Registered number: 01727866

ABET LIMITED

DIRECTOR'S REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2014



COMPANY INFORMATION

DIRECTOR

B Mazzola

REGISTERED NUMBER

01727866

REGISTERED OFFICE

70 Roding Road London Industrial Park London

E6 6LS

INDEPENDENT AUDITORS

Nexia Smith & Williamson Chartered Accountants 25 Moorgate

London EC2R 6AY

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STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2014

BUSINESS REVIEW AND PRINCIPAL RISK AND UNCERTAINTIES

The Director would like to report that the year to 31 December 2014 was a difficult year for the company. Turnover increased by over 18% on the previous year due to diversification into markets notwithstanding increased competition from none traditional manufacturers impacting significantly on margins and market share in high pressure laminates and the other main laminate markets.

With support from the Abet Group and further sales initiatives into new markets the company is well placed to benefit from the growth in the UK economy whilst recognising the impact of competition from Asian and Euro/Asian manufacturers.

Uncertainty stemming from the Scottish Independence referendum, the forthcoming UK General Election and the possibility of a EU membership referendum impacted upon the company in 2014 and are a risk factor that could impact upon inward investment programmes which traditionally benefit the commercial and construction sectors that use the company's main product(s).

Tighter financial controls during 2014 impacted upon the company's ability to further expand during the year in its traditional distribution led marketplace.

Despite the difficult competitive situation affecting the industry the company has expanded its market share and entered new markets. The group continues to bring new products to market and will launch a major new 4 year collection in early 2015. These initiatives coupled with focused inventory and enhanced customer relationships the Director believes will continue to enhance the company's performance.

The investment by the group in obtaining both FSC and PEFC environmental certifications together with both the continued investment by the group and enhanced sales in new markets will enable the company to improve sales, margin and ultimately profitability albeit the Director recognises the continued challenges in the market. The Director remains confident for the future prospects of the company.

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Credit risk

The company's credit risk is attributable to trade debtors. The company has a policy aimed at reducing the risk of losses arising from the fallure of its debtors. The company monitors its customers in an attempt to reduce the company's exposure to bad debts and maximise sales potential.

Currency exchange risk

The company makes purchases from the Eurozone and is therefore exposed to a currency risk. The currency risk is managed by the company and its parent undertaking to ensure that it remains competitive in the UK market.

Liquidity risk

The company has the support of its parent undertaking to allow it to manage cash balances and liquidity risk.

This report was approved by the board and signed on its behalf.

B Mazzola

Director

Bate: 21 APRIL 2015

DIRECTOR'S REPORT FOR THE YEAR ENDED 31 DECEMBER 2014

The director presents his report and the financial statements for the year ended 31 December 2014.

DIRECTOR'S RESPONSIBILITIES STATEMENT

The director is responsible for preparing the Strategic report, the Director's report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the director must not approve the financial statements unless he is 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 director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is 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 him to ensure that the financial statements comply with the Companies Act 2006. He is also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

RESULTS

The loss for the year, after taxation, amounted to £389,954 (2013 - loss £1,169,893).

DIRECTOR

The director who served during the year was:

B Mazzola

DISCLOSURE OF INFORMATION TO AUDITORS

The director at the time when this Director's report is approved has confirmed that:

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

DIRECTOR'S REPORT FOR THE YEAR ENDED 31 DECEMBER 2014

AUDITORS

The auditors, Nexia Smith & Williamson, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board and signed on its behalf.

Mun B Mazzola Director

Date: 21 April 2015

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF ABET LIMITED

We have audited the financial statements of Abet Limited for the year ended 31 December 2014, which comprise the Profit and loss account, the Statement of total recognised gains and losses, the Balance sheet, the Cash flow statement and the related notes 1 to 22. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an 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 DIRECTOR AND AUDITORS

As explained more fully in the Director's responsibilities statement, the director is 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 31 December 2014 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion the information given in the Strategic report and the Director's report for the financial year for which the financial statements are prepared is consistent with the financial statements.

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF ABET LIMITED

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

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

- adequate accounting records have not been kept, 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 director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Nessa Smith & With

Stephen Drew (Senior statutory auditor)

for and on behalf of Nexia Smith & Williamson

Chartered Accountants

25 Moorgate London EC2R 6AY

Date: 29 Sure WIS

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2014

	Note	2014 £	2013 £
TURNOVER	1	8,630,035	7,212,762
Cost of sales		(7,706,016)	(6,864,640)
GROSS PROFIT		924,019	348,122
Distribution costs		(118,508)	(77,726)
Administrative expenses		(1,148,408)	(1,389,688)
OPERATING LOSS	3	(342,897)	(1,119,292)
Interest payable and similar charges	6	(47,057)	(50,601)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(389,954)	(1,169,893)
Tax on loss on ordinary activities	7	-	-
LOSS FOR THE FINANCIAL YEAR	14	(389,954)	(1,169,893)

All amounts relate to continuing operations.

