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**REPORT OF THE DIRECTORS AND
CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012
FOR
LINDNER EXTERIORS HOLDING LIMITED**



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FOR THE YEAR ENDED 31 DECEMBER 2012**

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LINDNER EXTERIORS HOLDING LIMITED

**COMPANY INFORMATION
FOR THE YEAR ENDED 31 DECEMBER 2012**

DIRECTORS:

D Whillans
J C Wax

SECRETARY:

Ms B Hare

REGISTERED OFFICE:

317 Putney Bridge Road
London
SW15 2PG

REGISTERED NUMBER:

07579925 (England and Wales)

AUDITORS:

MHA MacIntyre Hudson
Statutory Auditor
New Bridge Street House
30-34 New Bridge Street
London
EC4V 6BJ

**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 specialist envelope contractor involving roofing, cladding and curtain walling activities

REVIEW OF BUSINESS

On 12 January 2012 Lindner Exteriors Holding Limited acquired the remaining 41% interest in Rayfix Limited, therefore holding 100% from this date

Developments and performance

The group continues to work with blue chip main contractors and clients providing specialist building envelope solutions. The group has maintained a high level of investment in developing solutions which provide first class processes from design through to installation. The directors are happy with the business activity but margins have been reduced from previous years as the market has become more competitive. During 2012 slippage occurred on the commencement of a number of projects leading to reduced operating profit in the year. However there is a stronger order book for 2013, mainly due to how the group has strategically positioned itself and the withdrawal of some competitors from the market. Despite the pressure on margins the group has achieved a profit before tax of £5,594,878 which is well received in such a competitive environment.

The consolidated balance sheet remains strong with a net worth of £23,697,829 of net assets supporting the ongoing trading activity. However payment terms by main contractors in the industry are being stretched leading to increased working capital requirements for the business. The group continues its policy of retaining a significant proportion of its profit in the business which assists in funding both future investment and working capital requirements.

During the year the group completed a number of key projects on Blackfriars station, Heathrow terminal 2 and Bristol Southmead Hospital.

Principal risks and uncertainties

A principal risk facing the group is ensuring contracts are completed to a first class quality, on time and within budget. Management review and monitor projects on a regular basis to ensure budgeted financial performance is achieved.

As the group is now part of the Lindner Group, the group has joined the Lindner Matrix System, a process which is now complete. The management systems of the group have been reviewed and audited and have successfully been awarded new certification for ISO 9001, 14001 and 18001 by TUV SUD. TUV SUD is accredited by DAKS, the German national accreditation service.

Another principal risk for the group is health and safety due to the nature of contracts undertaken. The group's uncompromising approach to the safety of every employee, client and supplier is a key cornerstone of the group's belief system. Management regularly review health and safety on contracts as a fundamental part of the process.

This is underpinned by its Health and Safety OHSAS18001, ISO9001, ISO14001 accreditations and Investors in people recognition.

Another principal risk for the group is the management of working capital due to the long term nature of contracts. The group manages its debtors by active credit control. The group also has credit insurance provided by the Lindner group on all of its customers, and operates within credit limits to minimise exposure to bad debts.

**REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 31 DECEMBER 2012**

Key performance indicators

The directors have monitored the progress of the group's strategic elements by reference to certain financial key performance indicators

	2012	2011
Gross margin	13%	15%
Net margin	6.2%	5.1%
Current ratio	1.2	1.3

DIVIDENDS

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

RESEARCH AND DEVELOPMENT

The group continues to look for improved methods of working and new products to enhance its portfolio and reputation

FUTURE DEVELOPMENTS

The outlook for 2013 remains challenging. However the order book is looking very strong with a sound customer base. The strength of the consolidated balance sheet enables the group to take a longer term view to invest in its future.

The group will continue to expand its customer base both in the UK and internationally.

DIRECTORS

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

D Whillans
J C Wax

POLITICAL AND CHARITABLE CONTRIBUTIONS

During the year the group made charitable donations of £2,639 (2011 - £1,820)

STAFFING POLICY

The group provides training and development to all its staff, including those with disabilities, tailored where appropriate to ensure they have the opportunity to achieve their potential. If a member of staff becomes disabled while in our employment, the group will do its best to retain them, including consulting them about their requirements, making reasonable and appropriate adjustments, and providing alternative suitable provisions.

**REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 31 DECEMBER 2012**

ENVIRONMENTAL

As a leading building envelope contractor, the group recognises that our activities on construction sites and at our offices, impact upon the environment and it is our intention to reduce these impacts in every part of the business

The group has developed an environmental management system in accordance with ISO 14001 2004, which will be central in implementing and administering procedure with the aim of reducing the impact our activities have upon the environment

The group is committed to complying with legal, client and other requirements. These are indemnified and regularly reviewed to ensure that the group still meets the requirements of legislation and our clients

The group is also committed to preventing pollution throughout its operations and to continual improvement in its environmental performance

The group therefore has the following key objectives and targets, which are reviewed periodically

- Improve our efficiency in the way we use material resources
- Reduce energy use
- Reduce waste and packaging

The group was delighted to win the award for the green roofing category at the 2012 Roofing Awards hosted by the NFRC for its recent work at the Peacehaven Water Treatment works in East Sussex

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 the group and of the profit or loss of the group for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- 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 and the group's transactions and disclose with reasonable accuracy at any time the financial position of the company and the group 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 the group 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 group's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the group's auditors are aware of that information

**REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 31 DECEMBER 2012**

AUDITORS

The auditors, MHA MacIntyre Hudson, is deemed to be re-appointed under section 487(2) of the Companies Act 2006

ON BEHALF OF THE BOARD:



D Whillans - Director

13 June 2013

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF LINDNER EXTERIORS HOLDING LIMITED

We have audited the financial statements of Lindner Exteriors Holding Limited for the year ended 31 December 2012 on pages eight to twenty six. 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 and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

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

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2012 and of the group's profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

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

**REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF
LINDNER EXTERIORS 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 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

MHA MacIntyre Hudson

John Coverdale BSc FCA (Senior Statutory Auditor)
for and on behalf of MHA MacIntyre Hudson
Statutory Auditor
New Bridge Street House
30-34 New Bridge Street
London
EC4V 6BJ

13 June 2013

**CONSOLIDATED PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2012**

	Notes	Year ended 31/12/12		Period 28/3/11 to 31/12/11	
		£	£	£	£
TURNOVER	2		77,868,998		45,852,053
Cost of sales			68,068,786		38,789,805
GROSS PROFIT			9,800,212		7,062,248
Administrative expenses			8,434,440		5,310,021
			1,365,772		1,752,227
Other operating income			747,252		636,782
OPERATING PROFIT	4		2,113,024		2,389,009
Income from shares in group undertakings		3,588,105		-	
Interest receivable and similar income	5	1,692		3,971	
			3,589,797		3,971
			5,702,821		2,392,980
Interest payable and similar charges	6		107,943		63,931
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION			5,594,878		2,329,049
Tax on profit on ordinary activities	7		763,238		854,735
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION			4,831,640		1,474,314
Minority interest - equity			-		743,125
RETAINED PROFIT FOR THE GROUP CARRIED FORWARD			4,831,640		731,189

CONTINUING OPERATIONS

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

TOTAL RECOGNISED GAINS AND LOSSES

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

The notes form part of these financial statements

CONSOLIDATED BALANCE SHEET
31 DECEMBER 2012

		2012	2011
	Notes	£	£
FIXED ASSETS			
Intangible assets	9	19,730,358	9,022,422
Tangible assets	10	6,223,126	6,421,008
Investments	11	-	-
		<u>25,953,484</u>	<u>15,443,430</u>
CURRENT ASSETS			
Stocks	12	2,448,881	5,778,157
Debtors	13	25,516,977	28,135,573
Cash at bank and in hand		2,197,729	1,575,050
		<u>30,163,587</u>	<u>35,488,780</u>
CREDITORS			
Amounts falling due within one year	14	24,996,085	22,279,504
NET CURRENT ASSETS		<u>5,167,502</u>	<u>13,209,276</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>31,120,986</u>	<u>28,652,706</u>
CREDITORS			
Amounts falling due after more than one year	15	(7,423,157)	(4,910,789)
MINORITY INTERESTS	19	-	(4,875,728)
NET ASSETS		<u>23,697,829</u>	<u>18,866,189</u>
CAPITAL AND RESERVES			
Called up share capital	20	18,135,000	18,135,000
Profit and loss account	21	5,562,829	731,189
SHAREHOLDERS' FUNDS	25	<u>23,697,829</u>	<u>18,866,189</u>

The financial statements were approved by the Board of Directors on 13 June 2013 and were signed on its behalf by



