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# **JAMES LATHAM PLC**

**ANNUAL REPORT & ACCOUNTS 2012**

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# Contents

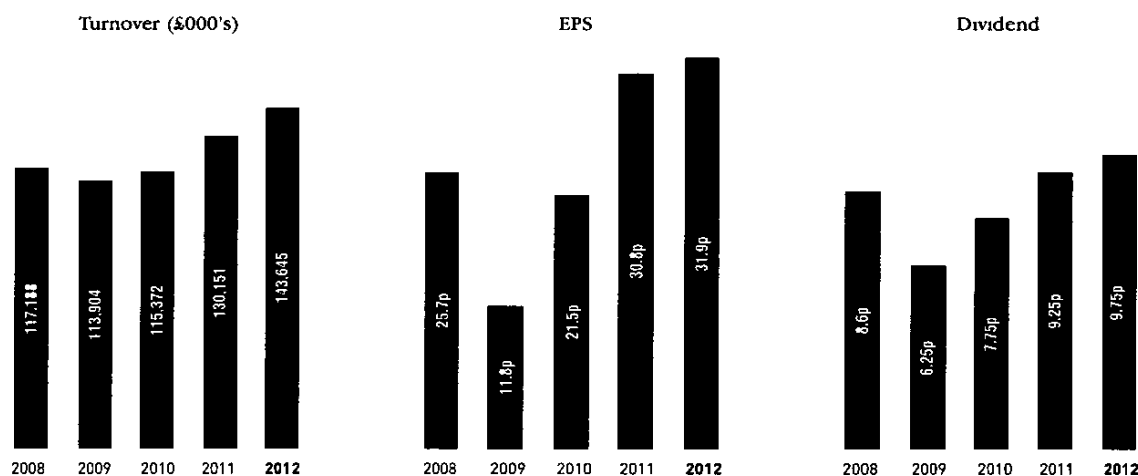
<b>1</b>	Financial Highlights and Calendar
<b>2</b>	Chairman's Statement
<b>4</b>	Company Objectives
<b>5</b>	Operating Review
<b>8</b>	Financial Review
<b>11</b>	Corporate Responsibility
<b>13</b>	Directors and Advisers
<b>14</b>	Directors' Report
<b>17</b>	Corporate Governance
<b>18</b>	Directors' Remuneration Report
<b>22</b>	Independent Auditor's Report
<b>23</b>	Consolidated Income Statement
<b>24</b>	Consolidated Statement of Comprehensive Income
<b>25</b>	Consolidated Balance Sheet
<b>26</b>	Consolidated Statement of Changes in Equity
<b>27</b>	Consolidated Cash Flow Statement
<b>28</b>	Notes forming part of the Group Accounts
<b>53</b>	Company Balance Sheet
<b>54</b>	Notes to the Company Accounts
<b>60</b>	Notice of Annual General Meeting
<b>65</b>	The Latham Group

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# Financial Highlights for the year ended 31 March 2012

## Financial Highlights

Year to 31 March	2012 £000	2011 £000	Increase/ (Decrease)	2010 £000
Turnover	143,645	130,151	10.4%	115,372
Operating profit	7,723	8,070	(4.3%)	6,437
Operating margin	5.4%	6.2%	(12.9%)	5.6%
Profit before taxation	7,186	8,004	(10.2%)	5,587
Earnings per share	31.9p	30.8p	3.6%	21.5p
Total ordinary dividend per share	9.75p	9.25p	5.4%	7.75p
Equity shareholders' funds	46,924	45,816	2.4%	42,235
Cash and cash equivalents	7,004	7,113	(1.5%)	10,545



## Financial Calendar

Record date for final dividend 2012	3 August 2012
AGM	22 August 2012
Payment of final dividend	24 August 2012
Interim 2012/13 results announcement	29 November 2012
Interim dividend expected payment date	25 January 2013
Preliminary announcement of 2012/13 results	27 June 2013
AGM 2013	21 August 2013

# Chairman's Statement

In what has been another difficult year for the economy as a whole, I am pleased to report good results for the financial year to 31 March 2012 showing a good trading performance and a strong balance sheet

Group revenue for the financial year to 31 March 2012 was £143,645,000, 10.4% up on last year's £130,151,000

Operating profit was £7,723,000, down £347,000 from £8,070,000 last year. The reduction is due to lower trading margins and some £150,000 temporary duplication of costs as the company relocated its largest trading site to Leeds during the year. Last year's figure included non-recurring income of £192,000.

Finance income was £43,000 against £106,000 last year. Financial costs, which are principally interest on the pension scheme deficit as calculated under IAS19, were £580,000 against £532,000 last year.

Pre-tax profit was £7,186,000 down from last year's figure of £8,004,000. Last year included receipt of £360,000 from the contract for the sale of the Clapton site in 2004/2005 due to additional development.

Profit after tax was £6,070,000 compared to £5,884,000 last year. The lower tax charge has resulted from changes in the deferred tax provision.

Earnings per share were 31.9p compared to last year's 30.8p.

Net assets (total equity) were £46,924,000 compared to £45,816,000 last year.

At the year end the group's cash reserves stood at £7,004,000 compared to £7,113,000 at 31 March 2011.

## Final dividend

The directors recommend a final dividend of 6.75p per ordinary share (2011 6.25p). The final dividend will be paid on 24 August 2012 to shareholders on the register at the close of business on 3 August 2012. The shares will become ex-dividend on 1 August 2012. The total dividend per ordinary share of 9.75p for the year is covered 3.3 times by earnings.

## Financial year 2011/12

The group's results are based on the trading of Latham's Limited, a specialist panel and timber distributor. Revenue was 10.4% higher than the previous year but the gross margin per cent was 0.8% lower as a result of competition for business and the duplication of warehousing costs associated with the Leeds site move.

The international market for hardwood and panel products was stable. Hardwood prices remained steady, panel prices continued to strengthen from the low levels seen during the winter 2008-09, particularly during the first six months of this year. MDF based panels, a major element of panel sales, saw prices fluctuate throughout the period.

Throughout the year revenue has been above expectations, but trading margins, as predicted, have been under pressure.

Overheads have generally been well controlled, although higher fuel costs added to transport costs. This year's figures included the first full year's revenue and costs of DLH UK Limited, acquired in February 2011 and now trading as LDT. The division achieved good external sales and made a useful contribution to group profits.

Bad debts were slightly lower than last year as the deterioration that we anticipated over the Christmas period as a result of seasonal cash flow pressures did not materialise.

At 31 March 2012 the deficit of the defined benefit scheme under IAS19 was £12,316,000 compared with £8,561,000 last year, with the deficit increasing due to a reduction in yield on high quality corporate bonds and improved life expectancy assumptions. The defined benefit pension scheme triennial actuarial valuation based on 31 March 2011 showed an increased deficit of £9,033,000, up from £5,130,000 and the recovery plan agreed with the trustees results in an increase in company contribution of £267,000 from 1 April 2012.

### Current financial year 2012/13

The increasing level of demand resulting in growing volumes of sales seen in the first half of last year slowed in the second half, with revenue £900,000 lower in the second six months. This year volumes are higher for April and May than the corresponding period last year, but competition remains intense and this continues to put pressure on margins. This seasonal pattern seems to be repeating itself this year with higher daily sales in April and May, however order books are generally short term.

### Development strategy

The directors continue to identify opportunities for growth and to introduce new products. Over the coming years it will be necessary to invest in our older sites to emulate the success which the investment in new facilities has delivered elsewhere. Last year we relocated our biggest depot in Ossett to a larger, modern site in Leeds. The phased move started in December 2011 and was completed at the end of March providing the opportunity to grow business in the North of England.

The company is in a strong financial position to take advantage of opportunities for further business growth.

### Directors and staff

The directors have remained unchanged throughout the year at both the James Latham plc and the Management Board of Lathams Limited levels. There is a clear division of responsibilities with the main board determining strategy and exercising corporate governance and the trading board setting and monitoring operations policy. Both boards are well balanced in terms of skills and experience and their support throughout the year has been invaluable.

We attach great importance to staff training and development, something that can appear optional when trading is tough. Training on product knowledge, selling skills, management and leadership is provided to staff at all levels and the remuneration committee keeps a regular overview of talent development.

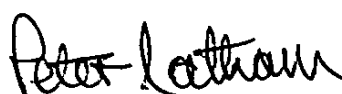
The relocation of our largest site in Ossett to a bigger, modern site in Tingley, Leeds was done on a phased basis while maintaining service levels to customers and I congratulate Andrew Wright, the site director, and his team on the efficient manner in which they planned and executed the move.

This has been another year with plenty of challenges, with the trading environment very competitive. Profitable business has been hard to find, daily turnover at depots has fluctuated greatly and sales and margin targets have been difficult to achieve. Providing a high quality of customer service has been essential and I would like to thank everyone in the company for their contribution to what has been a successful performance.

### Peter Latham

Chairman, James Latham plc

4th July 2012



# Company Objectives

James Latham plc aims to be the supplier of choice throughout the UK for joinery manufacturers, shopfitters, kitchen manufacturers and a wide range of other wood based panel and hardwood using businesses, and to supply specialist products to timber and builders' merchants

The company traces its history back to James Latham who traded in exotic hardwood in Liverpool in 1757. His son had established a business in London by 1799. It was taken public in 1965 and the shares are now quoted on the AIM market. The Latham family owns over half of the company shares and six members of the Latham family work in the business.

Our core values are based on a business structure that encourages an entrepreneurial spirit at depot level while maintaining central financial control and reaping the benefits of scale from the size of the group's activities.

The company is well respected in its industry and amongst its customers and suppliers for its principled trading policies and its integrity.

The company was voted UK Timber Trader of the Year in 2000, 2002, 2004, 2008, 2010 and 2011 in a vote of readers of the Timber Trades Journal.

## **The company's objectives are:**

- To maximise shareholder value over the medium term,
- To grow the business profitably,
- To maintain its presence in timber based products but to extend the product range to the existing customer base from an extended distribution network,
- To increase sales of third party certified sustainable timber products,
- To improve service levels by upgrading warehouse facilities to speed order picking and to cope with an extended product range, and
- To employ well-trained, knowledgeable and helpful staff

# Operating Review

## Results for the year to 31 March 2012

Lathams Limited is the trading subsidiary of James Latham plc and trades in wood based sheet materials and joinery quality hardwood and softwood, hardwood flooring and decking from eleven locations throughout the United Kingdom

The economic backdrop for 2011-12 was a difficult one for business in the UK. The growth originally predicted in the private sector to compensate for public sector cuts in expenditure did not materialise and the year can be seen as one of continuing uncertainty. UK imports of timber and panel products showed a decline in volume of 8.2% for 2011 over 2010. Against this backdrop, our results in which we have generally maintained volumes and increased market share are reasonably good, but this has been at the expense of margin. We have also managed the move of our largest site at Ossett to a new, larger modern warehouse in Leeds with minimal disruption to the business. This, as predicted, had an impact on profitability, with the relocation costs and the expense of running two sites for the second half of the year. The phased move finished in March and the sale of the Ossett site was completed in May.

Revenue for 2011/12 was £143,645,000, £13m higher than the previous year, an increase of 10.4%. This reflects additional business from LDT, the new name of DLH UK Limited which was purchased in February 2011, and increases in both volumes and panel cost prices, although both slowed as the year progressed.

The gross margin, the difference between the sales values and the cost prices, was 21.3%, which was 0.8 percentage points down on the previous year. This reflected continuing competitive pressure in our markets and more bulk business.

Managing customer credit continues to be a key area for the business. The problem with insolvencies expected during the winter months did not materialise and bad debts were slightly below last year's levels. The group seeks to insure balances owed where accounts have exceeded £40,000. Restrictions on insurance cover meant that the company was at risk on 25% of these outstanding balances in September 2009, but by the end of this year this had fallen to 8%.

Staff numbers increased in areas where the company is planning to increase turnover, such as LDT and LG HI-MACS® acrylic stone solid surfaces, but overhead cost control has continued to be important.

For management purposes, the group is organised into one trading division, that of timber importing and distribution, carried out in each of the eleven locations trading wholly in the United Kingdom. Within this one segment performance in terms of revenue and trading margin of the main product types are considered below.

## Panel products (wood based sheet materials, door blanks and solid surface)

Panel sales at £97,333,000 were 9.3% higher than last year. The company's strategy is to target markets for decorative boards, door blanks and solid surface panels, which are higher in unit value and command higher margins, whilst reducing the proportion of sales in commodity products, which are more volatile.

Sales of hardwood plywood were more than £0.5m lower than the previous year reflecting both this policy and the company's reluctance to trade in commodity plywood from China, now supplying over half the UK's imports, due to concerns about quality and the sourcing of logs. It is likely that the EU Timber Regulation which comes into force in March 2013 will create opportunities for the hardwood plywood we stock from other areas. Softwood plywood sales, PEFC certified from Finland and Uruguay, rose £500,000.

Timber and builders merchants are an important market for the company although an increasing amount of standard softwood and hardwood plywood is directly imported and distributed through their own warehouses.

Volume growth and higher prices resulted in sales of MDF being up 14% on the previous year. Sales of melamine faced panels and doors also showed strong growth.

Advanced Technical Panels, the company's specialist business dealing in pre-finished panels designed for specific end uses, saw strong growth in turnover as both the transport sector and companies supplying the construction sector which were both early into the recession recovered from a very low base. Products marketed under the company's Buffalo® brand sold well. The division has also benefited from sales for the Olympic Games fit-out.

The company is the exclusive UK distributor of LG HI-MACS® acrylic stone solid surfaces which showed good growth. The company has recently reached agreement with LG to become the only strategic partner to have full responsibility for marketing in a national market. Agreement has also been reached for sole distributorship in Ireland.

# Operating Review

## **Timber (hardwood, joinery quality softwood, hardwood flooring and decking)**

Timber sales at £46,312,000 were 14.7% higher than last year and the gross margin was similar. Volumes, excluding LDT, were 6% higher, but slowed as the year progressed. Prices were generally static during the year. Turnover in hardwood from Africa grew, whereas European and American sales were static.

The company's strategy is to develop the market for third party certified timber from well-managed forests. We continue to have good stocks of Forest Stewardship Council (FSC) certified sapele, the most popular African hardwood for the UK market, in addition to a full range of FSC and Programme for the Endorsement of Forest Certification (PEFC) European and American hardwoods.

Sales of laminated timber sections, in both hardwood and softwood, continue to increase. These offer advantages of improved structural stability and specification to the customer and lower waste factors to producers. Our range includes FSC European redwood and oak.

The company is a national distributor of Accoya wood, softwood treated by the acetylation process to improve its properties, notably durability and stability. Sales grew by £500,000.

Bausen hardwood flooring continues to be an important product range. The division has been restructured, with storage and distribution now handled by the new Leeds site and sales driven through the depots.

LDT, previously DLH UK Limited, has made an excellent contribution to group results.

## **Strategy for developing the business**

The directors recognise that the strength of the company is as a distributor of specialist high quality timber and timber related products to existing and new customer bases. Bulk manufacturing in the UK is in decline with factories moving to low cost producing countries. To counter this, the company is targeting a customer base making custom made products and where lead times are short.

In the case of panels, value added products, such as melamine and veneered faced panels, specialist birch panels and doors now account for the same value of sales as traditional commodity items such as hardwood and softwood plywood and standard MDF. This ratio of value added to standard items varies between depots and it is planned to increase sales of value added products at all depots. Since the year end racking from the Ossett site has been installed in Gateshead and Yate to help handle our varied product range, further investment to up-grade older sites will be required in the future.

The company is very active in marketing its products through direct advertising, public relations, exhibitions and depot open days. This is done centrally and at depot level with a budget exceeding £500,000. In addition we get marketing support from many of our suppliers.



# Operating Review

## Market share

UK imports for 2011 including domestic production of MDF, OSB and Particleboard are shown in the table below

Product	UK Imports Cubic metres	UK Imports Change on year %	Lathams sales Cubic metres	Lathams shares of UK imports %	
				2011	2010
Softwood	4,497,000	14.0%	10,531	0.2%	0.2%
Hardwood	410,000	12.5%	43,544	10.6%	7.6%
Plywood	1,328,000	5.1%	64,322	4.8%	4.3%
Particleboard	2,500,000	0.1%	12,058	0.5%	0.7%
OSB/MDF	1,580,000	10.0%	153,337	9.7%	8.2%

The data on UK imports is supplied by the Timber Trade Federation using Customs declarations. The table above demonstrates that even in the markets that Lathams is seen as a major player, our share of the total industry imports is small. Some large users buy direct from producers and the company's largest merchant customers serving the building industry import the bulk of their requirement themselves. The UK imports figure also includes products in which the company does not trade, for example lower grade building and fencing timber.

## Market place

The company's business is widely spread throughout many sectors of the UK economy.

Market sector	Customer group	Lathams sales value %	
		2012	2011
Construction/housing	Merchants	15	14
	Joiners	23	24
	Builders	5	5
	Kitchen manufacturers	5	5
Retail	Shopfitters	6	6
	Laminators/veneers	5	6
	Furniture manufacturers	8	9
Transport	Vehicle builders	3	3
Exhibitions	Exhibition fitters	2	3
Cash sales		6	5
Other importers		7	6
Other sectors		15	14
	TOTAL	100	100

End products are used in both the public and private sectors. Our top ten customers account for 9% of sales and our top 25 customers represent 15% of sales.

