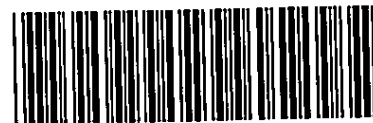


**REGISTERED NUMBER: 02955213 (England and Wales)**

**Report of the Directors and  
Consolidated Financial Statements for the Year Ended 31 December 2012  
for  
Warmup PLC**

**WEDNESDAY**



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**26/06/2013**

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**COMPANIES HOUSE**

**Warmup PLC (02955213)**

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for the Year Ended 31 December 2012**

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**Warmup PLC (02955213)**

**Company Information  
For the Year Ended 31 December 2012**

**DIRECTORS**

A D Stumpson (Chairman)  
D F Read  
D Stumpson  
J B Stokes  
G P Parsons  
S D Sheen

**SECRETARY**

C F W Mathias

**REGISTERED OFFICE**

702 Tudor Estate  
Abbey Road  
London  
NW10 7UW

**REGISTERED NUMBER**

02955213

**AUDITORS**

Davis Grant LLP  
Chartered Certified Accountants and  
Registered Auditors  
Treviot House  
186-192 High Road  
Ilford  
Essex  
IG1 1LR

## Warmup PLC (02955213)

### Report of the Directors For the Year Ended 31 December 2012

The directors present their report with the financial statements of the company and the group for the year ended 31 December 2012

#### PRINCIPAL ACTIVITY

The principal activity of the group in the year under review was that of design, manufacture and sale of underfloor heating and related products

#### REVIEW OF BUSINESS

The results for the year and financial position of the company and the group are as shown in the annexed financial statements

The directors are pleased to report that despite the general economic conditions, the company achieved 7.5% growth in turnover, 7.9% growth in gross profit and a pleasing level of overall profitability after continuing to invest in the company's infrastructure

The directors believe the company continues to be in a good financial position due to its careful management and the retention of all retained earnings within the business. The positive levels of net assets and available funds continue to provide the platform from which to finance the company's expansion of product range and geographical sales areas

The principal risks and uncertainties affecting the business include the following

**Environmental concerns** The directors believe that the company's products are well placed to take advantage of the increased awareness of the importance of energy efficiency and the use of renewable energy sources

**Overseas market uncertainties** The directors believe that despite the inherent uncertainties associated with entering any new markets, its product and service level offerings put it in a strong position to exploit these opportunities fully

**Competitive concerns** The directors believe that the high quality of the company's product and service delivery enable it to successfully differentiate and protect itself from all competitors, including lower cost competitors

**Loss of key personnel risk** The directors continually review the incentive plans to ensure the risk of losing key personnel is reduced. The company also has a broad and strong management team which would mitigate the impact of losing key personnel

Key financial performance indicators are used to monitor and manage the company and to measure progress towards the company's objectives

	2012	2011
	%	%
1 Growth in Group Turnover	7	9
2 Growth in Group Gross Profit	8	19
3 Overseas Turnover as % of Total	29	28

#### Measure

- 1 (Turnover current - Turnover comparative) / Turnover comparative
- 2 (Gross Profit current - Gross Profit comparative) / Gross Profit comparative
- 3 Overseas Turnover / Total Turnover

**Warmup PLC (02955213)**

**Report of the Directors  
For the Year Ended 31 December 2012**

**DIVIDENDS**

No dividends will be distributed for the year ended 31 December 2012

**RESEARCH AND DEVELOPMENT**

The company makes significant investments in research and development in order to improve existing products, and innovate and invent in related areas

**FUTURE DEVELOPMENTS**

The company intends to continue expansion by increasing its penetration into overseas markets and by increasing its product range and is investing considerable sums in these endeavours

**EVENTS SINCE THE END OF THE YEAR**

Information relating to events since the end of the year is given in the notes to the financial statements

**DIRECTORS**

The directors shown below have held office during the whole of the period from 1 January 2012 to the date of this report

A D Stimpson (Chairman)  
D Stimpson  
J B Stokes  
D F Read

Other changes in directors holding office are as follows

G P Parsons - appointed 29 June 2012  
S D Sheen - appointed 29 June 2012

**GROUP'S POLICY ON PAYMENT OF CREDITORS**

The general policy of the company is to settle liabilities in accordance with the relevant credit terms. For the above financial year, trade creditors were paid on average within 48 days (2011 - 41 days)