D Whillans - Director

The notes form part of these financial statements

COMPANY BALANCE SHEET
31 DECEMBER 2012

		2012	2011
	Notes	£	£
FIXED ASSETS			
Intangible assets	9	-	-
Tangible assets	10	-	-
Investments	11	31,888,935	15,280,456
		<u>31,888,935</u>	<u>15,280,456</u>
CURRENT ASSETS			
Debtors	13	169,027	9,725,221
Cash at bank		11,030	-
		<u>180,057</u>	<u>9,725,221</u>
CREDITORS			
Amounts falling due within one year	14	669,202	2,515,092
NET CURRENT (LIABILITIES)/ASSETS		<u>(489,145)</u>	<u>7,210,129</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>31,399,790</u>	<u>22,490,585</u>
CREDITORS			
Amounts falling due after more than one year	15	6,979,397	4,382,653
NET ASSETS		<u>24,420,393</u>	<u>18,107,932</u>
CAPITAL AND RESERVES			
Called up share capital	20	18,135,000	18,135,000
Profit and loss account	21	6,285,393	(27,068)
SHAREHOLDERS' FUNDS	25	<u>24,420,393</u>	<u>18,107,932</u>

The financial statements were approved by the Board of Directors on 13 June 2013 and were signed on its behalf by



D Whillans - Director

The notes form part of these financial statements

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2012

1 ACCOUNTING POLICIES

Accounting convention

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

Basis of consolidation

The group financial statements consolidate the financial statements of Lindner Exteriors Holding Limited and its subsidiary undertakings made up to 31 December 2012. The group profit and loss account includes the results of the subsidiary undertakings.

On 12 January 2012, Lindner Exteriors Holding Limited purchased the 41% minority interest and gained the remaining 41% control of the voting rights in Rayfix Limited. As from this date Lindner Exteriors Holding Limited controls 100% of Rayfix Limited and its subsidiary company and this business combination has been accounted for using acquisition accounting.

Financial Reporting Standard number 1

Exemption has been taken from preparing a cash flow statement on the grounds that the parent company includes the subsidiary in its published financial statements.

Turnover

Turnover reflects the contract activity during the year and reflects the fair value of the contract work completed. The attributable profit on contracts is recognised as contracts progress. Full provision is made for losses in the year in which the loss is first foreseen.

Goodwill

Goodwill, being the amounts paid in connection with the acquisition of Rayfix Limited in 2011 and 2012, are being amortised over their estimated useful life of twenty years.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life or, if held under a finance lease, over the lease term, whichever is the shorter.

Freehold property	- 1% on cost
Improvements to property	- 10% on cost
Plant and machinery	- 15% on cost
Fixtures and fittings	- 25% on cost
Motor vehicles	- 15% on cost
Computer equipment	- 25% on cost

Stocks and work in progress

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 tax

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

Research and development

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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2012

1 ACCOUNTING POLICIES - continued**Foreign currencies**

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Hire purchase and leasing commitments

Assets obtained under hire purchase contracts or finance leases are capitalised in the balance sheet. Those held under hire purchase contracts are depreciated over their estimated useful lives. Those held under finance leases are depreciated over their estimated useful lives or the lease term, whichever is the shorter.

The interest element of these obligations is charged to the profit and loss account over the relevant period. The capital element of the future payments is treated as a liability.

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.

Fixed asset investments

Investments are stated in the financial statements at cost, less any permanent diminution in value.

Significant estimation technique

The significant estimation technique is in relation to the valuation of earn out consideration payable for the acquisition of Rayfix Limited as detailed in note 11 to the financial statements. The earn out period is to 31 December 2015 based upon 40% of annual EBITDA. The earn out consideration is computed based upon the projected results of the Rayfix Limited group as prepared by that group's management and discounted by 2% over the earn out period. The valuation of the earn out consideration is re-assessed annually and adjusted accordingly until becoming permanent at the end of the earn out period on 31 December 2015.

2 TURNOVER

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

An analysis of turnover by geographical market is given below.

