Company Registration Number - 981905



KRONOSPAN LIMITED REPORT AND FINANCIAL STATEMENTS

30th September 2007

KRONOSPAN LIMITED

REPORT AND FINANCIAL STATEMENTS 2007

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OFFICERS AND PROFESSIONAL ADVISERS

Directors

M M Kanndl O B E (chairman)
P.R.Inch F.C.M.A.
C Singleton
L A.Scheiblreiter
M.C McKenna

Secretary

C J Ryan

Registered office

Maesgwyn Farm, Chirk, Wrexham, LL14 5NT

Auditors

Deloitte & Touche LLP

Maın bankers

HSBC Bank Plc National Westminster Bank Plc Barclays Bank Plc

Legal advisers

Allen and Overy, London W.H Matthews and Co, London Walker Smith and Way, Chester

Tax advisers

Deloitte & Touche LLP

DIRECTORS' REPORT

The directors submit their annual report and the audited financial statements for the year ended 30th September 2007

BUSINESS REVIEW AND PRINCIPAL ACTIVITIES

The company is a wholly owned subsidiary of Kronospan Holdings Limited.

The company's principal activities are the manufacture and sale of chipboard, medium density fibreboard (MDF) and related value added products in the UK. There have not been any significant changes in the company's principal activities in the year under review. The directors are not aware, at the date of this report, of any likely major changes in the company's activities in the next year.

As shown in the company's profit and loss account on page 7, the company's sales have increased 21% from £180 million to £219 million as a result of higher selling prices and volumes EBITDA has improved by 66% from £21 9 million to £36.3 million

Although average energy costs decreased during the year other raw material costs increased

Expenditure on fixed assets at £5 million was similar to the previous year. The business continued to concentrate on improving performance from the existing asset base.

Principal Risks and uncertainties

The company's customer base covers the construction, furniture and DIY sectors in the U K. This means that the risk to the business of a major loss in customers is widely spread. However it is important to maintain a high level of customer service and attractive product range.

The company is exposed to raw material and energy costs increases. General increases affect the whole industry sector on a global basis but until the U.K energy markets become more truly competitive they represent an increased risk. The company has undertaken a number of initiatives which have reduced unit energy consumption by 23% over the last 5 years.

The company is also exposed to interest rate risks as a result of its borrowings although interest is covered by EBITDA 13 times

Environment

The company is mainly regulated under. The Pollution Prevention and Control (England and Wales) Regulations 2000 (PPC) and recognises the importance of its environmental responsibilities. The company was successful during 2007 in winning a Wales Business and Sustainability Award co-sponsored by the Environment Agency. This was in the Resource Efficiency category.

DIRECTORS' REPORT continued

Health & Safety

As a manufacturing company the risks to our employees are ever present Progress has been made in the last 4 years with accidents reduced by 41%. The company has obtained ISO 18001 over major parts of the site and the objective is to complete the rest of the site during 2008

Employees

Details of the number of employees and related costs can be found in note 4 to the financial statements on pages 10 and 11.

Applications for employment by disabled persons are always fully considered, bearing in mind the aptitude of the applicant concerned. In the event of members of staff becoming disabled every effort is made to ensure that their employment with the company continues and that appropriate training is arranged. It is the policy of the company that the training, career development and promotion of disabled persons should, as far as possible, be identical with that of other employees

The company keeps employees informed on matters relevant to them through regular meetings and newsletters. Trade union representatives are consulted regularly on a wide range of matters affecting their members' interests

DIRECTORS

The directors of the company who served during the year and thereafter are shown below

M.M.Kanndl O B E (Austrian)
P R Inch F.C M A.
M Ramsey (resigned 7th October 2007)
C Singleton
L A Scheiblreiter

P Kaindl (Austrian) (resigned 19th June 2007)
P L Landl (resigned 31st August 2007)
R.Lightwood (resigned 28th June 2007)
M C McKenna (resigned 19th June 2007 and reappointed 7th October 2007)

None of the directors has any interest in the share capital of the company, or of the immediate holding company.

POLITICAL AND CHARITABLE CONTRIBUTIONS

Contributions during the year to UK charitable organisations amounted to £30,707 (2006 - £14,832).

