IKO U.K. Limited

Directors' report and financial statements

Registered number 3897526

For the year ended 31 December 2005

Contents

Directors' report

The directors present their report together with the audited financial statements for the year ended 31 December 2005.

Principal activity

IKO U.K. Limited is the holding company of an integrated group of companies engaged principally in the manufacture, distribution and installation of bituminous products.

Business review

An analysis of sales and profit before taxation is given in note 2 to the financial statements.

The group intends to continue its present operations in the future and does not anticipate any material downturn in the level of activity.

Results and dividends

The retained profit for the financial year was £896,000 *(2004: £2,658,000)*. The directors do not recommend payment of a dividend *(2004: £Nil)*.

Directors

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

HM Koschitzty
S Koschitzty
J Koschitzty
ML Kippen
CJ Droogan (appointed 9 May 2006)

Directors' interests

None of the directors had any declarable beneficial interest in the share or loan capital of the Company or of any subsidiary undertaking during the year. Mr HM Koschitzky, Mr S Koschitzky and Mr J Koschitzky are overseas based directors and are not required to notify interests in group undertakings incorporated outside of Great Britain to the Company.

Mr ML Kippen had no beneficial interest in the share or loan capital of the company's ultimate parent company, IKO Sales Limited, or of any subsidiary undertaking during the year.

Employees

It is the Group's policy to promote the health, safety and welfare of its employees; to provide equal opportunity in recruitment; and to maximise the opportunities for the employment, retention and development of disabled people consistent with their aptitudes and abilities and wherever possible to re-train employees who become disabled, so they can continue in their employment in another position.

The Group has continued to place a high priority on the training and development of its employees and considerable emphasis has been placed on reviewing and improving health and safety procedures.

The Board recognises the need for effective communication with, and the involvement of, employees to ensure good relations and the improvement of the Group's performance and will continue to hold briefings and presentations when required.

Research and development

It is the Group's policy to enhance the performance of its products through continuous improvements and quality control in order to meet evolving building design criteria and international building standards.

Directors' report *(continued)*

Charitable and political donations

Charitable donations in the UK totalled £1,000 during the period *(2004: £Nil)*. No political contributions were made *(2004: £Nil)*.

Payment policy

It is the Company's general policy to abide by the terms of payment agreed with its suppliers. The Company does not follow any code or standard payment practice.

Auditors

In accordance with Section 385 of the Companies Act 1985, a resolution for the re-appointment of KPMG Audit Plc as auditors of the Company is to be proposed at the forthcoming annual general meeting.

By order of the Board

ML Kippen
Director

Appley Lane North
Appley Bridge
Wigan
Lancashire
WN6 9AB

Registered in England and Wales
Number 3897526

28 September 2006

Statement of directors' responsibilities in respect of the Directors' Report and the financial statements

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the group and the parent company financial statements in accordance with UK Accounting Standards.

The group and parent company financial statements are required by law to give a true and fair view of the state of affairs of the group and the parent 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 judgments and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the parent company and enable them to ensure that its financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

KPMG Audit Plc
2 Cornwall Street
Birmingham
B3 2DL

Independent auditors' report to the members of IKO U.K. Limited

We have audited the group and parent company financial statements (the "financial statements") of IKO U.K. Limited for the year ended 31 December 2005 which comprise the Consolidated Profit and Loss Account, the Consolidated and Company Balance Sheets, the Consolidated Cash Flow Statement, the Consolidated Statement of Total Recognised Gains and Losses and the related notes. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the Directors' Report and the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities on page 3.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' Report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the group's and company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Independent auditors' report to the members of IKO U.K. Limited *(continued)*

Opinion

In our opinion the financial statements:

- give a true and fair view, in accordance with UK Generally Accepted Accounting Practice, of the state of the group's and the parent company's affairs as at 31 December 2005 and of the group's profit for the year then ended; and
- have been properly prepared in accordance with the Companies Act 1985.

KPMG Audit Plc

KPMG Audit Plc
Chartered Accountants
Registered Auditor

28 September 2006

Group profit and loss account
for the year ended 31 December 2005

	Note	**2005**	2004 As restated
		£000	£000
Turnover	*2*	**168,008**	164,275
Cost of sales		**(123,700)**	(120,357)
Gross profit		**44,308**	43,918
Net operating expenses	*3*	**(42,223)**	(38,808)
Operating profit	*2*	**2,085**	5,110
Net interest receivable	*4*	**375**	15
Other finance income in respect of pensions	*24*	**194**	223
Profit on ordinary activities before taxation	*5*	**2,654**	5,348
Taxation on profit on ordinary activities	*8*	**(1,609)**	(2,505)
Profit on ordinary activities after taxation		**1,045**	2,843
Minority interests	*20*	**(149)**	(185)
Profit for the financial year	*9,19*	**896**	2,658

The results set out above relate to continuing operations.

There is no difference between the result as disclosed in the profit and loss account and the result on an unmodified historical cost basis.

Movements in reserves are set out in note 19.

Consolidated balance sheet
at 31 December 2005

	Note	**2005**		2004 As restated	
		£000	**£000**	£000	£000
Fixed assets					
Intangible assets	*10*				
Goodwill			**11,073**		13,794
Negative goodwill			**(166)**		(187)
Net goodwill			**10,907**		13,607
Other intangible assets			**155**		-
			11,062		13,607
Tangible assets	*11*		**36,009**		28,768
Investments	*12*		**246**		246
			47,317		42,621
Current assets					
Stocks	*13*	**18,099**		16,412	
Debtors (including £2,000,000 *(2004: £Nil)* due after more than one year)	*14*	**42,402**		35,437	
Cash		**13,466**		14,440	
		73,967		66,289	
Creditors: amounts falling due within one year	*15*	**(56,854)**		(45,058)	
Net current assets			**17,113**		21,231
Total assets less current liabilities			**64,430**		63,852
Creditors: amounts falling due after more than one year	*16*		**(113)**		(146)
Provision for liabilities and charges	*17*		**(5,341)**		(4,803)
Net assets before pension liability			**58,976**		58,903
Net pension liability	*24*		**(6,548)**		(6,139)
Net assets			**52,428**		52,764
Capital and reserves					
Called up share capital	*18*		**47,537**		47,537
Merger reserve	*19*		**4,833**		4,833
Profit and loss account	*19*		**(595)**		(119)
Shareholders' funds			**51,775**		52,251
Minority interests	*20*		**653**		513
			52,428		52,764

