

REGISTERED NUMBER: 02955213 (England and Wales)

**Strategic Report, Report of the Directors and
Consolidated Financial Statements for the Year Ended 31 December 2013
for
Warmup PLC**

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Warmup PLC (02955213)

Contents of the Consolidated Financial Statements for the Year Ended 31 December 2013

	Page
Company Information	1
Report of the Directors	2
Strategic Report	4
Report of the Independent Auditors	5
Consolidated Profit and Loss Account	6
Consolidated Balance Sheet	7
Company Balance Sheet	8
Consolidated Cash Flow Statement	9
Notes to the Consolidated Cash Flow Statement	10
Notes to the Consolidated Financial Statements	12

Warmup PLC (02955213)

**Company Information
For the Year Ended 31 December 2013**

DIRECTORS

A D Stimpson (Chairman)
D F Read
D Stimpson
J B Stokes
G P Parsons
S D Sheen

SECRETARY

C F W Mathias

REGISTERED OFFICE

702 Tudor Estate
Abbey Road
London
NW10 7UW

REGISTERED NUMBER

02955213

AUDITORS

Davis Grant Limited
Chartered Certified Accountants and
Registered Auditors
Treviot House
186-192 High Road
Ilford
Essex
IG1 1LR

Warmup PLC (02955213)

Report of the Directors For the Year Ended 31 December 2013

The directors present their report with the financial statements of the company and the group for the year ended 31 December 2013

PRINCIPAL ACTIVITY

The principal activity of the group in the year under review was that of design, manufacture and sale of underfloor heating and related products

DIVIDENDS

No dividends will be distributed for the year ended 31 December 2013

RESEARCH AND DEVELOPMENT

The company makes significant investments in research and development in order to improve existing products, and innovate and invent in related areas

EVENTS SINCE THE END OF THE YEAR

Information relating to events since the end of the year is given in the notes to the financial statements

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2013 to the date of this report

A D Stimpson (Chairman)
D Stimpson
J B Stokes
D F Read
G P Parsons
S D Sheen

BRANCHES OUTSIDE THE UK

The company operates a branch in Germany under the name Warmup Heizsysteme

Warmup PLC (02955213)

**Report of the Directors
For the Year Ended 31 December 2013**

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to

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

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

ON BEHALF OF THE BOARD



D F Read - Director

Date

30/6/14

Warmup PLC (02955213)

Strategic Report For the Year Ended 31 December 2013

The directors present their strategic report with the financial statements of the company and the group for the year ended 31 December 2013

REVIEW OF BUSINESS

The results for the year and financial position of the company and the group are as shown in the annexed financial statements. The directors are pleased to report that despite the general economic conditions, the company achieved 3% growth in turnover, 3% growth in gross profit and a pleasing level of overall profitability after continuing to invest in the company's infrastructure.

The directors believe the company continues to be in a good financial position due to its careful management and the retention of all retained earnings within the business. The positive levels of net assets and available funds continue to provide the platform from which to finance the company's expansion of product range and geographical sales areas.

The principal risks and uncertainties affecting the business include the following:

Environmental concerns The directors believe that the company's products are well placed to take advantage of the increased awareness of the importance of energy efficiency and the use of renewable energy sources.

Overseas market uncertainties The directors believe that despite the inherent uncertainties associated with entering any new markets, its product and service level offerings put it in a strong position to exploit these opportunities fully.

Competitive concerns The directors believe that the high quality of the company's product and service delivery enable it to successfully differentiate and protect itself from all competitors, including lower cost competitors.

Loss of key personnel risk The directors continually review the incentive plans to ensure the risk of losing key personnel is reduced. The company also has a broad and strong management team which would mitigate the impact of losing key personnel.