There were no political contributions (2006 Nil)

DIRECTORS' REPORT continued

REGISTERED AUDITORS

The resolution for the reappointment of Deloitte'& Touche LLP will be proposed at the forthcoming Annual General Meeting

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of affairs of the company and of the profit of the company for that period. In preparing these financial statements, the directors are required to:

- a) Select suitable accounting policies and then apply them consistently;
- b) Make judgements and estimates that are reasonable and prudent,
- c) State whether applicable accounting standards have been followed, and
- d) 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 proper accounting records that 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 1985. They are also responsible for the safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities

INFORMATION GIVEN TO AUDITORS

Each of the persons who is a director at the date of approval of this report confirms that

- (1) so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- (2) the director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s234ZA of the Companies Act 1985.

15th November 2007

Maesgwyn Farm, Chirk, Wrexham, LL14 5NT By order of the board

C J Rvan

Secretary

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF KRONOSPAN LIMITED

We have audited the financial statements of Kronospan Limited for the year ended 30th September 2007 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Total Recognised Gains and Losses, and the related notes 1 to 24. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. 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 auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

The directors' responsibilities for preparing the Annual Report and the financial statement in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the other information contained in the Annual Report as described in the contents section, and consider whether it is consistent with the audited financial statements. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any further information outside the Annual Report.

BASIS OF AUDIT OPINION

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF KRONOSPAN LIMITED continued

OPINION

In our opinion:

the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 30th September 2007 and of its profit for the year then ended;

- . the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- . the information given in the Directors' Report is consistent with the financial statements

Delvith & Tende ut

Deloitte & Touche LLP Chartered Accountants and Registered Auditors Manchester United Kingdom

15th November 2007

KRONOSPAN LIMITED

PROFIT AND LOSS ACCOUNT for the year ended 30th September

	Note	2007 £'000	2006 £'000
Turnover	2	218,792	180,362
Change in stocks of finished goods and work in progress	9	1,537	2,942
Other operating income	3	6,208	7,717
Raw materials and consumables		(125,974)	(116,109)
Other external charges		(18,025)	(15,742)
Staff costs	4	(23,039)	(21,713)
Depreciation and impairment less grants released		(16,827)	(13,479)
Other operating charges		(23,209)	(15,570)
Operating Profit		19,463	8,408
Bank interest payable		(1,696)	(1,447)
Other loan interest payable		(920)	(885)
Profit on ordinary activities before taxation	5	16,847	6,076
Tax on profit on ordinary activities	6	(5,143)	(2,246)
Profit for the financial year		11,704	3,830
Equity dividend	7	(11,500)	(1,400)
Retained Profit for the financial year	18	204	2,430

The above results for the financial year and comparatives derive solely from continuing operations and represents all recognised gains and losses. Accordingly no separate statement of total recognised gains and losses has been presented.

BALANCE SHEET 30th September		20	07	200	06
	Note	£'000	£'000	£'000	£'000
FIXED ASSETS Tangible assets	8		107,119		119,756
CURRENT ASSETS					
Stocks	9	16,802		15,388	
Debtors	10	32,791		33,290	
Investments	11	315		700	
Cash at bank and in hand		3,711		752	
Amount owed by other group companies	_	28,083	_	22,706	
		81,702		72,836	
CREDITORS - AMOUNTS FALLING DUE WITHIN ONE YEAR	_		_		
Bank loans and overdrafts		-		-	
Other Loans		5,039		-	
Trade creditors		30,433		23,136	
Other creditors	12	9,258		7,560	
Accruals and deferred income		2,471		1,777	
	_	47,201	_	32,473	
NET CURRENT ASSETS	-		34,501		40,363
TOTAL ASSETS LESS CURRENT LIABILITIES			141,620		160,119
CREDITORS - AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR					
Bank Loans	13	19,000		28,000	
Other Loans	13	10,119		15,000	
Amount owed to other group companies	14	7,130		10,296	
	_		36,249		53,296
PROVISIONS FOR LIABILITIES	16		15,667		16,875
ACCRUALS AND DEFERRED INCOME	15		1,347		1,795
NET ASSETS		•	88,357	•	88,153
CAPITAL AND RESERVES		•		•	
Called up share capital	17		35,000		35,000
Profit and loss account	18		53,357		53,153
EQUITY SHAREHOLDER'S FUNDS	19		88,357	•	88,153
APPROVED BY THE BOARD OF DIRECTORS				•	

15th November 2007

M.M.Kaindi O.B.E

P.R Inch F.C.M.A.