	Year ended 31/12/12 £	Period 28/3/11 to 31/12/11 £
United Kingdom	77,868,998	44,826,412
India	-	1,025,641
	<u>77,868,998</u>	<u>45,852,053</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2012

3 STAFF COSTS

	Year ended 31/12/12 £	Period 28/3/11 to 31/12/11 £
Wages and salaries	11,955,670	8,018,058
Social security costs	1,310,983	857,844
Other pension costs	502,242	142,915
	<u>13,768,895</u>	<u>9,018,817</u>

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

	Year ended 31/12/12	Period 28/3/11 to 31/12/11
Directors	2	2
Administration	89	91
Production	183	182
	<u>274</u>	<u>275</u>

4 OPERATING PROFIT

The operating profit is stated after charging

	Year ended 31/12/12 £	Period 28/3/11 to 31/12/11 £
Depreciation - owned assets	460,801	311,836
Depreciation - assets on hire purchase contracts	39,155	24,869
Loss on disposal of fixed assets	7,733	14,022
Goodwill amortisation	1,054,815	311,118
Foreign exchange differences	-	4,293
Auditors remuneration	10,428	-
Auditors remuneration - the audit of subsidiary companies	28,000	-
Auditors remuneration - tax compliance services	2,000	-
	<u>-</u>	<u>-</u>
Directors' remuneration	<u>-</u>	<u>-</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2012

5 INTEREST RECEIVABLE AND SIMILAR INCOME

	Year ended	Period
	31/12/12	28/3/11
	£	to
		31/12/11
		£
Deposit account interest	<u>1,692</u>	<u>3,971</u>

6 INTEREST PAYABLE AND SIMILAR CHARGES

	Year ended	Period
	31/12/12	28/3/11
	£	to
		31/12/11
		£
Bank loan interest	76,067	33,591
Loan interest	-	1,089
Intercompany interest	29,386	27,068
Hire purchase	2,490	2,183
	<u>107,943</u>	<u>63,931</u>

7 TAXATION**Analysis of the tax charge**

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

	Year ended	Period
	31/12/12	28/3/11
	£	to
		31/12/11
		£
Current tax		
UK corporation tax	-	854,735
Over provision of corporation tax	(58,007)	-
Amount payable to a fellow subsidiary in respect of tax saved by group relief	<u>821,245</u>	<u>-</u>
Tax on profit on ordinary activities	<u>763,238</u>	<u>854,735</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2012

7 TAXATION - continued**Factors affecting the tax charge**

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

	Year ended 31/12/12 £	Period 28/3/11 to 31/12/11 £
Profit on ordinary activities before tax	<u>5,594,878</u>	<u>2,329,049</u>
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 24.500% (2011 - 26.500%)	1,370,745	617,198
Effects of		
Excess depreciation over capital allowances	38,033	11,732
Disallowed expenditure	23,259	28,333
Amortisation of goodwill	258,430	82,446
Dividends received not subject to corporation tax	(879,086)	-
Tax losses carried forward	9,864	7,173
Minority interest adjustments	-	107,853
Adjustment relating to previous years	<u>(58,007)</u>	<u>-</u>
Current tax charge	<u>763,238</u>	<u>854,735</u>

Factors that may affect future tax charges

The tax payable for the year has been reduced by £821,245, because of group relief received from a fellow subsidiary for which a payment of £821,245 will be made

8 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 £6,312,461 (2011 - £(27,068) loss)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2012

9 INTANGIBLE FIXED ASSETS

Group	Goodwill £
COST	
At 1 January 2012	9,333,540
Additions	11,762,751
At 31 December 2012	<u>21,096,291</u>
AMORTISATION	
At 1 January 2012	311,118
Amortisation for year	1,054,815
At 31 December 2012	<u>1,365,933</u>
NET BOOK VALUE	
At 31 December 2012	<u>19,730,358</u>
At 31 December 2011	<u>9,022,422</u>

Goodwill has arisen on the acquisition of Rayfix Limited and its subsidiaries, further details of which are listed in note 11

10 TANGIBLE FIXED ASSETS

Group	Freehold property £	Improvements to property £	Plant and machinery £
COST			
At 1 January 2012	4,762,729	916,181	443,912
Additions	-	4,744	45,704
Disposals	-	-	(15,697)
At 31 December 2012	<u>4,762,729</u>	<u>920,925</u>	<u>473,919</u>
DEPRECIATION			
At 1 January 2012	32,600	75,397	55,344
Charge for year	48,900	123,934	102,567
Eliminated on disposal	-	-	(15,698)
At 31 December 2012	<u>81,500</u>	<u>199,331</u>	<u>142,213</u>
NET BOOK VALUE			
At 31 December 2012	<u>4,681,229</u>	<u>721,594</u>	<u>331,706</u>
At 31 December 2011	<u>4,730,129</u>	<u>840,784</u>	<u>388,568</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2012