Key financial performance indicators are used to monitor and manage the company and to measure progress towards the company's objectives:

	2013	2012
	%	%
1 Growth in Group Turnover	3	7
2 Growth in Group Gross Profit	3	8
3 Overseas Turnover as % of Total	30	29

Measure

- 1 (Turnover current - Turnover comparative) / Turnover comparative
- 2 (Gross Profit current - Gross Profit comparative) / Gross Profit comparative
- 3 Overseas Turnover / Total Turnover

FUTURE DEVELOPMENTS

The company intends to continue expansion by increasing its penetration into overseas markets and by increasing its product range and is investing considerable sums in these endeavours.

ON BEHALF OF THE BOARD



D F Read - Director

Date

30/6/14

**Report of the Independent Auditors to the Members of
Warmup PLC (2955213)**

We have audited the financial statements of Warmup Plc for the year ended 31st December 2013 on pages six to twenty three. 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 a Report of the Auditors and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page three, 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 the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the group's and parent company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition we read all the financial and non-financial information in the Report of the Directors to identify material inconsistencies with the audited financial statements. If we become aware of any material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the groups and parent company's affairs as at 31st December 2013 and of the group's profits 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 Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

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

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

Davis Grant Ltd

B G Chernoff FCA, FCCA (Senior Statutory Auditor)

for and on behalf of Davis Grant Limited

Chartered Certified Accountants and

Statutory Auditors

Treviot House

186-192 High Road

Ilford

Essex

IG1 1LR

Date 30.6.14.

Warmup PLC (02955213)
Consolidated Profit and Loss Account
Year Ended 31 December 2013

		2013	2012
	Note	£'000	£'000
TURNOVER	2	14,331	13,978
Cost of Sales		(6,993)	(6,823)
GROSS PROFIT		<u>7,338</u>	<u>7,155</u>
Distribution Costs		(1,127)	(1,224)
Administrative Expenses		(6,019)	(5,604)
		<u>(7,146)</u>	<u>(6,828)</u>
OPERATING PROFIT	4	<u>192</u>	<u>327</u>
Interest payable and similar charges	5	(45)	(25)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		<u>147</u>	<u>302</u>
Tax on profit on ordinary activities	6	(52)	(111)
PROFIT FOR THE FINANCIAL YEAR AFTER TAXATION		<u>95</u>	<u>191</u>
Minority interest - equity		3	13
RETAINED PROFIT FOR THE FINANCIAL YEAR FOR THE GROUP		<u><u>98</u></u>	<u><u>204</u></u>

CONTINUING OPERATIONS

None of the group's activities were acquired or discontinued during the current year or previous year

TOTAL RECOGNISED GAINS AND LOSSES

The group has no recognised gains or losses other than the losses for the current year or previous year

Warmup PLC (02955213)
Consolidated Balance Sheet
At 31 December 2013

	Note	2013 £'000	2012 £'000
FIXED ASSETS			
Tangible assets	8	626	241
		<u>626</u>	<u>241</u>
CURRENT ASSETS			
Stocks	10	1,788	2,078
Debtors	11	2,739	2,688
Cash at bank and in hand		539	744
		<u>5,066</u>	<u>5,510</u>
CREDITORS			
Amounts falling due within one year	12	(3,582)	(3,925)
NET CURRENT ASSETS		<u>1,484</u>	<u>1,585</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>2,110</u>	<u>1,826</u>
CREDITORS			
Amounts falling due after more than one year	13	(170)	-
PROVISIONS FOR LIABILITIES	16	(40)	(6)
MINORITY INTEREST	17	18	15
NET ASSETS		<u><u>1,918</u></u>	<u><u>1,835</u></u>
CAPITAL AND RESERVES			
Called up share capital	18	373	373
Share premium account	19	587	587
Capital Redemption Reserve	19	42	42
Profit and loss account	19	916	833
SHAREHOLDERS FUNDS	21	<u><u>1,918</u></u>	<u><u>1,835</u></u>

The financial statements were approved by the Board of Directors on 30/6/14 and were signed on its behalf by