## Risks to the business

### Cyclical nature of the timber trade

Product shortages can lead to high prices and over purchasing throughout the trade, resulting in excessive stock holding. Weaker prices lead to stock reduction throughout the supply chain, which magnifies the reduction in demand and then leads to even sharper falls in price.

To mitigate this risk, the company has a strict policy of stock level targets by depot. These are monitored monthly by the board which centrally controls the purchase of stocks and takes a group view on the action to be taken to limit the company's exposure to rapidly changing price levels.

The board has set strict guidelines relating to purchases where the specification is unique to a particular customer, and has policies in place to ensure that no individual can commit the company to a purchase greater than his/her authorised limit.

The company's reduced reliance on commodity items has reduced this risk of over exposure to low value, high volume and price sensitive items.

### Political risks

Although far more of the company's purchases now come from Europe and North America, it has significant dealings with countries where the political climate is less stable. To mitigate the risk from these pressures, the groups dealings are spread across a large number of countries of supply, so no one particular country or region poses a strategic threat to the supply of product to the company. Erratic shipments can result in stock excess and shortages in specific special products. The company keeps informed of developments in higher risk producer countries through involvement in work by the Royal Institute of International Affairs (Chatham House).

### Economic slowdown

The company's sales are predominantly UK based so it is exposed to any slowdown in the UK economy. However the distribution of its customers across the UK economic sectors helps reduce the impact of slowdown in any one sector.

### Reputational risk

Over many years the company has built up a reputation for integrity and responsible trading and is aware that this can be easily damaged with the consequential cost to the Latham brand. To mitigate this risk policies are in place which cover standards of behaviour and good governance.

On the purchasing side the company has a risk based responsible purchasing policy to minimise possible damage to its reputation from dealing in illegal products.

# Financial Review

## Introduction

This report provides a commentary on how the group has performed against the financial objectives during this year, together with a review of its financial risks. Demand in the UK economy remained weak, and despite the competitive pressures that this produced, the operating profit, adjusted for significant non-recurring receipts and costs as described below, was as at a similar level to the previous year, and I believe we met our financial objectives for this year.

## Financial objectives

The board of directors remain committed to the long term improvement in shareholder value, which we believe we can achieve by

- Improving profitability by maximising gross margins
- Increasing group market share through improving facilities at our existing depots
- Identifying expansion and acquisition opportunities, where the return on capital is at least equal to that of the existing group
- Controlling cashflows to maximise cash available for the business and shareholders
- Identifying and managing risks, with particular emphasis on the pension scheme liability
- Maintaining dividend cover at between 2.5 times and 4 times earnings

## Financial review

Revenues increased by 10.4% to £143.6m, whilst gross profit reduced from 18.2% to 17.5%. The measure of gross profit includes warehouse costs, and this year we have incurred £150,000 of additional costs in moving from Ossett to the new Leeds site, including the costs of running the two sites in tandem for the second half of the year. Warehouse costs in terms of £'s per tonne handled, increased by 3.2%. Gross margin, which excludes warehouse costs, was 0.8 percentage points down on the previous year. A key focus of the board throughout this year has been managing margins in the face of increasing commodity prices and a more competitive trading environment.

Operating profit decreased 4.3% to £7.7m following an increase of 25.4% last year. After adjusting for £150,000 of additional costs regarding Ossett this year, and £192,000 of non-recurring operating income reported in last year's annual report, the operating profit is at a similar level to last year.

Costs in each location are monitored closely by the board. Fuel prices affected our cost of transport per tonne, which increased by 4.9%. Bad debts however decreased from 0.42% of turnover to 0.37%. Staff numbers have increased, as shown in note 4, partly due to the acquisition of DLH UK Limited in February last year and additional sales staff to strengthen existing depots.

Group net profit before taxation decreased by 10.2% to £7.2m. As mentioned above, the figure this year includes additional costs of £150,000 and included in last year's figure, as reported in last year's annual report, were non-recurring receipts of £552,000.

A commentary on the group's trading results is set out in the Operating Review on page 5.

# Financial Review

## Cash flow and working capital

At the end of the year cash balances of £7.0m were held, down from £7.1m last year. The cash is being held as short term deposits providing funds for short term working capital fluctuations and allowing us to make capital investments when opportunities arise. Interest rates have remained at record lows throughout the year so we have continued to use our cash to obtain cash settlement terms with most of our major suppliers allowing us to earn £620,000 of discounts received compared with £580,000 last year. In addition, the level of cash has continued to give our customers, suppliers and credit ratings agencies confidence in the company in times of economic uncertainty.

The timber importing and distribution business requires considerable working capital investment in stock and debtors. Control of cash flow from debtors is closely monitored. The key performance indicator of debtors days, taking into account our credit terms, has moved from 52.6 days to 52.8 days. The company policy is that all customers with outstanding balances exceeding £40,000 are covered by credit insurance policies. Where credit insurance is unavailable, a sub-committee of the board review financial reports to approve new credit limits. The amount of debtors over £40,000 covered by credit insurance has improved to 92% from 89% last year.

Stock turnover targets are set and monitored on a monthly basis, and senior management has access to real time stock levels. Stock turn is 6.2 times compared with 6.0 times last year, with the amount of stock held being similar to the previous year.

## Capital investment

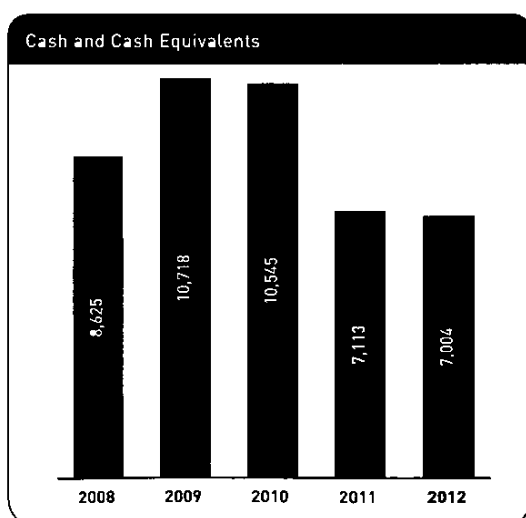
During the year, we invested £5.9m into new fixed assets. £4.54m of this relates to purchase of the new site at Leeds together with the racking installed within the warehouse. £2.7m of this was funded by a loan from Clydesdale Bank. The move across from the Ossett site to the Leeds site was completed by the year end, and since the year end we have completed the sale of the Ossett site for £1m. We also continued our program of purchasing outright vehicles and mechanical plant, rather than taking out operating leases, spending £978,000 this year. We now have 60% of our lorry fleet and 45% of our mechanical plant owned outright.

We have attempted to grow market share this year through increasing sales at our existing branch locations. DLH UK Limited, which was purchased towards the end of last year, has been successfully integrated into the business, trading now as LDT.

## Taxation

The taxation charge of £1.1m represents an effective rate of 15.4%.

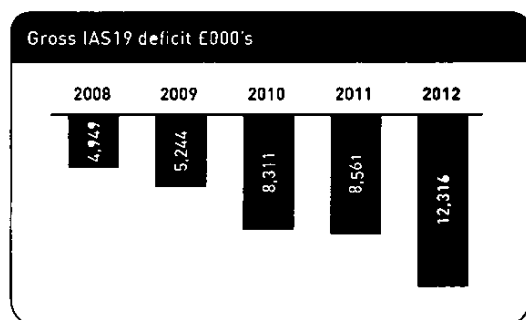
The group's profits arise wholly in the UK and the group's tax charge will reflect the UK corporation tax rate. The acquisition of DLH UK Limited brought with it £2.2m of trading tax losses. This trade has been successfully integrated into the group and we feel confident that this trade will remain profitable and recover these tax losses. The resulting deferred tax asset has reduced the effective tax rate for this year.



# Financial Review

## Pension scheme

At 31 March 2012 the deficit of the defined benefit scheme under International Financial Reporting Standards was £12,316,000 compared with £8,561,000 last year. However actuarial assumptions and short term market conditions can have a major effect on the amount of the pension scheme liability. Despite the improvement in market values of investments of £2.2m, liabilities increased by £6.0m. The yields on high quality corporate bonds have decreased by 0.4% this year, which adds nearly £4m to the liabilities. In note 19 to the accounts, we have provided some sensitivity analysis around the various assumptions used to illustrate further the volatility of the pension liability.



The 31 March 2011 actuarial valuation showed that the deficit increased from £5.1m to £9.0m. In this valuation we amended the assumptions on mortality rates which added £2.6m to the liability, and investments underperformed by £2.7m in the particularly difficult investment climate. The trustees and the company have agreed deficit reduction contributions of £1,155,000 per annum, from 1 April 2012 with the intention of eliminating the funding deficit by 31 March 2022. This is an increase of £267,000 on the previous deficit reduction contributions. The pension scheme is a mature scheme and has a requirement for cash each year to pay the pensioner liabilities. The recovery plan provides cash to the scheme so that it does not need to disinvest scheme assets.

The company is constantly assessing the risks in the pension scheme, and this year has maintained a cap on pensionable salary increases to a maximum of 1% over inflation.

## Financial risk management

In the course of our business, the group is exposed to currency risk, interest rate risk, liquidity risk and credit risk. The overall aim of the group's financial risk management strategy is to mitigate any potential negative effects on the group's assets and profitability. The group manages these risks in accordance with group policies, and does not take speculative positions.

As the group trades predominantly in the UK, the market price of our products tends to fluctuate in line with currency spot prices. Speculative positions on currencies are not entered into. Comparing against spot prices, we had a positive tracking error of less than 0.3% during this year.

The cash deposits and available bank facilities reduce our liquidity risk. Cash flow forecasts are monitored against actual cash flows to ensure that adequate facilities are maintained to meet the future needs of the business. The board reviews re-forecasted profits and cash flows on a quarterly basis. The bank loan was taken out at a fixed rate of interest in order to reduce the interest rate risk.

Insurance products and external credit reference agencies help reduce our credit risk.

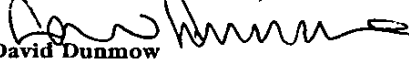
The Audit Committee reviews the company's risk register as part of its regular monitoring process.

Further information is disclosed in note 29 to the accounts.

## Information technology/business continuity

The operations of the group depend to a large extent on the availability and reliability of our information technology systems. An IT steering committee reviews the performance of our IT systems and recommends development work to the Board. Software maintenance contracts ensure that our business critical software is up to date, allowing us to take advantage of new technologies. The IT systems are monitored 24 hours a day and maintenance work carried out on an ongoing basis.

Our main computer servers are located in a secure site away from the trading operations, as part of our business continuity planning. No individual trading location makes up more than 25% of the business, and disaster recovery plans are in place to service customers from other locations should a major event occur.

  
**David Dunmow**  
Finance Director

# Corporate Responsibility

At Lathams we are conscious of our corporate responsibilities, particularly in the spheres of health and safety and environmental matters, as these are relevant to the company's business. We also maintain contact with and support both the local and the wider community. A substantial amount of management time is devoted to CSR issues, environmental good practice and sustainable development. The company seeks to minimise as far as is reasonably practicable the waste that it generates in areas such as product packaging and to segregate waste products to reduce landfill. We have undertaken a Carbon Trust funded review to minimise our use of electricity and fossil fuels.

## **Providing a safe working environment**

The handling of timber and panel products, both manually and mechanically, and the stacking and storage of these products at height, can be dangerous activities. We are, therefore, very active in assessing and minimising the risks in all areas of the business and educating the workforce to provide as safe a working environment as possible. We spend an increasing amount of time and money on this activity. We employ a full-time Health and Safety Advisor who reports to the board regularly and attends board meetings twice a year. We have a 3-year action plan and all sites are subject to regular audits. Management and employees are actively involved in improving our safety record, which is high on everyone's agenda.

## ***Sustainable timber from well managed forests – a renewable crop or destroying the planet?***

The directors of James Latham plc recognise that the company has a responsibility to the environment, customers, suppliers, shareholders and staff to base its commercial activities on well-managed forests and to reduce any negative environmental impact of its trading as far as is reasonably practical.

Timber from well-managed forests absorbs carbon in growing and locks in carbon in use. Well managed, timber uses less energy in conversion to components than other materials and can be recycled at the end of its life. It is sustainable, producing a regular crop and puts value into growing forests so helping to reduce land clearance for other uses.

Timber from poorly managed forests destroys biodiversity, leads to soil erosion and damages watercourses. It ruins the lifestyle of traditional forest dwellers. Forest burning adds to carbon emission and harms air quality in the region. Purchasing from those involved in corrupt practices undermines national governance.

## ***How do we ensure that our timber comes from well managed forests?***

### **Preference given to certified sustainable supplies**

The company recognises that the independent certification of forests and of the supply chain is the best means of providing assurance that timber comes from legal and well managed forests. Where possible it purchases material certified by the Programme for the Endorsement of Forest Certification schemes (PEFC) or the Forest Stewardship Council (FSC).

The company has third party audited chain of custody for timber supplied as certified by PEFC, FSC and other audited schemes. This is to ensure that claims made about certification can be proved.

### **Commitment to purchase from legal sources**

In some parts of the world, timber certified by one of the internationally recognised schemes is not available. The company is committed to purchasing all timber from legal sources and to seek confirmation from suppliers that they are operating in accordance with the laws of their country. Where the risk of corruption or illegal logging is high, we seek third party audited proof of legality. The European Timber Regulation, which comes into force in March 2013, places a requirement on the first placer of timber on the European market to ensure that the timber has been legally sourced and traded. The company has risk assessment tools in place to monitor suppliers.

We publish our commitment to the environment regularly in our literature and on our website, [www.lathamtimber.co.uk](http://www.lathamtimber.co.uk)

The company sets targets each year to increase the amount of timber and timber based products that are certified by recognised international organisations such as PEFC and FSC, as coming from sustainable and well-managed forests.

# Corporate Responsibility

The figures for the relevant calendar years are given below

		Legal and sustainable	3rd party verified legal	Total
Panels	2010	76%	1%	77%
	2011	80%	-	80%
	2012 target	82%	-	82%
Timber	2010	42%	12%	54%
	2011	47%	8%	55%
	2012 target	50%	7%	57%

As a member of the Timber Trade Federation ("TTF") we have signed and agreed to abide by the TTF Responsible Purchasing Policy, the TTF Code of Conduct and to apply the Environmental Code of Practice to all wood procurement activities. We assess all high-risk areas of supply and ask suppliers for evidence for the source of supply of their logs.

We give clear guidance to our customers about the importance of buying timber that can be demonstrated to be legal and from well-managed forests. This is condition of contract to supply the UK Government, the Olympics and many environmentally aware customers. This is done through our product guide, specific literature and company staff giving presentations to customer trade associations and at customer premises.

## Informing suppliers and supporting certification

Senior company staff have spoken about the importance of independent certification of forests and supply chains at EU and UK conferences for groups of suppliers in Ghana, Cameroon, Congo Brazzaville, Gabon, Peninsular Malaysia, Sarawak, Sabah and China. Company buyers have visited individual suppliers in Europe, Russia, China, Indonesia, Malaysia, the United States, Uruguay, Brazil and Argentina giving the same message. The company has been helping promote the EU Forest Law Enforcement, Governance and Trade Initiative to prevent illegal logging by giving press and film interviews.

The company has supported and funded suppliers in Africa and China working under the EU funded Timber Trade Action Plan which is a step-by-step approach towards certification. The company's Chairman contributes a considerable amount of his own time as a director of the PEFC International Board, the Timber Trade Federation environmental committee and to promoting PEFC and FSC certified products with chain of custody certification. This work was recognised in the 2012 New Years Honours when Peter Latham was awarded an OBE for services to the wood industry.

## Backing UK Government Initiatives

Company directors have worked with DEFRA and DFID ministers to support the Government's policy and initiatives to halt illegal timber entering the UK supply chain.

## The e-Tree Initiative

James Latham plc has signed up to the e-Tree initiative organised by our registrars Computershare. e-Tree™ is a programme designed to help companies promote eCommunications to their shareholders, whilst also allowing them to make a valuable contribution to the environment.

As a shareholder in James Latham plc, whenever you opt in to receive your designated communications online, eTree will make a donation to the Woodland Trust. So we are doing our bit, while you are making your life easier.

To register please visit [www.etreeuk.com/jameslatham](http://www.etreeuk.com/jameslatham). You will need your shareholder number, which is contained either on your share certificate or on your latest dividend voucher.

Please help us to reduce costs and support a very worthwhile cause.

# Directors and Advisers

## Directors' biographies

### **Peter Latham OBE BA FIWSc Chairman**

Peter Latham, age 61, has worked in the company for 39 years and was appointed to the board in 1983. He is a director of Latham's Limited. He is a director of the Programme for the Endorsement of Forest Certification schemes (PEFC) International board, an independent non-governmental organisation, which has certified the largest area of world forests. He is a member and past chairman of the industry's environment committee, Forests Forever and a Trustee of the Commonwealth Forestry Association. He is a past president of the Institute of Wood Science and of the High Wycombe Furniture Manufacturers' Society.