These financial statements were approved by the board of directors on 28 September 2006 and were signed on its behalf by:

ML Kippen
Director

Company balance sheet
at 31 December 2005

	Note	**2005**		2004	
		£000	**£000**	£000	£000
Fixed assets					
Investments	*12*		**62,600**		62,600
Current assets					
Debtors (including £Nil *(2004: £7,000)* due after more than one year)	*14*	**664**		669	
Creditors: amounts falling due within one year	*15*	**(11,476)**		(11,357)	
Net current liabilities			**(10,812)**		(10,688)
Total assets less current liabilities			**51,788**		51,912
Creditors: amounts falling due after more than one year	*16*		**(4,122)**		(4,239)
Net assets			**47,666**		47,673
Capital and reserves					
Called up share capital	*18*		**47,537**		47,537
Profit and loss account	*19*		**129**		136
Shareholders' funds			**47,666**		47,673

These financial statements were approved by the board of directors on 28 September 2006 and were signed on its behalf by:

ML Kippen
Director

Group cash flow statement
for the year ended 31 December 2005

	Note	2005 £000	2005 £000	2004 As restated £000	2004 As restated £000
Net cash inflow from operating activities	*23a*		**3,721**		8,715
Returns on investments and servicing of finance	*23b*	**(34)**		30	
Taxation		**(1,436)**		(1,593)	
Capital expenditure and financial investment	*23b*	**(10,991)**		(4,324)	
Acquisitions and disposals	*23b*	**(884)**		(99)	
			(13,345)		(5,986)
Net cash (outflow)/inflow before financing			**(9,624)**		2,729
Financing	*23b*		**8,626**		(1,164)
(Decrease)/increase in cash in the year			**(998)**		1,565

Reconciliation of net cash flow to movement in net debt
for the year ended 31 December 2005

	Note	2005 £000	2004 £000
(Decrease)/increase in cash in the year		**(998)**	1,565
Cash (inflow)/outflow from increase/decrease in net debt		**(8,626)**	1,164
Change in net debt resulting from cashflows	*23c*	**(9,624)**	2,729
Group borrowings acquired with subsidiary	*23c*	**(1,274)**	-
Other non-cash movements	*23c*	**270**	65
Translation difference	*23c*	**168**	(169)
Movement in net debt in the year		**(10,460)**	2,625
Net debt at beginning of year		**(4,127)**	(6,752)
Net debt at end of year	*23c*	**(14,587)**	(4,127)

Group statement of total recognised gains and losses
for the year ended 31 December 2005

	2005	2004 As restated
	£000	£000
Profit for the financial year	**896**	2,658
Exchange adjustment	**(181)**	(207)
Actuarial loss recognised in the pension scheme during the year (see note 24)	**(1,702)**	(1,502)
Deferred tax relating to the actuarial loss	**511**	451
Total recognised gains and losses for the year	**(476)**	1,400
Prior year adjustment on full adoption of FRS 17	**(6,186)**	
Total recognised losses since last annual report	**(6,662)**	

Group reconciliation of movements in shareholders' funds
for the year ended 31 December 2005

	2005	2004 As restated
	£000	£000
Shareholders' funds at beginning of year as previously reported	**58,437**	56,160
Prior year adjustment of full adoption of FRS 17	**(6,186)**	(5,309)
Restated shareholders' funds at beginning of year	**52,251**	50,851
Profit for the financial year	**896**	2,658
Other recognised gains and losses relating to the year (net)	**(1,372)**	(1,258)
Shareholders' funds at end of year	**51,775**	52,251

Company reconciliation of movements in shareholders' funds
for the year ended 31 December 2005

	Note	2005 £000	2004 £000
(Loss)/profit for the financial year	*9*	**(7)**	1,946
Movement in shareholders' funds		**(7)**	1,946
Shareholders' funds at beginning of year		**47,673**	45,727
Shareholders' funds at end of year		**47,666**	47,673

Notes
(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements, except as noted below:

In these financial statements the following new standards have been adopted for the first time:

- FRS 21 'Events after the balance sheet date';
- the presentation requirements of FRS 25 'Financial instruments presentation and disclosure'; and
- FRS 28 'Corresponding amounts'.

FRS 21 and FRS 25 have had no material effect on the financial statements. In addition, FRS 28 'Corresponding amounts' has had no material effect as it imposes the same requirements for comparatives as hitherto required by the Companies Act 1985.

The recognition and measurement requirements of FRS 17 'Retirement benefits' have also been adopted, previously the transitional disclosures of that standard have been followed.

The corresponding amounts in these financial statements are restated in accordance with the new policies.

Basis of preparation

The financial statements are prepared in accordance with applicable UK accounting standards and under the historical cost accounting rules.

Basis of consolidation

The Group financial statements consolidate the financial statements of IKO U.K. Limited and all its subsidiary undertakings.

The consolidated financial statements are based on financial statements of subsidiary undertakings which are coterminous with those of the parent company.

Unless otherwise stated, the acquisition method of accounting has been adopted. Under this method, the results of subsidiary and associated undertakings acquired or disposed of in the year are included in the group profit and loss account from the date of acquisition or up to the date of disposal. Similarly, the cash flows of subsidiary undertakings acquired or disposed of in the year are included in the group cash flow statement from the date of acquisition or up to the date of disposal.

In accordance with Section 230(4) of the Companies Act 1985, IKO U.K. Limited is exempt from the requirement to present its own profit and loss account. The result for the financial period dealt with in the financial statements of IKO U.K. Limited is disclosed in note 9.