10 TANGIBLE FIXED ASSETS - continued**Group**

	Fixtures and fittings £	Motor vehicles £	Computer equipment £	Totals £
COST				
At 1 January 2012	105,655	93,423	355,348	6,677,248
Additions	13,859	40,257	217,146	321,710
Disposals	(598)	(56,373)	(304,094)	(376,762)
At 31 December 2012	118,916	77,307	268,400	6,622,196
DEPRECIATION				
At 1 January 2012	37,821	14,654	40,424	256,240
Charge for year	39,819	27,840	156,896	499,956
Eliminated on disposal	(598)	(39,456)	(301,374)	(357,126)
At 31 December 2012	77,042	3,038	(104,054)	399,070
NET BOOK VALUE				
At 31 December 2012	41,874	74,269	372,454	6,223,126
At 31 December 2011	67,834	78,769	314,924	6,421,008

Fixed assets, included in the above, which are held under hire purchase contracts are as follows

	Plant and machinery £	Motor vehicles £	Totals £
COST			
At 1 January 2012	251,616	12,000	263,616
Additions	-	30,261	30,261
At 31 December 2012	251,616	42,261	293,877
DEPRECIATION			
At 1 January 2012	79,216	1,050	80,266
Charge for year	35,016	4,139	39,155
At 31 December 2012	114,232	5,189	119,421
NET BOOK VALUE			
At 31 December 2012	137,384	37,072	174,456
At 31 December 2011	172,400	10,950	183,350

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2012

10 TANGIBLE FIXED ASSETS - continued**Company**

	Plant and machinery £	Motor vehicles £	Totals £
COST			
At 1 January 2012	<u> </u>	<u> </u>	<u> </u>
NET BOOK VALUE			
At 31 December 2012	<u> - </u>	<u> - </u>	<u> - </u>

Fixed assets, included in the above, which are held under hire purchase contracts or finance leases are as follows

	Plant and machinery £	Motor vehicles £	Totals £
COST			
At 1 January 2012			
and 31 December 2012	<u>57,053</u>	<u>(9,456)</u>	<u>47,597</u>
DEPRECIATION			
At 1 January 2012			
and 31 December 2012	<u>57,053</u>	<u>(1,656)</u>	<u>55,397</u>
NET BOOK VALUE			
At 31 December 2012	<u> - </u>	<u> (7,800) </u>	<u> (7,800) </u>
At 31 December 2011	<u> - </u>	<u> (7,800) </u>	<u> (7,800) </u>

11 FIXED ASSET INVESTMENTS**Company**

	Shares in group undertakings £
COST	
At 1 January 2012	15,280,456
Additions	<u>16,608,479</u>
At 31 December 2012	<u>31,888,935</u>
NET BOOK VALUE	
At 31 December 2012	<u>31,888,935</u>
At 31 December 2011	<u>15,280,456</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2012

11 FIXED ASSET INVESTMENTS - continued

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

Subsidiaries**Rayfix Limited**

Nature of business Holding company and property owning company

	%
Class of shares	holding
A & B Ordinary	100 00
P Ordinary	100 00

	2012	2011
	£	£
Aggregate capital and reserves	3,567,349	3,281,023
Profit for the year/period	<u>3,080,944</u>	<u>315,091</u>

Prater Limited

Nature of business Specialist building envelope contractor

	%
Class of shares	holding
A Ordinary	100 00
B Ordinary	100 00

	2012	2011
	£	£
Aggregate capital and reserves	7,975,665	8,717,997
Profit for the year/period	<u>2,022,286</u>	<u>2,110,155</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2012

11 FIXED ASSET INVESTMENTS - continued**Acquisition**

On 12 January 2012 Lindner Exteriors Holding Limited purchased the following shareholdings in Rayfix Limited

	%
Class of shares	holding
A Ordinary	45 09
B Ordinary	-
P Ordinary	40 98

The equity gained by the purchase of the above shares, based on their respective income rights, is 41% The above acquisition, along with the 59% acquisition in 2011, means that the company owns 100% of Rayfix Limited from 12 January 2012 Rayfix Limited owns 100% of its subsidiary Prater Limited

The consolidated results for Rayfix Limited for the year ended 31 December 2011 were as follows

	31/12/11
	£
Aggregate capital and reserves	11,892,020
Profit after tax for the year	2,425,246

