 0p.

On 18 June 2010, 1,702 shares of the 2008 Award were vested to A J Morris. The share price on this date was 139 0p.

Value of entitlement at 31 March 2011 is based on the closing market price of the Company's shares of 108 Op (2010 - 126 25p)

**Performance graph**

The following graph shows the Company's total shareholder return compared to the TSR of the FTSE Small Cap (excluding investment trusts) over the five year period to 31 March 2011. This index has been selected given that the Company is a constituent of the FTSE Small Cap.



N M Carrington  
Remuneration Committee Chairman

3 June 2011

# Statement of Directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the Group and Parent company financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. 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 Group and the Company and of the profit or loss of the Group and Company for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable IFRSs as adopted by the European Union have been followed, subject to any material departures disclosed and explained in the financial statements

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 Group and the Company and enable them to ensure that the financial statements and the Directors' Remuneration Report comply with the Companies Act 2006 and, as regards the Group financial statements, Article 4 of the IAS Regulation. They are also responsible for safeguarding the assets of the Group and the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Each of the directors, whose names and functions are listed in the Directors and Corporate Information section, confirm that, to the best of their knowledge

- the Group and Company financial statements, which have been prepared in accordance with IFRSs as adopted by the EU, give a true and fair view of the assets, liabilities, financial position and profit of the Group and Company, and
- the Chief Executive's Report and Corporate Governance Statement include a fair review of the development and performance of the business and the position of the Group, together with a description of the principal risks and uncertainties that it faces

So far as the directors are aware, there is no relevant audit information of which the Company's auditors are unaware, and each director has taken all the 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 auditors are aware of that information.

By order of the Board



J W Stansfield  
Company Secretary

3 June 2011

# Independent Auditors' Report to the Members of Hornby Plc

We have audited the financial statements of Hornby Plc for the year ended 31 March 2011 which comprise the Group and Company Statement of Comprehensive Income, the Group and Company Balance Sheet, the Statement of Changes in Equity, the Group and Company Cash Flow Statement the Notes to the Cash Flow Statement and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

## Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 26, 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.

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

## 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 Group's and the Parent 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 annual report and accounts to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

## Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 31 March 2011 and of the Group's and the Parent Company's profit and cash flows for the year then ended,
- have been properly prepared in accordance with IFRSs as adopted by the European Union, and
- have been prepared in accordance with the requirements of the Companies Act 2006 and, as regards the Group financial statements, Article 4 of the IAS Regulation.

## Opinion on other matters prescribed by the Companies Act 2006

In our opinion

- the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006,
- the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements, and
- the information given in the Corporate Governance Statement set out on pages 13 to 19 with respect to internal control and risk management systems and about share capital structures is consistent with the financial statements.

# Independent Auditors' Report to the Members of Hornby Plc (continued)

## Matters on which we are required to report by exception

We have nothing to report in respect of the following

Under the Companies Act 2006 we are required 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 and the part of the Directors' Remuneration Report to be audited 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, or
- a corporate governance statement has not been prepared by the Parent Company

Under the Listing Rules we are required to review

- the directors' statement, set out on page 19, in relation to going concern, and
- the parts of the Corporate Governance Statement relating to the Company's compliance with the nine provisions of the June 2008 Combined Code specified for our review, and
- certain elements of the report to shareholders by the Board on directors' remuneration



Graham Lambert (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Gatwick

3 June 2011

# Group and Company

## Statement of Comprehensive Income

for the year ended 31 March 2011

		Group		Company	
	Note	2011 £'000	2010 Re-stated* £'000	2011 £'000	2010 £'000
<b>Revenue</b>	2	63,372	63,863	1,251	1,361
Cost of sales		(34,095)	(32,587)	-	-
<b>Gross Profit</b>		29,277	31,276	1,251	1,361
Distribution costs		(2,579)	(2,702)	-	-
Selling and marketing costs		(12,882)	(12,778)	-	-
Administrative expenses		(8,406)	(8,243)	(795)	(892)
Other operating expenses	4	(519)	(1,549)	(166)	(112)
<b>Operating Profit</b>	2	4,891	6,004	290	357
Finance income	3	64	20	3,855	228
Finance costs	3	(826)	(809)	(228)	(201)
<b>Profit before taxation</b>	4	4,129	5,215	3,917	384
Analysed as					
Underlying profit before taxation		4,423	5,708	3,917	384
Net foreign exchange impact on intercompany loans		96	(98)	-	-
Amortisation of intangibles		(390)	(395)	-	-
<b>Profit before taxation</b>		4,129	5,215	3,917	384
Taxation	5	(1,274)	(1,530)	(135)	(102)
<b>Profit for the year after taxation</b>		2,855	3,685	3,782	282
<b>Other comprehensive income</b>					
Cash flow hedges, net of tax		(655)	848	-	-
Currency translation differences		(15)	19	79	221
Other comprehensive income for the year, net of tax		(670)	867	79	221
<b>Total comprehensive income for the year</b>		2,185	4,552	3,861	503
<b>Earnings per ordinary share</b>					
Basic	7	7 50p	9 76p		
Diluted	7	7 43p	9 60p		

\* See note 1

# Group and Company Balance Sheet

as at 31 March 2011

	Note	Group 2011 £'000	2010 £'000	Company 2011 £'000	2010 £'000
<b>Assets</b>					
<b>Non-current assets</b>					
Goodwill	8	13,372	13,416	-	-
Intangible assets	9	4,820	5,227	-	-
Property, plant and equipment	10	10,208	10,020	1,344	1,387
Investments	11	-	-	35,172	33,758
Deferred tax assets	20	109	140	16	30
		<b>28,509</b>	<b>28,803</b>	<b>36,532</b>	<b>35,175</b>
<b>Current assets</b>					
Inventories	12	16,213	12,273	-	-
Trade and other receivables	13	13,648	13,291	38	40
Derivative financial investments	19	93	750	-	-
Current tax assets	17	282	175	130	141
Cash and cash equivalents	14	4,952	8,998	11	45
		<b>35,188</b>	<b>35,487</b>	<b>179</b>	<b>226</b>
<b>Liabilities</b>					
<b>Current liabilities</b>					
Borrowings	18	(3,136)	(1,718)	-	-
Derivative financial instruments	19	(3,193)	(3,342)	-	-
Trade and other payables	15	(11,259)	(10,363)	(132)	(308)
Provisions	16	(413)	(391)	-	-
Current tax liabilities	17	(564)	(1,020)	(20)	(144)
		<b>(18,565)</b>	<b>(16,834)</b>	<b>(152)</b>	<b>(452)</b>
<b>Net current assets/(liabilities)</b>		<b>16,623</b>	<b>18,653</b>	<b>27</b>	<b>(226)</b>
<b>Non-current liabilities</b>					
Borrowings	18	(8,026)	(10,547)	(5,331)	(5,373)
Deferred tax liabilities	20	(337)	(281)	(177)	(196)
		<b>(8,363)</b>	<b>(10,828)</b>	<b>(5,508)</b>	<b>(5,569)</b>
<b>Net assets</b>		<b>36,769</b>	<b>36,628</b>	<b>31,051</b>	<b>29,380</b>
<b>Equity attributable to owners of the parent</b>					
Share capital	21	385	380	385	380
Share premium		5,643	5,340	5,643	5,340
Capital redemption reserve		55	55	55	55
Translation reserve		(529)	(514)	(1,290)	(1,369)
Hedging reserve		(487)	168	-	-
Other reserves		1,688	1,688	19,145	19,145
Retained earnings		30,014	29,511	7,113	5,829
<b>Total equity</b>		<b>36,769</b>	<b>36,628</b>	<b>31,051</b>	<b>29,380</b>

The financial statements on pages 29 to 33 were approved by the Board of directors on 3 June 2011 and were signed on its behalf by

F Martin  
Director





# Statement of Changes in Equity

Year ended 31 March 2011 and 31 March 2010

GROUP	Share capital £'000	Share premium £'000	Capital redemption reserve £'000	Translation reserve £'000	Hedging reserve £'000	Other reserves £'000	Retained earnings £'000	Total equity £'000
Balance at 1 April 2009	380	5,278	55	(533)	(680)	1,688	25,366	31,554
Total comprehensive income for the year	-	-	-	19	848	-	3,685	4,552
Transactions with owners								
Issue of shares	-	62	-	-	-	-	-	62
Share-based payments	-	-	-	-	-	-	289	289
Shares vested from employee benefit trust	-	-	-	-	-	-	171	171
	-	62	-	-	-	-	460	522
Balance at 31 March 2010	380	5,340	55	(514)	168	1,688	29,511	36,628
Total comprehensive income for the year	-	-	-	(15)	(655)	-	2,855	2,185
Transactions with owners								
Issue of shares	5	303	-	-	-	-	-	308
Share-based payments	-	-	-	-	-	-	51	51
Shares vested from employee benefit trust	-	-	-	-	-	-	146	146
Dividends	-	-	-	-	-	-	(2,549)	(2,549)
	5	303	-	-	-	-	(2,352)	(2,044)
Balance at 31 March 2011	385	5,643	55	(529)	(487)	1,688	30,014	36,769

Retained earnings includes £638,000 at 31 March 2011 (2010 – £655,000) which is not distributable and relates to a 1986 revaluation of land and buildings

COMPANY	Share capital £'000	Share premium £'000	Capital redemption reserve £'000	Translation reserve £'000	Other reserves £'000	Retained earnings £'000	Total equity £'000
Balance at 1 April 2009	380	5,278	55	(1,590)	19,145	5,258	28,526
Total comprehensive income for the year	-	-	-	221	-	282	503
Transactions with owners							
Issue of shares	-	62	-	-	-	-	62
Share-based payments	-	-	-	-	-	289	289
	-	62	-	-	-	289	351
Balance at 31 March 2010	380	5,340	55	(1,369)	19,145	5,829	29,380
Total comprehensive income for the year	-	-	-	79	-	3,782	3,861
Transactions with owners							
Issue of shares	5	303	-	-	-	-	308
Share-based payments	-	-	-	-	-	51	51
Dividends	-	-	-	-	-	(2,549)	(2,549)
	5	303	-	-	-	(2,498)	(2,190)
Balance at 31 March 2011	385	5,643	55	(1,290)	19,145	7,113	31,051

# Group and Company Cash Flow Statement

for the year ended 31 March 2011

	Group		Company	
	2011 £'000	2010 £ 000	2011 £'000	2010 £ 000
<b>Cash flows from operating activities</b>				
Cash generated from operations	6,072	14,385	325	633
Interest received	64	20	174	228
Interest paid	(826)	(809)	(228)	(201)
Tax paid	(1,750)	(1,653)	(253)	(107)
Net cash generated from operating activities	3,560	11,943	18	553
<b>Cash flows from investing activities</b>				
Proceeds from sale of property, plant and equipment	181	2	–	–
Purchase of property, plant and equipment	(4,499)	(3,827)	–	–
Dividends received	–	–	3,681	–
Net cash (used in)/generated from investing activities	(4,318)	(3,825)	3,681	–
<b>Cash flows from financing activities</b>				
Proceeds from issuance of ordinary shares	308	62	308	62
(Repayments)/proceeds from issue of loans	(1,554)	3,333	–	–
Finance lease capital payments	(54)	(19)	–	–
Dividends paid to Company's shareholders	(2,549)	–	(2,549)	–
Loans to subsidiary undertakings	–	–	(1,529)	(592)
Net cash (used in)/generated from financing activities	(3,849)	3,376	(3,770)	(530)
Effect of exchange rate movements	125	445	37	14
Net (decrease)/increase in cash and cash equivalents	(4,482)	11,939	(34)	37
Cash, cash equivalents and bank overdrafts at beginning of the year	8,879	(3,060)	45	8
<b>Cash, cash equivalents and bank overdrafts at end of year</b>	<b>4,397</b>	<b>8,879</b>	<b>11</b>	<b>45</b>
<b>Cash, cash equivalents and bank overdrafts consist of:</b>				
Cash and cash equivalents	4,952	8,998	11	45
Bank overdrafts	(555)	(119)	–	–
<b>Cash, cash equivalents and bank overdrafts at end of year</b>	<b>4,397</b>	<b>8,879</b>	<b>11</b>	<b>45</b>

# Notes to the Cash Flow Statement

## Cash Flow from Operating Activities

	Group		Company	
	2011 £'000	2010 £'000	2011 £'000	2010 £'000
Profit before taxation	4,129	5,215	3,917	384
Interest payable	826	809	228	201
Interest receivable	(64)	(20)	(174)	(228)
Dividend income	-	-	(3,681)	-
Amortisation of intangible assets	390	395	-	-
Depreciation	4,060	4,376	43	46
Profit on disposal of property, plant and equipment	(2)	(1)	-	-
Share-based payments	51	289	166	112
Loss/(gain) on financial derivatives	75	(24)	-	-
Increase/(decrease) in provisions	22	(147)	-	-
(Increase)/decrease in inventories	(3,940)	2,095	-	-
(Increase)/decrease in trade and other receivables	(349)	(167)	6	(29)
Increase/(decrease) in trade and other payables	874	1,565	(180)	147
<b>Cash generated from operations</b>	<b>6,072</b>	<b>14,385</b>	<b>325</b>	<b>633</b>

# Notes to the Financial Statements

## 1 SIGNIFICANT ACCOUNTING POLICIES

### Accounting policies for the year ended 31 March 2011

The principal accounting policies adopted 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.

