

# **Weir Group African IP Limited**

## **Report and Financial Statements**

31 December 2010

Registered No: SC 333781

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## Directors' report

The directors present their annual report together with the audited financial statements of Weir Group African IP Limited ("the Company") (Registered Number SC333781) for the 52 weeks ended 31 December 2010.

### Results and dividends

The profit for the period after taxation amounted to \$4,994,000 (2009: \$4,724,000). A dividend of \$4,500,000 was paid in the period (2009: \$nil).

### Principal activities

The Company is principally engaged in the acquisition and retention of intellectual property rights in other companies.

### Financial risk management objectives and policies

The Company's principal financial instruments comprise amounts due to and from the ultimate parent company and other group companies and cash at bank. The principal financial risks to which the Company is exposed are those relating to foreign currency, credit, liquidity and interest rate. These risks are managed in accordance with Board approved policies.

#### *Foreign currency risk*

The Company has an inter group current account receivable in a currency other than its functional currency. As a result, the Company's non dollar income, assets, and cashflows can be affected by movements in exchange rates. The Company seeks to minimise its transaction exposure by maintaining a policy that forward foreign currency contracts are used to eliminate exposures on material committed transactions. It is Company policy not to engage in any speculative transaction of any kind.

#### *Credit risk*

The credit risk on liquid funds is limited because the counter parties are banks with high credit ratings assigned by international credit-rating agencies. There is no credit risk associated with the Company's inter group receivables or payables.

#### *Liquidity risk*

The Company obtains funding for its operations via the Group's bank facilities. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts and bank loans.

#### *Interest rate risk*

The Company has cash at bank which is subject to variable rates of interest. Interest rate risk is regularly monitored and is not considered to be material.

### Board of directors

The directors during the period were:

A W F Mitchelson		
K R Cochrane	resigned	10/05/2010
M Kelly		
J A Stanton	appointed	10/05/2010

## Directors' report (continued)

### Going Concern

The Company is ultimately owned by The Weir Group PLC and it participates in the Group's centralised treasury arrangements and so shares banking facilities with its parent companies and fellow subsidiaries. As a consequence, the Company depends, in part, on the ability of the Group to continue as a going concern. The directors have considered the Company's funding relationship with The Weir Group PLC to date and have considered available relevant information relating to The Weir Group PLC's ability to continue as a going concern. In addition, the directors have no reason to believe that The Weir Group PLC will not continue to fund the Company, should it become necessary, to enable it to continue in operational existence.

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

### Directors Indemnities

The Company's Articles of Association contain a provision that every director or other officer shall be indemnified against all losses and liabilities which they may incur in the course of acting as directors (or officers as the case may be) permitted by the Companies Act 2006. These indemnities are uncapped in amount. The Company's holding Company maintained directors and officers liability insurance throughout 2010 in respect of the Company's directors and officers.

### Disclosure of information to auditors

The directors who held office at the date of approval of this Directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.


### Annual General Meeting

There was no annual general meeting held in the year, as permitted by the Companies Act 2006.

### Auditors

The auditors, Ernst & Young LLP, are deemed to be reappointed under section 487(2) of the Companies Act 2006. Ernst & Young LLP have indicated their willingness to continue in office.

On behalf of the board



F J McCaw  
Secretary  
20 June 2011

## **Statement of directors' responsibilities in respect of 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 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;
- 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 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.

## **Independent auditor's report to the members of Weir Group African IP Limited**

We have audited the financial statements of Weir Group African IP Limited for the period ended 31 December 2010 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 14. 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 auditors**

As explained more fully in the Directors' Responsibilities Statement set out on page 3, 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 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 Directors' Report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material 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 Company's affairs as at 31 December 2010 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 year for which the financial statements are prepared is consistent with the financial statements.

## **Independent auditor's report to the members of Weir Group African IP Limited (continued)**

### **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.

*Ernst & Young LLP*

Hywel Ball (Senior statutory auditor)  
for and on behalf of Ernst & Young LLP, Statutory Auditor  
Glasgow

*24 June 2011*

## Profit and loss account

for the 52 weeks ended 31 December 2010

	Notes	2010 \$000	2009 \$000
Administrative (expenses)/income		(330)	11
<b>Operating (loss)/profit</b>	3	<u>(330)</u>	<u>11</u>
Interest receivable	4	7,141	5,877
Interest payable	5	<u>-</u>	<u>(78)</u>
<b>Profit on ordinary activities before tax</b>		6,811	5,810
Tax on profit on ordinary activities	6	<u>(1,817)</u>	<u>(1,086)</u>
<b>Profit for the period</b>		<u>4,994</u>	<u>4,724</u>

The Company's results for the period and the prior period were earned from continuing operations.