D F Read - Director

Warmup PLC (02955213)
Company Balance Sheet
At 31 December 2013

	Note	2013 £'000	2012 £'000
FIXED ASSETS			
Tangible assets	8	608	229
Investments	9	33	32
		<u>641</u>	<u>261</u>
CURRENT ASSETS			
Stocks	10	1,429	1,699
Debtors			
Due Within One Year	11	2,502	2,452
Due After More than One Year	11	2,384	2,196
Cash at bank and in hand		483	618
		<u>6,799</u>	<u>6,965</u>
CREDITORS			
Amounts falling due within one year	12	(3,415)	(3,714)
NET CURRENT ASSETS			
		<u>3,384</u>	<u>3,251</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			
		4,025	3,512
CREDITORS			
Amounts falling due after more than one year	13	(170)	-
PROVISIONS FOR LIABILITIES			
	16	(40)	(6)
NET ASSETS			
		<u>3,815</u>	<u>3,506</u>
CAPITAL AND RESERVES			
Called up share capital	18	373	373
Share premium account	19	587	587
Capital Redemption Reserve	19	42	42
Profit and loss account	19	2,813	2,504
SHAREHOLDERS FUNDS			
	21	<u>3,815</u>	<u>3,506</u>

The financial statements were approved by the Board of Directors on 30/6/14 and were signed on its behalf by



D F Read - Director

Warmup PLC (02955213)
Consolidated Cash Flow Statement
Year Ended 31 December 2013

		2013	2012
	Note	<u>£'000</u>	<u>£'000</u>
Net cash (outflow)/inflow from operating activities	1	535	(80)
Returns on investments and servicing of finance	2	(45)	(25)
Taxation		(117)	(110)
Capital expenditure	2	(555)	(180)
Cash (outflow)/inflow before use of liquid resources and financing		(182)	(395)
Financing	2	(22)	776
(Decrease)/Increase in cash in the period		<u>(204)</u>	<u>381</u>

Reconciliation of net cash flow to movement in net debt

	3		
(Decrease)/Increase in cash in the period		(204)	381
Cash inflow/(outflow) from changes in debt		22	(776)
Change in net debt resulting from cashflows		<u>(182)</u>	<u>(395)</u>
Movement in net debt in the period		(182)	(395)
Net debt at start of period		(686)	(291)
Net debt at end of period		<u>(868)</u>	<u>(686)</u>

Warmup PLC (02955213)
Notes to the Consolidated Cash Flow Statement
Year Ended 31 December 2013

RECONCILIATION OF OPERATING PROFIT TO NET CASH OUTFLOW FROM OPERATING
1 ACTIVITIES

	2013 £ '000	2012 £ '000
Operating profit	192	327
Depreciation charges	172	112
Profit on disposal of fixed assets	-	-
Acquisitions and disposals	-	-
Foreign Exchange Difference in Reserves	(15)	(34)
Decrease/(increase) in stocks	290	(392)
(Decrease)/increase in debtors	(51)	(68)
(Decrease)/increase in creditors	(53)	(25)
Net cash inflow from operating activities	535	(80)

ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW
2 STATEMENT

	2013 £ '000	2012 £ '000
Returns on investments and servicing of finance		
Interest paid	(45)	(25)
Net cash outflow for returns on investment and servicing of finance	(45)	(25)
Capital expenditure		
Purchase of tangible fixed assets	(557)	(180)
Sale of tangible fixed assets	2	-
Net cash outflow for capital expenditure and financial investment	(555)	(180)
Financing		
Movement on finance facilities	(22)	776
Net proceeds from share issue	-	-
Net cash inflow / (outflow) from financing	(22)	776

Warmup PLC (02955213)
Notes to the Consolidated Cash Flow Statement
Year Ended 31 December 2013