Investments in subsidiary undertakings

In the Company's balance sheet, investments in subsidiary undertakings are stated at cost less provisions for permanent diminution in value. Where the consideration for the acquisition of subsidiary undertakings includes the allotment of shares and the provisions of Section 131 or 132 of the Companies Act 1985 apply, the cost of the investment represents the nominal value of the shares issued, the minimum premium required to be transferred to the share premium account under Section 132, the fair value of any other consideration given and the costs of acquisition.

Notes *(continued)*

1 Accounting policies *(continued)*

Goodwill

Purchased goodwill (representing the excess of the fair value of the consideration given over the fair value of the separable new assets acquired) arising on business combinations in respect of acquisitions is capitalised. Positive goodwill is amortised to nil by equal annual instalments over its estimated useful life. Any excess of the aggregate of the fair value of the identifiable net assets acquired over the fair value of the consideration given (negative goodwill) is also capitalised and released to the profit and loss account in the periods in which the fair values of the non-monetary assets purchased on the same acquisition are recovered.

Turnover

Turnover represents the amounts, excluding value added tax, derived from the provision of goods and services, including long term contracts, to external customers during the year.

Tangible fixed assets and depreciation

With the exception of freehold land which is not depreciated, depreciation is provided to write off the cost of tangible assets, less their estimated residual values, by equal annual instalments over their estimated useful economic lives as follows:

Freehold buildings	50 years
Long leasehold properties	50 years
Short leasehold properties	Period of lease
Plant, machinery and vehicles	3 to 15 years

Foreign currency

For consolidation purposes, the results and net assets of overseas subsidiary undertakings are translated at the rate of exchange ruling at the year end. Gains or losses arising on these translations are taken to reserves, net of exchange differences arising on related foreign currency borrowings.

Transactions in foreign currencies are recorded using the rates of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the rates of exchange ruling at the balance sheet date. Exchange differences are reflected in the results for the year.

Leased assets

Where the Group enters into a lease which entails taking substantially all the risks and rewards of ownership of an asset, the lease is treated as a finance lease. The asset is recorded in the balance sheet as a tangible fixed asset and is depreciated over its estimated useful life or the term of the lease, whichever is shorter. Future instalments under such leases, net of finance charges, are included in creditors. Rentals payable are apportioned between the finance element, which is charged to the profit and loss account, and the capital element which reduces the outstanding obligation for future instalments.

All other leases are accounted for as operating leases and the rental charges are charged to the profit and loss account on a straight-line basis over the life of the lease.

Stocks

Stocks and work in progress are valued at the lower of cost and net realisable value. For work in progress and finished goods, cost is taken as production cost which includes an appropriate proportion of attributable overheads.

Notes *(continued)*

1 Accounting policies *(continued)*

Long term contracts

Amounts recoverable on contracts, which are included in debtors, are stated at cost plus attributable profit less any foreseeable losses. The profit on each individual contract is the lower of profit earned to date and that forecast at completion. Payments received on account are deducted from amounts recoverable on contracts. Such amounts, which have been received and exceed amounts recoverable, are included in creditors.

In determining the attributable profit on contracts to a particular accounting period the Group uses estimation techniques. The principal estimation technique used is the preparation of profit forecasts on a contract by contract basis which enables an assessment to be made on the final out-turn on each contract. Profit is then recognised when the outcome of the contract can be foreseen with reasonable certainty.

Taxation

The charge for taxation is based on the result for the year and takes into account taxation deferred because of timing differences between results as stated in the financial statements and as computed for taxation purposes.

Deferred tax is recognised, without discounting in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS19 'Deferred tax'.

Pensions

The Group operates both defined benefit and defined contribution pension schemes. The amount charged against profit in respect of the defined benefit schemes represents the contributions payable to the schemes in respect of the accounting period. Pension scheme assets are measured using market values. Pension scheme liabilities are measured using a projected method and discounted at the current rate of return on a high quality corporate bond of equivalent term and currency to the liability.

The pension scheme surplus (to the extent that it is recoverable) or deficit is recognised in full. The movement in the scheme and surplus/deficit is split between operating charges, finance items and in the group statement of total recognised gains and losses, actuarial gains and losses.

Contributions to the defined contribution pension schemes are charged to the profit and loss account so as to spread the cost of pensions over employees' working lives with the Group.

Change of accounting policy

The group has adopted FRS17 'Retirement benefits' in full with effect from 1 January 2005. In prior years the group has applied the transitional disclosure requirements of this standard.

The full adoption of FRS17 'Retirement benefits' has resulted in a change in the accounting treatment of the Group's defined benefit arrangements. In particular, the net liabilities of the pension schemes *(2004: net liabilities)* are included on the balance sheet, current service costs and net financial returns are included in the profit and loss account and actuarial gains and losses are recognised in the statement of total recognised group gains and losses. Further information on FRS17 is provided in note 24. Previous accounting under SSAP24 'Accounting for Pension costs' required the charging of regular costs and variations from regular cost in the profit and loss account with the difference between the cumulative amounts charged and the payments made to the pension schemes shown as either a prepayment or creditor on the balance sheet.

Notes *(continued)*

1 Accounting policies *(continued)*

***Change of accounting policy** (continued)*

The impact of this change on the comparative profit and loss account and balance sheet are shown below:

Profit and loss account

	Operating profit £000	Net interest receivable £000	Other finance income in respect of pensions £000	Tax £000	Minority interest £000	Profit for the financial year £000
Year ended 31 December 2004						
As previously reported	5,084	15	-	(2,430)	(185)	2,484
Adoption of FRS17	26	-	223	(75)	-	174
As restated	5,110	15	223	(2,505)	(185)	2,658

Balance sheet

	Net pension liability £000	Deferred taxation provision £000	Shareholders' funds £000
At 31 December 2004			
As previously reported	-	(1,965)	58,437
Adoption of FRS17	(6,139)	(47)	(6,186)
As restated	(6,139)	(2,012)	52,251

Research and development

All expenditure except that capitalised on buildings and plant is charged against income as incurred.

Employee share schemes

The Group operates an unapproved share option scheme. The fair value of options granted is recognised as an employee expense with a corresponding increase in equity. The fair value is measured at grant date and spread over the period during which the employees become unconditionally entitled to the options. The fair value of the options granted is measured using a binomial lattice model, taking into account the terms and conditions upon with the options were granted. The amount recognised as an expense is adjusted to reflect the actual number of share options that vest except where forfeiture is only due to share prices not achieving the threshold for vesting.