### **David Dunmow BSc FCA Finance Director and Company Secretary**

David Dunmow, age 48, has worked in the company for 18 years and was appointed to the board as Finance Director in 2000. He is a Fellow of the Institute of Chartered Accountants in England and Wales. He is a director of Latham's Limited. He is the treasurer of the Timber Trade Federation and serves on its Governing Board.

### **Chris Sutton Executive Director**

Chris Sutton, age 53, has worked in the company for 34 years and was appointed to the board in 2005. He is a director of Latham's Limited. He is Chairman of the board of the National Panel Products Division of the Timber Trade Federation and sits on the Governing Board of the Timber Trade Federation.

### **Pippa Latham MA MBA ACIS FCMA CGMA Non-Executive Director**

Pippa Latham, age 51, joined the company in 1990 from a previous career in investment banking and management consulting. She was Company Secretary from 1994 to 2005 and was appointed to the board as a non-executive director in 2005. She is an investment manager for the Timber Trades Benevolent Society and principal of Pippa Latham Associates, company secretary and corporate governance consultants.

### **Nick Latham BSc Executive Director**

Nick Latham, age 44, has worked in the company for 21 years and was appointed to the board in 2007. He is a director of Latham's Limited.

### **Meryl Bushell BA MSc FCIPS Non-Executive Director**

Meryl Bushell, age 57, was appointed a non-executive director in 2008. She has many years senior management experience with BT including several years as Chief Procurement Officer for the BT Group. She is a non-executive director of South London Healthcare NHS Trust. She is a previous member of the Board of Management of the Chartered Institute of Purchasing and Supply and a previous director of Invest in Gateway London Limited and of SupplierForce.

#### **Registrars**

Computershare Investor Services plc  
The Pavilions  
Bridgwater Road  
Bristol BS13 8FB

#### **Stockbrokers and Nominated Adviser**

Northland Capital Partners  
60 Gresham Street  
London EC2V 7BB

#### **Pension Advisor**

Mercer  
Tower Place West  
London EC3R 5BU

#### **Bankers**

Royal Bank of Scotland  
Major Corporate Banking  
280 Bishopsgate  
London EC2M 4RB

Handelsbanken  
2nd Floor  
4 Moorgate  
London EC2R 6DA

Clydesdale Bank  
St Albans Financial Solutions Centre  
Verulam Point 4th Floor  
Station Way  
St Albans AL1 5HE

#### **Independent Auditor**

Baker Tilly UK Audit LLP  
25 Farringdon Street  
London EC4A 4AB

#### **Registered Office**

James Latham plc  
Unit 3 Swallow Park  
Finway Road  
Hemel Hempstead  
Herts HP2 7QU

Registered Number 65619  
Registered in England and Wales

# Directors' Report

The directors have pleasure in presenting their annual report and the audited accounts for the year ended 31 March 2012

## Principal activities

The group's principal activity is the importation and distribution of wood based sheet materials and joinery quality softwood and hardwood, hardwood flooring and decking, offering national coverage from eleven locations

## Performance and prospects

A review of the group's performance and prospects is given in the Chairman's Statement on pages 2 and 3, in the Operating Review on pages 5 to 7 and in the Financial Review on pages 8 to 10 which includes a review of the risks and uncertainties impacting on the group's long term performance. Details of the group's key performance indicators – revenue, margin, earnings per share, debtors days, stock turn and cash, are given in the Results section of the Chairman's Statement on page 2 and the Financial Review on page 9. The key performance indicator of percentage of certified timber traded is set out on page 12.

## Results and dividends

Group results for the year ended 31 March 2012 are set out on page 23. The directors recommend the following dividends -

Ordinary dividends	£000
Interim dividend paid, 3.0 pence per ordinary share	571
Final dividend proposed, 6.75 pence per ordinary share	1,286
Total ordinary dividends, 9.75 pence per ordinary share	1,857

The directors recommend payment of the final dividend on 24 August 2012 to shareholders on the register of members at the close of business on 3 August 2012.

## Balance sheet and post balance sheet events

The balance sheet on page 25 shows the group's financial position. Since the year end the site at Ossett, shown as a non-current asset held for sale, was sold for £1m. The cash generated was used to repay a bank loan.

## Directors

The directors of the company, whose biographical details are shown on page 13, were directors throughout the year.

In compliance with the Articles of Association, David Dunmow, Pippa Latham and Meryl Bushell will retire by rotation and, being eligible, offer themselves for re-election at the Annual General Meeting.

Other than their service contracts, no director has a material interest in any contract with the company. Pippa Latham and Meryl Bushell, as non-executive directors, do not have a

service contract with the company, but each has received a letter of appointment for a two year period. Details of directors' emoluments, pension rights, service contracts and the directors' interests in the ordinary shares of the company are included in the Directors' Remuneration Report on pages 18 to 21.

Article 168 of the company's Articles of Association gives the directors and officers of the company a right to be indemnified out of the assets of the company in respect of any liability incurred in relation to the affairs of the group to the extent the law allows.

The company has undertaken to comply with best practice on approval of directors' conflicts of interest. Under the Companies Act 2006 a director must avoid a situation where there is, or can be, an interest that may conflict with the company's interests. None of the directors had an interest in any contract to which the group was a party during the year.

The company maintained directors' and officers' liability insurance cover throughout the year.

## Share capital

Resolutions concerning the ability of the board to purchase the company's own shares and to allot shares and to dis-apply pre-emption rights are again being proposed at the Annual General Meeting.

The company continues to hold 919,000 shares as treasury shares, with a view to being used for employee share schemes or cancelled. There have been no movements in these shares during the year. In addition the Trustees of the James Latham Employee Benefits Trust holds 222,215 shares with a view to being used for employee share schemes.

## Share option schemes

On 29 August 2007, the shareholders approved by ordinary resolution the extension of the Save as You Earn scheme for a further 10 years. A 3 year scheme commenced on 1 September 2009.

On 21 August 2008, the shareholders approved by special resolution the establishment of the Company Share Option Scheme. During the year 32,874 options were issued at an option price of £2.295.

## Substantial shareholdings

At 29 June 2012, the company had received notification under the Disclosure Transparency Rules that the holdings and voting rights exceeding the 3% notification threshold were as follows:

	Number	%
Sir Robert McAlpine Enterprises Limited	1,352,000	7.03
Peter Latham	1,103,518	5.74
Nick Latham	595,405	3.09
Piers Latham	593,129	3.08



# Directors' Report

## Employees

The group's ability to achieve its commercial objectives and to service the needs of its customers in a profitable and competitive manner depends on the contribution of its employees. Employees are encouraged to develop their contribution to the business wherever they happen to work. The group regularly keeps employees up to date with financial and other information. Quarterly meetings are held in each location, chaired by Peter Latham, where employees' views concerning the performance of their profit centre are considered. To encourage the involvement of employees in the group's performance, share option schemes are operated together with bonuses linked to performance.

The group's employment policies do not discriminate between employees, or potential employees, on the grounds of age, gender, disability, sexual orientation, colour, ethnic origin or religious belief. The sole criterion for selection or promotion is the suitability of any applicant for the job.

It is the policy of the group to train and develop employees to ensure they are equipped to undertake the tasks for which they are employed, and to provide the opportunity for career development equally and without discrimination. Training and development is provided and is available to all levels and categories of staff. This year Ashley Reynolds, from our Thurrock depot, was the winner of the Timber Trade Journal's Career Development Award, open to trainees aged under 25 throughout the timber trade.

Details of the number of employees and their related costs can be found in note 4 to the accounts.

## Risks and uncertainties

The principal risks and uncertainties affecting the business are set out in the risks to the business section of both the Operating Review on pages 5-7 and the Financial Review on pages 8-10.

## Payments to suppliers

Operating businesses are responsible for agreeing the terms and conditions under which business transactions with their suppliers are conducted. The group's policy is to pay suppliers in accordance with these terms. The group's creditor days at 31 March 2012 were 37 (2011: 41 days).

## Going concern

After making appropriate enquiries, the directors have a reasonable expectation that the company and the group have adequate resources to continue in operational existence for the foreseeable future. The directors confirm that the business is a going concern and that their assessment of the going concern position has been prepared in accordance with Going Concern and Liquidity Risk Guidance for Directors of UK Companies 2009, published by the Financial Reporting Council in October 2009.

## Political and charitable donations

During the year the group made no political contributions but made direct donations to various charitable organisations amounting to £3,287 (2011: £1,763). The group also made small donations of our products to a number of good causes.

## Close company status

The close company provisions of the Income and Corporation Taxes Act 1988 do not apply to the company.

## Financial instruments

A summary of the group financial instruments and related disclosures are set out in note 29 to the group accounts and in the Financial Review on pages 8-10.

## Provision of information to the auditor

In the case of each of the directors who are directors of the company at the date when this report was approved:

- So far as each of the directors is aware, there is no relevant audit information of which the company's auditor is unaware, and
- Each of the directors 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 auditor is aware of that information.

## Auditor

A resolution to reappoint Baker Tilly UK Audit LLP as the company's auditor and to authorise the directors to fix their remuneration will be proposed at the Annual General Meeting. Baker Tilly UK Audit LLP has indicated its willingness to continue in office.

# Directors' Report

## Annual General Meeting special business

The Annual General Meeting of the company will be held at Unit 3, Swallow Park, Finway Road, Hemel Hempstead, Hertfordshire, HP2 7QU on 22 August 2012 at 12 30pm. The following items are to be proposed as special business, and the board recommends that the shareholders vote in favour of all resolutions put before the meeting.

**Resolution 7** Directors authority to allot shares. This gives the board the power to allot ordinary shares or other securities, up to an aggregate nominal amount of £1,680,000 (or one third of the current ordinary shares).

**Resolution 8** Dis-application of pre-emption rights. The Companies Act 2006 provides that when ordinary shares are being issued for cash, these shares must first be offered to existing shareholders on a pro rata basis. This resolution empowers the board to allot shares not exceeding 5% of the issued share capital, without offering to existing shareholders. The board only anticipates using this power in conjunction with the employee share schemes.

**Resolution 9** Authority for the company to purchase its own shares. This gives the board the power to purchase up to 10% of the company's shares at a price not more than 105% of the average of the mid market price for the ten business days preceding the date of the purchase.

## Statement of directors' responsibilities

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

Company law requires the directors to prepare group and company financial statements for each financial year. The directors are required by the AIM Rules of the London Stock Exchange to prepare group financial statements in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union "EU" and have elected under company law to prepare the company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law).

The group financial statements are required by law and IFRS adopted by the EU to present fairly the financial position and performance of the group, the Companies Act 2006 provides in relation to such financial statements that references in the relevant part of that Act to financial statements giving a true and fair view are references to their achieving a fair presentation.

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 group and the company and of the profit or loss of the group for that period.

In preparing each of the group and company financial statements, the directors are required to

- a select suitable accounting policies and then apply them consistently,
- b make judgements and accounting estimates that are reasonable and prudent,
- c for the group financial statements, state whether they have been prepared in accordance with IFRS as adopted by the EU, and for the company financial statements state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the company financial statements,
- d prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and the company will continue in business.

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

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the James Latham plc website, [www.lathams.co.uk](http://www.lathams.co.uk).

Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.



On behalf of the Board of Directors

**Peter Latham**

Chairman

4 July 2012

# Corporate Governance

Whilst as an AIM company, it is not mandatory for the company to fully comply with the UK Corporate Governance Code, the directors believe that it is appropriate to comply as far as is relevant for a company of this size

## The Board of Directors

The board meets at least six times a year and has a formal schedule of matters referred to it for decision. It is responsible for group strategy, corporate responsibility including health and safety and environmental issues, acquisition policy, approval of major capital expenditure and monitoring the key operational and financial risks. It also reviews the strategy and budgets for the trading subsidiaries and monitors the progress towards their long term objectives. All directors have access to independent professional advice, if required, at the company's expense.

The board currently consists of the Chairman, three other executive directors and two non-executive directors. Each director has a vote and no individual or small group of individuals dominates the board's decision making.

In addition to the scheduled meetings, the non-executives attended the group annual operational budget and strategy meeting, as well as making individual visits to operational sites. Key financial information is circulated to directors on a monthly basis outside of the board meetings.

The board has decided that the directors will retire by rotation and the executive directors will be re-elected at least every three years. The manner in which the company has applied the principles of corporate governance is set out below.

## The Audit Committee

The Audit Committee is currently chaired by Pippa Latham and includes Meryl Bushell and Nick Latham. David Dunmow also attends the meetings of the committee. The committee meets at least three times a year to review internal controls within the group. The duties of the audit committee include, on behalf of the board, a review of effectiveness of the group's financial reporting and internal control policies, and procedures for the identification, assessment and reporting of risk. It also keeps under review the scope and results of the external audit, its cost effectiveness and the independence and objectivity of the external auditor, including recommending their re-appointment to the board.

The audit committee continues to review the work of the group's internal auditor.

Once a year the auditor meets with the non-executive directors only.

## Financial reporting

The directors have a commitment to best practice in the group's external financial reporting in order to present a balanced and comprehensible assessment of the group's

financial position and prospects to its shareholders, employees, customers, suppliers and other third parties. This commitment encompasses all published information including but not limited to the year end and half yearly accounts, regulatory news announcements and other public information.

## Internal controls

The board has established systems of internal control as appropriate for the size of the group. The day to day operation of the system of internal control is under the control of executive directors and senior management. The system is designed to manage rather than eliminate risk. Any system of internal control can however only provide reasonable, but not absolute, assurance against material misstatement and loss. No material breaches of internal controls were reported during the year.

## Risk assessment

Procedures for identifying, quantifying and managing the risks faced by the group have been in place throughout the year under review. The processes for identifying and managing the key risks to the business are communicated regularly to all staff, who are made aware of the areas for which they are responsible. Such processes include strategic planning, maintenance and review of a risk register, the appointment of appropriately qualified staff, regular reporting and monitoring of performance against budgets and other performance targets, and effective control over capital expenditure.

## Whistleblowing

The group has established procedures whereby employees of the group may, in confidence, raise concerns relating to matters of potential fraud or other improprieties. These procedures also cover other issues affecting employees including health and safety issues. The audit committee is confident that these 'whistleblowing' arrangements are satisfactory and will enable the proportionate and independent investigation of such matters and appropriate follow-up action to be taken.

## Review of effectiveness of financial controls

The directors confirm that they have reviewed the effectiveness of the system of internal control for the year under review and to the date of approval of the Annual Report and Accounts through the monitoring process described above. In addition, the directors confirm that they have conducted a specific annual review of the effectiveness of the group's internal audit function.

## Relations with shareholders

The company is committed to maintaining good communications with shareholders with any published financial statements and Stock Exchange announcements also posted on to our website, [www.lathams.co.uk](http://www.lathams.co.uk). From the website a direct link is maintained to the London Stock Exchange for our daily share price.

# Directors' Remuneration Report

This report has been compiled by the company's remuneration committee and sets out the company's remuneration policies for its key directors

## Remuneration Committee

During the year ended 31 March 2012, the remuneration committee comprised two non-executive directors, Meryl Bushell as chairman and Pippa Latham. The meetings were attended by Peter Latham.

The main function of the remuneration committee is to make recommendations to the board regarding the group's policy on the remuneration and conditions of employment of the executive directors of the group, and, where appropriate, senior management, and includes considering nominations to the board. Over the course of the year the committee has also taken an active interest in talent development, succession planning and group diversity.

The remuneration committee has access to professional remuneration advice from outside of the company.

## Remuneration Policy

The remuneration policy aims to ensure that executive directors are fairly rewarded for their individual contributions to the performance of the group, with due regard for the interests of shareholders.

The remuneration package consists of basic salary, benefits (comprising car and private medical provision), pensions, annual bonus schemes and share option schemes.

Pay rises are considered once a year, to apply from 1 December. Pay rises are based on cost of living increases plus awards for promotion where relevant. The executive directors have their pay rises based on the same percentages as the rest of the group.

## Performance related bonuses

Annual bonuses can be earned by executive directors for the achievement of specific financial performance targets set by the group's board of directors and agreed by the remuneration committee. The criterion which the executive directors' bonuses were based in 2012 was the achievement of £6,407,000 operating profit, as measured in the depots management accounts. Maximum bonuses of 19.5% of basic salary are paid on achieving 125% of the target operating profit. This year the maximum bonus payments were achieved. The criterion for the year ended 31 March 2013 will be based on a similar formula applying to target profits. In addition a Group Bonus scheme pays out a bonus to all eligible members of staff, subject to achieving a minimum level of group profits. This year the scheme is paying 2.87% of basic salary to 310 eligible employees.

## Service Contracts

Following a review by the board of directors in 1996, the service contracts of executive directors were amended to incorporate a rolling 2 year notice period. This was considered by the board of directors to be a significant but reasonable reduction in their original 5 year contracts. In 2004, the board of directors agreed that any new service contracts issued to new directors would incorporate a fixed 2 year period, subject to a minimum 6 month notice period.

Executive director's contracts have no provisions for pre-determined compensation on termination that exceeds two years salary and benefits in kind.

