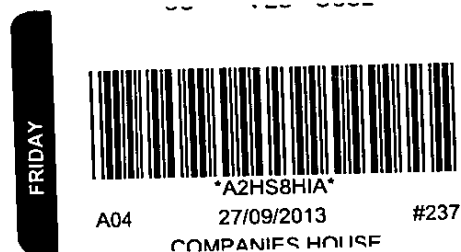


GIST LIMITED
(Registered No: 00502669)
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2012



Registered Office The Priestley Centre, 10 Priestley Road, Surrey Research Park, Guildford,
Surrey, GU2 7XY

GIST LIMITED

Annual report for the year ended 31 December 2012

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GIST LIMITED

Directors' report for the year ended 31 December 2012

Principal activities

The company is a member of The Linde Group, and its ultimate parent company is Linde AG (the "Group")

The company's principal activity is, and has been throughout the year, supply chain services for retailers and manufacturers. It is envisaged that this will continue to be the principal activity of the company for the foreseeable future.

The company continues to provide supply chain services to customers in four targeted areas, food and drink, retail, freight forwarding and Group related activities. The company's market proposition covers the broad spectrum of supply chain solutions from design to operational execution, specifically tailored to individual customer needs.

The logistics sector remained subdued during the year with minimal growth and business confidence remaining weak. Despite this challenging backdrop and retailers' focus on cost control, Gist continued to perform well, providing resilient and adaptable service offerings to our customers. Notable successes during the year included the robust service provision during the years' major events: the Queen's Golden Jubilee and Olympic and Paralympic Games.

During the year the company won new business in its primary food and drink chilled distribution and freight forwarding divisions, expanded its food retail offering and provided logistics solutions to other geographies within The Linde Group. Going forward, the company is focused on expanding its end to end supply chain requirements for national scale customers.

The company continues to focus on its safety and seeks to maintain its excellent safety awareness culture where all employees are encouraged to take a personal responsibility for safety, in an open challenging environment.

Gist has continued to identify opportunities to reduce the impact of its business on the environment. During the year the company has incorporated lifting floor double-decker trailers to its fleet, resulting in increased pallet carrying capacity. This coupled with other engineering improvements to its fleet, has served to reduce fuel consumption and tyre wear.

Sales in the year fell 2.9% to £394.8m with growth in the Food and Drink sector partially offsetting the loss of time expired contracts.

Operating profit for the year of £33.1m is broadly in line with the previous year, after taking account of a one off charge in 2011 of £16.5m in respect of exit arrangements from the BOC UK pension schemes. The financial performance remained solid during the year with the full year effect of business wins in 2011 and 2012 offsetting the loss of time expired contracts.

The company is funded by way of share capital and group loans where necessary. The company's balance sheet shows a low cash position due to its participation in a cash pooling arrangement with other UK group companies. As part of this arrangement the company held £61.6m of available credit at the balance sheet date (2011 £58.5m) in the form of an inter company debtor.

The results for the year are contained in the accompanying profit and loss account on page 7.

GIST LIMITED

Directors' report (continued)

Policy and practice on payment of creditors

The company does not require its suppliers to adopt standard terms of business for making supplies to the company. Instead, external trade creditors are paid in accordance with terms agreed with each supplier.

Creditor days at the end of 2012 were 37 days (2011: 53 days).

Risks and uncertainties

The principal risks and uncertainties facing the company include, but are not limited to, price and customer service levels, operational and safety performance, competition, integration of acquired businesses, performance risks under long term fixed price contracts, loss of supply of commodities and service, changes in the regulatory and legal environment, credit and interest rate risks as affected by the wider economy and retention of customer contracts as and when they are due for renewal.

The company has implemented a coordinated set of risk management and internal control processes to manage, monitor and, where possible, to mitigate these risks, including for example strategic planning and management reporting and access to a dedicated risk management department within The Linde Group. The key performance indicators are reviewed by the board regularly on a contract by contract basis.

Dividends

At a board meeting held on 17 May 2012 it was resolved that an interim dividend of £23 07692 per Ordinary Share, representing a total dividend payment of £29,999,996 00 (2011: nil), be paid on 18 May 2012 to the registered holders of the Company's Ordinary Shares as at the close of business on 17 May 2012.

At a board meeting held on 20 May 2013 it was resolved that a interim dividend of £42 30769 per Ordinary Share, representing a total dividend payment of £55,000,000 00, and a further dividend of €3 84615 per Ordinary Share, representing a total dividend payment of €5,000,000, be paid on 22 May 2013 to the registered holders of the Company's Ordinary Shares as at the close of business on 20 May 2013.