Notes *(continued)*

2 Analysis of turnover, profit before interest and net assets

All turnover arose from one class of business. The Group is focussed on one core activity, namely the manufacture, distribution and installation of bituminous products.

		2005	
	United Kingdom and Europe £000	**USA £000**	**Total £000**
Turnover by origin			
Total sales	**178,648**	**9,998**	**188,646**
Inter-segment sales	**(20,637)**	**(1)**	**(20,638)**
Sales to third parties	**158,011**	**9,997**	**168,008**

		2004	
	United Kingdom and Europe £000	USA £000	Total £000
Turnover by origin			
Total sales	171,212	7,785	178,997
Inter-segment sales	(14,721)	(1)	(14,722)
Sales to third parties	156,491	7,784	164,275

	2005 £000	2004 £000
Turnover by destination		
United Kingdom and Europe	**156,304**	154,628
USA	**9,102**	7,245
Rest of world	**2,602**	2,402
Sales to third parties	**168,008**	164,275

Notes *(continued)*

2 Analysis of turnover, profit before interest and net assets *(continued)*

	2005	2004 As restated
	£000	£000
Profit before interest		
United Kingdom and Europe	3,044	6,179
USA	2,206	1,631
	5,250	7,810
Group costs – amortisation and impairment of goodwill	(3,165)	(2,700)
Profit before interest	2,085	5,110
Net assets		
United Kingdom and Europe	52,581	41,055
USA	3,527	2,229
Net operating assets	56,108	43,284
Group assets – net goodwill	10,907	13,607
Net debt	(14,587)	(4,127)
Net assets	52,428	52,764

3 Net operating expenses

	2005	2004 As restated
	£000	£000
Distribution costs	14,371	13,550
Administrative expenses	25,114	24,042
Other operating expenses	2,738	1,216
	42,223	38,808

Notes *(continued)*

4 Net interest receivable

	2005 £000	2004 £000
Interest receivable		
Interest receivable from parent and fellow subsidiaries	29	30
Bank interest receivable	325	256
Sundry interest receivable	62	54
Exchange gain on foreign currency borrowings	402	-
	818	340
Interest payable and similar charges		
Interest payable to parent and fellow subsidiaries	(375)	(260)
On bank loans and overdrafts	(33)	(31)
On other loans	(35)	(3)
Exchange loss on foreign currency borrowings	-	(31)
	(443)	(325)
Net interest receivable	375	15

5 Profit on ordinary activities before taxation

	2005 £000	2004 £000
Profit on ordinary activities before taxation is stated		
after charging		
Depreciation of tangible fixed assets	3,285	3,410
Amortisation of goodwill and intangibles	2,752	2,700
Profit on disposal of fixed assets	(28)	(5)
Impairment of tangible fixed assets	-	223
Impairment of goodwill	413	-
Operating leases:		
Hire of plant and machinery	127	181
Hire of other assets	712	757
Auditors' remuneration		
Audit - United Kingdom	112	106
Audit - Overseas	107	81
Research and development	134	199

Fees paid to the auditor and its associates for UK non-audit services amounted to £106,000 *(2004: £126,000)*. The auditor's remuneration in respect of the company was £4,000 *(2004: £4,000)*.

Notes *(continued)*

6 Employees

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

	Number of employees	
	2005	2004
UK and Ireland	**647**	640
Mainland Europe	**551**	500
USA	**59**	57
	1,257	1,197

The aggregate payroll costs of these persons were as follows:

		As restated
	£000	£000
Wages and salaries	**33,033**	29,683
Social security costs	**5,201**	5,682
Other pension costs	**1,646**	1,507
	39,880	36,872

7 Directors' emoluments

The directors neither received nor waived any remuneration for their services as directors of IKO U.K. Limited.

ML Kippen provided qualifying services for a number of subsidiaries of the company in the year ended 31 December 2005 *(2004: ML Kippen and PA Bentley)*. Their remuneration for these services was as follows:

	2005	2004
	£000	£000
Remuneration	**105**	121
Pension contributions	**19**	14
Compensation for loss of office	**-**	99
	124	234

Retirement benefits are accruing to the following number of directors under:

	Number of directors	
Defined benefit schemes	1	1

Notes *(continued)*

8 Taxation

(a) Analysis of charge in year

	2005		2004 As restated	
	£000	**£000**	£000	£000
UK corporation tax				
Current year	**826**		1,267	
Adjustments in respect of prior years	**8**		8	
		834		1,275
Overseas tax				
Current year	**776**		1,051	
Adjustments in respect of prior years	**130**		1	
UK corporation tax		**906**		1,052
Total current tax		**1,740**		2,327
Deferred tax (see note 17)				
Origination and reversal of timing differences	**(96)**		103	
Adjustments in respect of prior years	**(369)**		-	
Deferred tax on defined benefit pension scheme (see note 24)	**334**		75	
		(131)		178
Tax charge on profit on ordinary activities		**1,609**		2,505

(b) Factors affecting the tax charge for the current period

The standard rate of tax for the year based on the UK standard rate of corporation tax is 30% *(2004: 30%)*. The actual tax charge for the current and previous year differs from the standard rate for the reasons set out in the following reconciliation.