**BRANCHES OUTSIDE THE UK**

The company operates a branch in Germany under the name Warmup Heizsysteme

**Warmup PLC (02955213)**

**Report of the Directors  
For the Year Ended 31 December 2012**

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the Report of the Directors and the financial statements in accordance with applicable law and regulations

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

select suitable accounting policies and then apply them consistently,  
make judgements and estimates that are reasonable and prudent,  
prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

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

**STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS**

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

**AUDITORS**

The auditors, Davis Grant LLP, will be proposed for re-appointment at the forthcoming Annual General Meeting.

**ON BEHALF OF THE BOARD:**



D F Read - Director

Date 19 JUNE 2013

**Report of the Independent Auditors to the Members of  
Warmup PLC (2955213)**

We have audited the financial statements of Warmup Plc for the year ended 31st December 2012 on pages six to twenty two. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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

**Respective responsibilities of directors and auditors**

As explained more fully in the Statement of Directors' Responsibilities set out on page four, 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 the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

**Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the group's and 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 Report of the Directors to identify material inconsistencies with the audited financial statements. If we become aware of any 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 groups and parent company's affairs as at 31st December 2012 and of the group's profits for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

**Opinion on other matter prescribed by the Companies Act 2006**

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

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

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

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



B G Chernoff FCA, FCCA (Senior Statutory Auditor)

for and on behalf of Davis Grant LLP

Chartered Certified Accountants and

Statutory Auditors

Treviot House

186-192 High Road

Ilford

Essex

IG1 1LR

Date

**Warmup PLC (02955213)**  
**Consolidated Profit and Loss Account**  
**Year Ended 31 December 2012**

		2012	2011
	Note	£'000	£'000
<b>TURNOVER</b>	2	13,978	13,006
Cost of Sales		(6,823)	(6,374)
<b>GROSS PROFIT</b>		<u>7,155</u>	<u>6,632</u>
Distribution Costs		(1,224)	(1,108)
Administrative Expenses		(5,604)	(5,086)
		<u>(6,828)</u>	<u>(6,194)</u>
<b>OPERATING PROFIT</b>	4	<u>327</u>	<u>438</u>
Interest payable and similar charges	5	<u>(25)</u>	<u>(23)</u>
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		302	415
Tax on profit on ordinary activities	6	<u>(111)</u>	<u>(116)</u>
<b>PROFIT FOR THE FINANCIAL YEAR AFTER TAXATION</b>		191	299
Minority interest - equity		<u>13</u>	<u>3</u>
<b>RETAINED PROFIT FOR THE FINANCIAL YEAR FOR THE GROUP</b>		<u><u>204</u></u>	<u><u>302</u></u>

**CONTINUING OPERATIONS**

None of the group's activities were acquired or discontinued during the current year or previous year

**TOTAL RECOGNISED GAINS AND LOSSES**

The group has no recognised gains or losses other than the losses for the current year or previous year



**Warmup PLC (02955213)**  
**Consolidated Balance Sheet**  
**At 31 December 2012**

	Note	2012 £'000	2011 £'000
<b>FIXED ASSETS</b>			
Tangible assets	8	241	173
		<u>241</u>	<u>173</u>
<b>CURRENT ASSETS</b>			
Stocks	10	2,078	1,686
Debtors	11	2,688	2,620
Cash at bank and in hand		744	363
		<u>5,510</u>	<u>4,669</u>
<b>CREDITORS</b>			
Amounts falling due within one year	12	(3,925)	(3,170)
		<u></u>	<u></u>
<b>NET CURRENT ASSETS</b>		<u>1,585</u>	<u>1,499</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>1,826</u>	<u>1,672</u>
<b>PROVISIONS FOR LIABILITIES</b>	16	(6)	(10)
<b>MINORITY INTEREST</b>	17	15	2
<b>NET ASSETS</b>		<u><u>1,835</u></u>	<u><u>1,664</u></u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	18	373	373
Share premium account	19	587	587
Capital Redemption Reserve	19	42	42
Profit and loss account	19	833	662
<b>SHAREHOLDERS FUNDS</b>	22	<u><u>1,835</u></u>	<u><u>1,664</u></u>