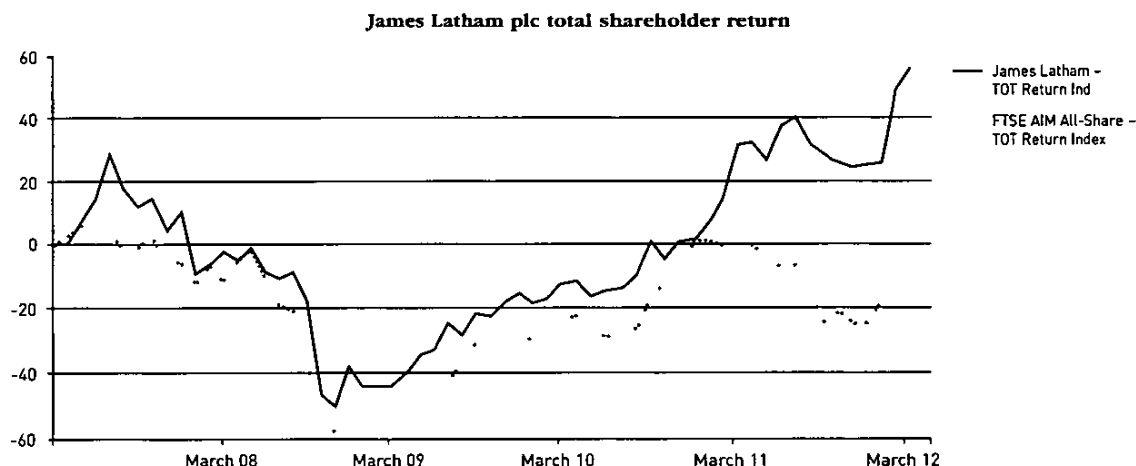
## Remuneration of the non-executive directors

The remuneration of the non-executive directors is determined by the board. The non-executive directors do not receive a pension or other benefits from the group.

# Directors' Remuneration Report

## Review of past performance

The graph below shows the company's total shareholder return performance against the total shareholder return performance of the AIM All Share Index for the five years ended 31 March 2012



The Remuneration Committee consider this to be the most appropriate graph against which to compare the company's performance

## Directors' emoluments

Details of the individual directors' emoluments for the year were as follows

		Salary and fees	Benefits	Bonus	Total emoluments excluding pensions	Share based payments	Pension contributions	TOTAL
		£000	£000	£000	£000	£000	£000	£000
<b>Executive</b>								
PD L Latham	2012	167	10	41	218	2	36	256
	2011	157	12	38	207	1	34	242
D.A Dunmow	2012	122	10	29	161	13	26	200
	2011	116	9	27	152	7	25	184
C D Sutton	2012	114	12	28	154	11	24	189
	2011	107	11	26	144	5	23	172
N C Latham	2012	90	-	21	111	2	19	132
	2011	87	-	20	107	1	18	126
<b>Non-executive</b>								
PA J Latham	2012	27	-	-	27	-	-	27
	2011	26	-	-	26	-	-	26
M.A Bushell	2012	26	-	-	26	-	-	26
	2011	25	-	-	25	-	-	25
<b>Total</b>		<b>546</b>	<b>32</b>	<b>119</b>	<b>697</b>	<b>28</b>	<b>105</b>	<b>830</b>
<b>2011</b>		<b>518</b>	<b>32</b>	<b>111</b>	<b>661</b>	<b>14</b>	<b>100</b>	<b>775</b>

Pensions paid to widows of former directors amounted to £Nil (2011 £8,000)

# Directors' Remuneration Report

## Directors' shareholdings

There were no contracts with the company or its subsidiaries during the year in which any of the directors had a material interest, other than their service contracts. The directors' holdings of the share capital at the end of the financial year were as follows:

		31 March 2012		31 March 2011	
<b>Directors</b>		<b>Ordinary shares</b>	<b>Preference shares</b>	Ordinary shares	Preference shares
PD L Latham	Beneficial owner	<b>1,103,518</b>	<b>Nil</b>	1,100,855	Nil
	Trustee	-	<b>Nil</b>	234,000	Nil
D.A. Dunmow	Beneficial owner	<b>71,679</b>	<b>Nil</b>	69,178	Nil
C.D. Sutton	Beneficial owner	<b>13,118</b>	<b>Nil</b>	12,822	Nil
N.C. Latham	Beneficial owner	<b>595,405</b>	<b>Nil</b>	592,904	Nil
P.A.J. Latham	Beneficial owner	<b>364,952</b>	<b>Nil</b>	364,804	Nil
M.A. Bushell	Beneficial owner	<b>3,400</b>	<b>Nil</b>	1,900	Nil

## Director's share option schemes

### Save as You Earn Scheme

Participation by the directors in the James Latham plc Save as You Earn Scheme is as follows:

	31 March 2012	31 March 2011
PD L Latham	<b>7,202</b>	7,202
D.A. Dunmow	<b>7,202</b>	7,202
C.D. Sutton	<b>2,160</b>	2,160
N.C. Latham	<b>7,202</b>	7,202

The Save as You Earn share option scheme was launched on 1 September 2009. The options are exercisable on 31 August 2012 at £1.26 a share. There are no performance conditions attached to these options.

# Directors' Remuneration Report

## Company Share Option Scheme

Participation by the directors in the James Latham plc Approved Company Share Option Scheme 2008 is as follows

	Outstanding 1 April 2011	Granted during the year	Outstanding 31 March 2012	Exercise price	Exercise period
PD L Latham	4,310	-	4,310	£1 16	16 12 13 to 15 12 18
	4,242	-	4,242	£1 65	26 11 14 to 25 11 19
	2,532	-	2,532	£1 98	15 12 15 to 14 12 20
	-	1,742	1,742	£2 295	19 11 16 to 28 11 21
D A Dunmow	4,310	-	4,310	£1 16	16 12 13 to 15 12 18
	4,242	-	4,242	£1 65	26 11 14 to 25 11 19
	2,532	-	2,532	£1 98	15 12 15 to 14 12 20
	-	1,742	1,742	£2 295	19 11 16 to 28 11 21
C D Sutton	4,310	-	4,310	£1 16	16 12 13 to 15 12 18
	4,242	-	4,242	£1 65	26 11 14 to 25 11 19
	2,532	-	2,532	£1 98	15 12 15 to 14 12 20
	-	1,742	1,742	£2 295	19 11 16 to 28 11 21
N C Latham	4,310	-	4,310	£1 16	16 12 13 to 15 12 18
	4,242	-	4,242	£1 65	26 11 14 to 25 11 19
	2,532	-	2,532	£1 98	15 12 15 to 14 12 20
	-	1,742	1,742	£2 295	19 11 16 to 28 11 21

No performance conditions attach to these options

## Deferred Share Bonus Plan

Participation by the directors in the James Latham plc Deferred Share Bonus Plan is as follows

	Outstanding 1 April 2011	Awarded during the year	Outstanding 31 March 2012	Exercise price	Award price	Vesting date
D A Dunmow	6,837	269	7,106	nil	£1 64	22 01 13
	8,118	319	8,437	nil	£1 975	15 12 13
	-	5,065	5,065	nil	£2 295	29 11 14
C D Sutton	5,494	216	5,710	nil	£1 64	22 01 13
	8,118	319	8,437	nil	£1 975	15 12 13
	-	5,065	5,065	nil	£2 295	29 11 14

No performance conditions or voting rights apply to these shares, but dividends will be reinvested into additional shares in the plan

MA Bushell BA MSc FCIPS, *Chairman of the Remuneration Committee*

4 July 2012

# Independent Auditor's Report

## To the members of James Latham plc

We have audited the group and parent company financial statements ("the financial statements") on pages 23 to 59. The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union. The financial reporting framework that has been applied in the preparation of the parent company financial statements 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 more fully explained in the Directors' Responsibilities Statement set out on page 16, 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 APB's website at [www.frc.org.uk/apb/scope/private.cfm](http://www.frc.org.uk/apb/scope/private.cfm).

## Opinion on the financial statements

In our opinion:

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

## Opinion on other matters 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.

## 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.

*Baker Tilly UK Audit LLP*

**Paul Watts**

*Senior Statutory Auditor*

For and on behalf of

**BAKER TILLY UK AUDIT LLP**

*Statutory Auditor, Chartered Accountants*

25 Farringdon Street

London EC4A 4AB

4 July 2012



# Consolidated Income Statement

For the year ended 31 March 2012

£'000s	Notes	2012	2011
<b>Revenue</b>		<b>143,645</b>	130,151
Cost of sales (including warehouse costs)	3, 4, 12	<b>(118,564)</b>	(106,422)
<b>Gross profit</b>		<b>25,081</b>	23,729
Selling and distribution costs	4, 12	<b>(11,687)</b>	(10,405)
Administrative expenses	4, 12	<b>(5,702)</b>	(5,346)
Other income	5	<b>31</b>	92
		<b>(17,358)</b>	(15,659)
<b>Operating profit</b>		<b>7,723</b>	8,070
Profit on disposal of property, plant and equipment		-	360
Finance income	6	<b>43</b>	106
Finance costs	7	<b>(580)</b>	(532)
<b>Profit before tax</b>	3	<b>7,186</b>	8,004
Tax expense	8	<b>(1,116)</b>	(2,120)
<b>Profit after tax attributable to owners of the parent company</b>		<b>6,070</b>	5,884
Earnings per ordinary share (basic)	10	<b>31 9p</b>	30 8p
Earnings per ordinary share (diluted)	10	<b>31 4p</b>	30 5p

# Consolidated Statement of Comprehensive Income

*For the year ended 31 March 2012*

£'000s	2012	2011
Profit after tax	6,070	5,884
Other comprehensive income		
Actuarial losses on defined benefit pension scheme	(4,304)	(719)
Deferred tax relating to components of other comprehensive income	973	139
Other comprehensive income for the year, net of tax	(3,331)	(580)
Total comprehensive income attributable to the owners of the parent company	2,739	5,304

# Consolidated Balance Sheet

At 31 March 2012

£'000s	Notes	2012	2011
<b>Assets</b>			
<b>Non-current assets</b>			
Goodwill	13	237	237
Other intangible assets	11	123	131
Property, plant and equipment	12	22,673	18,536
<b>Total non-current assets</b>		<b>23,033</b>	<b>18,904</b>
<b>Current assets</b>			
Inventories	15	24,829	24,771
Trade and other receivables	16	29,133	28,525
Cash and cash equivalents		7,004	7,113
Non-current assets held for sale	14	758	-
<b>Total current assets</b>		<b>61,724</b>	<b>60,409</b>
<b>Total assets</b>		<b>84,757</b>	<b>79,313</b>
<b>Current liabilities</b>			
Trade and other payables	17	20,207	20,316
Interest bearing loans and borrowings	18	1,161	11
Tax payable		760	1,090
<b>Total current liabilities</b>		<b>22,128</b>	<b>21,417</b>
<b>Non-current liabilities</b>			
Interest bearing loans and borrowings	18	2,403	987
Retirement and other benefit obligations	19	12,316	8,561
Other payables	20	641	705
Deferred tax liabilities	21	345	1,827
<b>Total non-current liabilities</b>		<b>15,705</b>	<b>12,080</b>
<b>Total liabilities</b>		<b>37,833</b>	<b>33,497</b>
<b>Net assets</b>		<b>46,924</b>	<b>45,816</b>
<b>Capital and reserves</b>			
Issued capital	22	5,040	5,040
Share-based payment reserve	23	144	79
Own shares	24	(356)	(401)
Capital reserve		3	3
Retained earnings		42,093	41,095
<b>Total equity attributable to owners of the parent company</b>		<b>46,924</b>	<b>45,816</b>

These accounts were approved and authorised for issue by the Board of Directors on 4 July 2012 and signed on its behalf by

**P.D.L. Latbam**

**D A Dunmow**

} Directors

The consolidated notes on pages 28 to 52 form part of these accounts

# Consolidated Statement of Changes in Equity

	Attributable to owners of the parent company					
	Issued capital	Share-based payment reserve	Own shares	Capital reserve	Retained earnings	Total equity
	£'000	£'000	£'000	£'000	£'000	£'000
Balance at 1 April 2010	5,040	30	(203)	3	37,365	42,235
Profit for the year	-	-	-	-	5,884	5,884
Other comprehensive income						
Actuarial loss on defined benefit pension scheme	-	-	-	-	(719)	(719)
Deferred tax relating to components of other comprehensive income	-	-	-	-	139	139
Total comprehensive income for the year	-	-	-	-	5,304	5,304
Transactions with owners						
Dividends	-	-	-	-	(1,574)	(1,574)
Change in investment in ESOP shares	-	-	(198)	-	-	(198)
Share-based payment expense	-	49	-	-	-	49
Total transactions with owners	-	49	(198)	-	(1,574)	(1,723)
<b>Balance at 31 March 2011</b>	<b>5,040</b>	<b>79</b>	<b>(401)</b>	<b>3</b>	<b>41,095</b>	<b>45,816</b>
Profit for the year	-	-	-	-	6,070	6,070
Other comprehensive income						
Actuarial loss on defined benefit pension scheme	-	-	-	-	(4,304)	(4,304)
Deferred tax relating to components of other comprehensive income	-	-	-	-	973	973
Total comprehensive income for the year	-	-	-	-	2,739	2,739
Transactions with owners						
Dividends	-	-	-	-	(1,741)	(1,741)
Change in investment in ESOP shares	-	-	45	-	-	45
Share-based payment expense	-	65	-	-	-	65
Total transactions with owners	-	65	45	-	(1,741)	(1,631)
<b>Balance at 31 March 2012</b>	<b>5,040</b>	<b>144</b>	<b>(356)</b>	<b>3</b>	<b>42,093</b>	<b>46,924</b>

# Consolidated Cash Flow Statement

For the year ended 31 March 2012

£'000s	Notes	2012	2011
<b>Net cash flow from operating activities</b>			
Cash generated from operations	25	7,039	4,772
Interest paid		(48)	(9)
Income tax paid		(1,954)	(1,857)
Net cash inflow from operating activities		5,037	2,906
<b>Cash flows from investing activities</b>			
Interest received and similar income		50	111
Purchase of property, plant and equipment		(5,922)	(1,004)
Purchase of intangible asset		-	(1)
Proceeds from sale of property, plant and equipment		25	2
Proceeds from prior year sale of property		-	360
Net cash outflow from investing activities		(5,847)	(532)
<b>Cash flows from financing activities</b>			
Finance leases repaid during the year		(11)	(21)
Borrowings repaid during the year		(168)	(3,924)
Borrowings received during the year		2,700	-
Equity dividends paid		(1,741)	(1,574)
Preference dividend paid		(79)	(79)
Purchase of own shares		-	(208)
Net cash inflow/(outflow) from financing activities		701	(5,806)
<b>Decrease in cash and cash equivalents for the year</b>		<b>(109)</b>	<b>(3,432)</b>
<b>Cash and cash equivalents at beginning of year</b>		<b>7,113</b>	<b>10,545</b>
<b>Cash and cash equivalents at end of year</b>		<b>7,004</b>	<b>7,113</b>

# Notes forming part of the Group Accounts

## General information

James Latham plc is a public limited company incorporated and domiciled in the United Kingdom under the Companies Act 2006 and is listed on the AIM market. The nature of the group's operations and its principal activities are set out in the Directors' Report. The address of the registered office is Unit 3 Swallow Park, Finway Road, Hemel Hempstead, Hertfordshire HP2 7QU.

## 1 Summary of Significant accounting policies

The principal accounting policies applied in the preparation of these consolidated accounts are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

### (a) Basis of preparation

These consolidated accounts have been prepared in accordance with International Financial Reporting Standards (IFRS) and IFRIC interpretations endorsed by the European Union (EU) and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS. The company has elected to prepare its parent company accounts in accordance with UK Generally Accepted Accounting Practice (GAAP). These are presented on pages 53 to 59.

The accounts have been prepared under the historic cost convention except for forward contract financial instruments measured at fair value. The directors have prepared the financial statements on the going concern basis for the reasons set out on page 15. A summary of the more important group accounting policies, which have been applied consistently across the group, is set out below.

At the date of authorisation of these financial statements, the following standards and interpretations which are issued but not yet effective or endorsed (unless otherwise stated), have not been applied:

- IAS 1 Presentation of financial statements – Amendment
- IAS 12 Income Taxes – Amendment Deferred Tax Recovery of Underlying Assets
- IAS 19 Employee Benefits – Amendments
- IAS 27 Separate Financial Statements (as amended 2011)
- IAS 32 Financial Instruments Presentation Amendment Offsetting Financial Assets and Financial Liabilities
- IFRS 7 Financial Instruments Disclosures Amendment – Transfers of Financial Assets (endorsed)
- IFRS 7 Financial Instruments Disclosures Amendment Offsetting Financial Assets and Financial Liabilities
- IFRS 9 Financial Instruments
- IFRS 10 Consolidated Financial Statements
- IFRS 11 Joint Arrangements
- IFRS 12 Disclosure of Interests in Other Entities
- IFRS 13 Fair Value Measurement

The directors anticipate that the adoption of these standards and interpretations as appropriate in future periods will have no material impact on the financial statements of the group when the relevant standards come into effect for periods commencing after 1 April 2012.