	2005	2004 As restated
	£000	£000
Current tax reconciliation		
Profit on ordinary activities before taxation	**2,654**	5,348
Current tax at 30% *(2004: 30%)*	**796**	1,605
Effects of:		
Expenses not deductible for tax purposes	**135**	201
Goodwill amortisation	**810**	810
Depreciation for period in excess of capital allowances	**61**	122
Utilisation of tax losses	**(88)**	(287)
Movement on other timing differences	**(166)**	(177)
Difference between UK and overseas tax rates	**54**	44
Adjustments to tax charge in respect of prior years	**138**	9
Total current tax charge (see above)	**1,740**	2,327

Notes *(continued)*

9 Profit/(loss) for the financial period

	2005	2004 As restated
	£000	£000
Dealt with in the financial statements of:		
IKO U.K. Limited	**(7)**	1,946
Subsidiary undertakings	**903**	712
	896	2,658

10 Intangible fixed assets

Group

	Goodwill £000	**Negative goodwill £000**	**Other intangible assets £000**	**Total £000**
Cost				
At beginning of year	27,205	(235)	-	26,970
Additions	413	-	207	620
At end of year	27,618	(235)	207	27,590
Provision for amortisation and impairment				
At beginning of year	13,411	(48)	-	13,363
Charge for the year	2,721	(21)	52	2,752
Impairment loss for the year	413	-	-	413
At end of year	16,545	(69)	52	16,528
Net book value				
At 31 December 2005	**11,073**	**(166)**	**155**	**11,062**
At 31 December 2004	13,794	(187)	-	13,607

The directors consider each acquisition separately for the purpose of determining the amortisation period of any goodwill that arises. Goodwill is being amortised over 10 years.

Negative goodwill arising in the year ended 31 December 2004 in respect of the acquisition of The Specialist Waterproofing Group Limited is being released over 10 years. Negative goodwill arising prior to this has been fully released.

Other intangible assets largely relate to customer relationships which are being amortised over 4 years.

Notes *(continued)*

11 Tangible fixed assets

Group	Land and buildings £000	Plant, machinery and vehicles £000	Assets in the course of construction £000	Total £000
Cost				
At beginning of year	22,031	20,887	-	42,918
Exchange adjustment	(306)	(156)	-	(462)
Additions	5,293	5,110	648	11,051
Acquisition of subsidiary undertaking	-	634	-	634
Disposals	-	(1,451)	-	(1,451)
At end of year	27,018	25,024	648	52,690
Gross book value of depreciable assets	23,654	25,024	648	49,326
Depreciation				
At beginning of year	2,412	11,738	-	14,150
Exchange adjustment	(18)	(100)	-	(118)
Charge for the year	595	2,690	-	3,285
Acquisition of subsidiary undertaking	-	576	-	576
Disposals	-	(1,212)	-	(1,212)
At end of year	2,989	13,692	-	16,681
Net book value				
At 31 December 2005	**24,029**	**11,332**	**648**	**36,009**
At 31 December 2004	19,619	9,149	-	28,768

The net book value of assets held under finance leases included in plant, machinery and vehicles amounted to £Nil *(2004: £Nil)*.

Depreciation charged on these assets during the period amounts to £Nil *(2004: £Nil)*.

	Group 2005 £000	Group 2004 £000
Net book value of land and buildings comprises:		
Freehold	**18,937**	14,379
Long leasehold	**4,460**	4,542
Short leasehold	**632**	698
	24,029	19,619

Notes *(continued)*

12 Investments

Group

	Other investments £000
At beginning and end of year	246

Other investments

The group owns 50% of the ordinary share capital of K&L Invest S.A., a company incorporated in Belgium. This company has been accounted for as a trade investment as the directors do not believe they have any control or significant influence over the management of the business.

Company

	Shares in subsidiary undertakings £000
Cost	
At beginning and end of year	62,600

The principal operating companies, which are shown on pages 33 and 34 are wholly owned, either directly or indirectly, by IKO U.K. Limited except where indicated, and all holdings are of ordinary shares. They are incorporated in Great Britain, unless their address is overseas in which case the country stated is the country of incorporation.

13 Stocks

	Group 2005 £000	Group 2004 £000
Raw materials	**5,429**	4,989
Work in progress	**7,314**	7,791
Finished goods and goods for resale	**12,111**	10,465
	24,854	23,245
Payments on account	**(6,755)**	(6,833)
	18,099	16,412

Notes *(continued)*

14 Debtors

	Group 2005 £000	Company 2005 £000	Group 2004 £000	Company 2004 £000
Amounts falling due within one year				
Trade debtors	34,757	-	29,619	-
Amounts owed by parent and fellow subsidiaries	1,640	-	1,517	-
Taxation recoverable	650	664	979	662
Other debtors	2,574	-	2,582	-
Prepayments and accrued income	781	-	740	-
	40,402	664	35,437	662
Amounts falling due after more than one year				
Amounts owed by parent and fellow subsidiaries	2,000	-	-	7
	42,402	664	35,437	669

15 Creditors: amounts falling due within one year

	Group 2005 £000	Company 2005 £000	Group 2004 £000	Company 2004 £000
Bank loans and overdrafts	27	7	56	5
Loans from parent and fellow subsidiaries	28,026	-	18,511	2,119
	28,053	7	18,567	2,124
Payments on account	776	-	826	-
Trade creditors	13,534	-	11,066	-
Amounts owed to parent and fellow subsidiaries	1,103	11,412	915	9,223
Corporation tax	1,159	-	1,171	-
Other tax and social security	3,296	-	3,298	-
Other creditors	2,597	-	2,343	-
Accruals	6,336	57	6,872	10
	56,854	11,476	45,058	11,357

16 Creditors: amounts falling due after more than one year

	Group 2005 £000	Company 2005 £000	Group 2004 £000	Company 2004 £000
Amounts owed to parent and fellow subsidiaries	-	4,122	-	4,239
Other creditors	113	-	146	-
	113	4,122	146	4,239

Notes *(continued)*

17 Provision for liabilities and charges

Group

	Deferred taxation £000	Warranty provision £000	Environmental provision £000	Other provisions £000	Total £000
At beginning of year as previously reported	1,965	563	1,695	533	4,756
Prior year adjustment on full adoption of FRS 17	47	-	-	-	47
As restated	**2,012**	**563**	**1,695**	**533**	**4,803**
Transfer from creditors	-	523	-	572	1,095
Exchange adjustment	(48)	24	(42)	(19)	(85)
Utilised during year	-	(298)	-	(136)	(434)
Profit and loss account	(465)	196	155	76	(38)
At end of year	**1,499**	**1,008**	**1,808**	**1,026**	**5,341**

The warranty provision covers future product costs arising in the normal course of business from prior period sales.

The environmental provision largely relates to site clean up costs at locations of the group's non-UK operations.

