

Registration number: 03724689

# Prelok Specialist Products Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2013

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**Prelok Specialist Products Limited**  
**Company Information**

<b>Directors</b>	G E Barnes
	G P Martin
	A G Peart
	S A Peckham
	M J Richards
<b>Company secretary</b>	A D C Westley
<b>Registered office</b>	11th Floor
	Colmore Plaza
	20 Colmore Circus Queensway
	Birmingham
	West Midlands
<b>Auditor</b>	B4 6AT
	Deloitte LLP
	London
	United Kingdom

## **Prelok Specialist Products Limited**

### **Strategic Report for the Year Ended 31 December 2013**

The Directors present their strategic report for the year ended 31 December 2013.

#### **Principal activity**

The Company's principal activity during the year was the manufacture of industrial components. On 16 December 2013, the Company disposed of its trading activity along with its fixed assets and inventory to Inlex Locking Limited for consideration of £415,000. After this date, the Company's principal activity is that of a head office company.

#### **Fair review of the business**

Turnover for the year ended 31 December 2013 was £1,420,000 (year ended 31 December 2012: £1,388,000). The operating loss for the year ended 31 December 2013 was £697,000 (year ended 31 December 2012: loss of £450,000). The retained loss for the year ended 31 December 2013 was £685,000 (year ended 31 December 2012: loss of £423,000).

The Company considers its key performance indicators to be in line with those of Melrose Industries PLC as disclosed in the Strategic Report of the 2013 Annual Report. Turnover during the year increased slightly by 2% to £1,420,000 whilst operating losses excluding the impact of exceptional operating items improved to £111,000 compared to £221,000 in 2012. This was due to cost saving programmes which were implemented towards the end of 2012.

As a result of the disposal of all trading activities, fixed assets and stocks on 16 December 2013 all trading activities during the year relate to discontinued operations. Restructuring costs incurred as a result of the cessation of business and the redundancy of employees totalled £586,000.

#### **Principal risks and uncertainties**

The Company's activities expose it to a number of financial risks including credit risk and liquidity risk.

## **Prelok Specialist Products Limited**

### **Strategic Report for the Year Ended 31 December 2013**

#### ***Credit risk***

The Company's principal financial assets are trade receivables.

The Company's credit risk is primarily attributable to its trade receivables and receivables from other Group undertakings. The amounts presented in the Balance Sheet are net of allowances for doubtful receivables. An allowance for impairment is made where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows.

The Company has no significant concentration of credit risk, with exposure spread over a large number of counterparties and customers.

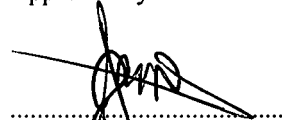
#### ***Liquidity risk***

In order to maintain liquidity to ensure that sufficient funds are available for ongoing operations and future developments, the Company ensures regular communication with other Group companies.

#### ***Going concern***

The Directors have considered the going concern assumption given the current uncertain economic climate and have reviewed the Company forecast for the foreseeable future. After making enquiries and considering the above facts, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Approved by the Board on 29 September 2014 and signed on its behalf by:



G E Barnes  
Director

## **Prelok Specialist Products Limited**

### **Directors' Report for the Year Ended 31 December 2013**

The Directors present their report and the audited financial statements for the year ended 31 December 2013.

#### **Directors of the company**

The directors who held office during the year were as follows:

G E Barnes

G P Martin

A G Peart

S A Peckham

M J Richards

#### **Dividends**

The Directors do not recommend the payment of a dividend in the year (year ended 31 December 2012: £nil).

#### **Employment of disabled persons**

It is the policy of the Company to give full and fair consideration to applications made by disabled persons for job vacancies, where particular job requirements are within their ability and, where possible, arrangements are made for the continuing employment of employees who have become disabled.

#### **Employee involvement**

The Company has developed a wide range of voluntary practices and procedures for employee involvement. The Company encourages this approach to provide information and consultation and believes this promotes understanding of the issues facing the individual business in which the employee works.

It is Company policy to achieve and maintain a high standard of health and safety by all practical means and the active involvement of employees in matters of health and safety is encouraged.

#### **Directors' indemnities**

The ultimate parent undertaking has indemnified one or more Directors of the Company against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. Such qualifying third party indemnity provision was in force throughout the year and at the date of this report.

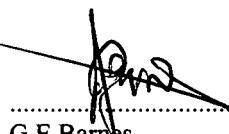
**Prelok Specialist Products Limited**  
**Directors' Report for the Year Ended 31 December 2013**

**Disclosure of information to the auditor**

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditor is unaware.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Approved by the Board on 29 September 2014 and signed on its behalf by:

  
.....  
G E Barnes  
Director

## **Prelok Specialist Products Limited 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). 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 apply them consistently;
- make judgements and accounting 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 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.