There were no recognised gains or losses other than the profit reported above.

There are no material differences between the profit on ordinary activities before tax and the retained profit for the period stated above and their historical cost equivalents.


Weir Group African IP Limited

# Balance sheet

at 31 December 2010

	Notes	2010 \$000	2009 \$000
<b>Fixed assets</b>			
Intangible assets	7	<u>82,995</u>	<u>82,995</u>
<b>Current assets</b>			
Debtors	8	<u>4,685</u>	<u>3,865</u>
Cash at bank		<u>3,871</u>	<u>2,418</u>
		<u>8,556</u>	<u>6,283</u>
<b>Creditors:</b> amounts falling due within one year	9	<u>(3,464)</u>	<u>(1,685)</u>
<b>Net current assets</b>		<u>5,092</u>	<u>4,598</u>
<b>Net assets</b>		<u>88,087</u>	<u>87,593</u>
<b>Capital and reserves</b>			
Called up share capital	10	<u>82,995</u>	<u>82,995</u>
Profit and loss account	11	<u>5,092</u>	<u>4,598</u>
<b>Shareholders' funds</b>	12	<u>88,087</u>	<u>87,593</u>

The financial statements of Weir Group African IP Limited were approved by the directors and were signed on its behalf by:



J A Stanton  
Director

20 June 2011



## Notes to the financial statements

for the 52 weeks ended 31 December 2010

### 1. Accounting policies

#### *Basis of preparation*

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

#### *Functional currency*

The financial statements are presented in US dollars which is the Company's functional and presentational currency based on the currency of the primary economic environment in which the Company operates.

#### *Group financial statements*

In accordance with section 400 of the Companies Act 2006, group financial statements are not prepared as the Company is a wholly owned subsidiary of another body corporate which publishes consolidated accounts.

#### *Cash flow statement*

The Company has taken advantage of the provisions of FRS1 (revised) which exempts companies which are part of a group which has published a consolidated cash flow statement from preparing a cash flow statement. Accordingly, no cash flow statement for the Company has been presented.

#### *Derivative financial instruments*

The Company uses forward foreign currency contracts to manage its exposure to exchange rate movements. These forward foreign currency contracts are foreign currency transactions on which exchange differences arise and these exchange differences have been recognised in the profit and loss account, except where SSAP 20 has been applied, where the forward currency contracts have been used to reduce the exchange exposure of the foreign currency investments, in which case the exchange differences are recognised in reserves. The discount/premium on the forward foreign currency contracts is amortised over the period of the contracts in the profit and loss account.

#### *Foreign currencies*

Transactions in foreign currencies are converted at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into US dollars at the rates ruling at the balance sheet date. Differences on exchange are dealt with through the profit and loss account as they arise.

#### *Intangible assets*

Intangible assets acquired separately are measured on initial recognition at cost. An intangible resource acquired in a business combination is recognised as an intangible asset if it is separable from the acquired business or arises from contractual or legal rights, is expected to generate future economic benefits and its fair value can be measured reliably. An intangible asset with an indefinite life is not amortised but is tested at least annually for impairment and carried at cost less any recognised impairment losses.

## Notes to the financial statements

for the 52 weeks ended 31 December 2010

### 2. Directors and employees

The Company had no employees during the period.

No directors received any emoluments during the period in respect of services to the Company.