Other provisions largely relate to pre-retirement obligations to employees in the group's non-UK operations and redundancy and dilapidations provisions in the group's UK operations.

The amounts provided for deferred tax are as follows:

	2005 £000	2004 As restated £000
Accelerated capital allowances	**1,759**	2,001
Other timing differences	**180**	407
Tax losses carried forward	**(440)**	(396)
	1,499	2,012

There are no unprovided deferred tax liabilities. No provision has been made in respect of additional taxation which may become payable in the event that retained profits of overseas subsidiary undertakings are distributed to the parent company. The amount of such liability at 31 December 2005 would not be material.

A deferred tax asset has arisen in respect of the pension liabilities in accordance with FRS 17, further details of which are set out in note 24. The movement on this account is as follows:

	2005 £000	2004 £000
At beginning of year	**(2,630)**	(2,275)
Profit and loss account	**334**	75
Arising on actuarial loss in year	**(511)**	(451)
At end of year	**(2,807)**	(2,630)

These amounts are disclosed as part of the net pension liability.

Notes *(continued)*

17 Provision for liabilities and charges *(continued)*

Company

There are no unprovided deferred tax liabilities.

18 Share capital

	Number	£
Authorised:		
Ordinary shares of £1 each	**47,537,676**	**47,537,676**
Allotted, called up and fully paid:		
Ordinary shares of £1 each	**47,537,676**	**47,537,676**

19 Reserves

Group

	Merger reserve £000	Profit and loss account £000	Total £000
At beginning of year as previously reported	4,833	6,067	10,900
Prior year adjustment on full adoption of FRS 17	-	(6,186)	(6,186)
As restated	**4,833**	**(119)**	**4,714**
Exchange adjustment	-	(181)	(181)
Actuarial loss recognised in the pension scheme during the year	-	(1,702)	(1,702)
Deferred tax relating to the actuarial loss	-	511	511
Retained profit for the financial year	-	896	896
At end of year	**4,833**	**(595)**	**4,238**

	2005 £000	2004 £000
Profit and loss reserve excluding pension liability	**5,953**	6,020
Pension liability	**(6,548)**	(6,139)
Profit and loss reserve	**(595)**	(119)

Company

	Profit and loss account £000
At beginning of year	136
Retained loss for the financial year	(7)
At end of year	**129**

Notes *(continued)*

20 Minority interests

	Minority interest £000
At beginning of year	513
Exchange adjustment	(9)
Share of profit after tax for financial year	149
At end of year	**653**

21 Financial and capital commitments

(a) Commitments for capital expenditure at the end of the financial year, for which no provision has been made, are as follows:

Group

	2005 £000	2004 £000
Contracted	**2,935**	62

Company

The company had £Nil capital commitments at 31 December 2005 *(2004: £Nil).*

(b) Annual commitments under non-cancellable operating leases are as follows:

Group

	Land and buildings		**Other**		**Total**	
	2005 £000	2004 £000	**2005 £000**	2004 £000	**2005 £000**	2004 £000
Annual commitments under operating leases which expire:						
Within one year	**55**	177	**17**	28	**72**	205
In second to fifth year	**315**	187	**115**	139	**430**	326
After five years	**351**	157	**3**	-	**354**	157
	721	521	**135**	167	**856**	688

Company

The company has no operating leases.

22 Contingent liabilities

Group

Performance bonds have been entered into in the normal course of business.

Company

The company had no contingent liabilities at 31 December 2005 *(2004: £Nil).*

Notes *(continued)*

23 Notes to the cash flow statement

(a) Reconciliation of operating profit to operating cash flow

	2005 £000	2004 As restated £000
Operating profit	**2,085**	5,110
Amortisation and impairment of intangible fixed assets	**3,165**	2,700
Depreciation and impairment of tangible fixed assets	**3,285**	3,633
Profit on sale of fixed assets	**(28)**	(5)
Increase in stocks	**(958)**	(1,156)
(Increase)/decrease in debtors	**(5,893)**	871
Increase/(decrease) in creditors	**2,008**	(2,555)
Movement in provisions	**980**	190
Movement in pension provisions	**(923)**	(73)
Net cash inflow from operating activities	**3,721**	8,715

(b) Analysis of cash flows for headings netted in the cash flow statement

	2005 £000	2004 £000
Returns on investments and servicing of finance		
Interest received	**320**	324
Interest paid	**(354)**	(294)
Net cash (outflow)/inflow for returns on investments and servicing of finance	**(34)**	30
Capital expenditure and financial investment		
Purchase of tangible fixed assets (including group transfers)	**(11,051)**	(4,445)
Sale of tangible fixed assets	**267**	121
Purchase of intangible fixed assets	**(207)**	-
Net cash outflow for capital expenditure and financial investment	**(10,991)**	(4,324)
Acquisitions and disposals		
Acquisition of shares in Spectraroof B.V.	**(1,033)**	-
Cash acquired with Spectraroof B.V.	**149**	-
Acquisition of 12.5% issued share capital in The SWG Limited	**-**	(10)
Additional investment in K&L Invest S.A.	**-**	(89)
Net cash outflow for acquisitions and disposals	**(884)**	(99)
Financing		
Net receipt/(repayment) of group borrowings	**8,626**	(1,164)
Net cash inflow/(outflow) from financing	**8,626**	(1,164)

Notes *(continued)*

23 Notes to the cash flow statement *(continued)*

(c) Analysis of net debt

	At 31 December 2004 £000	Cash flow £000	Acquisition (excluding cash and overdrafts) £000	Other non-cash exchanges £000	Exchange £000	**At 31 December 2005 £000**
Cash	14,440	(1,026)	-	-	52	**13,466**
Overdrafts	(56)	28	-	-	1	**(27)**
Loans from parent and fellow subsidiaries	(18,511)	(8,626)	(1,274)	270	115	**(28,026)**
Total	(4,127)	(9,624)	(1,274)	270	168	**(14,587)**

24 Pensions

The Group operates both defined contribution and defined benefit pension schemes. Group contributions payable for the year to defined contribution schemes operated in the UK and overseas amounted to £790,000 *(2004: £813,000)*. The Group's defined benefit pension arrangements are all based in the UK and are operated through the Ruberoid PLC Staff Pension Scheme. Group contributions payable for the year to defined benefit scheme amounted to £1,778,000 *(2004: £788,000)*, of which £1,000,000 *(2004: £Nil)* was in respect of special contributions made to the scheme during the year. At 31 December 2005, outstanding pension contributions payable to all the Group's schemes totalled £Nil *(2004: £Nil)*.