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1) ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable law and United Kingdom accounting standards. The particular accounting policies adopted are describbelow.

(a) Accounting Convention

The financial statements are prepared under the historical cost convention as modified by the revaluation of freehold property. A note of historical cost profit or loss has not been presented as there is no material difference between the result as disclosed in the profit and loss account and the result on a unmodified historical cost basis.

(b) Operating leases

Operating lease rentals are charged to the profit and loss account in equal annual instalments over the term of the lease.

(c) Tangible Fixed Assets

Tangible fixed assets are stated at cost or valuation, net of depreciation rates and any provision for impairment. Depreciation is not provided on freehold land. On other assets, depreciation is provided at rates calculated to write off their cost, or valuation during their estimated useful lives, in equal annual instalments. The annual rates of depreciation are as follows:-

Buildings

2% - 5%

Plant and machinery, vehicles & other equipment 6% - 25% Depreciation is not provided on assets in the course of construction.

(d) Stocks
Stocks are stated at the lower of cost and net realisable value.

(e) Deferred Grants

United Kingdom grants received are treated as a deferred credit and are released to the profit and loss account on the same basis as the assets to which they relate are depreciated.

(f) Foreign Exchange

All assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Profits and losses arising on foreign currency transactions are dealt with through the profit and loss account at the rates of exchange at the transaction date

(g) Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred taxation is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based upon tax rates and laws that have been enacted or substantively enacted by the balance sheet date. 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.

(h) Research and Development Research and development costs are written off to the profit and loss account as they are incurred.

1) ACCOUNTING POLICIES continued

(1) Current Asset Investments
Investments are held at cost less provision for impairment in their value

(j) Pension Scheme

The company makes contributions to a fully insured earmarked scheme for certain employees of the company Contributions are charged to the profit and loss in the year in which they fall due

(k) Cash Flow Statement

As permitted by FRS 1 "Cash Flow Statements", the company has not prepared a cash flow statement because it is a wholly owned subsidiary and consolidated financial statements in which the company is included are publicly available

2) ANALYSIS OF TURNOVER

All of the turnover is attributable to the company's principal activity. Turnover is recognised when goods are despatched or when the service is delivered. The turnover (net of VAT) attributable to each of the company's geographical markets is:

inal Rets 15.	2007 £'000	2006 £'000
United Kingdom Other EU countries Other	205,541 10,822 2,429	161,633 15,708 3,021
	218,792	180,362
3) OTHER OPERATING INCOME		
This includes discounts and rebates received, and other sundry charg	es raised	
4) INFORMATION REGARDING DIRECTORS AND EMPLOYEES	2007 £'000	2006 £'000
a) Directors' emoluments	841	836
Highest paid director's emoluments	158	149
No directors are members of a company operated pension scheme		
b) Average number of persons employed by the company :	2007 No	2006 No.
Production	560	563
Sales and distribution Administration	65 58	67 58
	683	688

4) INFORMATION REGARDING DIRECTORS AND EMPLOYEES continued		
c) Employee costs during the year	2007	2006
	£'000	£'000
Wages and salaries	20,919	19,708
Social security costs	2,107	1,990
Other pension costs	13	15
	23,039	21,713
5) PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2007	2006
	£'000	£'000
Profit before taxation is arrived at after charging/(crediting)		
(Profit)/Loss on disposal of fixed assets	(145)	9
Depreciation and impairment	17,275	13,937
Grants released	(448)	(458)
Research and development	360	79
Auditors' remuneration for audit of company's annual accounts	54	51
Remuneration to auditors for taxation services	129	83
Hire of plant and machinery	961	898
Operating Lease Rentals - plant & machinery	1,439	1,323
6) TAX ON PROFIT ON ORDINARY ACTIVITIES	2007	2006
,	£'000	£'000
United Kingdom corporation tax charge at 30% (2006 30%)		
based on the profit for the year	7,408	1,978
Prior year corporation tax	(461)	(183)
Group relief	_	108
Prior year group relief	(596)	(13)
	6,351	1,890
Deferred taxation current year	(2,539)	356
Deferred taxation prior year	1,331	-
Tax on profit on ordinary activities	5,143	2,246
Factors affecting tax charge for the year		
The current tax charge for the year is higher (2006:higher) than the would have arisen by applying the standard rate of corporation tax UK 30% (2006 30%)		
Profit on ordinary activities before taxation	16,847	6,076
Tax at 30% thereon	5,054	1,823
Expenses not deductible for tax purposes	659	619
Capital allowances in excess of depreciation	1,707	(370)
Other timing differences Current year provision	(12)	14
Prior year adjustments	(1,057)	(196)
Current tax charge for the year	6,351	1,890