## **Prelok Specialist Products Limited**

### **Independent Auditor's Report to the members of Prelok Specialist Products Limited**

We have audited the financial statements of Prelok Specialist Products Limited for the year ended 31 December 2013, set out on pages 9 to 20. 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 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 Statement of Directors' Responsibilities (set out on page 6), the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

#### **Scope of the audit of the financial statements**

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 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 Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

#### **Opinion on the 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 2013 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

**Prelok Specialist Products Limited**  
**Independent Auditor's Report to the members of Prelok Specialist Products 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 directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.



.....  
Jeremy Black (Senior Statutory Auditor)  
For and on behalf of Deloitte LLP, Chartered Accountants and Statutory Auditor

London  
United Kingdom

29 September 2014

**Prelok Specialist Products Limited**  
**Profit and Loss Account for the Year Ended 31 December 2013**

	Note	2013 £ 000	2012 £ 000
Turnover	2	1,420	1,388
Cost of sales		<u>(1,195)</u>	<u>(1,219)</u>
Gross profit		225	169
Distribution costs		(110)	(110)
Administrative expenses		(226)	(280)
Exceptional operating items	3	<u>(586)</u>	<u>(229)</u>
Operating loss	3	(697)	(450)
Interest receivable and similar income	5	<u>12</u>	<u>27</u>
Loss on ordinary activities before taxation		(685)	(423)
Tax on loss on ordinary activities	8	<u>-</u>	<u>-</u>
Loss for the financial year	16	<u><u>(685)</u></u>	<u><u>(423)</u></u>

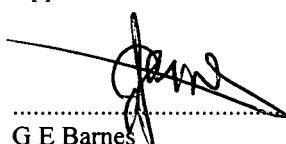
The above results derive from discontinued operations.

The company has no recognised gains or losses for the year other than the results above.

**Prelok Specialist Products Limited**  
**(Registration number: 03724689)**  
**Balance Sheet as at 31 December 2013**

	Note	2013 £ 000	2012 £ 000
<b>Fixed assets</b>			
Tangible assets	9	-	269
<b>Current assets</b>			
Stocks	11	-	96
Debtors	12	4,779	4,624
		4,779	4,720
Creditors: Amounts falling due within one year	13	(1,143)	(768)
Net current assets		3,636	3,952
Total assets less current liabilities		3,636	4,221
Provisions for liabilities	14	(100)	-
Net assets		3,536	4,221
<b>Capital and reserves</b>			
Called up share capital	15	45,000	45,000
Share premium reserve	16	4,950	4,950
Profit and loss account	16	(46,414)	(45,729)
Shareholders' funds	17	3,536	4,221

Approved and authorised for issue by the Board on 29 September 2014 and signed on its behalf by:

  
 .....  
 G E Barnes  
 Director

**Prelok Specialist Products Limited**  
**Notes to the Financial Statements for the Year Ended 31 December 2013**

**1 Accounting policies**

The principal accounting policies are summarised below. They have all been applied consistently.

**Basis of preparation**

The financial statements have been prepared under the historical cost convention, in accordance with applicable United Kingdom law and accounting standards, and on a going concern basis as described in the Strategic Report.

**Exemption from preparing a cash flow statement**

The company is exempt from preparing a cash flow statement as 90% or more of the voting rights are held within the group.

**Going concern**

The Directors have considered the going concern assumption given the current uncertain economic climate and have reviewed the Company forecast for the foreseeable future. After making enquiries and considering the above facts, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

**Turnover**

Turnover comprises the invoiced value of goods and services supplied by the Company exclusive of value added taxes. Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on despatch of goods.

Revenue from servicing and repair of assets which remain the property of their owners during the work is recognised over the period in which the service is provided.

**Revenue recognition**

Revenue is recognised to the extent that the company obtains the right to consideration in exchange for its performance. Revenue is measured at the fair value of the consideration received, excluding discounts, rebates, VAT and other sales tax or duty.

**Tangible fixed assets and depreciation**

Tangible fixed assets are stated at cost less accumulated depreciation and any provision for impairment. Depreciation is provided on all tangible fixed assets, other than freehold land, at rates calculated to write off the cost, less estimated residual value, of each asset on a straight line basis over its expected useful life, as follows:

<b>Asset class</b>	<b>Depreciation rate</b>
Plant and equipment	Between 3 and 12 years

**Impairment**

Fixed assets are reviewed for impairment when changes in circumstances or events indicate that the carrying value of the fixed assets may not be recoverable. An impairment loss is recognised where the recoverable amount is less than the carrying value.

**Prelok Specialist Products Limited**  
**Notes to the Financial Statements for the Year Ended 31 December 2013**

**1 Accounting policies (continued)**

**Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a rate that reflects the current market assessment of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

**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 tax is recognised in respect of all timing differences that have originated but not reversed at the Balance Sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the Balance Sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, 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 is not recognised when fixed assets are revalued unless by the Balance Sheet date there is a binding agreement to sell the revalued asset and the gain or loss expected to arise on sale has been recognised in the financial statements. Neither is deferred tax recognised when fixed assets are sold and it is more likely than not that the taxable gain will be rolled over, being charged to tax only if and when the replacement assets are sold.

Deferred tax is measured at the average rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax is measured on a non-discounted basis.