The financial statements were approved by the Board of Directors on 19/6/12 and were signed on its behalf by



D F Read - Director

**Warmup PLC (02955213)**  
**Company Balance Sheet**  
**At 31 December 2012**

	Note	2012 £'000	2011 £'000
<b>FIXED ASSETS</b>			
Tangible assets	8	229	167
Investments	9	32	32
		<u>261</u>	<u>199</u>
<b>CURRENT ASSETS</b>			
Stocks	10	1,699	1,510
Debtors			
Due Within One Year	11	2,452	2,390
Due After More than One Year	11	2,196	1,750
Cash at bank and in hand		618	313
		<u>6,965</u>	<u>5,963</u>
<b>CREDITORS</b>			
Amounts falling due within one year	12	(3,714)	(3,070)
		<u>3,251</u>	<u>2,893</u>
<b>NET CURRENT ASSETS</b>			
		<u>3,512</u>	<u>3,092</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			
		<u>3,512</u>	<u>3,092</u>
<b>PROVISIONS FOR LIABILITIES</b>	16	(6)	(10)
		<u>3,506</u>	<u>3,082</u>
<b>NET ASSETS</b>			
		<u>3,506</u>	<u>3,082</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	18	373	373
Share premium account	19	587	587
Capital Redemption Reserve	19	42	42
Profit and loss account	19	2,504	2,080
		<u>3,506</u>	<u>3,082</u>
<b>SHAREHOLDERS FUNDS</b>	22		
		<u>3,506</u>	<u>3,082</u>

The financial statements were approved by the Board of Directors on 19/6/12 and were signed on its behalf by



D F Read - Director

**Warmup PLC (02955213)**  
**Consolidated Cash Flow Statement**  
**Year Ended 31 December 2012**

	Note	2012 £'000	2011 £'000
<b>Net cash (outflow)/inflow from operating activities</b>	1	(80)	600
<b>Returns on investments and servicing of finance</b>	2	(25)	(23)
<b>Taxation</b>		(110)	(34)
<b>Capital expenditure</b>	2	(180)	(67)
<b>Cash (outflow)/inflow before use of liquid resources and financing</b>		(395)	476
<b>Financing</b>	2	776	(327)
<b>Increase in cash in the period</b>		381	149

**Reconciliation of net cash flow to movement in net debt**

	3		
Increase in cash in the period		381	149
Cash inflow/(outflow) from changes in debt		(776)	334
Change in net debt resulting from cashflows		(395)	483
<b>Movement in net debt in the period</b>		(395)	483
<b>Net debt at start of period</b>		(291)	(774)
<b>Net debt at end of period</b>		(686)	(291)

**Warmup PLC (02955213)**  
**Notes to the Consolidated Cash Flow Statement**  
**Year Ended 31 December 2012**

**RECONCILIATION OF OPERATING PROFIT TO NET CASH OUTFLOW FROM OPERATING**

**1 ACTIVITIES**

	<b>2012</b> <b>£ '000</b>	<b>2011</b> <b>£ '000</b>
Operating profit	327	438
Depreciation charges	112	81
Profit on disposal of fixed assets	-	(1)
Acquisitions and disposals	-	(21)
Foreign exchange difference in reserves	(34)	(3)
Increase in stocks	(392)	(394)
(Increase)/decrease in debtors	(68)	416
(Decrease)/Increase in creditors	(25)	84
<b>Net cash inflow from operating activities</b>	<u><u>(80)</u></u>	<u><u>600</u></u>

**ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW**

**2 STATEMENT**

	<b>2012</b> <b>£ '000</b>	<b>2011</b> <b>£ '000</b>
<b>Returns on investments and servicing of finance</b>		
Interest paid	(25)	(23)
<b>Net cash outflow for returns on investment and servicing of finance</b>	<u><u>(25)</u></u>	<u><u>(23)</u></u>
<b>Capital expenditure</b>		
Purchase of tangible fixed assets	(180)	(68)
Sale of tangible fixed assets	-	1
<b>Net cash outflow for capital expenditure and financial investment</b>	<u><u>(180)</u></u>	<u><u>(67)</u></u>
<b>Financing</b>		
Movement on invoice financing account	776	(334)
Net proceeds from share issue		7
<b>Net cash inflow / (outflow) from financing</b>	<u><u>776</u></u>	<u><u>(327)</u></u>