7) DIVIDEND			2007 £'000	2006 £'000
Interim dividend of 24 29 pence per sh	are (2006 Nıl	per	8,500	~
Interim dividend of 8 57 pence per shaper share)	re (2006 4.0	pence	3,000	1,400
			11,500	1,400
8) TANGIBLE FIXED ASSETS			Plant and machinery,	
	Freehold Land and buildings £'000	Buildings and plant under construction £'000	vehicles & other equipment £'000	Total £'000
COST/VALUATION At 1st October 2006 Additions Transfers (Disposals)	33,415 776 - (122)	968 - -	207,072 2,992 - (115)	240,487 4,736 - (237)
At 30th September 2007	34,069	968	209,949	244,986
ACCUMULATED DEPRECIATION At 1st October 2006 Provisions Impairment Charge (Disposals)	13,899 1,495 - (38)	- - - -	106,832 12,371 3,409 (101)	120,731 13,866 3,409 (139)
At 30th September 2007	15,356	_	122,511	137,867
NET BOOK VALUE At 30th September 2007	18,713	968	87,438	107,119
At 30th September 2006	19,516	-	100,240	119,756

The value of freehold land upon which depreciation is not charged is £4,088,000 (2006 £4,088,000)

The company has taken advantage of the transitional provisions of FRS 15 "Tangible fixed assets" and retained the book amounts of freehold land and buildings which were revalued prior to implementation of that standard The properties were last revalued on 17th September 1993 and the valuations have not subsequently been updated.

8) TANGIBLE FIXED ASSETS continued Comparable amounts determined according to the historical cost convention Cost Accumulated Depreciation	Freehold Land and Buildings £'000 30,781 12,068	Buildings and plant under construction £'000 968	Plant and machinery, vehicles & other equipment £'000	Total f'000 241,698 134,579
Net Book Value At 30th September 2007	18,713	<u>-</u>	87,438	107,119
At 30th September 2006	19,516	-	100,240	119,756
9) Stocks	-		2007 £'000	2006 £'000
Raw materials and consumables Work in progress Finished goods and goods for resale			5,788 65 10,949	5,911 168 9,309
			16,802	15,388
10) DEBTORS			2007 £'000	2006 £'000
Trade debtors Amount owed by group companies due after 1 Other debtors Prepayments and accrued income	year		31,901 - 739 151	30,303 2,000 484 503
			32,791	33,290
11) CURRENT ASSET INVESTMENT			2007 £'000	2006 £'000
Listed investments at cost			315	700
The market value of listed investments was	£447,455 (2	2006 £770,144)		
12) OTHER CREDITORS			2007 £'000	2006 £'000
Taxation and social security			9,258	7,560
			9,258	7,560