Directors

The directors of the company during the year and, where relevant, subsequent to the year end were

Mr M R Bousfield	
Mr A C Brackfield	
Mr M I Chambers	
Mr M K Flynn	
Mr M A Gwynn	
Mr A Hodgkins	resigned 28 September 2012
Mr M Sweeney	

The directors are not subject to retirement by rotation.

Charitable and political donations

The company made no charitable donations during the year (2011: £1,000). No political donations were made during the year (2011: nil).

GIST LIMITED**Directors' report (continued)****Disabled persons**

The company's employee recruitment practices give full consideration to job applications from disabled persons. Candidates are selected and appointed on the basis of their ability to perform the duties of the job. Encouragement is given in the training, career development and promotion of all employees according to the opportunities available, organisational requirements and individual aptitudes and abilities. This policy includes disabled employees for whom any further necessary training is arranged taking account of their particular needs, any reasonable adjustments and the resources required to meet them.

The company continues to support employees who have become disabled during employment with the company. The aim is to maintain their pre-disability position.

Employee involvement

Company policy follows that of the ultimate holding company, Linde AG, in encouraging consultation with employees on matters of concern to them.

Communication with individual employees is achieved through briefings and personal appraisal sessions and collectively, through company newspapers, videos, information bulletins and other such publications, as well as representatives attending briefing meetings with senior management and participating on consultation forums, safety committees and trade union negotiating committees. The Linde Group has a European Works Council comprising representatives from the workforce of the Group's businesses in its European countries.

Disclosure of information to auditor

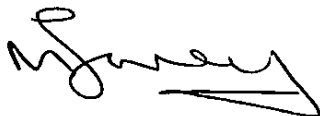
The directors who held office at the date of approval of this directors' report confirm that so far as they are aware, there is no relevant audit information of which the company's auditor is unaware, and each director has taken all steps that ought to have been taken as directors to make themselves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

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By Order of the Board

Mr M Sweeney
Director



25/9/2013

The Priestley Centre
10 Priestley Road
Surrey Research Park
Guildford
Surrey
GU2 7XY
England

GIST LIMITED

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

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

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006

They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities

KPMG LLP
Dukes Keep
Marsh Lane
Southampton
SO14 3EX

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GIST LIMITED

We have audited the financial statements of Gist Limited for the year ended 31st December 2012 set out on pages 7 to 29. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

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

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements

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

Opinion on other matters prescribed by the Companies Act 2006

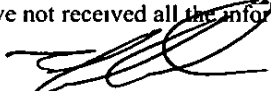
In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GIST LIMITED
(continued)

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit


James Ledward (senior statutory auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants

Dukes Keep
Marsh Lane
Southampton
SO14 3EX

25/9/ 2013

GIST LIMITED
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2012

	Notes	<u>2012</u> £000	<u>2011</u> £000
Turnover	2	394,783	406,523
Cost of sales		(353,253)	(381,439)
Gross profit		<u>41,530</u>	<u>25,084</u>
Administrative expenses		(8,592)	(8,655)
Other income received		133	270
Operating profit	3	<u>33,071</u>	<u>16,699</u>
Profit on disposal of fixed assets		133	161
Profit on ordinary activities before interest		<u>33,204</u>	<u>16,860</u>
Net interest receivable and similar charges	4	288	1,880
Interest on pension scheme liabilities	16	(660)	(130)
Expected return on pension scheme assets	16	660	180
Profit on ordinary activities before taxation		<u>33,492</u>	<u>18,790</u>
Tax on profits on ordinary activities	5	(687)	(2,413)
Profit on ordinary activities after taxation		<u><u>32,805</u></u>	<u><u>16,377</u></u>