### BASIS OF PREPARATION

The financial information for the year ended 31 March 2011 has been prepared in accordance with International Financial Reporting Standards ('IFRS') as adopted by the European Union ('EU'), International Financial Reporting Interpretations Committee ('IFRIC') interpretations and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS. The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of certain financial assets and liabilities (including derivative instruments) at fair value.

The preparation of financial statements in conformity with IFRS requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates.

### RE-STATEMENT

The Group has adjusted the accounting for settlement discounts and these are now a deduction to revenue. Historically, settlement discounts have been included within costs of sales and operating expenses. This adjustment, the net impact of which is a reclassification between revenue and expenses, has been made in the comparative numbers in the statement of comprehensive income and relevant notes. The settlement discount adjustment reduced revenue by £873,000 in the year ended 31 March 2010.

### BASIS OF CONSOLIDATION

Subsidiaries are all entities over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The purchase method of accounting is used to account for the acquisition of subsidiaries by the Group. The cost of an acquisition 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 acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill.

Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated but considered an impairment indicator of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

### ADOPTION OF NEW AND REVISED STANDARDS

#### *Interpretations effective in the current year*

IAS 36 (Amendment), 'Impairment of assets, effective 1 January 2010. The amendment clarifies that the largest cash-generating unit (or group of units) to which goodwill should be allocated for the purposes of impairment testing is an operating segment, as defined by paragraph 5 of IFRS 8, 'Operating segments'.

IFRS 8 (Amendment) 'Operating segments' – Minor test amendment to clarify that an entity is required to disclose a measure of segment assets only if regularly reported to the chief operating decision maker.

IAS 7 (Amendment) 'Statement of Cash Flows' – Amendment to require that only expenditure that results in a recognised asset in the balance sheet can be classified as investing activities.

*Interpretations effective in the current year but not relevant*

The following interpretations to published standards are mandatory for accounting periods beginning on or after 1 April 2010 but are not relevant to the Group's operations in the current year

IFRS 2	Group cash settled share-based payment transactions' (amendment)
IFRS 3 revised	'Business combinations'
IFRS 5	Non-current assets held for sale and discontinued operations' (amendment)
IAS 17	'Leases' (amendment)
IAS 27	'Consolidated and separate financial statements' (revised)
IAS 28	'Investments in associates' (amendment)
IAS 31	'Investments in joint ventures' (amendment)
IAS 32	'Financial instruments: Presentation – Classification of rights issues' (amendment)
IFRIC 17	'Distribution of non-cash assets to owners'
IFRIC 18	'Transfers of assets from customers'

*Standards, amendments and interpretations to existing standards that are not yet effective and have not been early adopted by the Group*

The following standards and amendments to existing standards have been published and are mandatory for the Group's accounting periods beginning on or after 1 April 2010 or later periods, but the Group has not early adopted them

IFRIC 19	'Extinguishing financial liabilities with equity instruments'
IFRS 9	'Financial instruments'
IAS 24	'Related party disclosures' (revised)

The directors are currently reviewing the impact that the adoption of these Standards and Interpretations in future periods will have on the financial statements of the Group

# **RECONCILIATION OF STATUTORY TO NON STATUTORY INFORMATION IN THE CHAIRMAN'S STATEMENT AND CHIEF EXECUTIVE'S REPORT**

Underlying profit before taxation is shown to present a clearer view of the trading performance of the business. Management has identified the following non-trivial adjustments, whose inclusion in earnings could distort underlying trading performance: net foreign exchange gains/losses on intercompany loans which are dependent on exchange rates from time to time and can be volatile and amortisation of intangibles which result from historic acquisitions and restructuring.

	Group	
	2011	2010
	£'000	£'000
Profit before taxation	4,129	5,215
Foreign exchange on intercompany loans including impact of foreign exchange collar	(96)	98
Amortisation of intangibles (note 9)	390	395
<b>Underlying profit before taxation</b>	<b>4,423</b>	<b>5,708</b>

The Statement of Comprehensive Income discloses foreign exchange movements and amortisation of intangibles in other operating income/(expenses)

**Reconciliation of adjusted gross profit margin**

Revenue	63,372	63,863
Gross profit	29,277	31,276
Net foreign exchange impact on inter company loans	(99)	(791)
Increase/(decrease) in stock provisions	105	(217)

<b>Adjusted gross profit margin</b>	<b>29,283</b>	<b>30,268</b>
	<b>46.2%</b>	<b>47.4%</b>

**Reconciliation of net debt**

Cash	4,952	8,998
Total borrowings (note 18)	(11,034)	(12,152)
<b>Net debt</b>	<b>(6,082)</b>	<b>(3,154)</b>

Hornby Hobbies Limited, the Group's UK trading subsidiary, has granted Euro denominated intercompany loans to sister subsidiary companies that are translated into Sterling at statutory period ends thereby creating exchange gains or losses. In order to mitigate the exchange exposure Hornby Hobbies Limited has entered a foreign exchange collar contract to sell an equal number of Euros in October 2011 that will be revalued by an approximately similar but opposite Sterling value at each period end.

# Notes to the Financial Statements (continued)

The foreign exchange collar is for a principal amount of Euro 16.5 million and is in place to minimise exposure to Euro denominated intercompany loans

The amount shown above comprises losses on translation of intercompany loans of £127,000 (2010 – loss of £593,000) offset by a gain on marking to market the foreign exchange collar of £223,000 (2010 – gain of £495,000)

Beneficial impact of the collar as at 3 October 2011 is expected to be a minimum of £340,000 if the exchange rate exceeds the strike rate of 1.4300€ £, increasing to a maximum of £823,000 at the participation cap rate of 1.3725€ £ compared to the intercompany loans Sterling valuation at 31 March 2007 (1.4734€ £)

As at 31 March 2011 the cumulative profit impact is a gain of £855,000. Therefore in the period 1 April 2011 to 30 September 2011 there will be a charge to the Statement of Comprehensive Income between £32,000 and £515,000

The fluctuation of foreign exchange and resultant impact on intercompany loans and foreign exchange collar is set out below

Date	Foreign Exchange Rate € £	€16.5 million intercompany loan in Sterling £'000	Gain/ (loss) on loan £'000	Fair value collar £'000	Net gain/ (loss) in Profit before tax £'000
06 Aug 2007 Transaction	1.47	11,199	–	–	–
31 Mar 2008	1.25	13,156	1,957	(1,346)	611
31 Mar 2009	1.08	15,288	4,089	(3,270)	208
31 Mar 2010	1.12	14,722	3,523	(2,774)	(70)
31 Mar 2011	1.13	14,606	3,407	(2,552)	106
<b>Total cumulative gain/(loss) to profit before tax</b>					<b>855</b>

Prior to expiry October 2011 the Company intends to enter a new 5-year foreign exchange collar contract that will include the current collar mark to market valuation and have no cash impact

## REVENUE RECOGNITION

Revenue comprises the fair value of the sale of goods net of value added tax, rebates and discounts, royalty income and after eliminating sales within the Group

Revenue is recognised as follows

### (a) Sales of goods

Sales of goods are recognised when a Group entity has despatched products to the customer

### (b) Royalty income

Royalty income is recognised on an accruals basis in accordance with the substance of the relevant agreements

### (c) Sales returns

The Group establishes a sales returns provision at the period end that reduces income in anticipation of customer returns of goods sold in the period

Dividend income in the Company is recognised upon receipt

Management fees are recognised in the Company on an accruals basis in relation to costs incurred on behalf of subsidiary companies

## OPERATING SEGMENTS

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of the Group that makes strategic decisions

Operating profit of each reporting segment includes revenue and expenses directly attributable to or able to be allocated on a reasonable basis. Segment assets and liabilities are those operating assets and liabilities directly attributable to or that can be allocated on a reasonable basis

## BUSINESS COMBINATIONS

Goodwill arising on a business combination before 1 April 2004, the date of transition to IFRS, is not subject to amortisation but tested for impairment on an annual basis. Intangible assets arising on a business combination subsequent to 1 April 2004, are separately identified and valued, and subject to amortisation over their estimated economic lives. The carrying value of goodwill is reduced by any impairment amount recorded

## **GOODWILL**

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets of the acquired subsidiary at the date of acquisition. Goodwill is tested annually for impairment and carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose identified according to operating segment.

## **INTANGIBLES**

### **(a) Brand names**

Brand names are capitalised at fair value as at the date of acquisition. They are carried at their fair value less accumulated amortisation and any accumulated impairment losses. Amortisation is calculated using the straight-line method to allocate the fair value of trade names over their estimated economic life of 15-20 years. Brand names have been valued on a "relief from royalty" basis.

### **(b) Customer lists**

Customer lists are capitalised at fair value as at the date of acquisition. They are carried at their fair value less accumulated amortisation and any accumulated impairment losses. Amortisation is calculated using the straight-line method to allocate the fair value of customer relationships over their estimated economic life of 10 years. Customer lists have been valued according to discounted incremental operating profit expected to be generated from each of them over their useful lives.

### **(c) Research and development**

Research expenditure is recognised as an expense as incurred. Costs incurred on development projects (relating to the design and testing of new products) are recognised as intangible assets when it is probable that the project will be a success, considering its commercial and technological feasibility, and costs can be measured reliably. Other development expenditures are recognised as an expense as incurred.

## **PROPERTY, PLANT AND EQUIPMENT**

Land and buildings are shown at cost less accumulated depreciation. Assets revalued prior to the transition to IFRS use this valuation as deemed cost at this date. Other fixed assets are shown at historical cost less accumulated depreciation. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use.

Depreciation is provided at rates calculated to write off the cost or valuation of each asset on a straight-line basis (with the exception of tools and moulds) over its expected useful life to its residual value, as follows:

Freehold buildings – 30 to 50 years

Plant and equipment – 5 to 10 years

Motor vehicles – 4 years

Freehold land is not depreciated.

Tools and moulds are depreciated at varying rates in line with the related estimated product sales on an item-by-item basis up to a maximum of 4 years.

## **IMPAIRMENT OF NON-CURRENT ASSETS**

Assets that have an indefinite useful life, for example goodwill, are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying value exceeds its recoverable amount, which is considered to be the higher of its value in use and fair value less costs to sell. In order to assess impairment, assets are grouped into the lowest levels for which there are separately identifiable cash flows (cash-generating units). Cash flows used to assess impairment are discounted using appropriate rates taking into account the cost of equity and any risks relevant to those assets.