3 ANALYSIS OF CHANGES IN NET DEBT

	At 1 January 2013 <u>£ '000</u>	Cash Flow <u>£ '000</u>	At 31 December 2013 <u>£ '000</u>
Cash in hand and at bank	744	(205)	539
	<u>744</u>	<u>(205)</u>	<u>539</u>
Bank loans and overdrafts - In one year or less or on demand	(1,430)	192	(1,238)
Bank loans and overdrafts - In one year or more	-	(170)	(170)
	<u>(1,430)</u>	<u>22</u>	<u>(1,408)</u>
	<u>(686)</u>	<u>(182)</u>	<u>(868)</u>

Warmup PLC (02955213)
Notes to the Consolidated Financial Statements
Year Ended 31 December 2013

I ACCOUNTING POLICIES

Accounting convention

The financial statements are prepared under the historical cost convention

The financial statements have been prepared in accordance with applicable United Kingdom accounting standards

Basis of consolidation

The group financial statements consolidate the accounts of Warmup Plc and all its subsidiary undertakings made up to 31 December each year, the group profit and loss account includes the results of all subsidiary undertakings for the period from the date of the acquisition and up to the date of disposal

Turnover and profits arising on trading between group companies are excluded

Turnover

Turnover is the total amount receivable by the Group for goods and services supplied, excluding VAT

For installation contracts which are invoiced in advance, the income arising is recognised upon certified completion of each phase of the full installation. Costs incurred under these contracts are charged to the profit and loss account proportionate to the percentage certified complete of the full installation

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off the cost less estimated residual value of each asset over its estimated useful life

Improvements to property	Straight line over the life of the lease
Fixtures and fittings	10% - 33% on cost
Motor vehicles	25% on cost

Stocks

Stocks and work in progress are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items

Cost includes all direct expenditure and an appropriate proportion of fixed and variable overheads

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date

Foreign currencies

Group

The results for overseas undertakings are translated into Sterling at the average rates ruling throughout the period and the balance sheets of overseas undertakings are translated into Sterling at the rates ruling at the balance sheet dates. Exchange differences arising on consolidation are taken directly to reserves

Company

Assets and liabilities denominated in foreign currencies are converted at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated at the exchange rate ruling at the date of each transaction. These translation differences are dealt with through the profit and loss account

Warmup PLC (02955213)
Notes to the Consolidated Financial Statements
Year Ended 31 December 2013

1 ACCOUNTING POLICIES (continued)

Hire purchase and leasing commitments

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible assets and depreciated over the shorter of the lease term and their useful lives. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce constant periodic rates of charge on the net obligations outstanding in each period.

Pension costs and other post-retirement benefits

The group operates a defined contribution pension scheme. Contributions payable to the group's pension scheme are charged to the profit and loss account in the period to which they relate.

Share-based Payments

The Company operates a number of equity-settled share based payment plans and a cash settled share-based bonus scheme. Equity-settled share based payments are measured at fair value at the date of grant which is then expensed over the vesting period. For the cash settled bonus scheme, a liability equal to the portion of the services received is recognised at its current fair value determined at each balance sheet date. Fair value is determined by reference to option pricing models, principally the Black-Scholes model. Expected life in the models has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

Investments

Fixed asset investments are stated at cost less provision for diminution in value.

2 TURNOVER

The turnover and profit before taxation are attributable to the one principal activity of the group.

A geographical analysis of turnover by geographical market is given below.