The consolidated net assets of Rayfix Limited acquired as at 12 January 2012 were

	Book Value	Adjustments	Fair value
	£	£	£
Fixed assets	6,421,008	-	6,421,008
Stocks	5,443,109	-	5,443,109
Debtors	19,705,981	-	19,705,981
Cash	1,575,050	(30,000)	1,545,050
Creditors falling due within one year	(20,724,992)	-	(20,724,992)
Creditors falling due after more than one year	(528,136)	-	(528,136)
			11,862,020
Estimate of earn out consideration			3,205,992
Cash consideration			13,402,487
Consideration			16,608,479
Goodwill			(11,762,751)
59% share of net assets held at 12/01/2012			7,016,292
			11,862,020

The earn out consideration is based on the director's best estimate of consideration payable under a annual earn out agreement, which ends on 31 December 2015 The earn out consideration is based on 40% of annual EBITDA

The earn out consideration is discounted at 2% for the period through to 31 December 2015

The fair value adjustment of £30,000 related to the purchase of its own shares by Rayfix Limited subsequent to 31 December 2011 which reduced the fair value of cash held at the date of acquisition

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2012

11 FIXED ASSET INVESTMENTS - continued

Details of the pre-acquisition consolidated results of Rayfix Limited can be found in note 26

12 STOCKS

	Group	
	2012	2011
	£	£
Stocks	89,359	77,700
Work-in-progress	2,359,522	5,700,457
	<u>2,448,881</u>	<u>5,778,157</u>

13 DEBTORS

	Group	Company	
	2012	2011	2012
	£	£	£
Amounts falling due within one year			
Trade debtors	2,600,483	2,350,551	-
Amounts recoverable on contract	19,940,218	13,532,361	-
Other debtors	442,768	9,648,897	9,556,320
Due from group undertakings	254,513	168,901	168,901
Corporation tax	35,731	-	-
VAT	-	-	126
Prepayments and accrued income	1,521,505	1,420,856	-
	<u>24,795,218</u>	<u>27,121,566</u>	<u>169,027</u>
Amounts falling due after more than one year			
Trade debtors	<u>721,759</u>	<u>1,014,007</u>	<u>-</u>
Aggregate amounts	<u>25,516,977</u>	<u>28,135,573</u>	<u>169,027</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2012

14 CREDITORS. AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Company	
	2012	2011	2012	2011
	£	£	£	£
Bank loans and overdrafts (see note 16)	90,298	80,004	-	-
Hire purchase contracts (see note 17)	43,961	64,610	-	-
Payments on account	1,043,264	-	-	-
Trade creditors	11,336,902	15,164,929	-	-
Amounts owed to group undertakings	3,027,186	1,156,488	56,454	2,117,068
Corporation tax	-	768,497	-	-
Social security and other taxes	454,315	402,899	-	-
VAT	1,074,614	631,920	-	-
Other creditors	1,243	81,596	-	-
Accruals and deferred income	7,924,302	3,928,561	612,748	398,024
	<u>24,996,085</u>	<u>22,279,504</u>	<u>669,202</u>	<u>2,515,092</u>

15 CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	Group		Company	
	2012	2011	2012	2011
	£	£	£	£
Bank loans (see note 16)	419,987	506,658	-	-
Hire purchase contracts (see note 17)	23,773	21,478	-	-
Accruals and deferred income	6,979,397	4,382,653	6,979,397	4,382,653
	<u>7,423,157</u>	<u>4,910,789</u>	<u>6,979,397</u>	<u>4,382,653</u>

16 LOANS

An analysis of the maturity of loans is given below

	Group	
	2012	2011
	£	£
Amounts falling due within one year or on demand		
Bank overdrafts	10,294	-
Bank loans	80,004	80,004
	<u>90,298</u>	<u>80,004</u>
Amounts falling due between one and two years		
Bank loans	80,004	80,004
	<u>80,004</u>	<u>80,004</u>
Amounts falling due between two and five years		
Bank loans	339,983	426,654
	<u>339,983</u>	<u>426,654</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2012

17 OBLIGATIONS UNDER HIRE PURCHASE CONTRACTS AND LEASES**Group**

	Hire purchase contracts	
	2012	2011
	£	£
Gross obligations repayable		
Within one year	47,084	66,621
Between one and five years	25,440	23,110
	<u>72,524</u>	<u>89,731</u>
Finance charges repayable		
Within one year	3,123	2,011
Between one and five years	1,667	1,632
	<u>4,790</u>	<u>3,643</u>
Net obligations repayable		
Within one year	43,961	64,610
Between one and five years	23,773	21,478
	<u>67,734</u>	<u>86,088</u>

