

Financial Statements C-MAC Microcircuits UK Holding Limited

For the period ended 31 August 2012



Registered number: 05230170

Company Information

Directors	M A Round D M Stanton (resigned 1 May 2012) A B Shah D Shah I M Mukerjee (resigned 5 September 2011)
Company secretary	M A Round
Registered number	05230170
Registered office	St Mary's Court The Broadway Old Amersham Buckinghamshire HP7 0UT
Independent auditor	Grant Thornton UK LLP Chartered Accountants & Statutory Auditor 3140 Rowan Place John Smith Drive Oxford Business Park South Oxford Oxfordshire OX4 2WB

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Directors' Report

For the period ended 31 August 2012

The directors present their report and the financial statements for the period ended 31 August 2012

Directors' responsibilities statement

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 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 judgments and accounting 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.

Principal activities

C-MAC Microcircuits UK Holding Limited assumes the role of a holding company.

Directors

The directors who served during the period were

M A Round
D M Stanton (resigned 1 May 2012)
A B Shah
D Shah
I M Mukerjee (resigned 5 September 2011)

During the year the directors paid a final dividend of £13,843,000 (2011: £nil) for the year ended 31 August 2012.

Provision of information to auditor

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that

- so far as that director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditor in connection with preparing its report and to establish that the company's auditor is aware of that information.

C-MAC Microcircuits UK Holding Limited

Directors' Report

For the period ended 31 August 2012

Auditor

Under section 487(2) of the Companies Act 2006, Grant Thornton UK LLP will be deemed to have been reappointed as auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006

This report was approved by the board and signed on its behalf



M A Round
Director

Date *24TH MAY, 2013*



Independent Auditor's Report to the Members of C-MAC Microcircuits UK Holding Limited

We have audited the financial statements of C-MAC Microcircuits UK Holding Limited for the period ended 31 August 2012, which comprise the Profit and loss account, the Balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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

Respective responsibilities of directors and auditor

As explained more fully in the Directors' responsibilities statement, 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 (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Auditing Practices Board's website at www.frc.org.uk/apb/scope/private.cfm.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 August 2012 and of its profit for the period 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 Directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements.



Independent Auditor's Report to the Members of C-MAC Microcircuits UK Holding Limited

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit, or
- the directors were not entitled to take advantage of the small companies' exemption in preparing the Directors' report

Grant Thornton UK LLP

Tracey James (Senior statutory auditor)

for and on behalf of

Grant Thornton UK LLP

Chartered Accountants

Statutory Auditor

Oxford

Date *28 May 2013*

Profit and Loss Account

For the period ended 31 August 2012

	Note	2012 £000	2011 £000
Interest receivable and similar income		13,843	-
Profit on ordinary activities before taxation		13,843	-
Tax on profit on ordinary activities	4	-	-
Profit for the financial period	8	13,843	-

All amounts relate to continuing operations

There were no recognised gains and losses for 2012 or 2011 other than those included in the Profit and loss account

The notes on pages 7 to 12 form part of these financial statements

Balance Sheet

As at 31 August 2012

	Note	31 August 2012 £000	26 August 2011 £000
Fixed assets			
Investments	5	6,618	3,618
Net assets		<u>6,618</u>	<u>3,618</u>
Capital and reserves			
Called up share capital	7	3,062	3,062
Profit and loss account	8	3,556	556
Shareholders' funds	9	<u>6,618</u>	<u>3,618</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf by

M. A. Round

M A Round
Director

Date *24TH MAY, 2013*

The notes on pages 7 to 12 form part of these financial statements

Notes to the Financial Statements

For the period ended 31 August 2012

1. Accounting Policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards

1.2 Going concern

The company is part of a group that has considerable financial resources together with long-term agreements with a number of customers and suppliers across different geographic areas and industries. The group's forecasts and projections show that the group should be able to repay its long term debt as required. As a consequence, the directors believe that the group is well placed to manage its business risk successfully despite the current uncertain economic outlook.

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

1.3 Consolidation

The company is exempt from the requirement to prepare group financial statements in accordance with section 400 of the Companies Act 2006 by virtue of the fact that it is a wholly owned subsidiary of its immediate parent undertaking, C-MAC UK Holding Limited, a company incorporated in England, holds more than 50% of the share capital of the company and no notice has been received from the other shareholders requesting group accounts to be prepared. The results are included in the consolidated financial statements of C-MAC UK Holding Limited. Consequently, these financial statements present information about the company only and not about its group.