	2013 £ '000	2012 £ '000
United Kingdom	9,975	9,831
Rest of Europe	2,529	2,431
North America	1,732	1,662
Rest of World	95	54
	<u>14,331</u>	<u>13,978</u>

Warmup PLC (02955213)
Notes to the Consolidated Financial Statements
Year Ended 31 December 2013

3 STAFF COSTS

	2013 <u>£ '000</u>	2012 <u>£ '000</u>
Wages and salaries	4,103	3,910
Social security costs	529	491
Pension costs	6	6
	<u>4,638</u>	<u>4,407</u>

The average number of employees during the year was as follows

	2013 No	2012 No
Manufacturing	16	15
Sales & Admin	125	119
	<u>141</u>	<u>134</u>

4 OPERATING PROFIT

	2013 <u>£ '000</u>	2012 <u>£ '000</u>
The operating profit is stated after charging/(crediting)		
Other operating leases	472	330
Depreciation - owned assets	172	112
Auditors' remuneration - audit fees	29	30
Auditors' remuneration -other services	6	7
Foreign exchange differences	7	(3)

	2013 <u>£</u>	2012 <u>£</u>
Directors Remuneration	502,590	448,217
Directors' pension contributions to money purchase pension schemes	4,368	4,204

The number of directors to whom retirement benefits were accruing was as follows

Money purchase schemes	<u>1</u>	<u>1</u>
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	2013 <u>£</u>	2012 <u>£</u>
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Information regarding the highest paid director is as follows

Emoluments etc	<u>218,921</u>	<u>215,939</u>
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Warmup PLC (02955213)
Notes to the Consolidated Financial Statements
Year Ended 31 December 2013

5 INTEREST PAYABLE AND SIMILAR CHARGES

	2013 £ '000	2012 £ '000
Bank Interest	45	25
	<u>45</u>	<u>25</u>

6 TAX ON PROFIT ON ORDINARY ACTIVITIES

Analysis of tax charge

The tax charge on the profit on ordinary activities for the year was as follows

	2013 £ '000	2012 £ '000
Current tax		
UK corporation tax	16	115
Overseas taxes	2	
Adjustments in respect of previous periods		-
Total current tax	<u>18</u>	<u>115</u>
Deferred tax	34	(4)
Tax on profit on ordinary activities	<u>52</u>	<u>111</u>

Factors affecting tax charge

The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below

	£ '000	£ '000
Profit on ordinary activities before tax	<u>147</u>	<u>302</u>
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 23% (2012 - 24%)	34	72
Effects of		
Expenses not deductible for tax purposes	3	4
Depreciation in excess of capital allowances	(28)	9
Effect of enhanced Research and Development deduction	(42)	(29)
Overseas losses not offset	50	59
Effect of change in tax rate	-	(1)
Marginal relief	(1)	-
Current tax charge	<u>16</u>	<u>114</u>

Warmup PLC (02955213)
Notes to the Consolidated Financial Statements
Year Ended 31 December 2013

7 PROFIT OF PARENT COMPANY

As permitted by Section 408 of the Companies Act 2006, the profit and loss account of the parent company is not presented as part of these financial statements

The parent company's profit for the financial year was £365,341 (2012 - £423,639)

8 TANGIBLE FIXED ASSETS

Group

	Improvements to Property £ '000	Fixtures & Fittings £ '000	Motor Vehicles £ '000	Total £ '000
Cost				
At 1 January 2013	143	586	37	766
Translation difference				-
Additions	239	318		557
Disposals		(44)	-	(44)
At 31 December 2013	<u>382</u>	<u>860</u>	<u>37</u>	<u>1,279</u>
Accumulated depreciation				
At 1 January 2013	84	404	37	525
Translation difference				-
Charge for the period	31	141		172
Eliminated on disposal		(44)	-	(44)
At 31 December 2013	<u>115</u>	<u>501</u>	<u>37</u>	<u>653</u>
Net book value				
At 31 December 2013	<u>267</u>	<u>359</u>	<u>-</u>	<u>626</u>
At 31 December 2012	<u>59</u>	<u>182</u>	<u>-</u>	<u>241</u>