### (b) Basis of consolidation

The consolidated accounts include the company and all its subsidiary undertakings (from the date of acquisition or to the date of disposal where applicable). Intra group sales and profits are eliminated on consolidation. The accounts of all subsidiary undertakings are made up to 31 March.

A subsidiary is an entity controlled, either directly or indirectly, by the company, where control is the power to govern the financial and operating policies of the entity so as to obtain benefit from its activities. The acquisition method of accounting is used to account for the acquisition of subsidiaries by the group. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange. Acquisition costs are expenses in the period in which they are incurred.

### 1.1 Revenue recognition

Revenue comprises net sales to external customers exclusive of Value Added Tax. Revenue is recognised upon delivery to, or collection by, the customer. Revenue is shown net of returns and rebates and after eliminating sales within the group.

### 1.2 Segmental reporting

IFRS 8 "Operating Segments" requires operating segments to be identified on the basis of internal reporting of components of the group that are regularly reviewed by the chief operating decision maker, which the group considers to be the Chairman, to allocate resources to the segments and to assess their performance. Further information is available in note 2.

### 1.3 Operating profit

Operating profit consists of revenues and other operating income less operating expenses. Operating profit excludes net finance costs.

### 1.4 Foreign currency translation

The functional and presentational currency of the parent company and its subsidiaries is UK Pounds Sterling. Transactions in currencies other than the functional currency are translated at the rate ruling at the date of the transaction. At each balance sheet date, monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date. Any gains or losses arising from the transactions are taken to the income statement.

# Notes forming part of the Group Accounts

In order to help manage its exposure to certain foreign exchange risks, the group enters into forward contracts. Gains and losses on forward contracts are recognised at fair value through the income statement.

## 1.5 Property, plant and equipment

Property, plant and equipment is stated at cost less depreciation. Depreciation on property, plant and equipment is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected life. It is calculated at the following rates:

Freehold buildings	- over 50 years
Leasehold improvements	- over 5 to 15 years
Fixtures and fittings	- over 4 to 10 years
Plant, equipment and vehicles	- over 5 to 20 years

Freehold land is not depreciated.

Estimated residual values and useful lives are reviewed annually and adjusted where necessary.

## 1.6 Impairment of non-current assets

Goodwill is reviewed annually for impairment. The carrying amounts of the group's other intangible assets and property, plant and equipment are reviewed at each balance sheet date to determine whether there is any indication of impairment. If such an indication exists, the asset's recoverable amount is estimated and compared to its carrying value. Where the asset does not generate cash flows that are independent from other assets, the group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where the carrying value exceeds the recoverable amount, a provision for the impairment loss is established with a charge being made to the income statement.

## 1.7 Goodwill

Goodwill on consolidation, being the excess of the purchase price over the fair value of the net assets of subsidiary undertakings at the date of acquisition, is capitalised in accordance with IFRS3 (revised) *Business combinations*. Goodwill is tested annually for impairment, or more frequently when there is an indication that goodwill may be impaired. Goodwill is carried at cost less accumulated impairment losses. Impairment losses on goodwill are not reversed in a subsequent period.

## 1.8 Intangible assets – trademark

Acquired trademarks are shown at historical cost. Trademarks are considered to have a finite life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method over the estimated useful life of 20 years.

## 1.9 Non-current assets held for sale

Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

Non-current assets are classified as held for sale if their carrying amount will be recovered through a sale transaction rather than continuing use. The condition is regarded as met only when the sale is highly probable, the asset is available for immediate sale in its present condition, management are committed to the sale and expect the asset to qualify for recognition as a completed sale within one year from the date of classification.

## 1.10 Inventories

Inventories are stated at the lower of cost (including an appropriate proportion of attributable supplier rebates and discounts) and net realisable value.

Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses. Provision is made for obsolete or slow moving inventories where appropriate.

The cost of inventories is based on the weighted average principle.

## 1.11 Financial instruments

Financial assets and financial liabilities are recognised on the group's balance sheet when the group has become party to the contractual provisions of the instrument.

### 1.11.1 Trade receivables

Trade receivables are classified as loans and receivables and are initially recognised at fair value. They are subsequently measured at their amortised cost using the effective interest method less any provision for impairment. A provision for impairment is made where there is objective evidence (including customers with financial difficulties or in default on payments), that amounts will not be recovered in accordance with original terms of the agreement. A provision for impairment is established when the carrying value of the receivable exceeds the present value of the future cash flow discounted using the effective interest rate. The carrying value of the receivable is reduced through the use of an allowance account and any impairment loss is recognised in the income statement.

# Notes forming part of the Group Accounts

## 1.11.2 Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and at bank and other short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. The carrying amount of these assets approximates their fair value.

## 1.11.3 Financial liabilities and equity

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 group after deducting all of its liabilities.

## 1.11.4 Bank borrowings

Interest-bearing bank loans are recorded initially at their fair value, net of direct transaction costs. Such instruments are subsequently carried at their amortised cost and finance charges, including premiums payable on settlement or redemption, are recognised in the income statement over the term of the instrument using an effective rate of interest.

## 1.11.5 Trade payables

Trade payables are initially recognised at fair value and subsequently at amortised cost using the effective interest method.

## 1.11.6 Equity instruments

Equity instruments issued by the group are recorded at the proceeds received, net of direct issue costs.

## 1.11.7 Derivative financial instruments

The group's activities expose the entity primarily to foreign currency and interest rate risk. The group uses foreign exchange forward contracts and fixed rate bank loans to help manage these exposures. The group does not use derivative financial instruments for speculative purposes.

Derivative financial instruments are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured at their fair value.

Foreign currency forward contracts and fixed rate bank loans are not designated effective hedges and so are marked to market at the balance sheet date, with any gains or losses being taken through the income statement.

## 1.12 Current and deferred income tax

Current tax is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustments to tax payable in respect of previous years.

Deferred tax expected to be payable or recoverable on differences at the balance sheet date between the tax bases and liabilities and their carrying amounts for financial reporting purposes is accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible differences can be utilised.

Deferred tax is calculated at the rates of taxation which are expected to apply when the deferred tax asset or liability is realised or settled, based on the rates of taxation enacted or substantively enacted at the balance sheet date.

## 1.13 Operating Leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the income statement on a straight-line basis over the period of the lease.

## 1.14 Dividend distribution

Dividend distribution to the company's shareholders is recognised as a liability in the group's financial statements in the period in which the dividends are approved by the company's shareholders.

## 1.15 Retirement benefit costs

Retirement benefit costs are accounted for in accordance with IAS 19 Employee benefits. Full details of the basis of calculation of the net pension liability disclosed in the balance sheet at 31 March 2012, and of the amounts charged/credited to the income statement and equity, are set out in note 18 to the accounts. The group has recognised all actuarial gains and losses outside of the income statement, as permitted by paragraph 93a of IAS 19.

The cost of the defined benefit plan recognised in the income statement comprises the net total of the current service cost, the past service cost, the expected return on plan assets, the interest cost and the effect of curtailments and settlements. The current service cost represents the increase in the present value of the plan liabilities expected to arise from employee service in the current period. Past service costs resulting from enhanced benefits are recognised in the income statement on a straight-line basis over the vesting period, or immediately if the benefits have vested. The expected return on plan assets is based on market expectations, at the beginning of the period, for returns over the life of the benefit obligation. The interest cost represents the increase in the benefit obligation due to the passage of time. The discount rate used is determined by reference to market yields on high quality corporate



# Notes forming part of the Group Accounts

bonds, where available, or government bonds at the balance sheet date. Gains and losses on curtailments or settlements are recognised in the income statement in the period in which the curtailment or settlement occurs.

Actuarial gains and losses, which represent differences between the expected and actuarial returns on the plan assets and the effect of changes in actuarial assumptions, are recognised in the statement of recognised income and expense in the period in which they occur.

The defined benefit liability recognised in the balance sheet comprises the present value of the benefit obligation, minus any past service costs not yet recognised minus the fair value of the plan assets, if any, at the balance sheet date. The deficit is classified as a non-current liability.

Pension payments to the group's stakeholder scheme are charged to the income statement as they arise.

## 1.16 Finance leases

Assets held under finance leases are recognised as assets of the group at their fair value or, if lower, at the present value of the minimum lease payments, each determined at the inception of the lease. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation. Lease payments are apportioned between finance charges and the reduction of lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly against income.

## 1.17 Share-based payment

The group has applied the requirements of IFRS2 Share-based payment which requires the fair value of share-based payments to be recognised as an expense.

Certain employees receive remuneration in the form of share options. The fair value of the equity instruments granted is measured on the date at which they are granted by using the Black-Scholes model, and is based on the group's estimate of the number of options that will eventually vest. The fair value is expensed in the income statement over the vesting period.

## 1.18 Treasury shares

Treasury shares are shown at historical cost, and deducted from retained earnings directly in equity.

## 1.19 Employee Share Ownership Plan (ESOP)

Own shares represent the company's own shares that are held by the group sponsored ESOP trust in relation to the group's employees share scheme. Own shares are deducted at cost in arriving at shareholders' equity and gains and losses on their sale or transfer are recognised directly in equity. ESOP is treated separately and consolidated in the plc and group accounts.

## 1.20 Accounting estimates and judgements

The directors consider the critical accounting estimates and judgements used in the financial statements and concluded that the main areas of judgements are:

- i Post-employment benefits
- ii Stock obsolescence provision
- iii Provisions for receivables impairment

These estimates are based on historical experience and various other assumptions that management and the board of directors believe are reasonable under the circumstances and are discussed in more detail under their respective notes. For post-employment benefits, the directors take advice from a qualified actuary. Due to the inherent uncertainty involved in making assumptions and estimates, actual outcomes could differ from those assumptions and estimates.

## 2 Business and geographical segments

For management purposes, the group is organised into one trading division, that of timber importing and distribution, carried out in each of the eleven locations trading wholly in the United Kingdom.

In each location, turnover and gross margin is reviewed separately for Panel Products (including ATP) and Timber (including Flooring and LDT). Most locations sell both products groups, except in the London region where for operational efficiency Panel Products and Timber are sold from separate locations. Resources are allocated and employees incentivised on the basis of the results of their individual location and not on the basis of a product group.

Whilst there are regional differences in the relative importance of product groups and classes of customer, each location is considered to have similar economic characteristics and so can be aggregated into one segment. We therefore consider there is one business segment and one geographic segment.

## Notes forming part of the Group Accounts

### 3 Profit before tax

	2012		2011	
	£'000	£'000	£'000	£'000
Profit for the year has been arrived at after taking into account the following				
Net foreign exchange gains		118		251
Cost of inventories recognised as an expense and included in 'cost of sales' in the consolidated income statement		112,690		100,778
Depreciation of property, plant and equipment – owned		964		785
Depreciation of property, plant and equipment – leased		13		22
Loss on disposal of property, plant and equipment		34		18
Amortisation		8		8
Profit from additional receipt from the 2004/05 contract for sale of Clapton		-		360
Profit on the final release of provision on the sale of Nevill Long Limited		-		100
Profit on the release of provision for pensions to widows of former directors		-		92
Operating lease rentals - vehicles and plant	1,013		1,103	
- property	539		539	
		1,552		1,642
Fees payable to the company's auditors for the audit of the consolidated and parent company accounts		9		8
Fees payable to the company's auditors and its associates for other services				
The audit of the company's subsidiary pursuant to legislation		52		50
Tax services		13		14
Fees in relation to the audit of the James Latham plc Pension and Assurance Scheme		6		6

### 4. Information regarding employees

The monthly average number of persons, including directors, employed by the group during the year was as follows

	2012 Number	2011 Number
Management and administration	60	55
Warehousing	93	86
Selling	110	103
Distribution	63	63
	326	307
The aggregate payroll costs of these employees were as follows	£'000	£'000
Wages and salaries	9,999	9,251
Social security costs	1,000	899
Pension costs	748	646
Share-based payment	64	49
	11,811	10,845

Of the above payroll costs, £2,426,000 (2011 £2,261,000) is included in cost of sales, £6,024,000 (2011 £5,555,000) is included in selling and distribution costs, and £3,361,000 (2011 £3,029,000) is included in administrative expenses in the income statement. Pension costs for 2011 include a credit of £92,000 on the release of provision for pensions to widows of former directors.

## Notes forming part of the Group Accounts

<b>5 Other income</b>	<b>2012</b>	<b>2011</b>
	<b>£'000</b>	<b>£'000</b>
Rent receivable	<u>31</u>	<u>92</u>

<b>6 Finance income</b>	<b>2012</b>	<b>2011</b>
	<b>£'000</b>	<b>£'000</b>
Interest receivable	<u>43</u>	<u>106</u>

The interest received is on bank deposits

<b>7 Finance costs</b>	<b>2012</b>	<b>2011</b>
	<b>£'000</b>	<b>£'000</b>
On bank loans and overdrafts	46	5
Finance cost generated by financial liabilities held at fair value through profit and loss	45	-
On pension liability	408	444
On 8% Cumulative Preference shares	79	79
On finance lease agreements	2	4
	<u>580</u>	<u>532</u>

The interest payable on overdrafts is payable on balances with a maturity analysis of less than 6 months at the balance sheet date. Interest payable on finance leases has a maturity analysis of between one and five years at the balance sheet date and interest on bank loans and all other interest payments are based on balances with a maturity analysis of over five years at the balance sheet date.

## Notes forming part of the Group Accounts

<b>8 Tax expense</b>	<b>2012</b>	<b>2011</b>
	<b>£'000</b>	<b>£'000</b>
The charge for taxation on profit comprises		
Current year		
UK corporation tax at 26% (2011 28%)	<b>1,635</b>	2,089
Adjustment in respect of prior year	<b>(11)</b>	(20)
Deferred taxation - pension	<b>132</b>	149
- IBAs derecognised in current year	<b>(217)</b>	(36)
- change in tax rates	<b>(30)</b>	(141)
- on trading losses carried forward	<b>(450)</b>	-
- other	<b>57</b>	79
	<b>1,116</b>	2,120
Profit before taxation	<b>7,186</b>	8,004
Tax at 26% (2011 28%)	<b>1,868</b>	2,241
Disallowable items	<b>65</b>	72
IBAs de-recognised in current year	<b>(217)</b>	(36)
Non-taxable items	<b>6</b>	(101)
Recognition of deferred tax asset	<b>(450)</b>	-
Utilisation of brought forward tax losses	<b>(145)</b>	(36)
Adjustment in respect of prior year	<b>(11)</b>	(20)
Total tax charge	<b>1,116</b>	2,120

There are tax trading losses of £1,875,000 (2011 £2,200,000) carried forward in the accounts of Latham's Limited for the trade transferred from DLH UK Ltd for offset against future trading profits of that trade. The directors consider that the utilisation of these losses against future profits is suitably foreseeable based on current year profits and future budgets for the business to enable a deferred tax asset to be recognised.

A deferred tax asset of £450,000 (2011 £nil) has been recognised based on the trading losses and these are included in the deferred tax note 21.

<b>9 Dividends</b>	<b>2012</b>		<b>2011</b>	
	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>
Ordinary dividends				
Final 6.25p per share paid 26 August 2011 (2010 5.25p)	<b>1,170</b>		1,003	
Interim 3.0p per share paid 26 January 2012 (2011 3.0p)	<b>571</b>		571	
		<b>1,741</b>		1,574

The directors propose a final dividend for 2012 of 6.75p per share, that, subject to approval by the shareholders, will be paid on 24 August 2012 to shareholders on the register on 3 August 2012.

Based on the number of shares currently in issue, the final dividend for 2012 is expected to absorb £1,286,000.