## **INVESTMENTS**

In the Company's financial statements, investments in subsidiary undertakings are stated at cost less any impairment. Investments revalued using the equity method of valuation prior to the transition to IFRS use this valuation as deemed cost at this date.

## **INVENTORIES**

Inventories are stated at the lower of cost and net realisable value. Cost is predominantly determined using the first-in, first-out (FIFO) method. Alternative methods may be used when proven to generate no material difference. The cost of finished goods and work in progress comprises raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity).

# Notes to the Financial Statements (continued)

Net realisable value is based on anticipated selling price less further costs expected to be incurred to completion and disposal. Provisions are made against those stocks considered to be obsolete or excess to requirements on an item-by-item basis.

The replacement cost, based upon latest invoice prices before the balance sheet date, is considered to be higher than the balance sheet value of inventories at the year end due to price rises and exchange fluctuations. It is not considered practicable to provide an accurate estimate of the difference at the year end date.

## FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are recognised in the Group's balance sheet when the Group becomes a party to the contractual provisions of the instrument.

## FINANCIAL LIABILITIES AND EQUITY

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into.

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Group are recorded at the proceeds received, net of direct issue costs.

## TRADE RECEIVABLES

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost less provision for impairment. A provision for impairment is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. The amount of the provision is recognised in the Statement of Comprehensive Income.

## TRADE PAYABLES

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

## TAXATION INCLUDING DEFERRED TAX

Corporation tax, where payable, is provided on taxable profits at the current rate.

The taxation liabilities of certain Group undertakings are reduced wholly or in part by the surrender of losses by fellow Group undertakings.

Deferred tax is provided on all temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry-forward of unused tax assets and unused tax losses can be utilised. The carrying amount of deferred income tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date. Tax relating to items recognised directly in equity is recognised in equity and not in the Statement of Comprehensive Income.

Deferred tax assets and liabilities have not been discounted.

## CRITICAL JUDGEMENTS IN APPLYING THE ACCOUNTING POLICIES

The Group makes estimates and assumptions concerning the future, none of which are regarded as critical. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that may have an element of risk causing an adjustment to the carrying amounts of assets and liabilities within the next financial year include provisions for stock obsolescence, customer returns, doubtful debts, impairment reviews, fair values of share-based payments, fair values of derivatives and recoverability of deferred tax assets. All of the above are estimated with reference to historical data, expectation of future events and reviewed regularly.

Further details in relation to impairment reviews are in note 8 and in relation to share-based payments in note 22.

Liabilities and provisions are recognised when the Group has a present legal or constructive obligation as a result of past events and it is more likely than not that an outflow of resources will be required to settle the obligation and the amount has been reliably estimated. The expense relating to any liability or provision is presented in the Statement of Comprehensive Income net of any reimbursement.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the balance sheet date. If material, provisions are determined by discounting the expected future cash flows of the Group at rates that reflect current market assessments of the time value of money.



## **CASH AND CASH EQUIVALENTS**

Cash and cash equivalents includes cash in hand deposits at all banks, other liquid investments with original maturities of three months or less and bank overdrafts. Bank overdrafts or loans where there is no right of set off are shown within borrowings in current or non-current liabilities on the balance sheet as appropriate.

## **SHARE-BASED PAYMENT**

Hornby Plc operates three share-based plans:

- Share Option Scheme
- Short Term Incentive Plan
- Performance Share Plan

The Group issues equity-settled share-based payments to certain employees. Equity-settled share-based payments are measured at fair value (excluding the effect of non market-based vesting conditions) at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non market-based vesting conditions.

The grant by the Company of options over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in subsidiary undertakings with a corresponding credit to equity.

### **Share Option Scheme**

Fair value is measured by use of the Black Scholes model. The expected life used in the models has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

### **Short Term Incentive Plan**

The Short Term Incentive Plan (STIP) investment is carried at the cost of the shares held. This investment in own shares is presented as a deduction from shareholders' funds.

The matched element of the STIP which has a condition of employment attached to it is recorded at fair value and spread over the vesting period of the shares and recognised in the Statement of Comprehensive Income over this period.

### **Performance Share Plan**

Awards are granted to executive directors in shares worth 100% of salary, with lower levels of grant for less senior executives.

The Performance Share Plan (PSP) incorporates two 3-year performance conditions:

- Total Shareholder Return (TSR)
- Earnings per share (EPS) growth targets

each applying to a separate 50% of the award and vest on the 3rd anniversary of grant as appropriate.

The TSR fair value and the projected EPS award fair value are spread over the vesting period of the shares and recognised in the Statement of Comprehensive Income in the appropriate year.

## **EMPLOYEE BENEFIT COSTS**

During the year the Group operated a defined contribution money purchase pension scheme under which it pays contributions based upon a percentage of the members' basic salary. The scheme is administered by trustees either appointed by the Company or elected by the members (to constitute one third minimum).

Contributions to defined contribution pension schemes are charged to the Statement of Comprehensive Income according to the year in which they are payable.

Further information on pension costs and the scheme arrangements is provided in note 24.

## **SHARE CAPITAL AND SHARE PREMIUM**

Ordinary shares issued are shown as share capital at nominal value. The premium received on the sale of shares in excess of the nominal value is shown as share premium within shareholders' equity.

# Notes to the Financial Statements (continued)

## LEASES

The Group enters into operating and finance leases

Assets held under finance leases are initially reported at the fair value of the asset with an equivalent liability categorised as appropriate under current and non-current payables. The assets are depreciated over the shorter of the lease term and their useful economic lives. Finance charges are allocated to accounting periods over the period of the lease to produce a constant rate of return on the outstanding balance. Rentals are apportioned between finance charges and the reduction of the liability, and allocated to net interest.

Assets under operating leases are charged on a straight-line basis to the Statement of Comprehensive Income over the lease term.

## BORROWING COSTS

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost, any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the Statement of Comprehensive Income over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs and subsequently amortised over the life of the facility. To the extent that there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

## FINANCIAL RISK MANAGEMENT

### Financial risk factors

The Group's operations expose it to a variety of financial risks that include the effects of changes in foreign currency exchange rates, market interest rates, credit risk and its liquidity position. The Group has in place a risk management programme that seeks to limit adverse effects on the financial performance of the Group by using foreign currency financial instruments. In addition other instruments are used to manage the Group's interest rate exposure.

#### (a) Foreign exchange risk

The Group is exposed to foreign exchange risks against Sterling primarily on transactions in Hong Kong Dollars and US Dollars. It enters into forward currency contracts to hedge the cash flows of its product sourcing operation (i.e. it buys HK Dollars forward in exchange for Sterling) and looks forward 6-12 months on a rolling basis at forecasted purchase volumes. The policy framework requires hedging between 80 per cent and 100 per cent of anticipated import purchases that are denominated in HK Dollars.

The Group has granted Euro denominated intercompany loans to subsidiary companies that are translated to Sterling at statutory period ends thereby creating exchange gains or losses. In order to mitigate the exchange exposure the Group has entered a foreign exchange collar contract to sell an equal number of Euros in October 2011 that will be revalued by an approximately similar but opposite Sterling value at each period end.

#### (b) Interest rate risk

The Group finances its operations through a mixture of retained profits and bank borrowings. The Group borrows principally in Sterling, at floating rates of interest to meet short term funding requirements. At the year end the Group's only borrowings were finance leases, a revolving credit facility, bank overdrafts and a fixed term loan agreement. An interest rate hedge is in place to protect the Group against future interest rate rises.

#### (c) Credit risk

The Group manages its credit risk through a combination of internal credit management policies and procedures and external credit insurance.

#### (d) Liquidity risk

The Group has borrowings comprising a revolving credit facility (£10 million – expiring July 2012) and a fixed-term loan agreement (£10 million – expiring July 2014). The Group's policy on liquidity risk is to ensure that sufficient cash is available to fund future operations. The peak level of net debt in the year to March 2011 was £14.6 million. The Board manages exposure to liquidity risk by maintaining adequate facilities to meet the future needs of the business. Those needs are determined by monitoring forecast and actual cash flows. The Group regularly monitors its performance against its banking covenants to ensure compliance.

## DERIVATIVE FINANCIAL INSTRUMENTS

To manage exposure to foreign currency risk, the Group uses foreign currency forward contracts and a foreign exchange collar, and to manage interest rate risk, the Group uses an interest rate swap, also known as derivative financial instruments.

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. The Group documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking various hedge transactions. The Group also documents its assessment, both at hedge inception and on an

ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values of the hedged items

**(a) Cash flow hedge**

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges are recognised in equity. The gain or loss relating to the ineffective portion is recognised immediately in the Statement of Comprehensive Income within operating expenses.

Amounts accumulated in equity are recycled in the Statement of Comprehensive Income in the periods when the hedged item affects profit or loss (for instance when the forecast purchase that is hedged takes place). The gain or loss relating to the effective portion of forward foreign exchange contracts hedging import purchases is recognised in the Statement of Comprehensive Income within 'cost of sales'. However, when the forecast transaction that is hedged results in the recognition of a non-financial asset (for example, inventory) the gains and losses previously deferred in equity are transferred from equity and included in the initial measurement of the cost of the asset. The deferred amounts are ultimately recognised in cost of goods sold in the case of inventory.

When a hedging instrument expires or is sold, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in the Statement of Comprehensive Income. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately transferred to the Statement of Comprehensive Income.

**(b) Derivatives that do not qualify for hedge accounting**

Certain derivative instruments including the foreign exchange collar are not considered effective and do not qualify for hedge accounting. Such derivatives are classified as at fair value through the Statement of Comprehensive Income and changes in the fair value of derivative instruments that do not qualify for hedge accounting are recognised immediately in the Statement of Comprehensive Income.

**FAIR VALUE ESTIMATION**

The fair values of short-term deposits, loans and overdrafts with a maturity of less than one year are assumed to be approximate to their book values.

The fair values of the derivative financial instruments used for hedging purposes are disclosed in note 19.

**FOREIGN CURRENCY**

Transactions denominated in foreign currencies are recorded in Sterling at the exchange rates ruling at the date of the transaction. Foreign exchange gains and losses resulting from such transactions are recognised in the Statement of Comprehensive Income except when deferred in equity as qualifying cash flow hedges. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rates ruling at the balance sheet date and any exchange differences are taken to the Statement of Comprehensive Income.

Foreign exchange gains/losses relating to foreign currency loans and other foreign exchange adjustments are included within operating profit and shown separately as part of operating income/expenses.

On consolidation, Statement of Comprehensive Income and cash flows of foreign subsidiaries are translated into Sterling using average rates that existed during the accounting period. The balance sheets of foreign subsidiaries are translated into Sterling at the rates of exchange ruling at the balance sheet date. Gains or losses arising on the translation of opening and closing net assets are recognised in the Statement of Changes in Equity.

**DIVIDEND DISTRIBUTION**

Final dividends are recorded in the Statement of Changes in Equity in the period in which they are approved by the Company's shareholders. Interim dividends are recorded in the period in which they are approved and paid.

**2 SEGMENTAL REPORTING**

Management has determined the operating segments based on the reports reviewed by the Board (chief operating decision-maker) that are used to make strategic decisions.

The Board considers the business from a geographic perspective. Geographically, management considers the performance in the UK, US, and Continental Europe (Spain, Italy and rest of Europe).

Although the US segment does not meet the quantitative thresholds required by IFRS 8, management has concluded that this segment should be reported, as it is closely monitored by the Board as it is outside Europe.

The Company is a holding company operating in the UK with its results given in the Company Statement of Comprehensive Income on page 29 and its assets and liabilities given in the Company Balance Sheet on page 30. Other Company information is provided in the other notes to the accounts.