**Warmup PLC (02955213)**  
**Notes to the Consolidated Cash Flow Statement**  
**Year Ended 31 December 2012**

**3 ANALYSIS OF CHANGES IN NET DEBT**

	<b>At 1 January 2012 <u>£ '000</u></b>	<b>Cash Flow <u>£ '000</u></b>	<b>At 31 December 2012 <u>£ '000</u></b>
Cash in hand and at bank	363	381	744
	<u>363</u>	<u>381</u>	<u>744</u>
Bank loans and overdrafts - In one year of less or on demand	(654)	(776)	(1,430)
	<u>(654)</u>	<u>(776)</u>	<u>(1,430)</u>
	<u>(291)</u>	<u>(395)</u>	<u>(686)</u>

**Warmup PLC (02955213)**  
**Notes to the Consolidated Financial Statements**  
**Year Ended 31 December 2012**

**1 ACCOUNTING POLICIES**

**Accounting convention**

The financial statements are prepared under the historical cost convention

The financial statements have been prepared in accordance with applicable United Kingdom accounting standards

**Basis of consolidation**

The group financial statements consolidate the accounts of Warmup Plc and all its subsidiary undertakings made up to 31 December each year; the group profit and loss account includes the results of all subsidiary undertakings for the period from the date of the acquisition and up to the date of disposal

Turnover and profits arising on trading between group companies are excluded

**Turnover**

Turnover is the total amount receivable by the Group for goods and services supplied, excluding VAT

For installation contracts which are invoiced in advance, the income arising is recognised upon completion of the installation. Costs incurred under these contracts are charged to the profit and loss account upon completion of the installation

**Tangible fixed assets**

Depreciation is provided at the following annual rates in order to write off the cost less estimated residual value of each asset over its estimated useful life

Improvements to property	Straight line over the life of the lease
Fixtures and fittings	33% on cost
Motor vehicles	25% on cost

**Stocks**

Stocks and work in progress are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items

Cost includes all direct expenditure and an appropriate proportion of fixed and variable overheads

**Deferred taxation**

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date

**Foreign currencies**

Group

The results for overseas undertakings are translated into Sterling at the average rates ruling throughout the period and the balance sheets of overseas undertakings are translated into Sterling at the rates ruling at the balance sheet dates. Exchange differences arising on consolidation are taken directly to reserves

Company

Assets and liabilities denominated in foreign currencies are converted at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated at the exchange rate ruling at the date of each transaction. These translation differences are dealt with through the profit and loss account

**Warmup PLC (02955213)**  
**Notes to the Consolidated Financial Statements**  
**Year Ended 31 December 2012**

**1 ACCOUNTING POLICIES (continued)**

**Hire purchase and leasing commitments**

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible assets and depreciated over the shorter of the lease term and their useful lives. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce constant periodic rates of charge on the net obligations outstanding in each period.

**Pension costs and other post-retirement benefits**

The group operates a defined contribution pension scheme. Contributions payable to the group's pension scheme are charged to the profit and loss account in the period to which they relate.

**Share-based Payments**

The Company operates a number of equity-settled share-based payment plans. The fair value of the employee services recognised in exchange for the grant of share options is recognised as an expense. For equity-settled share-based payments the total amount to be expensed over the vesting period is determined by reference to their fair value of the share options granted. Fair value is determined by reference to option pricing models, principally the Black-Scholes model.

**Investments**

Fixed asset investments are stated at cost less provision for diminution in value.

**2 TURNOVER**

The turnover and profit before taxation are attributable to the one principal activity of the group.

A geographical analysis of turnover by geographical market is given below.