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 31 DECEMBER 2014				
	2014 £	2013 £		
LOSS FOR THE FINANCIAL YEAR	(389,954)	(1,169,893)		
Unrealised surplus on revaluation of freehold property	2,360,441			
TOTAL RECOGNISED GAINS AND LOSSES RELATING TO THE YEAR	1,970,487	(1,169,893)		
NOTE OF HISTORICAL COST PROFITS AND FOR THE YEAR ENDED 31 DECEMBER				
	2014 £	2013 £		
REPORTED LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	(389,954)	(1,169,893)		
HISTORICAL COST LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	(389,954)	(1,169,893)		

ABET LIMITED REGISTERED NUMBER: 01727866

BALANCE SHEET AS AT 31 DECEMBER 2014

	Note	£	2014 · £	£	2013 £
FIXED ASSETS	11010	. ~	. ~	. ~	~
Tangible assets	8		3,883,098		1,540,232
CURRENT ASSETS					•
Stocks	9	2,734,717		2,851,059	
Debtors	10	2,987,002		2,771,574	
Cash at bank and in hand		16,650		150,705	
		5,738,369		5,773,338	
CREDITORS: amounts falling due within one year	11	(7,089,423)	·	(4,247,003)	
NET CURRENT (LIABILITIES)/ASSETS			(1,351,054)		1,526,335
TOTAL ASSETS LESS CURRENT LIABILI	TIES		2,532,044		3,066,567
CREDITORS: amounts falling due after more than one year	12		-		(2,505,010)
NET ASSETS			2,532,044		561,557
CAPITAL AND RESERVES					
Called up share capital	13		1,000,000		1,000,000
Revaluation reserve	14		2,360,441		-
Profit and loss account	14		(828,397)		(438,443)
SHAREHOLDERS' FUNDS	15		2,532,044		561,557

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 21 APRIC 2015

B Mazzola Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2014

	Note	2014 £	2013 £
Net cash flow from operating activities	16	(32,774)	103,192
Returns on investments and servicing of finance	17	(47,057)	(50,601)
Capital expenditure and financial investment	17	(54,224)	(15,315)
CASH (OUTFLOW)/INFLOW BEFORE FINANCING		(134,055)	37,276
Financing	17	-	44,444
(DECREASE)/INCREASE IN CASH IN THE YEAR		(134,055)	81,720

RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS/DEBT FOR THE YEAR ENDED 31 DECEMBER 2014

	2014 £	2013 £
(Decrease)/Increase in cash in the year Cash inflow from increase in debt and lease financing	(134,055)	81,720 (44,444)
CHANGE IN NET DEBT RESULTING FROM CASH FLOWS Other non-cash changes	(134,055) 168,743	37,276
MOVEMENT IN NET DEBT IN THE YEAR Net debt at 1 January 2014	34,688 (2,354,305)	37,276 (2,391,581)
NET DEBT AT 31 DECEMBER 2014	(2,319,617)	(2,354,305)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

1. ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention as modified by the revaluation of freehold property and in accordance with applicable accounting standards.

1.2 Going concern

At the year end the company has net current liabilities of £1,351,054. At the year end the loan from Abet S p A of €3,000,000 (£2,336,267 retranslated at the year end exchange rate) was due for repayment on 15 November 2015 and therefore classified as creditors amounts repayable within one year. Subsequent to the year end, this loan was extended until November 2018. It is also intended that €800,000 of this loan will be capitalised through allotment of shares in Abet Limited.

On this basis the director is satisfied that the company will have sufficient financial resources to enable it to meet its liabilities as they fall due and continue in operation for the foreseeable future, being not less than one year from the date on which the financial statements were approved by the board.

1.3 Turnover

Turnover comprises revenue recognised by the company in respect of goods supplied during the year, exclusive of Value Added Tax, rebates and trade discounts. Revenue is recognised when goods are dispatched.