All the company's operations are classed as continuing

There are no gains and losses in either period other than those recognised above

GIST LIMITED
BALANCE SHEET AT 31 DECEMBER 2012

	Notes	2012 £000	2011 £000
FIXED ASSETS			
Tangible assets	8	85,684	89,012
Investments	9	216	216
		<u>85,900</u>	<u>89,228</u>
CURRENT ASSETS			
Stocks	10	1,621	1,690
Debtors Amounts falling due within one year	11	140,933	146,439
Debtors Amounts falling due after more than one year	12	5,013	5,241
Total Debtors Receivable		<u>145,946</u>	<u>151,680</u>
Cash at bank and in hand		21	29
		<u>147,588</u>	<u>153,399</u>
CURRENT LIABILITIES			
Creditors Amounts falling due within one year	13	(64,766)	(77,335)
Net current assets - including non-current debtors of £5 0m (2011 £5 2m)		<u>82,822</u>	<u>76,064</u>
Total assets less current liabilities		<u>168,722</u>	<u>165,292</u>
Creditors Amounts falling due after more than one year	14	(264)	(638)
Provisions for liabilities and charges	15	(756)	(756)
NET ASSETS EXCLUDING PENSION ASSETS AND LIABILITIES		<u>167,702</u>	<u>163,898</u>
Pension deficit	16	(2,755)	(195)
NET ASSETS INCLUDING PENSION ASSETS AND LIABILITIES		<u>164,947</u>	<u>163,703</u>
CAPITAL AND RESERVES			
Called up share capital	17	1,300	1,300
Share premium account	18	74,621	74,621
Profit and loss account	18	89,026	87,782
EQUITY SHAREHOLDER'S FUNDS		<u>164,947</u>	<u>163,703</u>

The financial statements on pages 7 to 29 were approved by the Board of Directors on 25/9/13 and are signed on its behalf by


 MR M SWEENEY Director

GIST LIMITED
STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
FOR THE YEAR ENDED 31 DECEMBER 2012

	<u>2012</u> £000	<u>2011</u> £000
Profit for the financial year	32,805	16,377
Actuarial (loss) recognised on the pension schemes	(2,020)	(1,190)
Movement on deferred tax relating to actuarial loss on pensions	459	65
Movement on current tax relating to actuarial loss on pensions	-	246
Total recognised gains and losses for the financial year	<u>31,244</u>	<u>15,498</u>

GIST LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2012

1. ACCOUNTING POLICIES

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom. A summary of the more important accounting policies, which have been applied consistently, is set out below.

a) Accounting convention

These financial statements are based on the modified historical cost accounting convention including the revaluation of certain land and buildings in 1989 (see note 1(e)).

The use of the going concern basis of accounting is appropriate because there are no material uncertainties related to events or conditions that may cast significant doubt about the ability of the company to continue as a going concern.

The cash flows of the company are included in the consolidated cash flow statement of Linde AG. Consequently, the company is exempt under the terms of FRS 1 from publishing a cash flow statement.

The Company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

b) Turnover

Turnover is based on the invoiced value of sales, excluding VAT, and includes sales to other companies within The Linde Group. Turnover for services is recognised when the service has been performed for the customer as specified in the contract or agreement.

c) Finance and operating leases

Costs in respect of operating leases are charged on a straight line basis over the lease term. Leasing agreements which transfer to the company substantially all the benefits and risks of ownership of an asset are treated as if the asset had been purchased outright. The assets are included in fixed assets and the capital element of the leasing commitments is shown as obligations under finance leases. The lease rentals consist of capital repayment only. The capital element is applied to reduce the outstanding obligations. Assets held under finance leases are depreciated over the shorter of the lease terms and the useful lives of equivalent owned assets.

GIST LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

d) Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated at rates of exchange ruling at the financial year end. Transactions in foreign currencies are translated at the rate ruling on the date of the transaction or at the contracted rate where applicable. All exchange differences are dealt with through the profit and loss account.

e) Tangible fixed assets

(i) No depreciation is charged on freehold land or construction in progress. Depreciation is charged on all other fixed assets on the straight line basis over their useful economic lives. Straight line depreciation rates vary according to the class of asset, but are typically

	Per Annum
Freehold buildings	2-10%
Leasehold land and buildings (or at rates based on the life of the lease, where shorter than 25 years)	2-4%
Plant and machinery	10-20%
General distribution motor vehicles	10-22%
Fixtures and fittings, office equipment	10-33%

(ii) 'FRS 15 - Tangible fixed assets,' became effective on 23 March 2000 and the company adopted the transitional arrangements of this standard which allowed the company to retain the book amounts of its previously revalued land and buildings being the 'frozen' book values. The company has not updated the valuation of its previously revalued land and buildings which were last revalued during 1989 by the Group Surveyor, Mr P C Biles, ARICS on a depreciated replacement cost basis. The basis of valuation was the purchase cost in the open market for non-specialised property and for specialised property the current cost of the site and buildings depreciated to reflect the age of the buildings. In taking advantage of the transitional arrangements, for the purposes of FRS 15 the 'frozen' book values are treated as though they were historical costs.

f) Investment

Investments in subsidiaries, joint ventures and associates are stated at cost less any provision for permanent diminution in value. They are reviewed for impairment whenever circumstances indicate that the carrying amount may not be recoverable.