# Notes to the Financial Statements (continued)

Year ended 31 March 2011

		UK £'000	USA £'000	Spain £'000	Italy £'000	Rest of Europe £'000	Total Reportable Segments £'000	Intra Group £'000	Group £'000
Revenue	– External	47 273	2,667	3,260	4 628	5,544	63,372	–	63 372
	– Other segments	3 526	–	3,823	347	–	7,696	(7,696)	–
<b>Operating profit/(loss)</b>		<b>4,416</b>	<b>(35)</b>	<b>(160)</b>	<b>690</b>	<b>(20)</b>	<b>4,891</b>	–	<b>4,891</b>
Finance cost	– External	(763)	–	(45)	(2)	(16)	(826)	–	(826)
	– Other Segments	–	(9)	(221)	(295)	(104)	(629)	629	–
Finance income	– External	60	–	–	4	–	64	–	64
	– Other segments	629	–	–	–	–	629	(629)	–
<b>Profit/(loss) before taxation</b>		<b>4 342</b>	<b>(44)</b>	<b>(426)</b>	<b>397</b>	<b>(140)</b>	<b>4,129</b>	–	<b>4 129</b>
<b>Analysed as</b>									
Underlying profit before taxation		4 509	(44)	(426)	491	(107)	4,423	–	4,423
Net foreign exchange impact on intercompany loans		96	–	–	–	–	96	–	96
Amortisation of intangibles		(263)	–	–	(94)	(33)	(390)	–	(390)
<b>Profit/(loss) before taxation</b>		<b>4 342</b>	<b>(44)</b>	<b>(426)</b>	<b>397</b>	<b>(140)</b>	<b>4,129</b>	–	<b>4 129</b>
Taxation		(1,062)	–	(134)	(54)	(24)	(1,274)	–	(1 274)
<b>Profit/(loss) for the year</b>		<b>3,280</b>	<b>(44)</b>	<b>(560)</b>	<b>343</b>	<b>(164)</b>	<b>2,855</b>	–	<b>2,855</b>
Segment assets		56,472	1,317	11,014	11,479	3,454	83 736	(20,430)	63,306
Less intercompany receivables		(18,064)	(2)	(1,696)	(658)	(10)	(20,430)	20,430	–
Add tax assets		109	–	130	107	45	391	–	391
<b>Total assets</b>		<b>38,517</b>	<b>1,315</b>	<b>9,448</b>	<b>10,928</b>	<b>3,489</b>	<b>63,697</b>	–	<b>63,697</b>
Segment liabilities		21,685	1 380	10 510	8,379	4,503	46,457	(20 430)	26 027
Less intercompany payables		(100)	(1 259)	(7,873)	(7,669)	(3,529)	(20 430)	20 430	–
Add tax liabilities		813	–	65	23	–	901	–	901
<b>Total liabilities</b>		<b>22,398</b>	<b>121</b>	<b>2,702</b>	<b>733</b>	<b>974</b>	<b>26,928</b>	–	<b>26,928</b>
<b>Other segment items</b>									
Capital expenditure		3,147	7	1,228	110	14	4,506	–	4,506
Depreciation		2,833	15	670	526	16	4,060	–	4,060
Net foreign exchange on intercompany loans		(96)	–	–	–	–	(96)	–	(96)
Amortisation of intangible assets		263	–	–	94	33	390	–	390
Share-based payment – charge to Statement of Comprehensive Income (note 22)		51	–	–	–	–	51	–	51

All transactions between Group companies are on normal commercial terms and an arm's length basis

**Year ended 31 March 2010**

	UK £'000	USA £'000	Spain £'000	Italy £'000	Rest of Europe £'000	Total Reportable Segments £'000	Intra Group £'000	Group £'000
Revenue								
– External (restated)	45,627	2,763	3,559	5,520	6,394	63,863	–	63,863
– Other segments	2,972	–	914	2,592	–	6,478	(6,478)	–
Operating profit/(loss)	4,574	(47)	440	902	135	6,004	–	6,004
Finance cost	(768)	–	(19)	(6)	(16)	(809)	–	(809)
– External	–	(10)	(201)	(268)	(95)	(574)	574	–
Finance income	17	–	2	1	–	20	–	20
– External	574	–	–	–	–	574	(574)	–
Profit/(loss) before taxation	4,397	(57)	222	629	24	5,215	–	5,215
Analysed as								
Underlying profit before taxation	4,758	(57)	222	727	58	5,708	–	5,708
Net foreign exchange impact on intercompany loans	(98)	–	–	–	–	(98)	–	(98)
Amortisation of intangibles	(263)	–	–	(98)	(34)	(395)	–	(395)
Profit/(loss) before taxation	4,397	(57)	222	629	24	5,215	–	5,215
Taxation	(1,115)	1	(71)	(285)	(60)	(1,530)	–	(1,530)
Profit/(loss) for the year	3,282	(56)	151	344	(36)	3,685	–	3,685
Segment assets	57,175	1,755	10,194	12,274	3,353	84,751	(20,776)	63,975
Less intercompany receivables	(18,645)	–	(1,314)	(802)	(15)	(20,776)	20,776	–
Add tax assets	116	–	141	24	34	315	–	315
Total assets	38,646	1,755	9,021	11,496	3,372	64,290	–	64,290
Segment liabilities	23,653	1,819	8,536	8,703	4,426	47,137	(20,776)	26,361
Less intercompany payables	(788)	(1,742)	(7,085)	(7,569)	(3,592)	(20,776)	20,776	–
Add tax liabilities	960	–	96	241	4	1,301	–	1,301
Total liabilities	23,825	77	1,547	1,375	838	27,662	–	27,662
Other segment items								
Capital expenditure	2,816	16	798	384	11	4,025	–	4,025
Depreciation	2,984	15	572	788	17	4,376	–	4,376
Net foreign exchange on intercompany loans	98	–	–	–	–	98	–	98
Amortisation of intangible assets	263	–	–	98	34	395	–	395
Share-based payment – charge to Statement of Comprehensive Income (note 22)	289	–	–	–	–	289	–	289

All transactions between Group companies are on normal commercial terms and an arm's length basis

# Notes to the Financial Statements (continued)

## 3 FINANCE (COSTS)/INCOME

	Group		Company	
	2011	2010	2011	2010
	£'000	£'000	£'000	£'000
<b>Finance costs</b>				
Interest expense on bank borrowings	(818)	(798)	(7)	-
Interest expense on intercompany borrowings	-	-	(221)	(201)
Interest expense on finance leases	(8)	(11)	-	-
	(826)	(809)	(228)	(201)
<b>Finance income</b>				
Bank interest	64	20	-	-
Interest income on intercompany loans	-	-	174	228
Dividend income	-	-	3,681	-
	64	20	3,855	228
<b>Net finance (costs)/income</b>	<b>(762)</b>	<b>(789)</b>	<b>3,627</b>	<b>27</b>

## 4 OTHER OPERATING (INCOME)/EXPENSE

	Group		Company	
	2011	2010	2011	2010
	£'000	£'000	£'000	£'000
The following items have been included in arriving at profit before taxation				
Staff costs (note 23)	9,643	9 875	928	947
Inventories				
- Cost of inventories recognised as an expense (included in cost of sales)	36,309	33,814	-	-
- Write down release	(102)	(34)	-	-
Depreciation of property, plant and equipment				
- Owned assets	4,036	4,356	43	46
- Under finance leases	24	20	-	-
Profit on disposal of assets	(2)	(1)	-	-
Other operating lease rentals payable				
- Plant and machinery	183	175	-	-
- Property	362	411	-	-
Repairs and maintenance expenditure on property, plant and equipment	198	236	-	-
Research and development expenditure	1,738	1,220	-	-
Foreign exchange losses/(gains)				
- On trading transactions	174	767	-	-
Impairment of trade receivables	52	95	-	-
Other operating expenses/(income)				
- Foreign exchange on trading transactions	99	791	-	-
- Net impact of foreign exchange on intercompany loans	(96)	98	-	-
- Movement on fair value of ineffective hedge	75	(24)	-	-
- Share-based payment charge	51	289	166	112
- Amortisation of intangible assets	390	395	-	-
	519	1,549	166	112

#### Services provided by the Group's auditor and network firms

During the year the Group (including its overseas subsidiaries) obtained the following services from the Group's auditors and network firms as detailed below

	Group		Company	
	2011	2010	2011	2010
	£'000	£'000	£'000	£'000
Fees payable to the Company's auditors for the audit of parent company and consolidated accounts	90	87	12	12
Fees payable to the Company's auditors and its associates for other services				
– The auditing of accounts of subsidiaries of the Company pursuant to legislation	50	58	–	–
– Other services pursuant to legislation	19	19	19	19
– Services relating to corporate finance transactions	–	–	–	–
– Services relating to taxation	34	29	10	10
	193	193	41	41

In the current financial year the level of non audit fees was well within the 1:1 ratio to audit fees as per Audit committee policy

## 5 TAXATION

#### Analysis of tax charge in the year

	Group		Company	
	2011	2010	2011	2010
	£'000	£'000	£'000	£'000
Current tax				
– UK taxation	1,014	1,203	20	144
adjustments in respect of prior years	7	(27)	7	(29)
– overseas taxation	1	436	(52)	(5)
adjustment in respect of prior years	165	9	165	9
	1,187	1,621	140	119
Deferred tax (note 20)				
– current year	41	(61)	(5)	(17)
– overseas taxation	46	(30)	–	–
	87	(91)	(5)	(17)
Total tax charge to the Statement of Comprehensive Income	1,274	1,530	135	102

The tax for the year differs to the standard rate of corporation tax in the UK (28%). Any differences are explained below

	Group		Company	
	2011	2010	2011	2010
	£'000	£'000	£'000	£'000
Profit before taxation	4,129	5,215	3,917	384
Profit on ordinary activities multiplied by rate of corporation tax in UK of 28% (2010 – 28%)	1,156	1,460	1,097	108
Effects of				
Adjustment to tax in respect of prior years	172	(18)	172	(20)
Income not taxable	–	–	(1,031)	–
Difference on overseas rates of tax	20	76	4	–
Impact of overseas losses not recognised	65	42	–	–
Re-measurement of deferred tax				
– change in UK tax rate to 26%	(15)	–	(12)	–
Other	(124)	(30)	(95)	14
Total taxation	1,274	1,530	135	102

In addition to the change in rates of corporation tax to 26% from 1 April 2011 disclosed above a number of further changes to the UK corporation tax system were announced in the March 2011 UK Budget Statement. Legislation to reduce the main rate of corporation tax from 26% to 25% from 1 April 2012 is expected to be included in the Finance Act 2011. Further reductions to the main rate are proposed to reduce the rate by 1% per annum to 23% by 1 April 2014. These further changes have not been substantively enacted at the balance sheet date and, therefore, are not included in these financial statements.