1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost or valuation less depreciation. Depreciation is provided at rates calculated to write off the cost or valuation of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Land and buildings Plant & machinery Motor vehicles Straight line over fifty years

20% Straight Line 25% Straight Line

Fixtures & fittings
Computer equipment

15%/20% Straight Line 20% Straight Line

1.5 Revaluation of tangible fixed assets

Freehold property is carried at current year value at the balance sheet date. A full valuation is obtained from a qualified valuer for each property every five years, with an interim valuation three years after the previous full valuation, and in any year where it is likely that there has been a material change in value.

Revaluation gains and losses are recognised in the statement of total recognised gains and losses unless losses exceed the previously recognised gains or reflect a clear consumption of economic benefits, in which case the losses are recognised in the Profit and loss account.

The above represents a change in accounting policy during the year. The previous accounting policy was to recognise freehold property at historic cost less depreciation.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

1. ACCOUNTING POLICIES (continued)

1.6 Stocks

Stocks are valued at the lower of cost and net realisable value after making due allowance for obsolete and slow-moving stocks.

1.7 Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

Deferred tax is not provided on timing differences arising from the revaluation of fixed assets in the financial statements.

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse.

Deferred tax assets and liabilities are discounted.

1.8 Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date.

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction.

Exchange gains and losses are recognised in the Profit and loss account.

1.9 Pensions

The company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the company to the fund in respect of the year.

2. TURNOVER

A geographical analysis of turnover is as follows:

	2014 £	2013 £
United Kingdom Rest of European Union	8,630,035 -	7,108,052 104,710
	8,630,035	7,212,762

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

-	· · · · · · · · · · · · · · · · · · ·		·
3	OPERATING LOSS		
r	The operating loss is stated after charging/(crediting):	· .	
		2014 £	2013 £
	Depreciation of tangible fixed assets: - owned by the company (Gain)/loss on foreign exchange	73,549	68,698
	(Gain)noss on roleigh exchange	(163,250)	50,018
٠	During the year, no director received any emoluments (2013 - £NIL).		,
4.	AUDITORS' REMUNERATION		٠.
	•	2014 £	2013 £
	Fees payable to the company's auditor and its associates for the audit of the company's annual accounts	12,298	16,500
5.	STAFF COSTS		·
	Staff costs were as follows:		
		2014 £	2013 £
	Wages and salaries Social security costs Other pension costs	527,742 68,475 23,005	501,245 66,707 25,839
		619,222	593,791
	The average monthly number of employees, including the director, duri	ng the year was as fo	ollows:
		2014 No.	2013 No.
	Office and Management Production and Sales	. 9 7	9 7
		16	16
6.	INTEREST PAYABLE	•	
		2014 £	2013 £
٠	On bank loans and overdrafts	47,057	50,601

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

7. TAXATION

2014 2013 £ £
UK corporation tax charge on loss for the year - -

At the year end, the company had estimated tax losses of £3,856,073 (2013 - £3,507,534) available to carry forward. The tax losses, together with decelerated capital allowances, gave rise to a deferred tax asset of £773,659 (2013 - £701,128) has not been recognised as the period over which the asset will be recognised cannot be determined.

8. TANGIBLE FIXED ASSETS

	Freehold property £	Plant & machinery £	Motor vehicles £	Fixtures & fittings £	Office equipment £	Total £
Cost or valuation					• .	
At 1 January 2014 Additions	2,046,186 -	182,430	133,693 38,400	70,517 1,199	74,691 21,125	2,507,517 60,724
Disposals Revaluation surplus	1,730,114		(54,838)			(54,838) 1,730,114
At 31 December 2014	3,776,300	182,430	117,255	71,716	95,816	4,243,517
Depreciation					•	
At 1 January 2014 Charge for the year On disposals	594,344 35,983	150,225 12,146 -	95,596 17,467 (50,088)	58,574 2,235 -	68,546 5,718 -	967,285 73,549 (50,088)
On revalued assets	(630,327)		<u> </u>			(630,327)
At 31 December 2014	-	162,371	62,975	60,809	74,264	360,419
Net book value						
At 31 December 2014	3,776,300	20,059	54,280	10,907	21,552	3,883,098
At 31 December 2013	1,451,842	32,205	38,097	11,943	6,145	1,540,232

Freehold property has been valued by Mylako Limited, Chartered Surveyors, on the basis of open market value for existing use at 5 February 2015. The director considers the valuation to be materially in line with the valuation of the property at the year end.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

		Land and
•		buildings
At cost		2,046,186
At valuation:		
As at 31 December 2014		1,730,114
		3,776,300
If the land and buildings had not been included at valuation historical cost convention as follows:	they would have been inc	luded under th
	2014	2013
	£	£
Cost	2,046,186	2,046,186
Accumulated depreciation	(630,327)	(594,344
Net book value	1,415,859	1,451,842
		
STOCKS		
	2014	2013
	£	£
Finished goods and goods for resale	2,734,717	2,851,059
DEBTORS		
	0044	204
	2014 £	2013 £
	2,877,745	2,679,690
Trada dahinra		2,073,090
Trade debtors Amounts owed by group undertakings	230	
Trade debtors Amounts owed by group undertakings Other debtors	230	180
Amounts owed by group undertakings	230 - 109,027	180 91,704

9.