GIST LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

g) Stocks

Stocks consist of fuel, oil, stationery and spare parts for vehicles and plant. Stock is valued at the lower of cost and net realisable value. Cost is arrived at on the 'first-in, first-out' (FIFO) basis.

h) Deferred Tax

Deferred taxation is provided in full on timing differences which represent a liability at the balance sheet date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax assets and liabilities are not discounted. Deferred tax is accounted for in accordance with FRS 19.

i) Pensions

UK employees who joined the company prior to 1 July 2003 could elect to become members of a BOC UK defined benefit scheme funded partly by contributions from members and partly by contributions from Group undertakings at rates advised by independent, professionally qualified actuaries. With effect from April 2011, all employees who were members of the BOC UK defined benefit scheme became deferred pensioners and had the opportunity to join a new defined benefit scheme dedicated to Gist employees.

UK employees of The Linde Group who have had offers of employment dated after 30 June 2003 are entitled to become members of BOC Retirement Savings Plan, a defined contribution plan.

The company accounts for pension costs in accordance with UK Financial Reporting Standard 17 (FRS17) on retirement benefits. In accordance with the standard, the company treats contributions to the BOC UK defined benefit schemes, up to March 2011, as if they were contributions to a defined contribution plan. This is because the underlying assets and liabilities of the defined benefit schemes cover a number of The Linde Group's UK undertakings and cannot readily be split between each undertaking on a consistent and reliable basis.

The pension cost recognised in the company's financial statements, in relation to the BOC UK defined benefit scheme and the defined contribution scheme, is the total of company contributions payable in the period.

The assets of The Linde Group's BOC UK pension scheme are held independently of the Group's finances. The principal schemes are self-administered. Further details of the schemes, showing their assets, can be found in the Report and Accounts 2012 for Linde AG.

In respect of the Gist defined benefit scheme the regular service cost of providing retirement benefits to employees during the year is charged to operating profit in the year. The full cost of providing amendments to benefits in respect of past service is also charged to operating profit in the year. A credit representing the expected return on assets of the retirement benefit schemes during the year is included within profit on ordinary activities before taxation. This is based on the market value of the assets of the scheme at the start of the financial year. A charge representing the expected increase in the liabilities of the retirement benefit schemes during the year is included within profit on ordinary activities before taxation. This arises from the scheme being one year closer to payment. Differences between actual and expected returns on assets during the year are recognised in the statement of total recognised gains and losses in the year together with differences arising from changes in assumptions.

GIST LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

j) Classification of financial instruments issued by the company

Following the adoption of FRS 25, financial instruments issued by the Company are treated as equity (i.e. forming part of shareholder's funds) only to the extent that they meet the following two conditions

a) they include no contractual obligations upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company, and

b) where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the Company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares

Where a financial instrument that contains both equity and financial liability components exists these components are separated and accounted for individually under the above policy. The finance cost on the financial liability component is correspondingly higher over the life of the instrument

Finance payments associated with financial liabilities are dealt with as part of interest payable and similar charges. Finance payments associated with financial instruments that are classified as part of shareholder's funds, are dealt with as appropriations in the reconciliation of movements in shareholder's funds

k) Dividends on shares presented within shareholder's funds

Dividends unpaid at the balance sheet date are only recognised as a liability at that date to the extent that they are appropriately authorised and are no longer at the discretion of the Company. Unpaid dividends that do not meet these criteria are disclosed in the notes to the financial statements

l) Events after the balance sheet date

FRS21 Events after the balance sheet date requires disclosure of changes in tax rates either enacted or announced after the balance sheet date that significantly affect current and deferred tax assets and liabilities. The announcement of a reduction in tax rate to 21% from April 2014 and to 20% from 1 April 2015, will impact the deferred tax balance set out in these accounts. This change is a non adjusting event

GIST LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

2. TURNOVER

Turnover principally relates to supply chain activity within the UK

3. OPERATING PROFIT

	<u>2012</u> £000	<u>2011</u> £000
Operating profit is stated after charging -		
Depreciation of tangible fixed assets		
Owned assets	13,545	12,898
Leased assets	483	626
Hire of plant and machinery	2,632	3,074
Property rental	4,452	4,513
Net foreign exchange loss	69	73
Auditor's remuneration for		
Audit	88	94
Special pension contributions	-	19,903

'Special' pension contributions commenced during the financial year ended September 2004 to reduce the BOC UK scheme pension deficit. This ceased in March 2011 because with effect from April 2011 all employees who were members of the BOC UK defined benefit scheme became deferred pensioners and had the opportunity to join a new defined benefit scheme dedicated to Gist employees. The 2011 figure also includes the one off charge of £16.5m in respect of exit arrangements from the BOC UK pension schemes.