Company

	Improvements to Property £ '000	Fixtures & Fittings £ '000	Motor Vehicles £ '000	Total £ '000
Cost				
At 1 January 2013	143	553	37	733
Additions	239	304		543
Disposals		(44)	-	(44)
At 31 December 2013	<u>382</u>	<u>813</u>	<u>37</u>	<u>1,232</u>
Accumulated depreciation				
At 1 January 2013	84	383	37	504
Charge for the period	31	133	-	164
Eliminated on disposal		(44)	-	(44)
At 31 December 2013	<u>115</u>	<u>472</u>	<u>37</u>	<u>624</u>
Net book value				
At 31 December 2013	<u>267</u>	<u>341</u>	<u>-</u>	<u>608</u>
At 31 December 2012	<u>59</u>	<u>170</u>	<u>-</u>	<u>229</u>

Warmup PLC (02955213)
Notes to the Consolidated Financial Statements
Year Ended 31 December 2013

9 FIXED ASSET INVESTMENTS

Company

	Shares in Group undertakings £ '000
Cost	
At 1 January 2013	32
Additions	1
At 31 December 2013	<u>33</u>
Net book value	
At 31 December 2013	<u>33</u>
At 31 December 2012	<u>32</u>

Interests in principal subsidiaries

The group or company's investments at the balance sheet date in share capital of companies include the following

Subsidiaries

Warmup Inc

Country of incorporation USA

Nature of business Sale of underfloor heating products

	%	2013	2012
	holding	£ '000	£ '000
Class of shares			
Ordinary	100.00	(1,708)	(1,593)
Aggregate capital and reserves		(148)	(267)
Loss for the year			

Warmup SL

Country of incorporation Spain

Nature of business Sale of underfloor heating products

	%	2013	2012
	holding	£ '000	£ '000
Class of shares			
Ordinary	100.00	(16)	45
Aggregate capital and reserves		(62)	(7)
(Loss) / Profit for the year			

Warmup PLC (02955213)
Notes to the Consolidated Financial Statements
Year Ended 31 December 2013

9 FIXED ASSET INVESTMENTS - continued

Warmup Inc

Country of incorporation Canada

Nature of business Sale of underfloor heating products

Class of shares	% holding
Ordinary	100.00

	2013 <u>£ '000</u>	2012 <u>£ '000</u>
Aggregate capital and reserves	(104)	(55)
Profit/(Loss) for the year	<u>(56)</u>	<u>(23)</u>

Warmup Turkey

Country of incorporation Turkey

Nature of business Sale of underfloor heating products

Class of shares	% holding
Ordinary	51.00

	2013 <u>£ '000</u>	2012 <u>£ '000</u>
Aggregate capital and reserves	5	1
Loss for the period	<u>(6)</u>	<u>(26)</u>

Warmup Solutions Limited

Country of incorporation England & Wales

Nature of business Dormant

Class of shares	% holding
Ordinary	100.00

Betterbuild Limited

Country of incorporation England & Wales

Nature of business Marketing

Class of shares	% holding
Ordinary	51.00

	2013 <u>£ '000</u>	2012 <u>£ '000</u>
Aggregate capital and reserves	(2)	(1)
Loss for the period	<u>(1)</u>	<u>(1)</u>

10 STOCKS

	Group		Company	
	2013 <u>£ '000</u>	2012 <u>£ '000</u>	2013 <u>£ '000</u>	2012 <u>£ '000</u>
Raw materials	231	252	221	248
Work in progress	178	133	141	133
Finished goods	<u>1,379</u>	<u>1,693</u>	<u>1,067</u>	<u>1,318</u>
	<u>1,788</u>	<u>2,078</u>	<u>1,429</u>	<u>1,699</u>

Warmup PLC (02955213)
Notes to the Consolidated Financial Statements
Year Ended 31 December 2013

11 DEBTORS

	Group		Company	
	2013	2012	2013	2012
	<u>£ '000</u>	<u>£ '000</u>	<u>£ '000</u>	<u>£ '000</u>
Amounts due within one year				
Trade debtors	2,520	2,513	2,327	2,320
Other debtors	20	11	4	1
Prepayments	198	164	172	131
	<u>2,739</u>	<u>2,688</u>	<u>2,502</u>	<u>2,452</u>
Amounts due after more than one year				
Amounts owed by group undertakings	-	-	2,384	2,196
	<u>2,739</u>	<u>2,688</u>	<u>4,886</u>	<u>4,648</u>