	<b>2012</b>	<b>2011</b>
	<b>£ '000</b>	<b>£ '000</b>
United Kingdom	9,831	9,384
Rest of Europe	2,431	2,103
North America	1,662	1,445
Rest of World	54	74
	<u>13,978</u>	<u>13,006</u>

**Warmup PLC (02955213)**  
**Notes to the Consolidated Financial Statements**  
**Year Ended 31 December 2012**

**3 STAFF COSTS**

	2012 <u>£ '000</u>	2011 <u>£ '000</u>
Wages and salaries	3,910	3,524
Social security costs	491	440
Pension costs	6	6
	<u>4,407</u>	<u>3,970</u>

The average number of employees during the year was as follows

	2012 No	2011 No
Manufacturing	15	15
Sales & Admin	119	109
	<u>134</u>	<u>124</u>

**4 OPERATING PROFIT**

	2012 <u>£ '000</u>	2011 <u>£ '000</u>
The operating profit is stated after charging/(crediting)		
Other operating leases	330	335
Depreciation - owned assets	112	81
Auditors' remuneration - audit fees	30	27
Auditors' remuneration -other services	7	1
Foreign exchange differences	<u>(3)</u>	<u>(9)</u>

	2012 <u>£</u>	2011 <u>£</u>
Directors Remuneration	448,217	336,819
Directors' pension contributions to money purchase pension schemes	<u>4,204</u>	<u>1,327</u>

The number of directors to whom retirement benefits were accruing was as follows

Money purchase schemes	<u>1</u>	<u>1</u>
------------------------	----------	----------

	2012 <u>£</u>	2011 <u>£</u>
Information regarding the highest paid director is as follows		
Emoluments etc	<u>215,939</u>	<u>222,942</u>



**Warmup PLC (02955213)**  
**Notes to the Consolidated Financial Statements**  
**Year Ended 31 December 2012**

**5 INTEREST PAYABLE AND SIMILAR CHARGES**

	2012 <u>£ '000</u>	2011 <u>£ '000</u>
Bank Interest	25	23
	<u>25</u>	<u>23</u>

**6 TAX ON PROFIT ON ORDINARY ACTIVITIES**

**Analysis of tax charge**

The tax charge on the profit on ordinary activities for the year was as follows

	2012 <u>£ '000</u>	2011 <u>£ '000</u>
Current tax		
UK corporation tax	115	123
Adjustments in respect of previous periods		(9)
Total current tax	<u>115</u>	<u>114</u>
Deferred tax	(4)	2
	<u>111</u>	<u>116</u>
Tax on profit on ordinary activities		

**Factors affecting tax charge**

The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below

	<u>£ '000</u>	<u>£ '000</u>
Profit on ordinary activities before tax	<u>302</u>	<u>415</u>
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 24% (2011 - 26%)	72	108
Effects of		
Expenses not deductible for tax purposes	4	7
Depreciation in excess of capital allowances	9	3
Adjustments to tax charge in respect of previous periods		(9)
Effect of enhanced Research and Development deduction	(29)	(19)
Overseas losses not offset	60	19
Effect of change in tax rate	(1)	5
Marginal relief	-	-
Utilisation of tax losses	-	-
Current tax charge	<u>115</u>	<u>114</u>

**Warmup PLC (02955213)**  
**Notes to the Consolidated Financial Statements**  
**Year Ended 31 December 2012**

**7 PROFIT OF PARENT COMPANY**

As permitted by Section 408 of the Companies Act 2006, the profit and loss account of the parent company is not presented as part of these financial statements

The parent company's profit for the financial year was £423,639 (2011 - £377,394)

**8 TANGIBLE FIXED ASSETS**

**Group**

	<b>Improvements to Property £ '000</b>	<b>Fixtures &amp; Fittings £ '000</b>	<b>Motor Vehicles £ '000</b>	<b>Total £ '000</b>
<b>Cost</b>				
At 1 January 2012	106	443	38	587
Translation difference				-
Additions	37	143		180
Disposals			(6)	(6)
At 31 December 2012	<u>143</u>	<u>586</u>	<u>32</u>	<u>761</u>
<b>Accumulated depreciation</b>				
At 1 January 2012	73	303	38	414
Translation difference				-
Charge for the period	11	101		112
Eliminated on disposal			(6)	(6)
At 31 December 2012	<u>84</u>	<u>404</u>	<u>32</u>	<u>520</u>
<b>Net book value</b>				
At 31 December 2012	<u>59</u>	<u>182</u>	<u>-</u>	<u>241</u>
At 31 December 2011	<u>33</u>	<u>140</u>	<u>-</u>	<u>173</u>