4. NET INTEREST RECEIVABLE AND SIMILAR CHARGES

	<u>2012</u> £000	<u>2011</u> £000
Interest receivable from group companies	324	1,948
Preference share dividends	(1)	(2)
Finance lease interest	(35)	(66)
	<u>288</u>	<u>1,880</u>

GIST LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

5 TAX

a) Analysis of tax charge in the period -

	<u>2012</u> £000	<u>2011</u> £000
Current tax		
UK corporation tax on profits of the year	-	246
Total current tax	<u>-</u>	<u>246</u>
Deferred tax		
Reversal and Origination of timing differences	362	1,540
Effect of decreased tax rate on opening asset	390	543
Adjustment for (over) / under provision in prior years due to changes in group relief not paid for	(65)	84
Tax on profit on ordinary activities	<u>687</u>	<u>2,413</u>

(b) Factors affecting tax charge for period -

The current tax payable is lower (2011 lower) than the standard rate of corporation tax in the UK (24 5%) (2011 26 5%) The differences are explained below -

	<u>2012</u> £000	<u>2011</u> £000
Profit on ordinary activities before tax	<u>33,492</u>	<u>18,790</u>
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 24 5% (2011 26 5%)	8,206	4,979
Effects of		
Expenses not deductible for tax purposes	379	476
Accelerated capital allowances and other timing differences	(586)	(1,594)
Group relief for nil consideration	(7,999)	(3,615)
Current tax charge for the period (see note (a) above)	<u>-</u>	<u>246</u>

GIST LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

5. TAX (continued)

Tax on recognised gains and losses not included in the profit and loss account

	<u>2012</u>	<u>2011</u>
	£000	£000
Origination and reversal of timing differences relating to pension scheme	(459)	-

The Finance Act 2012 included provisions to reduce the main rate of corporation tax to 23% from 1 April 2013. The effect of this rate change on the deferred tax balances as at 31 December 2012 has been included in the deferred tax figures above. The budget on 20 March 2013 confirmed changes to further reduce the main rate of corporation tax to 21% from 1 April 2014 and to 20% from 1 April 2015. As these changes have not yet been substantially enacted by parliament their effect is not included in the figures above.

6 DIRECTORS' EMOLUMENTS

(a) The emoluments of the directors of the company were

	<u>2012</u>	<u>2011</u>
	£000	£000
Management Remuneration		
- Salaries and benefits	1,419	1,454
- Annual bonuses earned in the period	2,473	2,452
- Pension contributions	277	281
	<u>4,169</u>	<u>4,187</u>

Retirement benefits are accruing to five directors (2011 - six) under a defined benefit scheme

(b) Emoluments payable to the highest paid director were as follows

	<u>2012</u>	<u>2011</u>
	£000	£000
Emoluments	1,345	1,236
Pension contributions	54	59
Deferred pension	<u>136</u>	<u>127</u>

The emoluments of Mr A C Brackfield are paid by The BOC Group Limited, in his role as an employee of that company. His services to this company are of a non-executive nature and his emoluments are deemed to be wholly attributable to his services to The BOC Group Limited. Accordingly these financial statements include no emoluments in respect of this director.

GIST LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

7. EMPLOYEES

(a) Average number of employees during the period

	<u>2012</u> numbers	<u>2011</u> numbers
Management and administration	941	975
Warehousing and distribution	3,076	3,152
	<u>4,017</u>	<u>4,127</u>

(b) Employment costs

	<u>2012</u> £000	<u>2011</u> £000
Wages and salaries	120,082	131,988
Social security costs	11,485	12,735
Pension costs	16,293	35,020
	<u>147,860</u>	<u>179,743</u>