NOTES	TO	THE	ΑC	COUNTS	
30th	Sept	embe	er	2007	

- F		
13) BANK LOANS (Unsecured)	2007 £'000	2006 £'000
Loan repayable in equal half yearly instalments of £1,000,000 commencing 24th September 2005 Loan repayable on 23rd September 2010 Loan repayable on 4th April 2011	3,000 5,000	5,000 5,000 10,000
Loan repayable on 17th July 2012	5,000	-
Loan repayable in equal yearly instalments of £2,000,000 commencing 29th June 2006	6,000	8,000
	19,000	28,000
Bank loans due within 1 - 2 years Bank loans due within 2 - 5 years	4,000 15,000	4,000 24,000
	19,000	28,000
Bank loans are at rates linked to Bank of England base rates.		
14) OTHER LOANS (Unsecured)	2007 £'000	2006 £'000
Loan repayable 31st October 2007 Loan repayable 31st October 2008 Loan repayable 31st October 2009 Loan repayable in 1 monthly instalments of	5,000 5,000	5,000 5,000 5,000
£4,391 and 35 monthly instalments of £4,376 commencing 31st January 2008	119	-
	10,119	15,000
Due within 1 - 2 years Due within 2 - 5 years	5,119 5,000	5,000 10,000
	10,119	15,000

Other loans are at rates linked to Bank of England base rates.

Unwinding of the discount on these loans of £2,018,664 (2006 - £1,098,288) has not been paid and is included in interest and accruals and will be repaid on the redemption of the discount notes. 2007

15) DEFERRED INCOME	£'000	£'000
Grants on plant, equipment and buildings As at 1st October Released to profit and loss account	1,795 (448)	2,253 (458)
As at 30th September	1,347	1,795

No potential liability for repayment is anticipated.

	£'000 16,875 (1,208)
_	15,667
Prov1 2007 £'000	ded 2006 £'000
16,459 (792)	17,736 (861)
15,667	16,875
2007 £'000 35,000	2006 £'000
_	2007 £'000 16,459 (792) 15,667

18) RESERVES

Profit and loss account	£'000
Balance at 1st October 2006 Profit retained for the year	53,153 204
Balance at 30th September 2007	53,357

19) RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S FUNDS	2007	2006
	£'000	£'000
Profit for the financial year Dividends Opening shareholder's funds	11,704 (11,500) 88,153	3,830 (1,400) 85,723
Closing shareholder's funds	88,357	88,153

20) ULTIMATE PARENT COMPANY AND CONTROLLING PARTY

The immediate parent is Kronospan Holdings Limited incorporated in England and Wales. That company prepares group accounts and copies of the financial statements are available from Companies House, Crown Way, Maindy, Cardiff.

The ultimate parent company and controlling party is Kronospan A.G (formerly A G. fuer Holzindustrie Triesen FL) incorporated in Liechtenstein.

21) RELATED PARTY TRANSACTIONS

The following companies are related parties under FRS8 as they have certain common directors to Kronospan Limited, who are party to key financial and operating decisions or are under common control:

Kaindl Décor GmbH M Kaindl Holzindustrie Kaindl Flooring GmbH Kronospan Forestry Ltd Maesgwyn Insurance Company Limited

During the year, the company sold goods and services to these related parties to an aggregate value of £140,981 (2006 £1,900,715), and purchased goods and services to an aggregate value of £5,058,207 (2006 £4,356,875).

The aggregate balance owed to the company by these related parties was £947,531 (2006 - £2,945) and the aggregate balance owed to them was £78,275 (2005 - £29,423).

No amounts have been written off in the period in respect of debts due to or from these related parties.

In preparing these financial statements, the directors have taken advantage of the exemptions available under paragraph 3(c) of FRS8, not to disclose transactions between entities, where 90% or more whose voting rights are controlled within the Kronospan Holdings Limited Group.

In addition the company has a loan of £ Nil (2006 - £2,000,000) to Kronospan Forestry Limited, another company under common control. The loan bears interest of £55,411 (2006 - £100,088) at 0.5% above Bank of England base rate, and is unsecured. The loan was repaid in full on 30th March 2007.

22) CONTINGENT LIABILITY

The company has given counter indemnities to its bankers in respect of amounts due to H M Revenue and Customs. These are in the normal course of business. The company is contingently liable to certain of its bankers for bills discounted amounting to £5,521,293 (2006 - £1,378,297).

23) CAPITAL COMMITMENTS	2007 £'000	2006 £'000
Authorised by directors and contracted for	1,977	1,346

24) OPERATING LEASE COMMITMENTS

At 30th September 2007 the company was committed to make the following payments in respect of operating leases:

	1,196	1,153
After 5 years	-	
Within 2- 5 years	913	1,023
Within 1 year	283	130
Leases which expire.	£'000	£'000
	2007	2006
	Other	Other