Group

The value of debtors factored and subject to a fixed charge are £2,078,120 (2012 - £2,197,405)

Company

The value of debtors factored and subject to a fixed charge are £2,078,120 (2012 - £2,197,405)

12 CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Company	
	2013	2012	2013	2012
	<u>£ '000</u>	<u>£ '000</u>	<u>£ '000</u>	<u>£ '000</u>
Bank loans (see note 13)	1,238	1,430	1,238	1,430
Trade creditors	1,452	1,628	1,304	1,457
Amounts owed to group undertakings	-	-	-	-
Tax	23	121	22	120
PAYE	112	112	106	105
VAT	221	275	232	276
Other creditors	16	11	15	12
Accrued expenses	522	348	498	314
	<u>3,582</u>	<u>3,925</u>	<u>3,415</u>	<u>3,714</u>

13 LOANS

An analysis of the maturity of loans is given below

	Group		Company	
	2013	2012	2013	2012
	<u>£ '000</u>	<u>£ '000</u>	<u>£ '000</u>	<u>£ '000</u>
Amounts falling due within one year or on demand				
Bank borrowings	1,238	1,430	1,238	1,430
Amounts falling due after one year				
Bank borrowings	170	-	170	-
	<u>1,408</u>	<u>1,430</u>	<u>1,408</u>	<u>1,430</u>

Warmup PLC (02955213)
Notes to the Consolidated Financial Statements
Year Ended 31 December 2013

14 OPERATING LEASE COMMITMENTS

The group has annual commitments under non-cancellable operating leases set out below

	Land & Buildings		Other operating leases	
	2013	2012	2013	2012
	£ '000	£ '000	£ '000	£ '000
Leases which expire				
Within one year	-	-	47	18
Between one and five years	30	142	102	127
After five years	238	127		
	<u>268</u>	<u>269</u>	<u>149</u>	<u>145</u>

15 SECURED DEBTS

The following secured debts are included within creditors

	Group		Company	
	2013	2012	2013	2012
	£ '000	£ '000	£ '000	£ '000
Term Loan	220	-	220	-
Invoice finance facility	571	660	571	660
Import loan facility	616	770	616	770
	<u>1,408</u>	<u>1,430</u>	<u>1,408</u>	<u>1,430</u>

16 PROVISIONS FOR LIABILITIES

	Group		Company	
	2013	2012	2013	2012
	£ '000	£ '000	£ '000	£ '000
Deferred Tax	<u>40</u>	<u>6</u>	<u>40</u>	<u>6</u>
Group				Deferred tax £,000
At 1 January 2013				6
Accelerated capital allowances				34
At 31 December 2013				<u>40</u>
Company				Deferred tax £,000
At 1 January 2013				6
Accelerated capital allowances				34
At 31 December 2013				<u>40</u>

17 MINORITY INTERESTS

The company owns 51% of the share capital of Betterbuild Limited

The company owns 51% of the share capital of Warmup Elektrikli Yerden Isıtma Sistemleri Sanayi Ve Ticaret

These investments have been consolidated as part of these financial statements with the minority interest shown in both the consolidated profit and loss and balance sheet

Warmup PLC (02955213)
Notes to the Consolidated Financial Statements
Year Ended 31 December 2013

18 CALLED UP SHARE CAPITAL

Allotted and fully paid

	2013 <u>£ '000</u>	2012 <u>£ '000</u>
373,303 Ordinary shares of £1 each (2012 - 373,303)	<u>373</u>	<u>373</u>

The company has the following number of ordinary shares issuable under share options