GIST LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

8. FIXED ASSETS

a) Tangible Assets

	<u>Land & Buildings</u> £000	<u>Plant, Machinery & vehicles</u> £000	<u>Total</u> £000
GROSS BOOK VALUE			
At 1 January 2012	97,490	110,511	208,001
Capital Expenditure in the period	941	10,959	11,900
Disposals	(1,007)	(10,958)	(11,965)
At 31 December 2012	<u>97,424</u>	<u>110,512</u>	<u>207,936</u>
DEPRECIATION			
At 1 January 2012	49,290	69,699	118,989
Provided during the period	2,909	11,119	14,028
Disposals	(977)	(9,788)	(10,765)
At 31 December 2012	<u>51,222</u>	<u>71,030</u>	<u>122,252</u>
NET BOOK VALUE			
Owned Assets	45,534	38,684	84,218
Leased Assets	668	798	1,466
At 31 December 2012	<u>46,202</u>	<u>39,482</u>	<u>85,684</u>
At 1 January 2012	<u>48,200</u>	<u>40,812</u>	<u>89,012</u>

Accumulated depreciation relating to leased assets was £2,484,000 (2011 £2,494,000)

GIST LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

8 FIXED ASSETS (continued)

b) Land and Buildings

	<u>2012</u> £000	<u>2011</u> £000
Freehold property	45,534	47,577
Leasehold property - short term	668	623
	<u>46,202</u>	<u>48,200</u>

c) Capital commitments

	<u>2012</u> £000	<u>2011</u> £000
Future capital expenditure contracted but not provided for	740	780

GIST LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

9. INVESTMENTS

a) Summary

	Investments in subsidiary undertakings £000
At 1 January 2012	216
Additions	-
At 31 December 2012	<u>216</u>

b) Principal group undertakings

Subsidiary undertakings

Country of incorporation	Name	% of nominal value held	Number of shares	Class of shares held
United Kingdom	Gist People Services Limited	100	4,000	Ordinary £1
Ireland	Gist Distribution Limited	100	250,000	Ordinary €1

10. STOCKS

	<u>2012</u> £000	<u>2011</u> £000
Raw materials and supplies	<u>1,621</u>	<u>1,690</u>

GIST LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

11. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	<u>2012</u> £000	<u>2011</u> £000
Trade debtors	67,038	76,884
Amounts owed by fellow subsidiary undertakings	69,759	65,525
Prepayments and accrued income	4,136	4,030
	<u>140,933</u>	<u>146,439</u>

12. DEBTORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	<u>2012</u> £000	<u>2011</u> £000
Deferred tax asset	5,013	5,241
	<u>5,013</u>	<u>5,241</u>

Deferred Tax

	<u>Notes</u>	<u>2012</u> £000	<u>2011</u> £000
Deferred Tax Asset			
Arising from accelerated capital allowances		4,348	5,224
Pensions scheme		648	-
Other short term timing differences		17	17
		<u>5,013</u>	<u>5,241</u>
At 1 January 2012		5,241	7,408
Deferred tax (charge) in profit and loss account	5	(687)	(2,167)
Statement of total recognised gains and losses credit		459	-
At 31 December 2012		<u>5,013</u>	<u>5,241</u>

GIST LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

13. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	<u>2012</u> £000	<u>2011</u> £000
Trade creditors	23,421	33,101
Amounts owed to fellow subsidiaries	12,578	12,590
Corporation tax due	868	868
Other taxation and social security	14,363	13,946
Accruals and deferred income	13,345	16,676
Finance lease payables	191	154
	<u>64,766</u>	<u>77,335</u>

14. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	<u>2012</u> £000	<u>2011</u> £000
Finance lease payables in the second to fifth years inclusive	234	608
1,000 5% cumulative preference shares	1	1
29,000 5% cumulative B preference shares	29	29
	<u>264</u>	<u>638</u>

The 1,000 5% cumulative preference shares of £1 each and the 29,000 5% cumulative B preference shares of £1 each carry a fixed preferential dividend at the rate of 5% per annum, payable annually in arrears on the last working day in November. The shares have no redemption entitlement. On winding up the holders have priority before all other classes of shares to receive repayment of capital plus any arrears of dividend. The holders of the cumulative preference shares take priority over the holders of the cumulative B preference shares. Each class of preference shares carries votes amounting to ten percent (10%) of the total votes able to be cast at all general meetings of the company.