**Company**

	<b>Improvements to Property £ '000</b>	<b>Fixtures &amp; Fittings £ '000</b>	<b>Motor Vehicles £ '000</b>	<b>Total £ '000</b>
<b>Cost</b>				
At 1 January 2012	106	424	44	574
Additions	37	129		166
Disposals			(6)	(6)
At 31 December 2012	<u>143</u>	<u>553</u>	<u>38</u>	<u>734</u>
<b>Accumulated depreciation</b>				
At 1 January 2012	73	291	43	407
Charge for the period	11	92	1	104
Eliminated on disposal			(6)	(6)
At 31 December 2012	<u>84</u>	<u>383</u>	<u>38</u>	<u>505</u>
<b>Net book value</b>				
At 31 December 2012	<u>59</u>	<u>170</u>	<u>-</u>	<u>229</u>
At 31 December 2011	<u>33</u>	<u>133</u>	<u>1</u>	<u>167</u>

**Warmup PLC (02955213)**  
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**9 FIXED ASSET INVESTMENTS**

**Company**

	<b>Shares in Group undertakings £ '000</b>
<b>Cost</b>	
At 1 January 2012	32
Additions	
At 31 December 2012	<u>32</u>
<b>Net book value</b>	
At 31 December 2012	<u>32</u>
At 31 December 2011	<u>32</u>

**Interests in principal subsidiaries**

The group or company's investments at the balance sheet date in share capital of companies include the following

**Subsidiaries**

**Warmup Inc**

Country of incorporation USA

Nature of business Sale of underfloor heating products

Class of shares

Ordinary

%  
holding  
100.00

Aggregate capital and reserves

Loss for the year

**2012**

**£ '000**

(1,593)

(267)

**2011**

**£ '000**

(1,389)

(118)

**Warmup SL**

Country of incorporation Spain

Nature of business Sale of underfloor heating products

Class of shares

Ordinary

%  
holding  
100.00

Aggregate capital and reserves

(Loss) / Profit for the year

**2012**

**£ '000**

45

(7)

**2011**

**£ '000**

52

24

**Warmup PLC (02955213)**  
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**9 FIXED ASSET INVESTMENTS - continued**

**Warmup Inc**

Country of incorporation Canada

Nature of business Sale of underfloor heating products

	%		
Class of shares	holding		
Ordinary	100.00		
		2012	2011
		<u>£ '000</u>	<u>£ '000</u>
Aggregate capital and reserves		(55)	(32)
Profit/(Loss) for the year		<u>(23)</u>	<u>50</u>

**Warmup Turkey**

Country of incorporation Turkey

Nature of business Sale of underfloor heating products

	%		
Class of shares	holding		
Ordinary	51.00		
		2012	2011
		<u>£ '000</u>	<u>£ '000</u>
Aggregate capital and reserves		1	(4)
Loss for the period		<u>(26)</u>	<u>(7)</u>

**Warmup Solutions Limited**

Country of incorporation England & Wales

Nature of business Dormant

	%
Class of shares	holding
Ordinary	100.00

**Associated Company**

**Betterbuild Limited**

Country of incorporation England & Wales

Nature of business Marketing

	%		
Class of shares	holding		
Ordinary	50.00		
		2012	2011
		<u>£ '000</u>	<u>£ '000</u>
Aggregate capital and reserves		(1)	-
Loss for the period		<u>(1)</u>	<u>-</u>

**10 STOCKS**

	Group		Company	
	2012	2011	2012	2011
	<u>£ '000</u>	<u>£ '000</u>	<u>£ '000</u>	<u>£ '000</u>
Raw materials	252	256	248	252
Work in progress	133	294	133	294
Finished goods	<u>1,693</u>	<u>1,136</u>	<u>1,318</u>	<u>964</u>
	<u>2,078</u>	<u>1,686</u>	<u>1,699</u>	<u>1,510</u>