The Ruberoid PLC Staff Pension Scheme was closed to new members on 6 April 2002. A defined contribution scheme based on the stakeholder arrangement was introduced for staff.

It has been agreed that an employer contribution rate of 17.5% pensionable pay will apply in future years.

The latest full actuarial valuation of the Ruberoid PLC Staff Pension Scheme carried out at 6 April 2005 and was updated to 31 December 2005 in accordance with FRS17 by a qualified independent actuary. For closed schemes under the projected unit method the current service cost will increase as the members of the scheme approach retirement.

The major assumptions used by the actuary were:

	At 31 December 2005	As at 31 December 2004	As at 31 December 2003	
	Staff scheme	Staff scheme	Kingsnorth scheme	Staff scheme
Rate of increase in salaries	**4.00%**	3.75%	4.25%	3.75%
Rate of increase to pensions in payments	**2.90%**	2.75%	2.75%	2.75%
Discount rate	**5.00%**	5.50%	5.40%	5.75%
Inflation rate	**3.00%**	2.75%	2.75%	2.75%

The assumptions used by the actuary are the best estimates chosen from a range of possible actuarial assumptions which, due to the timescale involved, may not necessarily be borne out in practice.

Notes *(continued)*

24 Pensions *(continued)*

The value of the schemes' assets are measured in relation to market value and the expected rates of return on the assets are set out below:

	Staff scheme Expected long term rates of return 2005	Staff scheme Expected long term rates of return 2004	Kingsnorth scheme Expected long term rates of return 2003	Staff scheme Expected long term rate of return 2003
Equities	**7.25%**	7.75%	6.20%	8.00%
Bonds	**4.50%**	5.00%	4.20%	5.25%
Other	**4.00%**	4.00%	2.90%	4.00%

	Staff scheme Value at 31 December 2005 £000	Staff scheme Value at 31 December 2004 £000	Kingsnorth scheme Value at 31 December 2003 £000	Staff scheme Value at 31 December 2003 £000	Total Value at 31 December 2003 £000
Equities	**37,037**	31,937	3,296	26,796	30,092
Bonds	**11,107**	7,469	496	4,560	5,056
Other	**32**	43	147	803	950
Total market value of assets	**48,176**	39,449	3,939	32,159	36,098
Present value of scheme liabilities	**(57,531)**	(48,218)	(5,760)	(37,922)	(43,682)
Deficit in the scheme	**(9,355)**	(8,769)	(1,821)	(5,763)	(7,584)
Deferred taxation (at 30% of the above)	**2,807**	2,630	546	1,729	2,275
Net pension liability	**(6,548)**	(6,139)	(1,275)	(4,034)	(5,309)

Movement in deficit during the year

	2005 £000	2004 £000
Deficit in scheme at beginning of year	**(8,769)**	(7,584)
Current service cost	**(842)**	(694)
Contributions paid	**1,778**	788
Past service cost	**(14)**	-
Other finance income	**194**	223
Actuarial loss	**(1,702)**	(1,502)
Deficit in scheme at end of year	**(9,355)**	(8,769)

Notes *(continued)*

24 Pensions *(continued)*

Analysis of other pension costs charged in arriving at operating profit

	2005	2004
	£000	£000
Current service cost	**(842)**	(694)
Past service cost	**(14)**	-
Total operating charge	**(856)**	(694)

Analysis of amounts included in other finance income

	2005	2004
	£000	£000
Expected return on pension scheme assets	**2,864**	2,557
Interest on pension scheme liabilities	**(2,670)**	(2,334)
Net return	**194**	223

Analysis of amount recognised in statement of total recognised gains and losses

	2005	2004
	£000	£000
Actual return less expected return on scheme assets	**5,487**	879
Experience gains and losses arising on scheme liabilities	**583**	(460)
Changes in assumptions underlying the present value of scheme liabilities	**(7,772)**	(1,921)
	(1,702)	(1,502)

History of experience gains and losses

	2005	2004	2003		2002	
	Staff scheme	Staff scheme	Kingsnorth scheme	Staff scheme	Kingsnorth scheme	Staff scheme
	£	£	£	£	£	£
Actual less expected return on scheme assets	**5,487**	879	443	3,014	(1,115)	(8,650)
Percentage of year end scheme assets	***11.4%***	*2.2%*	*11.2%*	*9.4%*	*(32.0%)*	*(31.7%)*
Experience gains and losses on scheme liabilities	**583**	(460)	(199)	23	(364)	(901)
Percentage of year end present value of scheme liabilities	***1.0%***	*(1.0%)*	*(3.5%)*	*0.1%*	*(7.2%)*	*(2.7%)*
Total amount recognised in statement of total recognised gains and losses	**(1,702)**	(1,502)	(116)	546	(1,489)	(8,034)
Percentage of year end present value of scheme liabilities	***(3.0%)***	*(3.1%)*	*(2.0%)*	*1.4%*	*(29.6%)*	*(23.9%)*

Notes *(continued)*

25 Acquisitions

On 1 January 2005 the group acquired Spectraroof B.V., a company incorporated in the Netherlands. The resulting goodwill of £413,000 was capitalised and impaired in the year.

This transaction has been accounted for as an acquisition under the acquisition method of accounting and Spectraroof BV is now a subsidiary of IKO U.K. Limited.

No separate disclosure of the acquisition has been made in the profit and loss account on the grounds of materiality.

The following table sets out the book values of the identifiable assets and liabilities acquired and the fair value to the Group.