Enterprise Management Incentive Options

Date of Grant	Number of Ordinary Shares Under Option	Exercise Price	Exercise Period	
			From	To
16/12/2013	2,345	8.50	01/01/2015	15/12/2023
16/12/2013	1,155	8.50	01/01/2016	15/12/2023

Unapproved Share Options

Date of Grant	Number of Ordinary Shares Under Option	Exercise Price	Exercise Period	
			From	To
02/07/2013	30,000	8.50	01/01/2015	01/07/2023

19 RESERVES

	Profit and loss account <u>£ '000</u>	Share Premium Account <u>£ '000</u>	Capital Redemption Reserve <u>£ '000</u>	Total <u>£ '000</u>
Group				
At 1 January 2013	833	587	42	1,462
Retained (loss) / profit for period	98			98
Foreign exchange differences	(15)			(15)
Issue of shares				-
Repurchase and cancellation of shares				-
At 31 December 2013	<u>916</u>	<u>587</u>	<u>42</u>	<u>1,545</u>
Company				
At 1 January 2013	2,504	587	42	3,133
Retained (loss) / profit for period	315			315
Foreign exchange differences	(6)	-	-	(6)
Issue of shares	-	-	-	-
Repurchase and cancellation of shares	-	-	-	-
At 31 December 2013	<u>2,813</u>	<u>587</u>	<u>42</u>	<u>3,442</u>

Warmup PLC (02955213)
Notes to the Consolidated Financial Statements
Year Ended 31 December 2013

20 ULTIMATE CONTROLLING PARTY

The company was controlled throughout the current and prior periods by its director, Mr A D Stimpson. At the balance sheet date Mr A D Stimpson had a controlling interest of 69.81% of the company's issued share capital (2012 - 69.81%).

21 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS FUNDS

	Group		Company	
	2013	2012	2013	2012
	<u>£ '000</u>	<u>£ '000</u>	<u>£ '000</u>	<u>£ '000</u>
Profit / (loss) for the financial year	98	204	315	431
Goodwill written off on acquisition	-	-	-	-
Foreign exchange differences	(15)	(33)	(6)	(7)
Issue of shares	-	-	-	-
Repurchase and cancellation of shares	-	-	-	-
Net increase/(reduction) in shareholders' deficit	83	171	309	424
Opening shareholders' funds	1,835	1,664	3,506	3,082
Closing shareholders' funds	<u>1,918</u>	<u>1,835</u>	<u>3,815</u>	<u>3,506</u>

Warmup PLC (02955213)
Notes to the Consolidated Financial Statements
Year Ended 31 December 2013

22 SHARE BASED PAYMENT TRANSACTIONS

2003 Discretionary Share Option Scheme, Enterprise Management Incentive Share Option Scheme & Unapproved Share Option Scheme

Options are granted to employees and senior employees at the market price of the Company's ordinary shares

The options vest from 1 to 3 years following grant date. Options will not vest unless the employee remains in the service of the Company, and that the relevant performance criteria where applicable are met

Reconciliations of the number and weighted average exercise price by option scheme are presented below

Number of shares	Discretionary Scheme	EMI	Unapproved Scheme
At 1 January 2013	1,500		834
Granted		3,500	30,000
Forfeited			
Lapsed			
Exercised			
Lapsed in the year	(1,500)		(834)
At 31 December 2013	<u>0</u>	<u>3,500</u>	<u>30,000</u>

Exercisable at 31 December 2013	0	0	0
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Weighted Average Exercise Price	Discretionary Scheme	EMI	Unapproved Scheme
At 1 January 2013	6.00		6.00
Granted		8.50	8.50
Forfeited			
Lapsed			
Exercised			
Lapsed in the year	(6.00)		(6.00)
At 31 December 2013	<u>0.00</u>	<u>8.50</u>	<u>8.50</u>

Exercisable at 31 December 2013	0.00	0.00	0.00
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