**Warmup PLC (02955213)**  
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**11 DEBTORS**

	<b>Group</b>		<b>Company</b>	
	<b>2012</b>	<b>2011</b>	<b>2012</b>	<b>2011</b>
	<b><u>£ '000</u></b>	<b><u>£ '000</u></b>	<b><u>£ '000</u></b>	<b><u>£ '000</u></b>
<b>Amounts due within one year</b>				
Trade debtors	2,513	2,417	2,320	2,216
Other debtors	11	15	1	6
Prepayments	164	188	131	168
	<u>2,688</u>	<u>2,620</u>	<u>2,452</u>	<u>2,390</u>
<b>Amounts due after more than one year</b>				
Amounts owed by group undertakings	-	-	2,196	1,750
	<u>2,688</u>	<u>2,620</u>	<u>4,648</u>	<u>4,140</u>

Group

The value of debtors factored and subject to a fixed charge are £2,197,405 (2011 - £2,324,000)

Company

The value of debtors factored and subject to a fixed charge are £2,197,405 (2011 - £2,324,000)

**12 CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR**

	<b>Group</b>		<b>Company</b>	
	<b>2012</b>	<b>2011</b>	<b>2012</b>	<b>2011</b>
	<b><u>£ '000</u></b>	<b><u>£ '000</u></b>	<b><u>£ '000</u></b>	<b><u>£ '000</u></b>
Bank loans (see note 13)	1,430	654	1,430	654
Trade creditors	1,628	1,610	1,457	1,507
Amounts owed to group undertakings	-	-	-	29
Tax	121	117	120	116
PAYE	112	105	105	99
VAT	275	229	276	237
Other creditors	11	17	12	17
Accrued expenses	348	438	314	411
	<u>3,925</u>	<u>3,170</u>	<u>3,714</u>	<u>3,070</u>

**13 LOANS**

An analysis of the maturity of loans is given below

	<b>Group</b>		<b>Company</b>	
	<b>2012</b>	<b>2011</b>	<b>2012</b>	<b>2011</b>
	<b><u>£ '000</u></b>	<b><u>£ '000</u></b>	<b><u>£ '000</u></b>	<b><u>£ '000</u></b>
<b>Amounts falling due within one year or on demand</b>				
Bank borrowings	1,430	654	1,430	654
	<u>1,430</u>	<u>654</u>	<u>1,430</u>	<u>654</u>

**Warmup PLC (02955213)**  
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**14 OPERATING LEASE COMMITMENTS**

At 31 December 2012, the group had annual commitments under non-cancellable operating leases set out below

	Land & Buildings		Other operating leases	
	2012	2011	2012	2011
	£ '000	£ '000	£ '000	£ '000
Leases which expire				
Within one year	-	-	18	13
Between one and five years	142	140	127	121
After five years	127			
	<u>269</u>	<u>140</u>	<u>145</u>	<u>134</u>

**15 SECURED DEBTS**

The following secured debts are included within creditors

	Group		Company	
	2012	2011	2012	2011
	£ '000	£ '000	£ '000	£ '000
Invoice finance facility	660	288	660	288
Import loan facility	770	366	770	366
	<u>1,430</u>	<u>654</u>	<u>1,430</u>	<u>654</u>

**16 PROVISIONS FOR LIABILITIES**

	Group		Company	
	2012	2011	2012	2011
	£ '000	£ '000	£ '000	£ '000
Deferred Tax	<u>6</u>	<u>10</u>	<u>6</u>	<u>10</u>
<b>Group</b>				<b>Deferred tax £,000</b>
At 1 January 2012				10
Accelerated capital allowances				(4)
At 31 December 2012				<u>6</u>
<b>Company</b>				<b>Deferred tax £,000</b>
At 1 January 2012				10
Accelerated capital allowances				(4)
At 31 December 2012				<u>6</u>

**17 MINORITY INTERESTS**

The company owns 51% of the share capital of Warmup Elektrikli Yerden Isıtma Sistemleri Sanayi Ve Ticaret.