# Notes to the Financial Statements (continued)

## 6 DIVIDENDS

	Group and Company	
	2011	2010
	£'000	£'000
5 Op final paid per share in relation to year ended 31 March 2010 (2010 – nil paid in relation to year ended 31 March 2009)	1,897	–
1 7p interim paid per share in relation to year ended 31 March 2011 (2010 – nil paid in relation to year ended 31 March 2010)	652	–
	<b>2,549</b>	–

In addition, the directors are proposing a final dividend in respect of the financial year ended 31 March 2011 of 3 3p per share which will absorb £1,269,315 of shareholders' funds to be paid on 19 August 2011 to shareholders who are on the register of members on 15 July 2011

## 7 EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the earnings attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the year, excluding those held in the employee share trust (note 22) which are treated as cancelled

For diluted earnings per share the weighted average number of ordinary shares in issue is adjusted to assume conversion of all dilutive potential ordinary shares that have satisfied the appropriate performance criteria at 31 March 2011

Reconciliations of the earnings and weighted average number of shares used in the calculations are set out below

	Earnings £'000	2011 Weighted average number of shares 000's	Per-share amount pence	Earnings £ 000	2010 Weighted average number of shares 000 s	Per share amount pence
<b>REPORTED</b>						
<b>Basic EPS</b>						
Earnings attributable to ordinary shareholders	2,855	38,071	7 50	3,685	37,772	9 76
<b>Effect of dilutive securities</b>						
Options	–	373	(0 07)	–	602	(0 16)
<b>Diluted EPS</b>	<b>2,855</b>	<b>38,444</b>	<b>7 43</b>	<b>3,685</b>	<b>38,374</b>	<b>9 60</b>
<b>UNDERLYING</b>						
Earnings attributable to shareholders	2,855	38,071	7.50	3,685	37,772	9 76
Amortisation of intangibles	390	–	1 02	395	–	1 04
Net foreign exchange translation adjustments net of tax	(69)	–	(0 18)	71	–	0 19
<b>Underlying basic EPS</b>	<b>3,176</b>	<b>38,071</b>	<b>8.34</b>	<b>4,151</b>	<b>37 772</b>	<b>10 99</b>
<b>Underlying diluted EPS</b>	<b>3,176</b>	<b>38,444</b>	<b>8 26</b>	<b>4,151</b>	<b>38,374</b>	<b>10 82</b>



## 8 GOODWILL

GROUP	£'000
<b>COST</b>	
At 1 April 2010	13 416
Exchange adjustments	(44)
At 31 March 2011	13,372
<b>AGGREGATE IMPAIRMENT</b>	
At 1 April 2010 and 31 March 2011	–
<b>Net book amount at 31 March 2011</b>	<b>13,372</b>

GROUP	£'000
<b>COST</b>	
At 1 April 2009	13 624
Exchange adjustments	(208)
At 31 March 2010	13,416
<b>AGGREGATE IMPAIRMENT</b>	
At 1 April 2009 and 31 March 2010	–
<b>Net book amount at 31 March 2010</b>	<b>13 416</b>

Annual impairment reviews performed have not identified any impairment of goodwill

The goodwill has been allocated to cash-generating units and a summary of carrying amounts of goodwill by geographical segments (representing cash-generating units) at 31 March 2011 is as follows

GROUP	UK £ 000	USA £ 000	Spain £ 000	Italy £ 000	Rest of Europe £ 000	Total £'000
<b>At 31 March 2011</b>	<b>3,992</b>	<b>8</b>	<b>3,990</b>	<b>4,807</b>	<b>575</b>	<b>13,372</b>
At 31 March 2010	3,992	8	3,990	4,846	580	13,416

Goodwill allocated to the above cash-generating units of the Group has been measured based on synergies each geographical segment is expected to gain from the business combination

The key assumptions in the value in use calculation

- Budgeted revenue growth was based on expected levels of activity given results to date, together with growth based upon internal improvements, marketing initiatives, and expected economic and market conditions
- Budgeted operating profit was calculated based upon management's expectation of operating costs appropriate to the growing business
- The relative risk adjusted (or 'beta') discount rates applied to reflect the risk inherent in hobby based product companies. In determining the risk adjusted discount rate, management has applied an adjustment for risk of such companies in the industry on average determined using the betas of comparable hobby based product companies

The forecasts are based on approved budgets for the year ending 31 March 2012. Subsequent cash flows have been increased in line with historic local territory gross domestic product. For cash flows after 5 years, growth is no higher than long-term growth rate for each country. No reasonable probable change in assumptions would give rise to any impairment. The cash flows were discounted using a pre-tax discount rate of around 12% which management believes is appropriate for all territories due to a similar risk profile.

# Notes to the Financial Statements (continued)

## 9 INTANGIBLE ASSETS

GROUP	Brand names £'000	Customer lists £'000	Rent free period £'000	Total £'000
ACQUIRED INTANGIBLE ASSETS				
COST				
At 1 April 2010	5,015	1,455	36	6,506
Exchange adjustments	(14)	(3)	–	(17)
At 31 March 2011	5,001	1,452	36	6,489
ACCUMULATED AMORTISATION				
At 1 April 2010	811	432	36	1,279
Charge for the year	246	144	–	390
Exchange adjustments	–	–	–	–
At 31 March 2011	1,057	576	36	1,669
<b>Net book amount at 31 March 2011</b>	<b>3,944</b>	<b>876</b>	<b>–</b>	<b>4,820</b>
COST				
At 1 April 2009	5,083	1,473	37	6,593
Exchange adjustments	(68)	(18)	(1)	(87)
At 31 March 2010	5,015	1,455	36	6,506
ACCUMULATED AMORTISATION				
At 1 April 2009	574	293	37	904
Charge for the year	250	145	–	395
Exchange adjustments	(13)	(6)	(1)	(20)
At 31 March 2010	811	432	36	1,279
Net book amount at 31 March 2010	4,204	1,023	–	5,227
Net book amount at 31 March 2009	4,509	1,180	–	5,689

All amortisation charges in the year have been charged through other operating expenses

## 10 PROPERTY, PLANT AND EQUIPMENT

GROUP	Freehold land and buildings £'000	Plant and equipment £'000	Motor vehicles £'000	Tools and moulds £'000	Total £'000
<b>COST</b>					
At 1 April 2010	3,033	4,925	418	40,602	48,978
Exchange adjustments	(4)	(16)	(1)	(60)	(81)
Additions at cost	39	616	96	3,755	4,506
Disposals	–	(7)	(96)	(175)	(278)
At 31 March 2011	3,068	5,518	417	44,122	53,125
<b>ACCUMULATED DEPRECIATION</b>					
At 1 April 2010	1,152	3,293	251	34,262	38,958
Exchange adjustments	–	(5)	–	3	(2)
Charge for the year	58	407	50	3,545	4,060
Disposals	–	(7)	(66)	(26)	(99)
At 31 March 2011	1,210	3,688	235	37,784	42,917
<b>Net book amount at 31 March 2011</b>	<b>1,858</b>	<b>1,830</b>	<b>182</b>	<b>6,338</b>	<b>10,208</b>

GROUP	Freehold land and buildings £'000	Plant and equipment £'000	Motor vehicles £'000	Tools and moulds £'000	Total £'000
<b>COST</b>					
At 1 April 2009	3,057	4,681	382	37,332	45,452
Exchange adjustments	(24)	(38)	(2)	(254)	(318)
Additions at cost	–	294	45	3,686	4,025
Disposals	–	(12)	(7)	(162)	(181)
At 31 March 2010	3,033	4,925	418	40,602	48,978
<b>ACCUMULATED DEPRECIATION</b>					
At 1 April 2009	1,100	2,945	223	30,661	34,929
Exchange adjustments	(4)	(21)	(1)	(141)	(167)
Charge for the year	56	380	36	3,904	4,376
Disposals	–	(11)	(7)	(162)	(180)
At 31 March 2010	1,152	3,293	251	34,262	38,958
Net book amount at 31 March 2010	1,881	1,632	167	6,340	10,020
Net book amount at 31 March 2009	1,957	1,736	159	6,671	10,523

Freehold land amounting to £786,000 (2010 – £786,000) has not been depreciated

Assets held by the Group under finance leases have the following net book amount

	2011 £'000	2010 £'000
Cost	167	167
Aggregate depreciation	(46)	(61)
Net book amount	121	106

Assets held by the Group under finance leases are motor vehicles

The Group has taken advantage of the exemption under IFRS 1 to use the valuation of certain land and buildings at the date of transition to IFRS as deemed cost. All other assets are stated at cost.

All amortisation charges in the year have been charged through other operating expenses.

# Notes to the Financial Statements (continued)

COMPANY	Freehold land and buildings £ 000	Plant and equipment £ 000	Total £'000
<b>COST</b>			
At 1 April 2010	2,428	4	2,432
Additions	–	–	–
At 31 March 2011	2,428	4	2,432
<b>ACCUMULATED DEPRECIATION</b>			
At 1 April 2010	1,041	4	1,045
Charge for the year	43	–	43
At 31 March 2011	1,084	4	1,088
<b>Net book amount at 31 March 2011</b>	<b>1,344</b>	<b>–</b>	<b>1,344</b>

COMPANY	Freehold land and buildings £ 000	Plant and equipment £ 000	Total £'000
<b>COST</b>			
At 1 April 2009	2,428	4	2,432
Additions	–	–	–
At 31 March 2010	2,428	4	2,432
<b>ACCUMULATED DEPRECIATION</b>			
At 1 April 2009	996	3	999
Charge for the year	45	1	46
At 31 March 2010	1,041	4	1,045
Net book amount at 31 March 2010	1,387	–	1,387
Net book amount at 31 March 2009	1,432	1	1,433

The Company does not hold any assets under finance leases

## 11 INVESTMENTS

### COMPANY

The movements in the net book value of interests in subsidiary undertakings are as follows

	Interests in subsidiary undertakings at valuation £ 000	Loans to subsidiary undertakings at cost £ 000	Total £'000
At 1 April 2010	28,108	5,650	33,758
Capital contribution relating to share-based payment	(115)	–	(115)
Net increase in loans to subsidiary undertakings	–	1,529	1,529
<b>At 31 March 2011</b>	<b>27,993</b>	<b>7,179</b>	<b>35,172</b>
At 1 April 2009	27,931	5,058	32,989
Capital contribution relating to share-based payment	177	–	177
Net increase in loans to subsidiary undertakings	–	592	592
At 31 March 2010	28,108	5,650	33,758

Interest was charged on loans to subsidiary undertakings at Sterling 3-month Libor + 3.6%

Loans are unsecured and exceed five years maturity

## PRINCIPAL GROUP SUBSIDIARY UNDERTAKINGS

Details of the principal subsidiary undertakings of the Company which are included in the consolidated financial statements are set out below. Hornby Hobbies Limited, Hornby España S.A. and Hornby Italia s.r.l. are engaged in the development, design, sourcing and distribution of models. Hornby America Inc., Hornby France S.A.S. and Hornby Deutschland GmbH are distributors of models.

	Country of incorporation	Description of shares held	Proportion of nominal value of issued shares held	
			Group %	Company %
Hornby Hobbies Limited	Great Britain	Ordinary shares	100	100
Hornby America Inc	USA	Ordinary shares	100	100
Hornby España S.A.	Spain	Ordinary shares	100	100
Hornby Italia s.r.l.	Italy	Ordinary shares	100	100
Hornby France S.A.S.	France	Ordinary shares	100	100
Hornby Deutschland GmbH	Germany	Ordinary shares	100	100

## 12. INVENTORIES

	Group		Company	
	2011 £'000	2010 £'000	2011 £'000	2010 £'000
Raw materials	270	287	-	-
Work in progress	58	38	-	-
Finished goods	15,885	11,948	-	-
	16,213	12,273	-	-

## 13. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2011 £'000	2010 £'000	2011 £'000	2010 £'000
CURRENT				
Trade receivables	11,996	11,859	-	-
Less: provision for impairment of receivables	(195)	(284)	-	-
Trade receivables - net	11,801	11,575	-	-
Other receivables	511	343	-	-
Prepayments	1,336	1,373	38	40
	13,648	13,291	38	40

Concentrations of credit risk with respect to trade receivables are limited due to the Group's customer base being large and unrelated. Due to this, management believes there is no further credit risk provision required in excess of the normal provision for doubtful receivables. Credit insurance policies are in place in Hornby Hobbies Limited, Hornby America Inc., Hornby España S.A., Hornby Italia s.r.l., Hornby France S.A.S. and Hornby Deutschland GmbH covering trade receivables at 31 March 2011 to the value of £9.2 million (2010 - £9.5 million).

Gross trade receivables can be analysed as follows:

	2011 £'000	2010 £'000
Fully performing	10,288	10,250
Past due	1,480	1,263
Impaired	228	346
<b>Trade receivables</b>	<b>11,996</b>	<b>11,859</b>

# Notes to the Financial Statements (continued)

As of 31 March 2011, trade receivables of £1,480,000 (2010 - £1,263,000) were past due but not impaired. These relate to a number of independent customers for whom there is no recent history of default. The ageing analysis of these trade receivables is as follows:

	2011 £'000	2010 £'000
1 – 120 days	1,412	1,135
> 120 days	68	128
	<b>1,480</b>	<b>1,263</b>

As of 31 March 2011, trade receivables of £228,000 (2010 - £346,000) were impaired and provided for. The amount of provision was £195,000 (2010 - £284,000) as of 31 March 2011.