GIST LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

15 PROVISIONS FOR LIABILITIES AND CHARGES

	<u>Dilapidations</u> <u>Provision</u> £000	<u>Employer's</u> <u>Liability</u> £000	<u>Total</u> £000
At 1 January 2012	547	209	756
Utilisation in the period	-	-	-
Provision in the period	-	-	-
At 31 December 2012	<u>547</u>	<u>209</u>	<u>756</u>

The company's dilapidations provision relates to possible work required to be completed on leased property when the leases expire in more than 1 year time

The employer's liability provision has been estimated in accordance with independent advice

GIST LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

16. PENSION COST

Pension costs include an additional company contribution to the BOC UK defined benefit pension scheme of £nil (2011 £3 4m) as well as a one off charge in 2011 of £16 5m in respect of exit arrangements from the BOC UK pension schemes

Contributions made to the BOC UK defined benefit pension fund during the year amounted to £nil (2011 £6 6m)
 Accrued contributions payable after the year end amounted to £nil (2011 £nil)

Contributions made to the BOC UK defined contribution pension fund during the year amounted to £5 2m (2011 £5 0m) There were no accrued contributions payable after year end (2011 nil)

Gist operates a defined benefit scheme in the UK with assets held in a separately administered fund The scheme provides earnings-related pension benefits and is wholly funded by Gist This scheme commenced in April 2011 and so there has to date been no actuarial valuation This scheme is closed to new entrants The company has a defined contribution scheme to provide benefits to new employees The major assumptions used by the actuary were

	<u>2012</u>	<u>2011</u>
Rate of increase in salaries	2 50%	2 50%
Rate of increase in pensions in payment	2 50%	2 50%
Discount rate	4 60%	4 90%
Inflation assumption	3 00%	3 10%

The assets in the scheme and the expected rates of return were

	<u>2012</u>	<u>2011</u>
Long term rate of return expected at 31 December		
Equities	4 60%	5 00%
Bonds	4 60%	5 00%
Other	4 60%	5 00%
	<u>2012</u>	<u>2011</u>
	£000	£000
Value at 31 December		
Equities	7,530	2,887
Bonds	3,650	1,436
Other	8,140	3,867
Total market value of assets	19,320	8,190
Present value of scheme liabilities	(22,140)	(8,450)
(Deficit) in the scheme	(2,820)	(260)
Related deferred tax	65	65
Net pension (liabilities)	<u>(2,755)</u>	<u>(195)</u>

GIST LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

16. PENSION COST (continued)

Analysis of the amount charged to operating profit

	<u>2012</u> £000	<u>2011</u> £000
Current service cost	10,620	6,630
Past service cost	430	560
Total operating charge	<u>11,050</u>	<u>7,190</u>

Of the total current and past service cost, £10.0m (2011: £6.5m) is included within cost of sales and £1.1m (2011: £0.7m) is included within administrative expenses

The total contributions expected to be made to the scheme in the year to 31 December 2013 is £10.6m

Analysis of the amount credited to other finance costs

	<u>2012</u> £000	<u>2011</u> £000
Expected return on pension scheme assets	660	180
Interest on pension scheme liabilities	(660)	(130)
Net return	<u>-</u>	<u>50</u>

Analysis of amount recognised in statement of total recognised gains and losses (STRGL)

	<u>2012</u> £000	<u>2011</u> £000
Actual return less expected return on pension scheme assets	570	160
Experience gains and losses arising on the scheme liabilities	(1,350)	(80)
Changes in assumptions underlying the present value of the scheme liabilities	(1,240)	(1,270)
Actuarial (loss) recognised in STRGL	<u>(2,020)</u>	<u>(1,190)</u>

GIST LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

16. PENSION COST (continued)

Reconciliation of present value of scheme liabilities

	<u>2012</u> £000	<u>2011</u> £000
(Deficit) in scheme at 1 January	(260)	-
Movement in the year		
Current service cost	(10,620)	(6,630)
Past service cost	(430)	(560)
Contributions	10,510	8,070
Other finance income	-	50
Actuarial (loss) / gain	(2,020)	(1,190)
(Deficit) in scheme at 31 December	<u>(2,820)</u>	<u>(260)</u>

Reconciliation of fair value of scheme assets

	<u>2012</u> £000	<u>2011</u> £000
Surplus in scheme at 1 January	8,190	-
Movement in the year		
Expected return on scheme assets	660	180
Actuarial gains	570	160
Benefits paid	(750)	(320)
Contributions	10,650	8,170
Surplus in scheme at 31 December	<u>19,320</u>	<u>8,190</u>

The overall expected rate of return is calculated by weighting the individual rates in accordance with the anticipated balance in the plan's investment portfolio