At 31 December 2012 the group had the following annual commitments under non-cancellable operating leases as follows

Group

	Land and buildings	
	2012	2011
	£	£
Expiring		
Within one year	13,000	-
Between one and five years	36,590	49,590
In more than five years	111,612	101,149
	<u>161,202</u>	<u>150,739</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2012

18 SECURED DEBTS

The following secured debts are included within creditors

	Group	
	2012	2011
	£	£
Bank overdraft	10,294	-
Bank loans	499,991	586,662
	<u>510,285</u>	<u>586,662</u>

The bank holds a debenture over the group assets of Rayfix Limited together with a charge over its freehold property

The subsidiary of Rayfix Limited, Prater Limited, also has an overdraft facility available which is secured by way of an unlimited debenture over its assets

19 MINORITY INTERESTS**Group**

	£
Balance at 31 December 2011	4,875,728
Acquisition of minority interest	(4,875,728)
	<u>-</u>
Balance at 31 December 2012	<u>-</u>

On 12 January 2012 Lindner Exteriors Holding Limited purchased the 41% minority interest in Rayfix Limited, Further details of which are listed in note 11

20 CALLED UP SHARE CAPITAL

Allotted, issued and fully paid			2012	2011
Number	Class	Nominal value	£	£
18,135,000	Ordinary	£1	<u>18,135,000</u>	<u>18,135,000</u>

21 RESERVES**Group**

	Profit and loss account
	£
At 1 January 2012	731,189
Profit for the year	<u>4,831,640</u>
At 31 December 2012	<u><u>5,562,829</u></u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2012

21 RESERVES - continued**Company**

**Profit
and loss
account
£**

At 1 January 2012

(27,068)

Profit for the year

6,312,461

At 31 December 2012

6,285,393**22 ULTIMATE PARENT COMPANY**

The ultimate parent company and parent undertaking of the largest group for which consolidated financial statements are drawn up, and of which the company is a member, is Lindner Group KG, a company incorporated in Germany. Copies of the consolidated financial statements are available from Bahnhofstrasse 29, 94424 Amstorf, Germany.

The smallest group for which consolidated financial statements are drawn up, and of which the company is a member, is Lindner AG. Copies of the consolidated financial statements are available from Bahnhofstrasse 29, 94424 Amstorf, Germany.

In the opinion of the directors the parent company is Lindner Fassaden GmbH, a company incorporated in Germany.

In the opinion of the directors the ultimate controlling party is Lindner Group KG, a company incorporated in Germany.

23 CONTINGENT LIABILITIES

Contingent consideration for the purchase of Rayfix Limited is included within accruals (see notes 14 and note 15). The earn out consideration due of £7,588,644 is based on the director's best estimate of consideration payable under a annual earn out agreement, which ends on 31 December 2015. The earn out consideration is based on 40% of annual EBITDA.

24 RELATED PARTY DISCLOSURES

The company has taken advantage of the exemption contained in FRS 8 "Related Party Disclosures" from disclosing transactions with entities which are part of the group, since all of the voting rights in the company are controlled within the group and the company is included within the group accounts which are publicly available.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 DECEMBER 2012

25 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS**Group**

	2012	2011
	£	£
Profit for the financial year	4,831,640	731,189
Issue of shares	-	18,135,000
Net addition to shareholders' funds	4,831,640	18,866,189
Opening shareholders' funds	18,866,189	-
Closing shareholders' funds	23,697,829	18,866,189

Company

	2012	2011
	£	£
Profit/(loss) for the financial year	6,312,461	(27,068)
Issue of shares	-	18,135,000
Net addition to shareholders' funds	6,312,461	18,107,932
Opening shareholders' funds	18,107,932	-
Closing shareholders' funds	24,420,393	18,107,932

26 ACQUISITION OF BUSINESS

The consolidated trading results and losses of Rayfix Limited from 1 January 2012 to 12 January 2012 were immaterial to the group

There were no recognised gains or losses other than the profit for the year

In the year ended 31 December 2011 the profit after tax was £2,425,246. There were no minority interests subsequent to the acquisition on 12 January 2012.

There is no material difference in the result when calculated using the company's accounting policies.