Significant financial difficulties of the receivable, probability that the receivable will enter bankruptcy or financial reorganisation are considered indications that the trade receivable is impaired.

The ageing of these receivables is as follows:

	2011 £'000	2010 £'000
1 – 120 days	12	90
> 120 days	216	256
	<b>228</b>	<b>346</b>

Movements on the Group provision for impairment of trade receivables are as follows:

	2011 £'000	2010 £'000
At 1 April	284	338
Provision for receivables impairment	52	95
Receivables written off during the year as uncollectible	(138)	(139)
Exchange adjustments	(3)	(10)
At 31 March	<b>195</b>	<b>284</b>

The charge relating to the increase in provision has been included in 'administrative expenses' in the Statement of Comprehensive Income.

The carrying amounts of the Group and Company trade and other receivables are denominated in the following currencies:

	Group		Company	
	2011 £'000	2010 £'000	2011 £'000	2010 £'000
Sterling	7,875	7,862	38	40
Euro	5,113	4,780	–	–
US dollar	512	536	–	–
HK dollar	148	113	–	–
	<b>13,648</b>	<b>13,291</b>	<b>38</b>	<b>40</b>

## 14 CASH AND CASH EQUIVALENTS

	Group		Company	
	2011 £'000	2010 £'000	2011 £'000	2010 £'000
Cash at bank and in hand	4,952	8,998	11	45

## 15 TRADE AND OTHER PAYABLES

	Group		Company	
	2011	2010	2011	2010
	£'000	£'000	£'000	£'000
<b>CURRENT</b>				
Trade payables	6,590	5,246	–	–
Other taxes and social security	1,018	1,359	18	10
Other payables	2,127	1,940	–	–
Accruals	1,524	1,818	114	298
	<b>11,259</b>	<b>10,363</b>	<b>132</b>	<b>308</b>

## 16 PROVISIONS

	Group		Company	
	2011	2010	2011	2010
	£'000	£'000	£'000	£'000
Sales returns				
At 1 April	391	538	–	–
Charged to Statement of Comprehensive Income revenue	933	927	–	–
Utilised in year	(911)	(1,074)	–	–
At 31 March	<b>413</b>	<b>391</b>	<b>–</b>	<b>–</b>

Provision is made for future sales returns based on historical trends. The provision is expected to be utilised within one year from the balance sheet date.

## 17 CURRENT TAX ASSETS & LIABILITIES

	Group		Company	
	2011	2010	2011	2010
	£'000	£'000	£'000	£'000
<b>Current tax assets</b>				
Corporation tax recoverable - Overseas	282	175	130	141
<b>Current tax liabilities</b>				
UK Corporation tax liability	512	693	20	–
Overseas Corporation tax liability	52	327	–	144
	<b>564</b>	<b>1,020</b>	<b>20</b>	<b>144</b>

## 18 BORROWINGS

	Group		Company	
	2011	2010	2011	2010
	£'000	£'000	£'000	£'000
<b>Secured borrowing at amortised cost</b>				
Bank overdrafts	555	119	–	–
Bank loan	10,479	12,033	–	–
Finance leases	128	113	–	–
Loan from subsidiary undertakings	–	–	5,331	5,373
	<b>11,162</b>	<b>12,265</b>	<b>5,331</b>	<b>5,373</b>
<b>Total borrowings</b>				
Amount due for settlement within 12 months	3,136	1,718	–	–
Amount due for settlement after 12 months	8,026	10,547	5,331	5,373
	<b>11,162</b>	<b>12,265</b>	<b>5,331</b>	<b>5,373</b>

The Group complied with all loan covenants during the year.

# Notes to the Financial Statements (continued)

## Analysis of borrowings by currency

Group	Sterling £'000	Euros £'000	Total £'000
<b>31 March 2011</b>			
Bank overdrafts	–	555	555
Bank loan	10,000	479	10,479
Finance leases	128	–	128
	<b>10,128</b>	<b>1,034</b>	<b>11,162</b>
<b>31 March 2010</b>			
Bank overdrafts	–	119	119
Bank loan	11,500	533	12,033
Finance leases	113	–	113
	<b>11,613</b>	<b>652</b>	<b>12,265</b>

The other principal features of the Group's borrowings are as follows

At 31 March 2011 the Group had a revolving credit facility of £10 million expiring July 2012 and a 5 year fixed term loan agreement of £12 million with repayments scheduled to July 2014 (£10 million as at 31 March 2011). The future interest rates of these facilities are Libor + 2.85% for the revolving credit facility and Libor + 3.6% for the fixed term loan.

The average effective interest rate on bank overdrafts approximated to 3.85% (2010 - 2.35%) per annum and is determined based on 1.0% above 3 months Libor.

## Undrawn borrowing facilities

At 31 March 2011, the Group had available £10.4 million (2010 - £10.3 million) of undrawn committed borrowing facilities in respect of which all conditions precedent had been met. In addition, European subsidiaries had available £1.4 million (2010 - £3.7 million) of undrawn import credit line facilities that could be obtained with security being given against trade receivables.

## 19 FINANCIAL INSTRUMENTS

The Group's policies and strategies in relation to risk and financial instruments are detailed in note 1.

Group	Assets		Liabilities	
	2011 £'000	2010 £'000	2011 £'000	2010 £'000
Carrying values of derivative financial instruments				
Foreign exchange collar	–	–	(2,552)	(2,774)
Forward foreign currency contracts – cash flow hedges	93	750	(299)	(51)
Interest rate swap – cash flow hedge	–	–	(342)	(517)
	<b>93</b>	<b>750</b>	<b>(3,193)</b>	<b>(3,342)</b>

The hedged forecast transactions denominated in foreign currency are expected to occur at various dates during the next 12 months. Gains and losses recognised in reserves on forward foreign exchange contracts as of 31 March 2011 are recognised in the Statement of Changes in Equity in the period or periods during which the hedged forecast transaction affects the Statement of Comprehensive Income, which is within 12 months from the balance sheet date.

At 31 March 2011 outstanding forward currency contracts were as follows

	2011 000's	2010 000's
Hong Kong \$	<b>167,676</b>	145,986
US\$	<b>4,473</b>	5,190
Euros	<b>908</b>	871

The notional principal amount of the outstanding interest rate swap contract at 31 March 2011 was £4.0 million (2010 – £4.6 million). At 31 March 2011, the interest rate swap fixes the interest rate on £4.0 million of the bank loan disclosed in note 18 to 6.22%. The loss recognised in the interest rate swap included in the hedging reserve as of 31 March 2011 will be continuously released to the Statement of Comprehensive Income until the maturity of the swap. The £6.0 million (2010 – £6.9 million) remainder of the bank loan disclosed in note 18 incurs interest based on 3-month Libor established quarterly in advance.



The total fair value above for forward foreign currency contracts and the interest rate swap comprises £637,000 liability (2010 – £182,000 asset) of which £576,000 liability (2010 – £168,000 asset) has been effectively hedged at 31 March 2011 and therefore charged to reserves in accordance with IAS 39. The liability balance of £61,000 (2010 – £14,000 asset) was the ineffective hedged portion and was included within operating expenses.

In accordance with IAS 39, the Group has reviewed all contracts for embedded derivatives that are required to be separately accounted for if they do not meet certain requirements set out in the standard. No embedded derivatives have been identified.

All derivative financial investments are Level 2 in the Fair Value Hierarchy.

#### Fair values of non-derivative financial assets and liabilities

For the Group and the Company, as at 31 March 2011 and 31 March 2010, there is no difference between the carrying amount and fair value of each of the following classes of financial assets and liabilities, principally due to their short maturity: investments, trade and other receivables, cash at bank and in hand, trade and other payables and current borrowings. Bank deposits attract interest within 0.5% of the ruling market rate. There is no significant difference between the fair value and carrying amount of non-current borrowings as the impact of discounting is not significant.

The Company has no derivative financial instruments.

#### Maturity of non-current financial liabilities

##### GROUP

	Bank loan £'000	Finance leases £'000	2011 Total £'000
Between one and two years (note 18)	3,054	62	3,116
Between two and five years (note 18)	4,674	37	4,711
More than five years (note 18)	199	–	199
	7,927	99	8,026

	Bank loan £'000	Finance leases £'000	2010 Total £'000
Between one and two years (note 18)	2,554	18	2,572
Between two and five years (note 18)	7,670	48	7,718
More than five years (note 18)	257	–	257
	10,481	66	10,547

	2011 Debt £'000	2010 Debt £'000
<b>COMPANY</b>		
More than five years (note 18)	5,331	5,373

The minimum lease payments under finance leases fall due as follows:

	2011 £'000	2010 £'000
<b>GROUP</b>		
Not later than one year	34	52
Later than one year but not more than five	101	68
	135	120
Future finance charges on finance leases	(7)	(7)
Present value of finance lease liabilities	128	113

# Notes to the Financial Statements (continued)

## Financial Instruments

### Interest rate sensitivity

The Group is exposed to interest rate risk as the Group borrows funds at both fixed and floating interest rates. The exposure to these borrowings varies during the year due to the seasonal nature of cash flows relating to sales.

In order to measure risk, floating rate borrowings and the expected interest cost is forecast on a monthly basis and compared to budget using management's expectations of a reasonably possible change in interest rates.

The effect on both income and equity based on exposure to borrowings at the balance sheet date for a 1% increase in interest rates is £110,000 (2010 – £117,000), before tax. A 1% fall in interest rates give the same but opposite effect.

### 1% increase in interest rates

	Income and Equity Sensitivity	
	2011 £'000	2010 £'000
Borrowings	110	117

### Foreign currency sensitivity

The Group is primarily exposed to US Dollars, Hong Kong Dollars and the Euro. The following table details how the Group's income and equity would increase on a before tax basis given a 10% revaluation in the respective currencies against Sterling and in accordance with IFRS 7 all other variables remaining constant. A 10% devaluation in the value of Sterling would have the opposite effect.

The 10% change represents a reasonably possible change in the specified foreign exchange rates in relation to Sterling.

	Income and Equity Sensitivity	
	2011 £'000	2010 £'000
US and HK dollars	768	911
Euros	128	343
	896	1,254

### Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group monitors capital on the basis of the gearing ratio. The ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings as shown in the consolidated balance sheet less cash and cash equivalents. Total capital is calculated as 'equity' as shown in the balance sheet plus net debt.