The actual return on scheme assets in the year was £1.2m (2010: £0.3m)

History of experience gains and losses

	<u>2012</u>	<u>2011</u>
Difference between the expected and actual return on scheme assets		
amount (£000)	570	160
percentage of scheme assets	2.95%	1.95%
Experience gains and losses on scheme liabilities		
amount (£000)	(1,350)	(80)
percentage of the present value of the scheme liabilities	6.10%	0.95%
Total amount recognised in statement of total recognised gains and losses		
amount (£000)	(2,020)	(1,190)
percentage of the present value of the scheme liabilities	9.12%	14.08%

GIST LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

17. CALLED UP SHARE CAPITAL

	<u>2012</u> £000	<u>2011</u> £000
Ordinary Shares of £1 each 2,000,000 shares Authorised	2,000	2,000
	<hr/>	
1,300,000 shares Issued and Fully Paid	1,300	1,300
	<hr/>	

Please refer to note 14 for disclosures in respect of preference shares classified as liabilities

18. RESERVES

	<u>Share</u> <u>Premium</u> <u>Account</u> £000	<u>Profit & Loss</u> <u>Account</u> £000
At 1 January 2012	74,621	87,782
Retained profit for the year	-	32,805
Dividend paid	-	(30,000)
Other recognised gains and losses relating to the year	-	(1,561)
At 31 December 2012	<u>74,621</u>	<u>89,026</u>

GIST LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

19. RECONCILIATION OF MOVEMENT IN SHAREHOLDER'S FUNDS

	<u>Notes</u>	<u>2012</u> £000	<u>2011</u> £000
Profit for the financial period		32,805	16,377
Dividends	20	(30,000)	-
Other recognised gains and losses		(1,561)	(879)
Net increase to shareholder's funds		<u>1,244</u>	<u>15,498</u>
Shareholder's funds at 1 January		163,703	148,205
Shareholder's funds at 31 December		<u><u>164,947</u></u>	<u><u>163,703</u></u>

20. DIVIDENDS

	<u>2012</u> £000	<u>2011</u> £000
Equity		
Paid £23 07692 (2011 £0) per £1 ordinary share	<u>30,000</u>	<u>-</u>

At a board meeting held on 20 May 2013 it was resolved that a interim dividend of £42 30769 per Ordinary Share, representing a total dividend payment of £55,000,000 00, and a further dividend of €3 84615 per Ordinary Share, representing a total dividend payment of €5,000,000, be paid on 22 May 2013 to the registered holders of the Company's Ordinary Shares as at the close of business on 20 May 2013. These dividends have not been accounted for within the current year financial statements as they were authorised and paid after the year end.

21. OPERATING LEASE COMMITMENTS

	<u>Property</u> <u>Leases</u> <u>2012</u> £000	<u>Other</u> <u>operating</u> <u>leases</u> <u>2012</u> £000	<u>Property</u> <u>Leases</u> <u>2011</u> £000	<u>Other</u> <u>operating</u> <u>leases</u> <u>2011</u> £000
Annual rentals payable on leases expiring				
Less than 1 year	18	69	1,253	276
Between 1 and 2 years	2,267	313	135	334
Between 2 and 5 years	1,215	2,092	2,750	777
More than 5 years	252	393	237	208
	<u><u>3,752</u></u>	<u><u>2,867</u></u>	<u><u>4,375</u></u>	<u><u>1,595</u></u>

GIST LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

22. CONTINGENT LIABILITIES

The company is, in the ordinary course of business, subject to claims and circumstances giving rise to potential claims from customers. While the outcome of some of these matters cannot readily be foreseen, the directors believe that they will be disposed of without material effect on the net asset position as shown in these financial statements.

23. RELATED PARTY TRANSACTIONS

In accordance with Financial Reporting Standard No 8, Related Party Disclosures, the Company is exempt from disclosing transactions with entities that are part of The Linde Group, or investees of The Linde Group qualifying as related parties, as it is a wholly owned subsidiary of an ultimate parent publishing consolidated financial statements.

24. ULTIMATE PARENT UNDERTAKING

The immediate parent of the company is Storeshield Limited. The ultimate parent undertaking and controlling party is Linde AG which is incorporated in Germany. Linde AG is the parent undertaking and the smallest and largest group to consolidate these financial statements. Copies of Linde AG's consolidated financial statements may be obtained from that company at Klosterhofstrasse 1, 80331, Munich, Germany.