This investment has been consolidated as part of these financial statements with the minority interest shown in both the consolidated profit and loss and balance sheet

**Warmup PLC (02955213)**  
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**18 CALLED UP SHARE CAPITAL**

**Allotted and fully paid**

	<b>2012</b> <b>£ '000</b>	<b>2011</b> <b>£ '000</b>
372,694 Ordinary shares of £1 each (2011 - 372,634)	<u>373</u>	<u>373</u>

The company has the following number of ordinary shares issuable under share options, including those awards granted prior to 7 November 2002

	Date of Grant	Number of Ordinary Shares Under Option	Exercise Price	Exercise Period
Discretionary Share Option Scheme	02/04/03	1,500	6 00	02/04/06 to 02/04/13
Unapproved Share Options	02/04/03	834	6 00	02/04/06 to 02/04/13

**19 RESERVES**

	Profit and loss account <b>£ '000</b>	Share Premium Account <b>£ '000</b>	Capital Redemption Reserve <b>£ '000</b>	Total <b>£ '000</b>
<b>Group</b>				
At 1 January 2012	662	587	42	1,291
Retained (loss) / profit for period	204			204
Foreign exchange differences	(33)			(33)
Issue of shares				-
Repurchase and cancellation of shares				-
At 31 December 2012	<u>833</u>	<u>587</u>	<u>42</u>	<u>1,462</u>
<b>Company</b>				
At 1 January 2012	2,080	587	42	2,709
Retained (loss) / profit for period	431			431
Foreign exchange differences	(7)	-	-	(7)
Issue of shares	-	-	-	-
Repurchase and cancellation of shares	-	-	-	-
At 31 December 2012	<u>2,504</u>	<u>587</u>	<u>42</u>	<u>3,133</u>

**20 CAPITAL COMMITMENTS**

As at 31 December 2012, the company had capital commitments contracted for but not provided in these accounts of £108,501 (2011 - £Nil)

**Warmup PLC (02955213)**  
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**21 ULTIMATE CONTROLLING PARTY**

The company was controlled throughout the current and prior periods by its director, Mr A D Stimpson. At the balance sheet date Mr A D Stimpson had a controlling interest of 69.81% of the company's issued share capital (2011 - 69.81%).

**22 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS FUNDS**

	<b>Group</b>		<b>Company</b>	
	<b>2012</b>	<b>2011</b>	<b>2012</b>	<b>2011</b>
	<b>£ '000</b>	<b>£ '000</b>	<b>£ '000</b>	<b>£ '000</b>
Profit / (loss) for the financial year	204	302	431	378
Goodwill written off on acquisition	-	(28)	-	-
Foreign exchange differences	(33)	(3)	(7)	-
Issue of shares	-	64	-	64
Repurchase and cancellation of shares	-	(57)	-	(57)
<b>Net increase/(reduction) in shareholders' deficit</b>	<b>171</b>	<b>278</b>	<b>424</b>	<b>385</b>
Opening shareholders' funds	1,664	1,386	3,082	2,697
<b>Closing shareholders' funds</b>	<b>1,835</b>	<b>1,664</b>	<b>3,506</b>	<b>3,082</b>

**23 SHARE BASED PAYMENT TRANSACTIONS**

The company has followed the transitional arrangements within FRS20, Share-based payments, and has only applied the measurement requirements of FRS20 to awards made after 7 November 2002. However, the following disclosures include all share-based payment awards, therefore including those awards granted prior to 7 November 2002.

The Company operates the following share-based payment plans:

2003 Discretionary Share Option Scheme, Enterprise Management Incentive Share Option Scheme and Unapproved Share Option Scheme

Options are granted to employees and senior employees at the market price of the Company's ordinary shares.

The options vest for three years following grant date. Options will not vest unless the employee remains in the service of the Company, and that the relevant performance criteria where applicable are met.

Reconciliations of the number of shares by option scheme are presented below (including grants of options prior to 7 November 2002).

	<b>Discretionary Scheme</b>	<b>Unapproved Scheme</b>
Number of shares		
At 1 January 2012	1,500	834
Exercised in the year		
Lapsed in the year		
At 31 December 2012	<u>1,500</u>	<u>834</u>
Exerciseable at 31 December 2012	1,500	834