1.4 Cash flow statement

The company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with Financial Reporting Standard 1.

1.5 Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date.

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction.

Notes to the Financial Statements

For the period ended 31 August 2012

1. Accounting Policies (continued)

1.6 Investments

Investments held as fixed assets are shown at cost less provision for impairment

1.7 Financial Instruments

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 entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then it is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity.

1.8 Related party transactions

The company has taken advantage of the exemption available under Financial Reporting Standard 8 (revised) whereby the financial statements are not required to disclose transactions with entities which form part of the group on the basis that consolidated financial statements are publicly available.

2. Interest receivable and similar income

	2012 £000	2011 £000
Dividends received	13,843	-

3. Employees and directors

The company has no employees other than the directors, who did not receive any remuneration (2011 - £NIL).

Notes to the Financial Statements

For the period ended 31 August 2012

4. Taxation

Factors affecting tax charge for the period/year

The tax assessed for the period/year is lower than (2011 - the same as) the standard rate of corporation tax in the UK of 30% (2011 - 28%) The differences are explained below

	2012 £000	2011 £000
Profit on ordinary activities before tax	13,843	-
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 30% (2011 - 28%)	4,153	-
Effects of		
Non-taxable gain	(4,153)	-
Current tax charge for the period/year (see note above)	-	-

Notes to the Financial Statements

For the period ended 31 August 2012

5. Fixed asset investments

	Investments in subsidiary companies £000
Cost	
At 27 August 2011	3,618
Investment in the period	3,000
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At 31 August 2012	6,618
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During the year the company increased its investment in its subsidiary undertaking C-MAC Microcircuits UK OpCo Limited by £3,000,000 by the issue of £3,000,000 ordinary shares of £1 each in the subsidiary

Company name	Country	Percentage Shareholding	Description
C-MAC Microcircuits UK OpCo Limited	England and Wales	100%	Holding company
C-MAC Automotive Limited *	England and Wales	96%	Holding company
C-MAC Electromag BVBA #	Belgium	100%	Design and manufacture of electronic components
C-MAC Microcircuits North America Limited #	England and Wales	100%	Holding company
C-MAC Microcircuits ULC #	Canada	100%	Design and manufacture of electronic components
C-MAC Microcircuits US Corp #USA		100%	Payroll company

* Subsidiary of C-MAC Microcircuits UK OpCo Limited

Held indirectly by the company through C-MAC Automotive Limited

On 22 March 2012, the company's immediate subsidiary undertaking, C-MAC Microcircuits UK OpCo Limited disposed of its 97% shareholding in C-MAC Aerospace Limited for consideration of £15,623,994

6. Dividends

	2012 £000	2011 £000
Dividends paid on equity capital	13,843	-

Notes to the Financial Statements

For the period ended 31 August 2012

7. Share capital

	31 August 2012 £000	26 August 2011 £000
Authorised		
10,000,000 Ordinary shares of £1 each	10,000	10,000
Allotted, called up and fully paid		
3,061,685 Ordinary shares of £1 each	3,062	3,062

On 6 January 2012, 3,000,000 ordinary £1 shares were issued, allotted, called up, and fully paid. On 10 April 2012, these shares were subsequently cancelled. The reduction of the share capital was appropriately authorised by the approval, signing, and filing of a Solvency Statement and the approval of a Special Resolution. The reserve arising from the reduction in capital has been treated as a realised profit.

8. Reserves

	Profit and loss account £000
At 27 August 2011	556
Profit for the period	13,843
Dividends Equity capital	(13,843)
Cancellation of new ordinary shares	3,000
At 31 August 2012	3,556

9. Reconciliation of movement in shareholders' funds

	31 August 2012 £000	26 August 2011 £000
Opening shareholders' funds	3,618	3,618
Profit for the period	13,843	-
Equity dividends paid (Note 6)	(13,843)	-
Cancellation of new ordinary shares	3,000	-
Closing shareholders' funds	6,618	3,618

Notes to the Financial Statements

For the period ended 31 August 2012

10. Ultimate parent undertaking and controlling party

The immediate and ultimate parent undertaking of the company is C-MAC UK Holding Limited, a company registered in England and Wales. C-MAC UK Holding Limited owns 99.9% of the issued share capital of C-MAC Microcircuits UK Holding Limited. C-MAC UK Holding Limited prepares financial statements in which the results of C-MAC Microcircuits UK Holding Limited are consolidated.

The ultimate controlling party is an investor group led by Francisco Partners LP and Shah Capital Partners LP, who are based in the USA.