# Notes forming part of the Group Accounts

## 10 Earnings per ordinary share

Earnings per ordinary share is calculated by dividing the net profit for the year attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the year

	<b>2012</b>	2011
	<b>£'000</b>	£'000
Net profit attributable to ordinary shareholders	<b>6,070</b>	5,884
	<b>Number</b>	Number
	<b>'000</b>	'000
Issued ordinary share capital	<b>20,160</b>	20,160
Less weighted average number of own shares held in treasury investment	<b>(919)</b>	(919)
Less weighted average number of own shares held in ESOP Trust	<b>(197)</b>	(167)
Weighted average share capital	<b>19,044</b>	19,074
Add dilutive effects of share options issued	<b>268</b>	200
Weighted average share capital for diluted earnings per ordinary share calculation	<b>19,312</b>	19,274

## 11. Intangible assets

	Trademark £'000
Cost	
At 1 April 2010	154
Additions	1
<b>At 1 April 2011</b>	<b>155</b>
Additions	-
<b>At 31 March 2012</b>	<b>155</b>
Amortisation	
At 1 April 2010	16
Charge for the year	8
<b>At 1 April 2011</b>	<b>24</b>
Charge for the year	8
<b>At 31 March 2012</b>	<b>32</b>
Net book value	
<b>At 31 March 2012</b>	<b>123</b>
At 31 March 2011	131
At 31 March 2010	138

The amortisation charge is included in the income statement under administrative expenses

The registered trademarks of the group are Bausen® Flooring and Buffalo® Board

# Notes forming part of the Group Accounts

## 12 Property, plant and equipment

	Freehold property £'000	Short leasehold property improvements £'000	Plant, equipment and vehicles £'000	Total £'000
Cost				
At 1 April 2010	16,121	613	5,404	22,138
Additions	5	-	999	1,004
Disposals	-	-	(418)	(418)
<b>At 1 April 2011</b>	<b>16,126</b>	<b>613</b>	<b>5,985</b>	<b>22,724</b>
Additions	3,437	-	2,485	5,922
Reclassification as non-current asset held for sale	(900)	-	-	(900)
Disposals	(17)	-	(248)	(265)
<b>At 31 March 2012</b>	<b>18,646</b>	<b>613</b>	<b>8,222</b>	<b>27,481</b>
Depreciation				
At 1 April 2010	1,376	66	2,337	3,779
Disposals	-	-	(398)	(398)
Charge for the year	208	37	562	807
<b>At 1 April 2011</b>	<b>1,584</b>	<b>103</b>	<b>2,501</b>	<b>4,188</b>
Reclassification as non-current asset held for sale	(142)	-	-	(142)
Disposals	(2)	-	(213)	(215)
Charge for the year	232	37	708	977
<b>At 31 March 2012</b>	<b>1,672</b>	<b>140</b>	<b>2,996</b>	<b>4,808</b>
Net book value				
<b>At 31 March 2012</b>	<b>16,974</b>	<b>473</b>	<b>5,226</b>	<b>22,673</b>
At 31 March 2011	14,542	510	3,484	18,536
At 31 March 2010	14,745	547	3,067	18,359

Included in freehold property is land with a book value of £6,311,000 (2011 £5,671,000) which is not depreciated

The depreciation charge is included in the income statement as follows

	2012 £'000	2011 £'000
Cost of sales	564	485
Selling and distribution costs	294	206
Administrative expenses	119	116
	<b>977</b>	<b>807</b>

## Notes forming part of the Group Accounts

### 13 Goodwill

	Goodwill £'000
Cost	
<b>At 1 April 2010 and 31 March 2012</b>	<b>362</b>
Impairment	
At 1 April 2010	125
Charge for impairment during the year	-
At 1 April 2011	125
Charge for impairment during the year	-
<b>At 31 March 2012</b>	<b>125</b>
Net book value	
<b>At 31 March 2012</b>	<b>237</b>
At 31 March 2011	237
At 31 March 2010	237

The goodwill arose upon the acquisition of part of the trade and net assets of FH Thompson Limited in the year ended 31 March 2005

In accordance with the group's accounting policy the carrying value of goodwill is reviewed annually for impairment. The review entails an assessment of the present value of projected return from an asset over a period of 5 years. The discount rate used in the group's estimated weighted average cost of capital is currently 6%.

The review performed at the year end did not result in the impairment of goodwill as the estimated recoverable amount exceeded the carrying value. The recoverable amount of the cash generating unit to which the goodwill has been allocated is determined based on value-in-use calculations.

### 14 Non-current assets held for sale

	Freehold property
Cost	
At 1 April 2010 and 1 April 2011	-
Reclassification as non-current asset held for sale	900
<b>At 31 March 2012</b>	<b>900</b>
Depreciation	
At 1 April 2010 and 1 April 2011	-
Reclassification as non-current asset held for sale	142
<b>At 31 March 2012</b>	<b>142</b>
Net book value	
<b>At 31 March 2012</b>	<b>758</b>
At 31 March 2011	-
At 31 March 2010	-

The asset held for sale related to the vacated Ossett property, where the business has been relocated to the new Leeds site. The property was for sale at 31 March 2012 and the sale was completed on 1 June 2012 realising net proceeds of £1,000,000.

# Notes forming part of the Group Accounts

## 15 Inventories

	2012 £'000	2011 £'000
Finished goods and goods for resale	25,554	25,498
Less provisions for slow moving and obsolete stock	(725)	(727)
	<u>24,829</u>	<u>24,771</u>

The inventories impairment charge for the year ended 31 March 2012 was £438,000 (2011 £518,000). Impairment charges reversed during the year were £441,000 (2011 £358,000). The reversal of inventories arises from sales in the year of the slow moving and obsolete stock previously provided.

Inventories are pledged as securities against bank overdrafts (see note 18).

## 16 Trade and other receivables

	2012 £'000	2011 £'000
Trade receivables	26,791	26,364
Other receivables		
Other receivables	929	764
Prepayments and accrued income	1,413	1,397
	<u>2,342</u>	<u>2,161</u>
	<u>29,133</u>	<u>28,525</u>

The directors consider that the carrying amount of trade and other receivables approximates their fair value.

Trade receivables amounted to £26,791,000 (2011 £26,364,000), net of a provision of £232,000 (2011 £212,000) for impairment. Movements on the group provisions for impairment were as follows:

	2012 £'000	2011 £'000
At 1 April 2011	212	229
Provisions for receivables impairment	564	544
Provisions from acquisition of subsidiary company	-	13
Receivables written off during the year as uncollectible	(544)	(574)
At 31 March 2012	<u>232</u>	<u>212</u>

The average credit period on sale of goods is 53 days (2011 53 days).

The following table provides analysis of trade and other receivables that were past due at 31 March 2012 but not impaired. The group believes that the balances are ultimately recoverable based on a review of past payment history and the current financial status of the customers.

	2012 £'000	2011 £'000
0-30 days	1,322,000	1,031,000
31-60 days	43,000	76,000
61-90 days	26,000	25,000
	<u>1,391,000</u>	<u>1,132,000</u>

There are no significant credit risks arising from financial assets that are neither past due nor impaired.

At 31 March 2012, £154,000 (2011 £557,000) were denominated in Euros, £142,000 (2011 £129,000) were denominated in US dollars, the balance of receivables were denominated in sterling.



## Notes forming part of the Group Accounts

<b>17. Trade and other payables</b>	<b>2012</b>	<b>2011</b>
	<b>£'000</b>	<b>£'000</b>
Trade payables	15,610	14,767
Other taxation and social security	2,535	3,073
Other payables	903	1,055
Accruals and deferred income	1,159	1,421
	<b>20,207</b>	<b>20,316</b>

Trade and other payables principally comprise amounts outstanding for trade purchases and ongoing costs. The average credit period taken for trade purchases is 37 days (2011: 41 days). The directors consider that the carrying amount of trade payables approximates to their fair value.

At 31 March 2012, £18,454,000 (2011: £18,799,000) of payables were denominated in sterling, £1,247,000 (2011: £580,000) in US dollars, £506,000 (2011: £925,000) in Euros and £nil (2011: £12,000) in Canadian dollars.

Based on the balance sheet value of payables, as shown above, a 10% change in the currency exchange rate would lead to an increase or decrease in income and equity of £183,000 (2011: £152,000).

<b>18. Interest bearing loans and borrowings</b>	<b>2012</b>	<b>2011</b>
	<b>£'000</b>	<b>£'000</b>
<b>Current liabilities</b>		
Bank loans	1,161	-
Obligations due under finance leases	-	11
	<b>1,161</b>	<b>11</b>
<b>Non-current liabilities</b>		
Bank loans	1,416	-
Cumulative preference Shares of £1 each (note 21)	987	987
	<b>2,403</b>	<b>987</b>
<b>Total</b>	<b>3,564</b>	<b>998</b>

The loans and borrowings were all denominated in sterling.

Obligations under finance leases included in plant, equipment and vehicles in note 12, are secured on the assets concerned, with a net book value of £nil (2011: £13,000).

Bank loans of £2,700,000 were granted during the year ended 31 March 2012. These loans are secured by a legal charge over the sites at Ossett and Leeds.

The group would normally expect that sufficient cash is generated in the operating cycle to meet the contractual cash flows as discussed above through effective cash management. In addition, the group maintains uncommitted undrawn bank facilities of £3,750,000 (2011: £3,750,000) which can be accessed as considered necessary. The facilities bear interest at the following rates, £2,000,000 at 2% above base rate and £1,750,000 at 1.25% over the LIBOR rate and are secured by fixed and floating charges over the assets of the company and its subsidiaries. This facility is renewed annually.

The cumulative preference shares are held on an ongoing basis and pay dividends at 8% per annum.

# Notes forming part of the Group Accounts

## 18 Interest bearing loans and borrowings (continued)

### Bank loans

	2012		2011	
	Current £'000	Non-current £'000	Current £'000	Non-Current £'000
Bank loans	1,161	1,416	-	-
	<b>2012</b>		<b>2011</b>	
The weighted average interest rates paid were	<b>2.38%</b>		<b>-</b>	
Bank loans				

Bank loans of £1,700,000 (2011 nil) were arranged at fixed interest rates. The weighted average fixed interest rate was 3.59% (2011 nil) and the weighted average period until maturity was 6.4 years (2011 nil years).

The remaining bank loan was arranged at variable interest rates linked to the UK LIBOR. The loan of £1,000,000 bears interest at 1.65% above UK LIBOR. The £1,000,000 loan was repaid in full by 1 June 2012.

The fair value of the fixed interest rate bank loans are measured at the present value of future cash flows estimated and discounted based upon applicable yield curves derived from quoted interest rates (derived from inputs other than quoted prices that are observable for the liability directly or indirectly).

The fair values of the group's financial assets and liabilities have been calculated by discounting expected cash flows at prevailing rates at 31 March. There were no significant differences between book and fair values on this basis and therefore no further information is disclosed.

### Finance lease liabilities

Finance lease liabilities are payable as follows:

	2012			2011		
	Minimum lease payments £'000	Interest £'000	Principal £'000	Minimum lease payments £'000	Interest £'000	Principal £'000
Less than one year	-	-	-	13	2	11

	2012 £'000	2011 £'000
19 Retirement and other benefit obligations		
Retirement benefit obligations (note 19.2)	12,316	8,561

## 19.1 Group pension schemes

James Latham plc operates a group contributory defined benefit pension scheme. The scheme is a funded scheme. Benefits are provided based on earnings in the last twelve months before retirement, plus average bonuses received over the last three years. The assets of the scheme are held separately from those of the company. 59% of the assets are invested in equities, with 45% under passive management by Blackrock and 14% in a Fund of Hedge funds managed by Mesirow. 26% are held in bonds and gilts, with 20% managed by Kames Capital and 6% in an Index Linked fund managed by Blackrock. 9% are in a HLV Property Fund managed by Aviva, with the remaining 6% in a cash fund with RBS.

The group contributory defined benefit pension scheme is closed to new entrants, and a defined contribution group stakeholder scheme has been established for the pension provision of all other employees.

# Notes forming part of the Group Accounts

## 19.1 Group pension schemes (continued)

The pension charge for the year for both schemes was £748,000 (2011 £646,000). Of the charge, £61,000 (2011 £58,000) is included in cost of sales, £171,000 (2011 £166,000) is included in selling and distribution costs, and £516,000 (2011 £422,000) is included in administrative expenses in the income statement.

Contributions are determined by a qualified actuary on a basis of triennial valuations using the projected unit funding method. The most recent available valuation was at 31 March 2011. The assumptions which have the most significant effect on the results of the valuation are those relating to the rate of return on investments and the rates of increase in salaries and pensions.

It was assumed that the investment return would be 6.9% per annum pre-retirement and 5.0% per annum post-retirement, that the salary increases would average 4.6% per annum and that the present and future pensions would increase at the rate of 3% per annum in respect of service to 1 January 1991. Pensions accruing between 1 January 1991 and 28 February 1999 are required to increase at the greater of (a) 4%, and (b) 3% on the GMP and 5% on the excess over the GMP. Pensions accruing after 1 March 1999 increase at Limited Price Indexation which has been assumed to average 3.5% in the future.

## 19.2. Group defined benefit pension scheme

The company operates a defined benefit scheme. The current practice of increasing pensions in line with inflation is included in the measurement of the defined benefit obligation.

The retirement benefit liability recognised in the balance sheet is the present value of the defined benefit obligations, less the fair value of the scheme assets, adjusted for past service costs. Actuarial gains and losses are immediately recognised in the statement of other comprehensive income.

	2012 £'000	2011 £'000
<b>Change in benefit obligation</b>		
Benefit obligation at beginning of year	47,031	44,587
Service cost	625	649
Interest cost	2,572	2,523
Plan members' contribution	4	4
Actuarial loss	4,525	1,173
Benefits paid	(1,710)	(1,869)
Premiums paid	(37)	(36)
<b>Benefit obligation at end of year</b>	<b>53,010</b>	<b>47,031</b>
<b>Analysis of defined benefit obligation</b>		
Schemes that are wholly or partly funded	53,010	47,031
<b>Change in Scheme assets</b>		
Fair value of Scheme assets at beginning of year	38,470	36,276
Expected return on scheme assets	2,164	2,087
Actuarial gain	221	454
Employers contributions (incl. employer direct benefit payments)	1,582	1,554
Member contributions	4	4
Benefits paid from plan	(1,710)	(1,869)
Premiums paid	(37)	(36)
<b>Fair value of scheme assets at end of year</b>	<b>40,694</b>	<b>38,470</b>
<b>Amounts recognised in the balance sheet</b>		
Present value of funded obligations	53,010	47,031
Fair value of scheme assets	40,694	38,470
<b>Net liability</b>	<b>12,316</b>	<b>8,561</b>

## Notes forming part of the Group Accounts

### 19.2. Group defined benefit pension scheme (continued)

	2012 £'000	2011 £'000
<b>Amounts in the balance sheet</b>		
Net liability	12,316	8,561
<b>Components of pension expense</b>		
Current service cost	625	649
Interest cost	2,572	2,523
Expected return on scheme assets	(2,164)	(2,087)
<b>Total pension expense recognised in the income statement</b>	<b>1,033</b>	<b>1,085</b>
Actuarial loss immediately recognised	4,304	719
<b>Total recognised in the statement of other comprehensive income</b>	<b>4,304</b>	<b>719</b>
Cumulative amount of actuarial loss immediately recognised	10,276	5,972

	2012	2011
<b>Plan assets</b>		
The weighted-average asset allocations at the year end were as follows		
Equities	59.3%	56.4%
Bonds	32.0%	34.3%
Property	8.6%	8.9%
Other	0.1%	0.4%
	<b>100.0%</b>	<b>100.0%</b>

	2012 £'000	2011 £'000
<b>Amounts included in the fair value of assets for</b>		
Equity instruments	24,134	21,692
Bond instruments	13,074	13,210
Property occupied	3,486	3,422
Other assets used	-	146
	<b>40,694</b>	<b>38,470</b>

To develop the expected long-term rate of return on assets assumption, the company considered the current level of expected returns on risk free investments (primarily government bonds), the historical level of the risk premium associated with the other asset classes in which the portfolio is invested and the expectations for future returns of each asset class. The expected return for each asset class was then weighted based on the target asset allocation to develop the expected long-term rate of return on assets assumption for the portfolio. This resulted in the selection of the 4.53% assumption.

	2012 £'000	2011 £'000
Actual return on scheme assets	2,385	2,541

## Notes forming part of the Group Accounts

### 19.2. Group defined benefit pension scheme (continued)

	2012	2011
<b>Weighted average assumptions used to determine benefit obligations.</b>		
Discount rate	5.10%	5.50%
Rate of compensation increase	4.30%	4.50%
Inflation (RPI)	3.30%	3.50%
<b>Weighted average life expectancy for mortality tables used to determine benefit obligations:</b>		
Male member age 65 (current life expectancy)	24.1	23.7
Female member age 65 (current life expectancy)	26.5	26.1
Male member age 45 (life expectancy at age 65)	25.9	25.2
Female member age 45 (life expectancy at age 65)	28.5	27.7
<b>Weighted average assumptions used to determine pension expense:</b>		
Discount rate	5.50%	5.70%
Expected long-term return on scheme assets	5.64%	5.78%
Rate of compensation increase	4.50%	5.15%

#### Sensitivity analysis of the key assumptions

The valuation of the scheme's liabilities is dependant on the assumptions used. The sensitivity of the valuation of the liability to changes in the assumptions is shown in the table below.

	Impact on deficit (Decrease)/increase £'000
Discount rate increases by 0.25%	(2,464)
Inflation rate increases by 0.25%	1,264
Life expectancy increases by one year	1,073

#### History of plan assets and defined benefit obligation

	2012 £'000	2011 £'000	2010 £'000	2009 £'000	2008 £'000
Present value of defined benefit obligation	53,010	47,031	44,587	33,770	40,579
Fair value of plan assets	40,694	38,470	36,276	28,526	35,630
Net liability	12,316	8,561	8,311	5,244	4,949

#### History of experience gains and losses

	2012 £'000	2011 £'000	2010 £'000	2009 £'000	2008 £'000
Difference between expected and actual return on scheme assets					
Amount	(221)	(454)	(6,090)	8,573	3,987
Percentage of scheme assets	(1.0%)	(1.0%)	(16.8%)	30.0%	11.2%
Experience gains and losses on scheme liabilities					
Amount	(377)	-	-	(470)	(23)
Percentage of scheme assets	(1.0%)	0.0%	0.0%	(1.4%)	(0.0%)

#### Contributions

The group expects to contribute £1,894,000 to the pension scheme for the year ending 31 March 2013.