	Book value £000	Fair value adjustments £000	Fair value £000
Fixed assets			
Tangible assets	58	-	**58**
Current assets			
Stock	875	-	**875**
Debtors	1,998	(413)	**1,585**
Cash	149	-	**149**
Total assets	3,080	(413)	**2,667**
Liabilities			
Creditors	(1,906)	-	**(1,906)**
Provisions	(141)	-	**(141)**
Total liabilities	(2,047)	-	**(2,047)**
Net assets	1,033	(413)	**620**
Goodwill			**413**
Cash paid			**1,033**

Fair value adjustments have been made to the book value of the assets acquired to recognise all known obligations as at the acquisition date.

Notes *(continued)*

26 Related party transactions

The company has taken advantage of the exemption under Financial Reporting Standard 8 not to provide information on related party transactions with other undertakings within the IKO U.K. Limited group.

The loan ATAB NV received from IKO Europe NV has increased from €6,750,000 on 31 December 2004 to €11,050,000 on 31 December 2005. Interest charged by IKO Europe NV in 2005 amounted to €234,000.

The loan ABSO NV received from IKO Europe NV has remained at €1,300,000 on 31 December 2004 and 31 December 2005. Interest charged by IKO Europe NV in 2005 amounted to €48,000.

The loan Asphalto NV received from IKO Europe NV has increased from €500,000 on 31 December 2004 to €800,000 on 31 December 2005. Interest charged by IKO Europe NV in 2005 amounted to €16,000.

The loan Nebiprofa BV received from IKO Europe NV has increased from €2,600,000 on 31 December 2004 to €15,550,000 on 31 December 2005. Interest charged by IKO Europe NV in 2005 amounted to €218,000.

The loan IKO U.K. Limited received from IKO Europe NV has reduced from €3,000,000 on 31 December 2004 to €Nil on 31 December 2005. Interest charged by IKO Europe NV in 2005 amounts to €29,000.

The non-interest bearing loan IKO Holdings Plc (formerly Ruberoid Plc) received from IKO Sales Limited has remained at €12,015,000 on 31 December 2004 and 31 December 2005.

The loan IKO Holdings Plc (formerly Ruberoid Plc) made to IKO Sales Limited has reduced from $2,531,148 on 31 December 2004 to $2,500,000 on 31 December 2005. Interest charged by IKO Holdings Plc (formerly Ruberoid Plc) in 2005 amounted to $30,000.

IKO PLC has made a loan to IKO Europe BV of £2,000,000 in 2005. Interest charged by IKO PLC amounted to £12,000.

The ATAB group has made sales to K&L Invest S.A. and its subsidiary undertakings in the year ended 31 December 2005 of €1,923,989. The balance outstanding at 31 December 2005 from K&L Invest S.A. and it's subsidiary undertakings is €1,541,786.

27 Subsequent events

On 11 July 2006 the group acquired 100% of the ordinary share capital of The Waterproofing Group PLC for £3.6 million.

28 Controlling parent companies

The company's immediate controlling company is IKO Sales Limited. IKO Sales Limited is incorporated and registered in Canada.

The company's ultimate controlling company is IKO Enterprises Limited which is incorporated and registered in Canada.

Neither of the above prepares consolidated financial statements.

Principal operating companies

United Kingdom and Ireland

IKO PLC (formerly Ruberoid Building Products Limited) including Permanite
Appley Lane North, Appley Bridge, Wigan,
Lancashire, WN6 9AB
Tel 01257 255 771. Fax 01257 252 514
Email: sales@ikogroup.co.uk
http://www.ikogroup.co.uk

Manufacture of waterproofing products
Also at Chesterfield and Matlock

Ruberoid Building Products Limited including Irish Roofing Felts
Unit 502, Northwest Business Park, Ballycoolin,
Dublin 15, Ireland
Tel (3531) 885 5090. Fax (3531) 885 5858
Email: info@ruberoid.ie
http://www.ruberoid.ie

Distribution of waterproofing products
Also at Ballyclare, Cork and Limerick

Briggs Roofing and Cladding Ltd (82.5%) Including Hyflex Roofing, Aperture and Maurice Hill
Halfords Lane, Smethwick, Warley,
and Southend
West Midlands B66 1BJ
Tel 0121 555 6464. Fax 0121 555 5862
Email: asmith@briggsroofing.co.uk

Roofing and cladding services
Branches at Aberdeen, Belfast, Birmingham, Bridgend, Bristol, Cork, Glasgow, Hull, Leeds, London, Manchester, Newcastle, Norwich, Plymouth

Mainland Europe

Atab NV
Asbo NV (70%)
d'Herbouvillekaai 80, 2020 Antwerp, Belgium
Tel (32) 3 248 3000. Fax 03 248 3777
http://www.atab.com

Manufacture and installation of waterproofing products
Also at Beveren, Brussels, Gistel

Asphaltco SA (99.5%)
Vilvoordelaan 92, 1830 Machelen, Belgium
Tel (32) 2 251 8400. Fax (32) 2 252 4800

Manufacture of building chemicals
Distribution and installation of waterproofing products

Nebiprofa BV
Bitasco BV
IKO Insulations BV
Spectraroof BV
Wielewaalweg 1, 4791 PD Klundert
The Netherlands
Tel (31) 168 409309. Fax (31) 168 409311
Email: verkoop@nebiprofa.com
http://www.nebiprofa.com

Distribution of roofing products

Principal operating companies *(continued)*

Touwen & Co BV Oostzijde 300, 1500 EE Zaandam, The Netherlands Tel (31) 75 635 00 11. Fax (31) 75 631 16 72	Manufacture of paints and wood preservatives
USA	
Hyload Inc **Martin Rubber Company of Ohio, Inc** 9976 Rittman Road, Wadsworth, Ohio 44281, USA Tel (1) 330 334 5022. Fax (1) 330 336 5512 Email: info@hyload.com http://www.hyload-inc.com	Manufacture of waterproofing products and protective tank linings
Blair Rubber Company, Inc 5020 Panther Parkway, Seville, Ohio, 44273, USA Tel (1) 330 769 5583. Fax (1) 330 769 9334 Email: sales@blairrubber.com http://www.blair.com	Manufacture of protective tank linings and belt-splicing materials

All of the above shareholdings are held indirectly by IKO U.K. Limited.