10.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

11.	CREDITORS:		
	Amounts falling due within one year		•
		2014 £	2013 £
	Loan from parent company	2,336,267	-
	Trade creditors	152,528	87,934
	Amounts owed to group undertakings	4,153,216	3,864,644
	Corporation tax	2,562	2,562
	Other taxation and social security Accruals and deferred income	315,947 128,903	234,638
	Accidais and deferred income	120,903	57,225
		7,089,423	4,247,003
12.	CREDITORS: Amounts falling due after more than one year		
	,		2012
		2014 £	2013 £
		£.	~
	Loan from parent company	-	2,505,010
13.	SHARE CAPITAL	•	
10.	OTANE OATTAL		
	•	2014	2013
		£	£
	Allotted, called up and fully paid		
	10,000 Ordinary shares of £100 each	1,000,900	1,000,000
14.	RESERVES		•
		Revaluation	Profit and
		reserve £	loss account
	At 1 January 2014	L	(438,443)
	Loss for the financial year		(389,954)
	Surplus on revaluation of freehold property	2,360,441	(000,001,
	At 31 December 2014	2,360,441	(828,397)
	A OT DESCRIBER ZUTT		

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

	• •		• •
15.	RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS		
	·	2014	2013
		£	£
	Opening shareholders' funds	561,557	731,450
	Loss for the financial year	(389,954)	(1,169,893)
•	Shares issued during the year	•	1,000,000
	Other recognised gains and losses during the year	2,360,441	
	Closing shareholders' funds	2,532,044	561,557
16.	NET CASH FLOW FROM OPERATING ACTIVITIES		
		2014	2013
		£	2013 £
	Operating loss	(342,897)	(1,119,292)
	Depreciation of tangible fixed assets	73,549	69,409
	Foreign exchange gain on loan from parent	(168,743)	-
	Profit on disposal of tangible fixed assets	(1,750)	_
	Decreáse/(increase) in stocks	116,342	(139,804)
	(Increase)/decrease in debtors	(215,428)	1,202,709
	Increase in creditors	506,153	90,170
	Net cash (outflow)/inflow from operating activities	(32,774)	103, 192
17.	ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN CASH F	LOW STATEMENT	-
		2014	2013
		£	£
	Returns on investments and servicing of finance		
	Interest paid	(47,057)	(50,601)
	interest paru	(47,037)	(30,007)
		2014	2013
		£	£
	Capital expenditure and financial investment		
	Purchase of tangible fixed assets	(60,724)	(24,850)
	Sale of tangible fixed assets	6,500	9,535
	Calc of tanging fixed doors		
	Net cash outflow from capital expenditure	(54,224)	(15,315)
		2014	2013
	Eineneine	£	£
•	Financing		
	Other new loans	-	44,444
•	·		

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

18. ANALYSIS OF CHANGES IN NET DEBT

	,		Other non-cash	
	1 January 2014	Cash flow	changes	31 December 2014
	£	£	£	£
Cash at bank and in hand	150,705	(134,055)	- .	16,650
Debt:				•
Debts due within one year Debts falling due after more than	7	**	(2,336,267)	(2,336,267)
one year	(2,505,010)	-	2,505,010	
Net debt	(2,354,305)	(134,055)	168,743	(2,319,617)

19. PENSION COMMITMENTS

The company operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £23,005 (2013 - £25,839).

20. RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption not to disclose transactions with other members of the Group under Financial Reporting Standard (FRS) 8 "Related Party Disclosures" as it is a wholly owned subsidiary.

21. POST BALANCE SHEET EVENTS

Subsequent to the year end the repayment date of the loan payable to Abet S p A of €3,000,000 was extended from 15 November 2015 to November 2018. It is also intended that €800,000 of this loan will be capitalised through allotment of shares in Abet Limited.

22. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The ultimate holding company is Abet S p A, a company incorporated in Italy.