# Notes forming part of the Group Accounts

## 19.3 Stakeholder and other pension payments

The group operates a defined contribution Stakeholder scheme managed by Phoenix Life Ltd. The group has agreed to match contributions by employees up to a maximum of 7.5%.

Pension contributions paid to the stakeholder scheme for the year totalled £104,000 (2011: £77,000).

## 20. Other payables (non-current liabilities)

	2012 £'000	2011 £'000
Accruals and deferred income	636	694
Other payables	5	11
	<b>641</b>	<b>705</b>

## 21. Deferred tax

The net deferred tax liability is made up of the following elements:

	Post-employment benefits £'000	Revalued properties £'000	Rolled over gains on assets £'000	Other (*) £'000	Total £'000
As at 1 April 2010	2,344	(212)	(2,599)	(1,448)	(1,915)
(Charge)/credit to the income statement	(327)	15	186	75	(51)
Credit directly to equity	139	-	-	-	139
At 31 March 2011 asset/(liability)	2,156	(197)	(2,413)	(1,373)	(1,827)
(Charge)/credit to the income statement	(185)	16	186	623	640
Credit directly to equity	842	-	-	-	842
At 31 March 2012 asset/(liability)	2,813	(181)	(2,227)	(750)	(345)

\* Includes accelerated capital allowances, share based payments, industrial buildings allowances and trading losses.

Deferred tax has been calculated using rates that are expected to apply when the asset or liability is expected to be realised or settled, based on rates that were substantively enacted at the balance sheet date.

# Notes forming part of the Group Accounts

## 22. Share capital

Ordinary shares	2011 and 2012			
	Authorised		Issued	
	Number	£'000	Number	£'000
Ordinary shares of 25 pence each	28,000,000	7,000	20,160,000	5,040

Preference shares	2011 and 2012			
	Authorised		Issued	
	Number	£'000	Number	£'000
8% Cumulative Preference Shares of £1 each	1,500,000	1,500	987,000	987

Preference shares are included in non-current liabilities (as interest bearing loans and borrowings) See note 18

The Cumulative Preference shares carry the right to receive the 8% dividend in priority to all other shares and the right of a return on assets in priority to all other shares. They do not carry the right to further participate in profits or assets, nor to vote at any General Meeting unless the resolution directly and adversely varies any of their rights or privileges

There were no movements in the share capital of the company in either the year ended 31 March 2012 or 2011

## 23 Share-based payment

### Equity-settled share option schemes

Details of the share options outstanding during the year are as follows

	2012			2011		
	Number of share options	Weighted average exercise price (£)	Nil price share options	Number of share options	Weighted average exercise price (£)	Nil price share options
Outstanding at beginning of year	462,016	1.30	28,567	430,112	1.30	11,798
Granted during the year	32,874	2.30	11,253	38,097	1.98	16,769
Forfeited during the year	(15,710)	1.41	-	(6,193)	1.26	-
Exercised during the year	-	-	-	-	-	-
Outstanding at the end of the year	479,180	1.42	39,820	462,016	1.30	28,567

# Notes forming part of the Group Accounts

## 23 Share-based payment (continued)

Details of the options outstanding at 31 March 2012 are shown below. None of these options were exercisable at the year end.

	2012			2011		
	CSOP	SAYE	Nil price share options	CSOP	SAYE	Nil price share options
Range of exercise prices	<b>£1 16-£2 30</b>	<b>£1 26</b>	<b>Nil</b>	£1 16-£1 98	£1 26	Nil
Number of shares	<b>177,745</b>	<b>301,435</b>	<b>39,820</b>	153,379	308,637	28,567
Weighted average expected remaining life (years)	<b>3.0</b>	<b>0.4</b>	<b>1.7</b>	3.6	1.4	2.3

The Black-Scholes option model is used to calculate the fair value of the options and the amount to be expensed. No performance conditions apply to any of the share option schemes. The inputs into the Black-Scholes model, expressed as weighted averages for options granted during the year are as follows:

	2012		2011	
	CSOP	Nil price share options	CSOP	Nil price share options
Share price at grant date	<b>£2 30</b>	<b>£2 30</b>	£1 98	£1 98
Option exercise price	<b>£2 30</b>	<b>Nil</b>	£1 98	Nil
Expected volatility	<b>24%</b>	<b>24%</b>	24%	24%
Option life	<b>5 years</b>	<b>3 years</b>	5 years	3 years
Risk free interest rate	<b>1.8%</b>	<b>1.8%</b>	2.8%	2.8%
Fair value	<b>£0.57</b>	<b>£2.30</b>	£0.53	£1.97

Expected volatility was determined by calculating the historical volatility of the group's share price over the previous 5 years. The option life is based on options being exercised in accordance with usual patterns. Options are forfeited if the employee leaves the group before options vest. For the CSOP scheme, the options can be exercised up to 5 years after the vesting date, and with the SAYE scheme, this period is 6 months. The risk free interest rate is based on zero coupon UK Government Bonds on a term consistent with the vesting period. For the nil price share options, dividends will be reinvested into additional shares in the plan.

The group recognised total expenses of £84,000 (2011: £49,000) related to equity settled share-based payment transactions in the year.

### Share Incentive Plan

The company also runs an approved Share Incentive Plan in which eligible employees can buy Partnership Shares at mid-market price on the date of the grant. The shares are held in the employee benefits trust for a 5-year period. The number of shares held in trust of this plan at 31 March 2012 was 167,262 (2011: 148,758).



## Notes forming part of the Group Accounts

### 24 Own shares

	£'000
At 1 April 2010	
Cost	203
Movement in the year	198
At 31 March 2011	401
Movement in the year	(45)
<b>At 31 March 2012</b>	<b>356</b>

The investment in own shares represents 222,215 25p Ordinary shares (2011 240,719 25p Ordinary shares) held on behalf of the James Latham plc Employee Benefits Trust, a discretionary trust. This represents 1.10% (2011 1.19%) of the issued share capital. The maximum number of shares held during the year was 240,719 (1.19%). Dividends have been waived and all income and expenditure of the trust has been dealt with through the group's income statement. None of these shares have been allocated to employees.

At 31 March 2011 919,200 (2011 919,200) 25p Ordinary shares were held by the company as Treasury Shares. These shares will be either used to meet existing employee share option plan requirements or will be cancelled. There were no movements in treasury shares in either the current or previous period.

### 25. Cash generated from operations

	2012 £'000	2011 £'000
Profit before tax	7,186	8,004
Adjustment for finance income and expense and disposal of fixed asset	537	66
Depreciation and impairment	985	815
Loss on disposal of property, plant and equipment	25	18
Increase in inventories	(58)	(5,561)
Increase in receivables	(615)	(4,872)
(Decrease)/increase in payables	(173)	7,156
Retirement benefits non cash amounts	(958)	(913)
Share-based payments non cash amounts	65	49
Own shares non cash amounts	45	10
<b>Cash generated from operations</b>	<b>7,039</b>	<b>4,772</b>

### 26 Leasing commitments

Future aggregate minimum payments under various operating lease contracts for vehicles, plant and property payable by the group are as follows:

	2012 £'000	2011 £'000
<b>Vehicles and Plant</b>		
No later than one year	1,180	846
Later than one year but no later than five years	354	1,097
	<b>1,534</b>	<b>1,943</b>
<b>Property</b>		
No later than one year	595	595
Later than one year but no later than five years	2,383	2,383
Later than five years	3,831	4,427
	<b>6,809</b>	<b>7,405</b>

The average period of leasing for vehicles and plant is four to five years.

## Notes forming part of the Group Accounts

### 27 Related party transactions

The company has a related party relationship with its subsidiaries and with its directors. Transactions between group companies, which are related parties, have been eliminated on consolidation and are not disclosed in this note.

The remuneration of the key management of the group, who are the company's directors, is set out below:

	2012 £'000	2011 £'000
Salaries and other short-term employee benefits	697	661
Social security costs	78	74
Pension costs	105	100
Share-based payments	28	14
	<u>908</u>	<u>849</u>

Emoluments for the highest paid director totalled £218,000 (2011: £207,000).

At 31 March 2012, the group's defined benefit pension scheme owed James Latham plc £50,000 (2011: £7,000) in the form of a short-term loan.

There are 4 directors to whom retirement benefits are accruing under defined benefit schemes. The highest paid director had an accrued defined benefits pension of £89,000 (2011: £89,000) at the balance sheet date.

### 28 Capital commitments

At 31 March 2012, there were capital commitments contracted for but not provided in the accounts of £263,000 (2011: £120,000).

# Notes forming part of the Group Accounts

## 29. Financial instruments

The group's activities expose the group to a number of risks including market risk (foreign currency risk and interest rate risk), credit risk and liquidity risk. The group manages these risks through an effective risk management programme. Further details are set out in the Financial Review on pages 8 – 10.

### Maturity analysis

The table below analyses the group's financial liabilities on a contractual gross undiscounted cash flow basis into maturity groupings based on period outstanding at the balance sheet date up to the contractual maturity date.

	Less than 6 months £'000	Between 6 months and 1 year £'000	Between 1 and 5 years £'000	More than 5 years £'000	Total £'000
<b>2012</b>					
Finance leases	-	-	-	-	-
Bank loans	1,049	112	969	447	2,577
Trade payables	15,610	-	-	-	15,610
Accruals	1,127	-	-	-	1,127
Other payables	903	-	-	-	903
Cumulative preference shares of £1 each	-	-	-	987	987
<b>Total</b>	<b>18,689</b>	<b>112</b>	<b>969</b>	<b>1,434</b>	<b>21,204</b>
<b>2011</b>					
Finance leases	13	-	-	-	13
Bank loans	-	-	-	-	-
Trade payables	14,767	-	-	-	14,767
Accruals	1,389	-	-	-	1,389
Other payables	1,055	-	-	-	1,055
Cumulative preference shares of £1 each	-	-	-	987	987
<b>Total</b>	<b>17,224</b>	<b>-</b>	<b>-</b>	<b>987</b>	<b>18,211</b>

### Foreign currency risk

Approximately 30% of the group's purchases are denominated in foreign currencies, principally the US dollar and the Euro. Forward contracts are used where we have agreed exchange rates with our customers and we also use other currency derivatives to help manage our short term exposure on a weakening sterling, from time to time. However, no more than 25% of the currency requirements will be covered by forward contracts or other currency derivatives.

Whilst purchases in foreign currencies are a significant figure, fluctuations in currency exchange rates do not have a major impact on the results. As the group trades wholly in the UK, the market price of our products tends to fluctuate in line with spot prices.

Included in group cash and cash equivalents at 31 March 2012 was £214,000 in US Dollars (2011: £58,000 overdrawn), £19,000 in Canadian Dollars (2011: £290) and £290 in Euros (2011: £45,000 overdrawn), at variable interest rates.

Based on the balance sheet value of cash and cash equivalents, as shown above, a 10% change in the currency exchange rate would lead to an increase or decrease in income and equity of £23,000 (2011: £10,000).

### Interest rate risk

The group's interest rate exposure arises mainly from its interest bearing deposits. Deposits held at floating rates expose the entity to cash flow risk whilst deposits held at fixed rate expose the entity to fair value risk.

The table below shows the group's financial assets and liabilities split by those bearing fixed and floating rates and those that are non-interest bearing.

# Notes forming part of the Group Accounts

## 29 Financial instruments (continued)

### Financial assets

	Fixed rate	Floating rate	Non- interest bearing	Total
2012	£'000	£'000	£'000	£'000
Cash and cash equivalents	-	7,004	-	7,004
Trade and other receivables	-	-	27,720	27,720
	-	7,004	27,720	34,724

	Fixed rate	Floating rate	Non- interest bearing	Total
2011	£'000	£'000	£'000	£'000
Cash and cash equivalents	1,000	6,113	-	7,113
Trade and other receivables	-	-	27,128	27,128
	1,000	6,113	27,128	34,241

### Financial liabilities

	Fixed rate	Floating rate	Non- interest bearing	Total
2012	£'000	£'000	£'000	£'000
Trade payables	-	-	15,610	15,610
Accruals	-	-	1,127	1,127
Other payables	-	-	903	903
Bank loan	1,637	940	-	2,577
Obligations under finance lease	-	-	-	-
	1,637	940	17,640	20,217

	Fixed rate	Floating rate	Non- interest bearing	Total
2011	£'000	£'000	£'000	£'000
Trade payables	-	-	14,767	14,767
Accruals	-	-	1,389	1,389
Other payables	-	-	1,055	1,055
Bank loan	-	-	-	-
Obligations under finance lease	13	-	-	13
	13	-	17,211	17,224

Interest rate risk is limited to the cash and cash equivalents and bank loans

Based on the balance sheet value of cash and cash equivalents and bank loans, as shown above, a 1% change in interest base rates would lead to an increase or decrease in income and equity of £60,640 (2011 £71,510)

# Notes forming part of the Group Accounts

## 29 Financial instruments (continued)

### Credit risk exposure

Credit risk arises on our financial asset investments, trade receivables and cash and cash equivalents. Credit exposure is managed on a group basis and appropriate credit limits are set for each customer taking into account credit reports received from outside agencies, and previous credit history. Credit insurance is taken out to cover approved individual debtors with balances over £40,000. Where limits are required above £40,000 that cannot be backed by insurance, a sub-committee of the board will review reports on the customer, and agree additional limits if appropriate. Bad debts are 0.36% of sales this year, compared with our target of 0.5%. The carrying amount of financial assets recorded in the accounts, which is net of impairment losses, represents the group's maximum exposure to credit risk.

### Liquidity risk

The group closely monitors its cash position to ensure that it has sufficient funds to meet the obligations of the group as they fall due. Short term bank deposits are executed only with organisations with a rating of at least A- from the major rating agencies.

### Capital management

The group manages its capital risk by ensuring that its capital, which represents share capital, retained earnings, investments in own shares and cash, is sufficient to support the ongoing needs of the business, and is organised to try and minimise the cost of capital over the medium term. The group's current strategy is to maintain sufficient cash balances to satisfy ongoing needs.

### Finance income

An analysis of finance income is set out in note 6 to the consolidated accounts.

### Finance costs

An analysis of finance costs is set out in note 7 to the consolidated accounts.

### Financial instruments recognised in the balance sheet

2012	Loans and receivables
<b>Current assets</b>	<b>£'000</b>
Trade receivables	26,791
Other receivables	929
Cash and cash equivalents	7,004
<b>Total current assets</b>	<b>34,724</b>

	Designated as fair value through Profit and Loss	Financial liabilities measured at amortised cost	Total
<b>Current liabilities</b>			
Trade payables	-	15,610	15,610
Other payables	-	903	903
Accruals	-	1,127	1,127
Bank loans	224	937	1,161
Obligations due under finance lease	-	-	-
<b>Total current liabilities</b>	<b>224</b>	<b>18,577</b>	<b>18,801</b>
<b>Non-current liabilities</b>			
Bank loans	1,416	-	1,416
Other payables	-	5	5
<b>Total non-current liabilities</b>	<b>1,416</b>	<b>5</b>	<b>1,421</b>

## Notes forming part of the Group Accounts

### 29. Financial instruments (continued)

#### Financial instruments recognised in the balance sheet (continued)

	Loans and receivables
2011	£'000
<b>Current assets</b>	
Trade receivables	26,364
Other receivables	764
Cash and cash equivalents	7,113
<b>Total current assets</b>	<b>34,241</b>

	Designated as fair value through Profit and Loss	Financial liabilities measured at amortised cost	Total
<b>Current liabilities</b>			
Trade payables	-	14,767	14,767
Other payables	-	1,055	1,055
Accruals	-	1,389	1,389
Bank loans	-	-	-
Obligations due under finance lease	-	11	11
<b>Total current liabilities</b>	<b>-</b>	<b>17,222</b>	<b>17,222</b>
<b>Non-current liabilities</b>			
Bank loans	-	-	-
Other payables	-	11	11
<b>Total non-current liabilities</b>	<b>-</b>	<b>11</b>	<b>11</b>

# Company Balance Sheet

Company number 65619

At 31 March 2012

£'000s	Notes	2012	2011
<b>Fixed assets</b>			
Tangible fixed assets	2	19	49
Investments	3	14,613	14,613
		<b>14,632</b>	14,662
<b>Current assets</b>			
Debtors amounts falling due within one year	4 1	7,076	9,539
Cash at bank and in hand		5,592	5,569
		<b>12,668</b>	15,108
<b>Creditors</b> amounts falling due within one year	5	<b>(1,020)</b>	(2,349)
<b>Net current assets</b>		<b>11,648</b>	12,759
<b>Total assets less current liabilities</b>		<b>26,280</b>	27,421
<b>Creditors</b> amounts falling due after more than one year	6	<b>(1,375)</b>	(1,413)
<b>Net assets</b>		<b>24,905</b>	26,008
Represented by			
<b>Capital and reserves</b>			
Called up share capital	8	5,040	5,040
Investment in own shares	9	(356)	(401)
Share-based payment reserve	10	144	79
Profit and loss account	10	20,077	21,290
<b>Equity Shareholders Funds</b>		<b>24,905</b>	26,008

These accounts were approved and authorised for issue by the Board of Directors on 4 July 2012 and signed on its behalf by

PD L. Latham

} Directors

D A. Dunmow

The notes on pages 54 to 59 form part of these company accounts

# Notes to the Company Accounts

## 1 Principal accounting policies

The parent company accounts have been prepared in accordance with applicable Accounting Standards in the United Kingdom (UK GAAP). A summary of the company accounting policies, which have been applied consistently, is set out below.