	2011 £'000	2010 £'000
Total borrowings (note 18)	11,162	12,265
Less		
Total cash and cash equivalents (note 14)	(4,952)	(8,998)
<b>Net Debt</b>	<b>6,210</b>	<b>3,267</b>
Total Equity	36,769	36,628
<b>Total Capital</b>	<b>42,979</b>	<b>39,895</b>
<b>Gearing</b>	<b>14%</b>	<b>8%</b>

## 20 DEFERRED TAX

Deferred tax is calculated in full on temporary differences under the liability method using a tax rate of 26% (2010 – 28%)

The movement on the deferred tax account is as shown below:

	Group		Company	
	2011 £'000	2010 £'000	2011 £'000	2010 £'000
At 1 April	141	234	166	183
Charge/(credit) to Statement of Comprehensive Income (note 5)				
– origination and reversal of temporary differences	87	(91)	(5)	(19)
Exchange adjustments	–	(2)	–	2
At 31 March	228	141	161	166

Deferred tax assets have been recognised in respect of all tax losses and other temporary differences giving rise to deferred tax assets because it is probable that those assets will be recovered

No deferred tax is provided for tax liabilities which would arise on the distribution of profits retained by overseas subsidiaries because there is currently no intention that such profits will be remitted

The movements in deferred tax assets and liabilities during the year are shown below

Deferred tax assets and liabilities are only offset where there is a legally enforceable right of offset

	Group				Company		
	Revaluation	Accelerated capital	Other	Total	Revaluation	Accelerated capital	Total
	£ 000	allowances £ 000	£ 000	£'000	£'000	allowances £ 000	£'000
<b>Deferred tax liabilities</b>							
At 1 April 2010	183	84	14	<b>281</b>	183	13	<b>196</b>
(Credit charge) to Statement of Comprehensive Income	(17)	51	22	<b>56</b>	(17)	(2)	<b>(19)</b>
<b>At 31 March 2011</b>	<b>166</b>	<b>135</b>	<b>36</b>	<b>337</b>	<b>166</b>	<b>11</b>	<b>177</b>
At 1 April 2009	188	91	22	301	188	13	201
(Credit) to Statement of Comprehensive Income	(5)	(7)	(8)	(20)	(5)	–	(5)
At 31 March 2010	183	84	14	281	183	13	196

Of the total deferred tax liability of £337,000, £5,000 was due within one year for the Group (2010 – £5,000) and £5,000 for the Company (2010 – £5,000)

	Group				Company	
	Short term incentive plan £'000	Acquisition intangibles £'000	Other £'000	Total £'000	Short-term incentive plan £'000	Total £'000
<b>Deferred tax assets</b>						
<b>GROUP</b>						
At 1 April 2010	(68)	(48)	(24)	(140)	(30)	
Charge/(credit) to Statement of Comprehensive Income	33	(26)	24	31	14	
<b>At 31 March 2011</b>	<b>(35)</b>	<b>(74)</b>	<b>–</b>	<b>(109)</b>	<b>(16)</b>	
At 1 April 2009	(45)	–	(22)	(67)	(18)	
(Credit) to Statement of Comprehensive Income	(23)	(48)	(2)	(73)	(12)	
At 31 March 2010	(68)	(48)	(24)	(140)	(30)	
<b>Net deferred tax liability</b>						
<b>At 31 March 2011</b>					<b>228</b>	<b>161</b>
<b>At 31 March 2010</b>					<b>141</b>	<b>166</b>

# Notes to the Financial Statements (continued)

The deferred tax liability arising on the revaluation of freehold land and buildings in 1986 cannot be offset against deferred tax assets. Therefore, the deferred tax asset and deferred tax liability at 31 March 2011 and 31 March 2010 have been recognised separately

GROUP	2011		2010	
	Recognised £'000	Not recognised £'000	Recognised £'000	Not recognised £'000
Deferred tax comprises				
Accelerated capital allowances	135	–	84	–
Other temporary differences	57	–	67	–
Overseas taxation	36	–	(10)	–
<b>Deferred tax liability</b>	<b>228</b>	<b>–</b>	<b>141</b>	<b>–</b>

COMPANY	2011		2010	
	Recognised £'000	Not recognised £'000	Recognised £'000	Not recognised £'000
Deferred tax comprises				
Accelerated capital allowances	11	–	13	–
Other timing differences	150	–	153	–
<b>Deferred tax liability</b>	<b>161</b>	<b>–</b>	<b>166</b>	<b>–</b>

## 21 SHARE CAPITAL

### GROUP AND COMPANY

Allotted and fully paid

Ordinary shares of 1p each	2011		2010	
	Number of shares	£'000	Number of shares	£'000
At 1 April	38,064,100	381	37,989,100	380
Allotted under share option schemes	400,000	4	75,000	1
At 31 March	<b>38,464,100</b>	<b>385</b>	<b>38,064,100</b>	<b>381</b>

At 31 March 2011 options granted under the Company's share option schemes were outstanding as follows

Date granted	Number of options		Exercise price	Period of option
	2011	2010		
28 March 2002	600,000	1,000,000	76 8p	March 2005 – March 2012
19 June 2002	547,500	547,500	83 4p	June 2005 – June 2012
09 June 2005	400,000	400,000	201 0p	June 2008 – June 2012
14 September 2007	–	228,967	252 0p	Sept 2010 – Sept 2017
	<b>1,547,500</b>	<b>2,176,467</b>		

The total number of options outstanding as at the date of this document represent approximately 4.0% (2010 – 5.7%) of the issued share capital of the Company

If Resolution 12 is passed at the Annual General Meeting and the Company were to exercise the full authority to buy-back approximately 10% of the issued ordinary shares of the Company, such options would represent 4.5% (2010 – 6.4%) of the issued share capital of the Company

## 22 SHARE-BASED PAYMENTS

Hornby Plc operates three share-based plans – Share Option Scheme ('SOS'), Short Term Incentive Plan ('STIP') and Performance Share Plan ('PSP')

### SOS awards

The SOS awards are a reward of share options to executive directors and senior management that vest after 3 years and must be exercised in a 4 or 7 year exercise window

The awards are subject to a performance measure of Profits before Interest and Tax ('PBIT') or Profit before Tax ('PBT') as disclosed by the Group's accounts for any of the years ended 31 March 2006, 31 March 2007, 31 March 2008, 31 March 2009 or 31 March 2010 excluding (i) any profit or loss

in relation to property transactions, (ii) any restructuring and abortive due diligence costs and (iii) any profits or losses arising from businesses acquired by the Group after the date of grant of the Option. Some awards are subject to achieving a PBIT that is equal to or greater than £8 million, or to PBT being equal to or greater than £9 million or aggregate PBT for 3 years ending 31 March 2008, 2009 and 2010 being equal to or greater than £32.7 million. The awards are equity settled.

Activity relating to share options for the year ended 31 March 2011 and 31 March 2010 was as follows:

	2011		2010	
	Number	Weighted average exercise price	Number	Weighted average exercise price
Outstanding at 1 April	2,176,467	119.7p	2,591,005	133.1p
Exercised	(400,000)	76.8p	(75,000)	83.4p
Lapsed	(228,967)	252.0p	(339,538)	230.2p
Outstanding at 31 March	1,547,500	111.2p	2,176,467	119.7p

Options were exercised on 24 November 2010. The weighted average share price during the year was 108.0p (2010 – 128.3p).

The following table summarises information relating to the number of shares under option (SOS awards) and those which were exercisable at 31 March 2011.

Range of exercise prices	Total shares under option Number	Weighted average remaining contractual life Months	Options exercisable at 31 March 2011 Number	Options exercisable at 31 March 2010 Number	Exercisable weighted average exercise price for options exercisable at 31 March 2011
£0.70 – £0.80	600,000	12	600,000	1,000,000	76.8p
£0.80 – £0.90	547,500	15	547,500	547,500	83.4p
£2.00 – £2.10	400,000	15	400,000	400,000	201.0p
	1,547,500		1,547,500	1,947,500	111.2p

#### STIP awards

The STIP is a reward of shares to executive directors and senior management.

Vesting of the awards occurs in equal amounts on the second, third and fourth anniversaries of the award date provided that the participant remains employed by the Group. These awards are not subject to any performance conditions. The awards are equity settled.

#### Performance Share Plan

All Performance Share Plan (PSP) awards outstanding at 31 March 2011 vest only if performance conditions are met. Awards granted under the PSP must be exercised within one year of the relevant award vesting date.

The Group operates the PSP for executive directors and senior executives. Awards under the scheme are granted in the form of a nil-priced option, and are satisfied using market-purchased shares. The awards vest in full or in part dependent on the satisfaction of specified performance targets. 50% of the award vests dependent on TSR performance over a three year performance period, relative to the constituents of the FTSE Small Cap Index (excluding investment trusts) from the time of grant, and the remaining 50% vests dependent on performance against earnings per share targets.

All plans are subject to continued employment. To the extent that such shares in the above plans are awarded to employees below fair value, a charge calculated in accordance with IFRS 2 'Share-based payment' is included within other operating expenses in the Statement of Comprehensive Income. This charge for the Group amounted to £51,000 in the year ended 31 March 2011 (2010 – £289,000) and the Company £166,000 in the year ended 31 March 2011 (2010 – £112,000).

# Notes to the Financial Statements (continued)

The following table summarises the key assumptions used for grants during the year

	2011			2010		
	SOS	STIP	PSP*	SOS	STIP	PSP
Fair value (p)	-	-	102.5p	-	-	110.1p
Options pricing model used	-	-	Stochastic	-	-	Stochastic
Share price at grant date (p)	-	-	139.5p	-	-	136.3p
Exercise price (p)	-	-	n/a	-	-	n/a
Expected volatility (%)	-	-	47.0%	-	-	44.0%
Risk-free rate (%)	-	-	n/a	-	-	n/a
Expected option term (years)	-	-	3	-	-	3
Expected dividends (per year %)	-	-	0%	-	-	0%

Assumptions for TSR component only

Assumptions on expected volatility and expected option term have been made on the basis of historical data, wherever available, for the period corresponding with the vesting period of the option. Best estimates have been used where historical data is not available in this respect

## GROUP – SHORT TERM INCENTIVE PLAN

	2011 £'000	2010 £'000
At 1 April	326	497
Shares acquired in Company	-	-
Shares vested	(146)	(171)
At 31 March	180	326

Details of the Short Term Incentive Plan are given in the Directors' Remuneration Report on pages 20 to 25

The Employee Benefit Trust acquired no ordinary shares in the year

On 18 June 2010, the final third of the 2006 allocation (20,834 ordinary shares) and the first third of the 2008 allocation (57,765 ordinary shares) were vested

At 31 March 2011, a total of 115,532 (2010 – 194,131) ordinary shares are held by the Trust and allotted to the directors and senior management under the plan with a nominal value of £1,155 (2010 – £1,941) and a market value of £124,775 (2010 – £245,090). The costs of the plan are borne by Hornby Plc. The Trust has waived its right to dividends

## 23 EMPLOYEES AND DIRECTORS

	Group		Company	
	2011 £'000	2010 £'000	2011 £'000	2010 £'000
Staff costs for the Group during the year				
Wages and salaries	7,797	7,735	613	674
Share-based payments (note 22)	51	289	166	112
Social security costs	1,047	1,135	90	103
Other pension costs (note 24)	723	682	59	58
Redundancy and compensation for loss of office	25	34	-	-
	9,643	9,875	928	947

Average monthly number of people (including executive directors) employed by the Group

	Group		Company	
	2011 Number	2010 Number	2011 Number	2010 Number
Operations	104	99	1	-
Sales, marketing and distribution	106	103	1	1
Administration	39	37	3	3
	249	239	5	4

#### Key management compensation

	Group		Company	
	2011	2010	2011	2010
	£'000	£'000	£'000	£'000
Salaries and short-term benefits	1,893	2,091	488	600
Share-based payments	100	276	166	112
Post-employment benefits	199	192	59	58
	<b>2,192</b>	<b>2,559</b>	<b>713</b>	<b>770</b>

Key management comprise the individuals involved in major strategic decision making and includes all Group and subsidiary directors

A detailed numerical analysis of directors' remuneration and share options showing the highest paid director, number of directors accruing benefit under money purchase pension schemes and gains realised on the exercise of share options is included in the Directors' Remuneration Report on pages 20 to 25 and forms part of these financial statements

#### 24 PENSION COMMITMENTS

The Group operates a defined contribution pension scheme by way of a Stakeholder Group Personal Pension Plan set up through the Friends Provident Insurance Group

Alexander Forbes Financial Services Limited is appointed as Independent Financial Adviser to work in liaison with the Company

The level of contributions to the Group Personal Pension Plan for current members is fixed by the Company

The Group pension cost for the year was £723,000 (2010 – £682,000) representing the actual contributions payable in the year and certain scheme administration costs. The Company pension cost for the year was £59,000 (2010 – £58,000)

#### 25 FINANCIAL COMMITMENTS

##### Capital Commitments

	Group	
	2011	2010
	£'000	£'000
At 31 March commitments were		
Contracted for but not provided for	<b>1,439</b>	<b>1,245</b>

The Company does not have any capital commitments

The commitments relate to the acquisition of property, plant and equipment

##### Contingent Liabilities

The Company and its subsidiary undertakings are, from time to time, parties to legal proceedings and claims, which arise in the ordinary course of business. The directors do not anticipate that the outcome of these proceedings and claims, either individually or in aggregate, will have a material adverse effect upon the Group's financial position

#### 26 OPERATING LEASE COMMITMENTS

The total of future minimum lease payments in respect of non-cancellable plant and motor vehicle operating leases falling due are as follows