### 3. Operating (loss)/profit

Operating (loss)/profit is stated after charging:

	2010 \$000	2009 \$000
Exchange (loss)/gain	<u>(312)</u>	<u>23</u>

### 4. Interest receivable

	2010 \$000	2009 \$000
Royalties receivable from fellow subsidiary undertakings	<u>7,141</u>	<u>5,877</u>

### 5. Interest payable

	2010 \$000	2009 \$000
Bank interest	-	(1)
Amortisation of forward points on forward contracts	<u>-</u>	<u>(77)</u>
	<u>-</u>	<u>(78)</u>

### 6. Tax on profit on ordinary activities

	2010 \$000	2009 \$000
<i>Current taxation</i>		
Based on the results for the period:		
UK corporation tax- Current tax charge	(980)	(157)
Deferred tax charge	<u>(837)</u>	<u>(929)</u>
Total current tax charge	<u>(1,817)</u>	<u>(1,086)</u>

The standard rate of tax for the year, based on the UK standard rate of corporation tax is 28% (2009: 28%). The actual tax charge for the period is below (2009: below) the standard rate for the reasons set out in the following reconciliation.

## Notes to the financial statements

for the 52 weeks ended 31 December 2010

### 6. Tax on profit on ordinary activities (continued)

	2010 \$000	2009 \$000
Profit on ordinary activities before tax	6,811	5,810
Tax on profit on ordinary activities at standard rate 28% (2009:28%)	(1,907)	(1,627)
<i>Factors affecting charge for the period</i>		
Adjustment to prior years	<u>90</u>	<u>541</u>
Total current tax	<u>(1,817)</u>	<u>(1,086)</u>

#### Factors affecting future tax charges:

A reduction in the UK corporation tax rate of 2% from 1 April 2011, and by a further 1% per year from 1 April 2012 for three years, bringing the corporation tax rate down from 28% to 23% from 1 April 2014 was announced in the Budget of 23 March 2011, with the reduction to 26% enacted on 29 March 2011. The reduction to 27% was enacted in the Finance Act 2010.

The proposed reduction to 23% would have an estimated decrease in the Deferred tax liability of \$373,000.

### 7. Intangible assets

	Intangible Assets \$000
Cost and net book value	
At 1 January 2010 and 31 December 2010	<u>82,995</u>

The intangible asset is the brand name of Weir Warman and was recognised at fair value at the date of acquisition. The brand name has been assigned an indefinite useful life and as such is not amortised. Weir Warman has a long history in the minerals and mining markets and is considered to be a market leader. The carrying value of the brand name is tested annually for impairment.

### 8. Debtors

	2010 \$000	2009 \$000
Amounts due from fellow subsidiary undertakings	3,834	2,778
Amounts due from ultimate parent undertaking	851	882
Corporation tax	<u>-</u>	<u>205</u>
	<u>4,685</u>	<u>3,865</u>

## Notes to the financial statements

for the 52 weeks ended 31 December 2010

### 9. Creditors: amounts falling due within one year

	2010	2009
	\$000	\$000
Deferred tax payable	2,515	1,678
Forward foreign currency contract	-	7
Corporation tax	949	-
	<u>3,464</u>	<u>1,685</u>

### 10. Share capital

	2010	2009
	\$000	\$000
Allotted, called-up and fully paid:		
82,995,000 Ordinary shares of \$1 each	82,995	82,995
2 Ordinary shares of £1	-	-
	<u>82,995</u>	<u>82,995</u>

### 11. Profit and loss account

	2010	2009
	\$000	\$000
At the beginning of the period	4,598	(126)
Profit for the period	4,994	4,724
Dividend paid	(4,500)	-
At the end of the period	<u>5,092</u>	<u>4,598</u>

### 12. Reconciliation of movements in shareholders' funds

	2010	2009
	\$000	\$000
Opening shareholders' funds	87,593	82,869
Profit for the period	4,994	4,724
Dividend paid	(4,500)	-
Closing shareholders' funds	<u>88,087</u>	<u>87,593</u>

### 13. Transactions with related parties

The Company has taken advantage of the exemption in FRS 8 from disclosing transactions with related parties that are wholly owned by The Weir Group PLC group. There have been no transactions with related parties that are non wholly owned by The Weir Group PLC group in the current or previous financial year.

## **Notes to the financial statements**

for the 52 weeks ended 31 December 2010

### **14. Ultimate parent company**

The directors consider that The Weir Group PLC (registered in Scotland) is the Company's ultimate parent company and ultimate controlling party. This is the only parent undertaking for which group financial statements are drawn up and of which the Company is a member.

The address from which copies of these group financial statements are available to the public is: The Weir Group PLC, Clydesdale Bank Exchange, 20 Waterloo Street, Glasgow, G2 6DB.