### (a) Basis of accounting

The accounts have been prepared under the historical cost convention. The directors have prepared the financial statements on the going concern basis for the reasons set out on page 15.

The company does not present its own profit and loss account as permitted by Section 408 of the Companies Act 2006. The company profit is disclosed in note 11 to the company accounts.

### (b) Fixed assets

Fixed assets are stated at cost less depreciation. Depreciation is provided to write off the cost or valuation over the estimated useful lives of the assets on a straight line basis, as follows:

Plant and machinery      4 to 20 years

### (c) Deferred taxation

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in future or a right to pay less tax in future have occurred at the balance sheet date. Deferred taxation assets are recognised to the extent that it is regarded as more likely than not that they will be recoverable against suitable taxable profits in the future.

Discounting has been applied using appropriate post-tax discount rates.

### (d) Operating leases

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Operating lease rentals are charged to the profit and loss account in the year in which they fall due, except where provision has been made for future rents on unoccupied properties.

### (e) Pension scheme costs

The James Latham Plc defined benefit pension scheme is a multi-employer scheme due to the historic complexities of the group structure and thus no separate actuarial information is available in respect of the employees of the

parent company. Full details of the basis of calculation of the net pension liability disclosed in the group balance sheet at 31 March 2012, and of the amounts charged/credited to the group income statement and group equity are set out in note 19 to the IFRS accounts. In the company accounts, contributions to the defined benefit scheme have been charged to the profit and loss account as incurred.

Pension payments made into the group's stakeholder scheme are charged to the profit and loss account as they arise.

### (f) Share-based payments

The accounting for share based payments mirrors that of the group's accounting policy under IFRS2 as detailed on page 31. Details of the share-based payments are set out in note 23 to the group accounts.

### (g) Investments

Fixed asset investments in subsidiaries are shown at cost less provision for impairment. The carrying values of fixed asset investments are reviewed at each balance sheet date to determine whether there is any indication of impairment. If such indication exists, the carrying value is written down to its estimated recoverable amount.

### (h) Treasury shares

Treasury shares are valued on a cost basis. Any treasury share balance at the balance sheet date have been transferred as a deduction to accumulated profits.

### (j) Employee Share Ownership Plan (ESOP)

Own shares represent the company's shares that are held by the company sponsored ESOP trust in relation to the group's employees share scheme. Own shares are deducted at cost in arriving at shareholders' equity and gains and losses on their sale or transfer are recognised directly in equity. ESOP is treated separately and consolidated in the plc accounts.

### (k) Financial liabilities and equity

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 company after deducting all of its liabilities.

### (l) Bank borrowings

Interest-bearing bank loans are recorded initially at their fair value, net of direct transaction costs. Such instruments are subsequently carried at their amortised cost and finance charges, including premiums payable on settlement or redemption, are recognised in the income statement over the term of the instrument using an effective rate of interest.



## Notes to the Company Accounts

### 2. Tangible fixed assets

	Plant, equipment and vehicles
	£'000
Cost	
At 1 April 2011	378
Additions	2
<b>At 31 March 2012</b>	<b>380</b>
Depreciation	
At 1 April 2011	329
Provision for the year	32
<b>At 31 March 2012</b>	<b>361</b>
Net book value	
<b>At 31 March 2012</b>	<b>19</b>
<b>At 31 March 2011</b>	<b>49</b>

### 3. Fixed asset investments

	Subsidiary undertakings
	£'000
Shares	
At 1 April 2011 and 31 March 2012	9,613
Loans	
At 1 April 2011 and 31 March 2012	5,000
<b>Total at 31 March 2012</b>	<b>14,613</b>
At 31 March 2011	14,613

The loan to Latham's Limited is repayable on demand and interest is charged at a rate of 1 25% above base rate per annum  
Details of subsidiary companies are given in note 12 to the company accounts

### 4. Debtors: amounts falling due within one year

	2012 £'000	2011 £'000
Trade debtors	8	-
Amounts owed by subsidiary undertakings	5,847	8,333
Other debtors	50	9
Corporation tax	1,122	1,152
Deferred taxation (note 7)	12	9
Prepayments and accrued income	37	36
	<b>7,076</b>	<b>9,539</b>

# Notes to the Company Accounts

<b>5 Creditors amounts falling due within one year</b>	<b>2012 £'000</b>	<b>2011 £'000</b>
Bank overdraft	397	1,770
Trade creditors	28	33
Other taxation and social security	337	313
Other creditors	161	159
Accruals and deferred income	97	74
	<b>1,020</b>	<b>2,349</b>

<b>6 Creditors amounts falling due after more than one year</b>	<b>2012 £'000</b>	<b>2011 £'000</b>
Other creditors	5	11
Accruals and deferred income	383	415
8% Cumulative Preference Shares of £1 each (note 8)	987	987
	<b>1,375</b>	<b>1,413</b>

Bank loans and overdrafts are secured by fixed and floating charges over the assets of the company and its subsidiaries

## 7 Deferred taxation

Included in debtors (note 4) is a deferred taxation asset of £12,000 (2011 £9,000)

	<b>2012 £'000</b>	<b>2011 £'000</b>
The deferred taxation provision comprises		
Accelerated capital allowances	(9)	(6)
Timing differences on pension adjustments	(3)	(3)
Undiscounted provision for deferred tax	<b>(12)</b>	<b>(9)</b>
Discount	-	-
Discounted provision for deferred tax	<b>(12)</b>	<b>(9)</b>

Deferred taxation is provided at a rate of 24% (2011 26%)

Some or all of the deferred taxation debtor may be recoverable after more than one year

## 8 Share capital

Details of the share capital of the company are set out in note 22 to the consolidated accounts

## Notes to the Company Accounts

### 9. Investment in own shares

	£'000
Shares	
At 1 April 2011	401
Movements during the year	(45)
<b>Total at 31 March 2012</b>	<b>356</b>
Total at 31 March 2011	401

The investment in own shares represents 222,215 25p ordinary shares (2011 240,719 25p ordinary shares) held on behalf of the James Latham plc Employee Benefits Trust, a discretionary trust. Dividends have been waived and all income and expenditure of the trust has been dealt with through the group's income statement. None of these shares have been allocated to employees.

### 10 Reserves

	Profit and loss account £'000	Share-based payment reserve £'000	Total £'000
At April 2011	21,290	79	21,369
Profit for the year	255	-	255
Dividends	(1,468)	-	(1,468)
Share-based payment expense	-	65	65
<b>At 31 March 2012</b>	<b>20,077</b>	<b>144</b>	<b>20,221</b>

At 31 March 2012 919,200 (2011 919,200) 25p Ordinary shares were held by the company as Treasury Shares. These shares will be either used to meet existing employee share option plan requirements or will be cancelled.

### 11 Reconciliation of movements in shareholders' funds

	2012 £'000
Profit for the financial year	255
Dividends	(1,468)
	(1,213)
Change in investment in ESOP shares	45
Movement in share based payment reserve	65
Reduction in shareholders' funds	(1,103)
Opening shareholders' funds	26,008
Closing shareholders' funds	24,905

# Notes to the Company Accounts

## 12. Principal subsidiary undertakings

Name	Country of incorporation and operation	Class of shares	Percentage of ownership	Principal activity
Lathams Limited	England	£1 Ordinary	100%	Importing and distribution of timber and panel products
James Latham Trustee Limited	England	£1 Ordinary	100%	Corporate Trustee Company
LDT Westerham Limited (formerly DLH UK Limited)	England	£1 Ordinary	100%	Dormant
Bausen Limited	England	£1 Ordinary	100%	Dormant
James Latham (Midland and Western) Limited*	England	£1 Ordinary	100%	Dormant
Advanced Technical Panels Limited*	England	£1 Ordinary	100%	Dormant
Latham Timber Centres (Bridgwater) Limited	England	£1 Ordinary	100%	Dormant
James Latham (Warehousing) Limited	England	£1 Ordinary	100%	Dormant

\* Indirectly held

## 13. Leasing commitments

Leasing commitments under various operating lease contracts for vehicles, plant and property payable by the company

	2012 £'000	2011 £'000
Vehicles and plant		
Leases expiring within one year	10	1
Leases expiring within two to five years	26	31
	<u>36</u>	<u>32</u>
Property		
Leases expiring after more than five years	87	87
	<u>87</u>	<u>87</u>

## 14. Related party transactions

At 31 March 2012, the group's defined benefit pension scheme owed James Latham plc £50,000 (2011 £7,000) in the form of a short term loan

The company has taken advantage of the exemption in FRS8 Related Parties not to disclose transactions with the active subsidiary company

# Notes to the Company Accounts

## 15 Financial instruments

Risk management disclosures as applicable to the group as a whole are set out in note 29 to the consolidated financial statements

The company's financial instruments comprise cash, bank loans and bank overdrafts, other creditors and various items arising directly from its operations, such as trade debtors and trade creditors. Trade debtors, trade creditors, group balances and other items arising directly from operations have been excluded from the following disclosures. The main purpose of these financial instruments is to provide working capital and to assist with the purchase of capital assets for the company.

The company's policy is to obtain the highest rate of return on its cash balances, subject to having sufficient resources to manage the business on a day to day basis and not exposing the company to unnecessary risk of default.

The company's cash at bank is all in sterling accounts.

The total borrowing facilities available to the company which were undrawn as at 31 March 2012 were

	£
Repayable on demand	3,750,000

The carrying value of all financial instruments is not materially different from their fair value.

## 16. Dividends

	2012		2011	
	£'000	£'000	£'000	£'000
Ordinary dividends				
Final 6.25p per share paid 26 August 2011 (2010 5.25p)	1,170		1,003	
Interim 3.0p per share paid 26 January 2012 (2011 3.0p)	571		571	
		1,741		1,574

The directors propose a final dividend for 2012 of 6.75p per share, that, subject to approval by the shareholders, will be paid on 24 August 2012 to shareholders on the register on 3 August 2012.

Based on the number of shares currently in issue, the final dividend for 2012 is expected to absorb £1,286,000.

# Notice of Annual General Meeting

**Notice is hereby given** that the one hundred and thirteenth Annual General Meeting of the Company will be held at Unit 3, Swallow Park, Finway Road, Hemel Hempstead, Hertfordshire, HP2 7QU on Wednesday 22 August 2012 at 12 30pm for the following purposes

## Ordinary business

- 1 To receive and adopt the Directors' Report and Accounts for the year ended 31 March 2012 together with the Independent Auditors report thereon
- 2 To declare the final dividend recommended by the directors on the ordinary shares of the Company
- 3 To re-elect Pippa Latham as a director, who retires by rotation
- 4 To re-elect Meryl Bushell as a director, who retires by rotation
- 5 To re-elect David Dunmow as a director, who retires by rotation
- 6 To re-appoint Baker Tilly UK Audit LLP, Chartered Accountants, as auditors to hold office from the conclusion of the meeting to the conclusion of the next meeting at which accounts are laid before the Company, at a remuneration to be determined by the Directors

## Special business

- 7 Directors authority to allot shares To consider, and if thought fit, pass the following resolution as an Ordinary Resolution "THAT in substitution for all existing authorities, to the extent unused, the directors be and they are generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot equity securities up to an aggregate nominal amount of £1,680,000 provided that this authority shall expire at the earlier of the conclusion of the Company's next Annual General Meeting or 15 months from the date of the passing of this resolution and that the Company may before such expiry make offers or agreements which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offers or agreements notwithstanding that

the authority conferred has expired The expression 'equity securities' and 'allotment' shall bear the same meanings respectively given to the same in section 560 Companies Act 2006 "

- 8 Disapplication of pre-emption rights To consider, and if thought fit, pass the following resolution as a Special Resolution "THAT subject to the passing of the previous Resolution 7, pursuant to section 571 of the Companies Act 2006, section 561 of the Companies Act 2006 shall not apply to any allotment or agreement to allot equity securities pursuant to the authority conferred by Resolution 7

(a) this power shall be limited to

- (i) the allotment of equity securities in connection with or subject to an offer or invitation, open for acceptance for a period fixed by the Directors, to the holders of Ordinary Shares on the register on a fixed record date in proportion (as nearly as maybe) to their respective holdings or in accordance with the rights attached thereto (including equity securities which, in connection with such offer or invitation, are the subject of such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with the fractional entitlements which would otherwise arise or with legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory or otherwise how so ever), and

- (ii) other than pursuant to paragraph (a)(i) of this Resolution, the allotments of equity securities for cash up to an aggregate nominal amount of £252,000, and

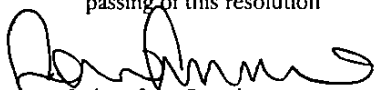
- (b) this power shall expire at the earlier of the conclusion of the next Annual General Meeting of the Company or 15 months from the date after passing of this Resolution except that the Directors may allot equity securities under this power after that date to satisfy an offer or agreement made before this power expired "

# Notice of Annual General Meeting

## 9 Authority of the Company to purchase its own shares

To consider and, if thought fit, pass the following resolution as a Special Resolution "THAT the Company be and is generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693 (4) of the Companies Act 2006) of its Ordinary Shares of 25p each provided that

- (a) the maximum aggregate number of Ordinary Shares which may be purchased is 2,016,000 (representing 10% of the issued share capital of the Company),
- (b) the price at which Ordinary Shares may be purchased shall not be more than 105% of the average of the closing middle market price for the Ordinary Shares as derived from the AIM section of the London Stock Exchange Daily Official List for the five business days preceding the date of purchase and shall not be less than 25p per Ordinary Share (in both cases exclusive of expenses), and
- (c) this power shall expire at the earlier of the conclusion of the next Annual General Meeting of the Company or 15 months from the date of the passing of this resolution "



By Order of the Board

**D A Dunmow**

Company Secretary

Registered Office Unit 3, Swallow Park, Finway Road  
Hemel Hempstead, Hertfordshire HP2 7QU

4 July 2012

## Notes

The Report and Accounts are sent to all members of the Company

Holders of preference shares are not entitled to be present, either personally or by proxy, or to vote at any general meeting so long as the dividends on such preference shares are regularly paid or unless a resolution is to be proposed for winding up the Company, reducing its capital or selling its undertaking or adversely affecting the rights of the holders of preference shares

A member entitled to attend and vote at the above Meeting is entitled to appoint one or more proxies to attend, speak and vote on his/her behalf. A proxy need not be a member of the Company

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares

A proxy form is enclosed. To be valid, it must be lodged with the Company's Registrars at Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, not later than 48 hours before the fixed time for the Meeting

Copies of directors' contracts of service, the register of interests of directors, the Company's memorandum of association and the articles of association will be available for inspection at the Registered Office during normal business hours from the date of the above notice until the close of the meeting

In accordance with Regulation 41 of the Uncertified Securities Regulations 2001, only those members eligible to vote and entered on the Company's register of members as at 12.30pm on Monday 20 August 2012 are entitled to attend and vote at the meeting, or, if the meeting is adjourned, shareholders entered on the Company's register of members not later than 48 hours before the time fixed for the adjourned meeting shall be entitled to attend and vote at the adjourned meeting

# Notice of Annual General Meeting

## **Share dealing service for shareholders**

We continue to operate a telephone share dealing service with our registrar, Computershare Investor Services PLC, which provides shareholders with a simple way of buying or selling James Latham plc ordinary shares on the London Stock Exchange. The commission is 1%, subject to a minimum charge of £25. In addition stamp duty, currently 0.5% is payable on purchases. There are no forms to complete and the share price at which you deal will generally be confirmed to you whilst you are still on the telephone. The service is available from 8am to 4.30pm Monday to Friday excluding bank holidays on telephone number 0870 703 0084. Please ensure you have your Shareholder Reference Number (SRN) ready when making the call. The SRN appears on your share certificate. In addition an internet share dealing service is available by logging into your account on [www-uk.computershare.com/investor](http://www-uk.computershare.com/investor). The fee for this service will be 0.5% of the value of each sale or purchase of shares, subject to a minimum of £15. There are no additional charges for limit orders (available for sales only). Stamp duty, currently 0.5%, is payable on all purchases. Detailed terms and conditions are available on request, please phone 0870 707 1093.

This is not a recommendation to buy, sell or hold shares in James Latham plc. If you are unsure of what action to take contact a financial adviser authorised under the Financial Services and Markets Act 2000. Please note that share values may go down as well as up, which may result in you receiving less than you originally invested.

In so far as this statement constitutes a financial promotion for the share dealing service provided by Computershare Investor Services it has been approved by Computershare Investor Services PLC for the purpose of Section 21(2)(b) of the Financial Services and Markets Act 2000. Only Computershare Investor Services PLC is regulated by the Financial Services Authority.

Where this has been received in a country where the provision of such a service would be contrary to local laws or regulations, this should be treated as information only.