	2011	2010
	£'000	£'000
Not later than one year	<b>489</b>	<b>505</b>
Later than one year but not more than five years	<b>967</b>	<b>639</b>
More than five years	<b>106</b>	<b>–</b>
	<b>1,562</b>	<b>1,144</b>

#### 27. RELATED PARTY DISCLOSURES

There were no contracts with the Company or any of its subsidiaries existing during or at the end of the financial year in which a director of the Company was materially interested. The Group has taken advantage of the exemption available under IAS 24 'Related party disclosures' not to disclose transactions and balances between Group entities that have been eliminated on consolidation

The Company received management fees from subsidiaries of £1,251,000 (2010 – £1,361,000), interest of £174,000 (2010 – £228,000) and dividends from subsidiaries of £3,681,000 (2010 – £nil)

# Notice of Annual General Meeting

If you have sold or otherwise transferred all of your ordinary shares in Hornby Plc please forward this document as soon as possible to the purchaser or transferee or to the stockbroker bank or other agent through or to whom the sale or transfer was effected for transmission to the purchaser or transferee of your ordinary shares

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the thirtieth Annual General Meeting of Hornby Plc (the "Company") will be held at the offices of Berwin Leighton Paisner LLP Adelaide House, London Bridge London EC4R 9HA on Monday 1 August 2011 at 11 00 a m for the following purposes

To consider and if thought fit to pass the following resolutions of which numbers 1 to 10 will be proposed as ordinary resolutions and numbers 11 and 12 as special resolutions

## ORDINARY RESOLUTIONS

- 1 To receive and adopt the Company's Annual Report and Accounts for the financial year ended 31 March 2011 together with the Report of the Directors and Auditors
- 2 To approve the Directors' Remuneration Report as set out on pages 20 to 25 of the Company's Annual Report and Accounts, for the financial year ended 31 March 2011
- 3 To declare a final dividend of 3.3 pence per ordinary share of 1 pence each in the capital of the Company ("Ordinary Shares") payable to holders of Ordinary Shares on the register at the close of business on 15 July 2011
- 4 To re-elect N A Johnson as a Director
- 5 To re-elect F Martin, who retires by rotation, as a Director
- 6 To re-elect N M Carrington who retires by rotation as a Director
- 7 To re-appoint PricewaterhouseCoopers LLP, the retiring auditors as auditors of the Company to hold office from conclusion of the Annual General Meeting to the conclusion of the next meeting at which accounts are laid before the Company
- 8 To authorise the Directors to agree the auditors' remuneration
- 9 That, in accordance with section 366 of the Companies Act 2006 (the "Act") the Company and all companies that are its subsidiaries at any time during the period for which this resolution has effect be authorised to
  - (a) make political donations to political parties and/or independent election candidates not exceeding £10,000 in total
  - (b) make political donations to political organisations other than political parties, not exceeding £10,000 in total and
  - (c) incur political expenditure not exceeding £10,000 in total,provided that the aggregate amount of any such donations and expenditure shall not exceed £15,000 during the period beginning with the date of the passing of this resolution and ending on the date of the Company's next Annual General Meeting  
For the purpose of this resolution, the terms 'political donations', 'political expenditure', 'independent election candidates', 'political parties' and 'political organisations' shall have the meaning given to them by Part 14 of the Act
- 10 THAT in place of the equivalent authority given to the Directors at the last Annual General Meeting (but without prejudice to the continuing authority of the Directors to allot shares pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made) the Directors be generally and unconditionally authorised in accordance with section 551 of the Act to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £126,000 provided that this authority shall expire on 31 July 2016 but so that the Company may before the expiry of such period, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the expiry of such period and the Directors may allot shares or grant rights to subscribe for or convert securities into shares pursuant to such an offer or agreement as if this authority had not expired



## SPECIAL RESOLUTIONS

- 11 THAT subject to and conditional on the passing of resolution 10 the Directors be empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution 10 as if section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities

- (a) in connection with an offer of such securities by way of rights issue and
- (b) otherwise than pursuant to resolution 10 above up to an aggregate nominal amount of £19 000

And that this authority shall expire at the conclusion of the Company's next Annual General Meeting following the date of the passing of the resolution save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement as if the power had not expired

This power applies in relation to a sale of treasury shares as if all references in this resolution to an allotment included any such sale and in the first paragraph of the resolution the words "pursuant to the authority conferred by resolution 10" were omitted in relation to such sale

In this resolution 'rights issue' means an offer of equity securities open for acceptance for a period fixed by the Directors to holders of Ordinary Shares in the capital of the Company on the register on a record date fixed by the Directors in proportion as nearly as may be to the respective numbers of Ordinary Shares held by them but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with any treasury shares fractional entitlements or legal or practical issues arising under the laws of or the requirements of any recognised regulatory body or any stock exchange in any territory or any other matter

- 12 THAT subject to and in accordance with Article 9 of the Company's articles of association the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of Ordinary Shares on such terms as the Directors think fit and where such shares are held as treasury shares the Company may use them for the purposes set out in section 727 of the Act including for the purpose of its employee share schemes provided that

- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 3 800 000 being an amount equal to approximately 10% of the Ordinary Shares in issue as at 2 June 2011 (being the latest practicable date prior to the publication of this notice),
- (b) the minimum price, exclusive of any expenses, which may be paid for an Ordinary Share is 1 pence
- (c) the maximum price exclusive of any expenses which may be paid for each Ordinary Share is an amount equal to the higher of
  - (i) 105 per cent of the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the Ordinary Share is contracted to be purchased, and
  - (ii) the amount stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation 2003, and
- (d) the authority hereby conferred shall, unless previously revoked or varied expire at the conclusion of the Company's next Annual General Meeting following the date of the passing of the resolution, or, if earlier on the expiry of 18 months from the date of the passing of the resolution (except in relation to the purchase of Ordinary Shares the contract for which was concluded before the expiry of this authority and which will or may be executed wholly or partly after such expiry)

By order of the Board

**John Stansfield**

Company Secretary

Dated 3 June 2011

Registered office, Westwood Margate Kent CT9 4JX

Registered in England and Wales with number 01547390

# Notice of Annual General Meeting (continued)

## NOTES

- 1 This notice is being sent to all members and to any person nominated by a member of the Company under section 146 of the Companies Act 2006 to enjoy information rights
- 2 Only holders of Ordinary Shares, or their duly appointed representatives are entitled to attend, vote and speak at the AGM. A member so entitled may appoint (a) proxy/(ies) who need not be (a) member(s), to attend, speak and vote on his/her behalf. A member may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him/her. A Proxy Form is enclosed with this Notice and instructions for its completion are set out on the form.
- 3 Proxies may only be appointed by completing and returning the form of proxy enclosed with this Notice to the Company's Registrars, Capita Registrars Limited PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU.
- 4 To be valid a proxy appointment and any power of attorney or other authority, if any, under which it is signed or a duly certified copy of such power of attorney must reach the office of the Company's Registrars not less than 48 hours (excluding any part of a day which is not a working day) before the time fixed for the AGM or any adjournment thereof. Therefore, the form of proxy must be received by the Company's Registrars by 11 a.m. on 28 July 2011.
- 5 Return of the form of proxy will not preclude a member from attending the AGM and voting in person. A vote withheld option is provided on the form of proxy to enable you to instruct your proxy to abstain on any particular resolution. However, it should be noted that a "vote withheld" is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" a resolution. If you select "Discretionary" or fail to select any of the options, your proxy can vote as he or she chooses or can decide not to vote. Your proxy can also do this on any other resolution that is put to the AGM.
- 6 The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 ('nominated persons'). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
- 7 The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders on the register of members of the Company as at 11 a.m. on 28 July 2011 (or, if the AGM is adjourned, shareholders on the register of members not later than 48 hours (excluding any part of a day which is not a working day) before the time fixed for the adjourned meeting) are entitled to attend and/or vote at the AGM (or any adjournment thereof) in respect of the number of shares registered in their name at that time. Subsequent changes to the register of securities shall be disregarded in determining the rights of any person to attend and vote at the AGM (or any adjournment thereof).
- 8 Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
- 9 Copies of contracts of service and letters of appointment between the Directors and the Company will be available for inspection at the registered offices of the Company and the offices of Berwin Leighton Paisner LLP at Adelaide House, London Bridge, EC4R 9HA during normal business hours from the date of this Notice until the conclusion of the AGM and at the place of the AGM for at least 15 minutes prior to the AGM until its conclusion.
- 10 In order to facilitate voting by corporate representatives at the AGM, arrangements will be put in place at the meeting so that (i) if a corporate member has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that member at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions, and (ii) if more than one corporate representative for the same corporate member attends the meeting but the corporate member has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate members are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives - <http://www.icsa.org.uk/> - for further details of this procedure. The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (i) above.
- 11 Under section 527 Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM, or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 Companies Act 2006. The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 Companies Act 2006. Where the Company is required to place a statement on a website under section 527 Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 Companies Act 2006 to publish on a website.
- 12 A copy of this Notice, and other information regarding the meeting, as required by section 311A Companies Act 2006, is available from [www.hornby.com](http://www.hornby.com). You may not use any electronic address provided in this Notice or in any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.

- 13 Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered
- 14 As at 2 June 2011 (being the latest practicable date prior to the publication of this Notice), the Company's issued share capital consists of 38 464 100 ordinary shares carrying one vote each. Therefore, the total voting rights in the Company as at 3 June 2011 are 38 464,100
- 15 Under section 338 and section 338A of the Companies Act 2006 shareholders meeting the threshold requirements in those sections have the right to require the Company (i) to give to the shareholders of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in such business. A resolution may be properly moved or a matter may be properly included in the business of the meeting unless (a) (in the case of a resolution only) it would if passed be ineffective (whether by reasons of inconsistency with any enactment of the Company's constitution or otherwise) (b) it is defamatory of any person or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business of the meeting, must be authorised by the person or persons making it, must be received by the Company not later than the 19 June 2011 (being the date six clear weeks before the meeting, and (in the case of a matter to be included in the business of the meeting only) must be accompanied by a statement setting out the grounds for the request

# Five Year Summary

	2011 £'000	2010 £ 000	2009 £ 000	2008 £ 000	2007 £ 000
Turnover	<b>63,372</b>	63,863	60,803	54,949	46,223
Profit on ordinary activities before taxation	<b>4,129</b>	5,215	6,121	9,017	7,662
Taxation	<b>(1,274)</b>	(1,530)	(1,909)	(2,940)	(2,149)
Profit on ordinary activities after taxation	<b>2,855</b>	3,685	4,212	6,077	5,513
Assets employed					
Non-current assets	<b>28,509</b>	28,803	29,903	20,812	19,406
Net current assets	<b>16,623</b>	18,653	9,133	11,037	8,850
Non-current borrowings	<b>(8,026)</b>	(10,547)	(7,181)	(41)	(53)
Deferred tax liabilities	<b>(337)</b>	(281)	(301)	(346)	(358)
Net assets	<b>36,769</b>	36,628	31,554	31,462	27,845
Total capital employed	<b>36,769</b>	36,628	31,554	31,462	27,845
Earnings per share					
– basic	<b>7.5p</b>	9 8p	11 2p	16 2p	14 6p
– diluted	<b>7.4p</b>	9 6p	11 0p	15 6p	14 1p
Dividend per share (net)	<b>5 0p</b>	5 0p	2 7p	8 5p	8 1p
Net assets per share	<b>95.7p</b>	96 2p	83 1p	82 8p	73 6p

## SHAREHOLDERS' INFORMATION SERVICE

HORNBY WELCOMES CONTACT  
WITH ITS SHAREHOLDERS  
IF YOU HAVE QUESTIONS OR  
ENQUIRIES ABOUT THE GROUP OR  
ITS PRODUCTS, PLEASE CONTACT

A J MORRIS, FINANCE DIRECTOR  
HORNBY PLC  
WESTWOOD  
MARGATE  
KENT CT9 4JX