**Financial instruments**

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities. Where shares are issued, any component that creates a financial liability of the company is presented as a liability in the balance sheet. The corresponding dividends relating to the liability component are charged as interest expense in the profit and loss account.

**Bank borrowings**

Interest-bearing bank loans and overdrafts are recorded at the proceeds received, net of direct issue costs. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are accounted for on an accruals basis in the Profit and Loss Account using the effective interest method and are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise.

**Prelok Specialist Products Limited**  
**Notes to the Financial Statements for the Year Ended 31 December 2013**

**1 Accounting policies (continued)**

**Pensions**

The Company operates a defined contribution pension scheme. Pension costs for the defined contribution pension scheme are recognised within operating profit or loss at an amount equal to the contributions payable to the scheme for the year. Any prepaid or outstanding contributions at the Balance Sheet date are recognised respectively as assets or liabilities within prepayments or accruals.

**2 Turnover**

An analysis of turnover by geographical location by destination is given below:

	<b>UK</b>	<b>Total</b>
	<b>£ 000</b>	<b>£ 000</b>
<b>2013</b>		
External turnover	<u>1,420</u>	<u>1,420</u>

	<b>UK</b>	<b>Total</b>
	<b>£ 000</b>	<b>£ 000</b>
<b>2012</b>		
External turnover	<u>1,388</u>	<u>1,388</u>

**Prelok Specialist Products Limited**  
**Notes to the Financial Statements for the Year Ended 31 December 2013**

**3 Operating loss**

Operating loss is stated after charging/(crediting):

	<b>2013</b>	<b>2012</b>
	<b>£ 000</b>	<b>£ 000</b>
Depreciation of owned assets	<u>43</u>	<u>41</u>

Also included within operating loss were the following exceptional items:

	<b>2013</b>	<b>2012</b>
	<b>£ 000</b>	<b>£ 000</b>
Pension contributions	-	229
Reorganisation expenses	<u>586</u>	<u>-</u>
	<u>586</u>	<u>229</u>

In 2012, pension contributions totalling £229,000 (2013: £nil) were made by the company to the Mckechnie Pension Plan.

In 2013, prior to the disposal of the trade, fixed assets and inventory of the Company to a third party, restructuring expenses were incurred relating primarily to costs associated with the redundancy of the workforce.

**4 Auditor's remuneration**

	<b>2013</b>	<b>2012</b>
	<b>£ 000</b>	<b>£ 000</b>
Audit of the financial statements	<u>12</u>	<u>12</u>

**5 Interest receivable and similar income**

	<b>2013</b>	<b>2012</b>
	<b>£ 000</b>	<b>£ 000</b>
Interest on loans to group undertakings	<u>12</u>	<u>27</u>



**Prelok Specialist Products Limited**  
**Notes to the Financial Statements for the Year Ended 31 December 2013**

**6 Particulars of employees**

The average number of persons employed by the company (including directors) during the year, analysed by category was as follows:

	<b>2013</b>	<b>2012</b>
	<b>No.</b>	<b>No.</b>
Production	11	12
Administration and support	10	5
Distribution	2	7
	<u>23</u>	<u>24</u>

The aggregate payroll costs were as follows:

	<b>2013</b>	<b>2012</b>
	<b>£ 000</b>	<b>£ 000</b>
Wages and salaries	641	728
Social security costs	69	85
Pension costs	11	238
	<u>721</u>	<u>1,051</u>

**Prelok Specialist Products Limited**  
**Notes to the Financial Statements for the Year Ended 31 December 2013**

**7 Directors' remuneration**

The Directors received no remuneration for their services to the Company during the year (year ended 31 December 2012: £nil). The Directors of the Company who served during the year were also Directors of a number of the companies within the Melrose Group and as such remuneration of directors is borne by a fellow company.

**8 Taxation**

**Tax on loss on ordinary activities**

	<b>2013</b>	<b>2012</b>
	<b>£ 000</b>	<b>£ 000</b>
Total current tax	-	-
Total tax on loss on ordinary activities	-	-

**Factors affecting current tax charge for the year**

The tax on loss on ordinary activities for the year is higher than the standard rate of corporation tax in the UK (2012: higher than the standard rate of corporation tax in the UK) of 23.25% (2012: 24.5%).

The differences are reconciled below:

	<b>2013</b>	<b>2012</b>
	<b>£ 000</b>	<b>£ 000</b>
Loss on ordinary activities before tax	(685)	(423)
Corporation tax at standard rate	(159)	(104)
Capital allowances in excess of depreciation	(197)	(52)
Other timing differences	29	-
Expenses not deductible for tax purposes	-	8
Group relief at nil consideration	327	148
Total current tax	-	-

**Prelok Specialist Products Limited**  
**Notes to the Financial Statements for the Year Ended 31 December 2013**

**9 Tangible fixed assets**

	<b>Plant and equipment £ 000</b>	<b>Total £ 000</b>
<b>Cost</b>		
At 1 January 2013	1,678	1,678
Additions	137	137
Disposal of businesses	<u>(1,815)</u>	<u>(1,815)</u>
At 31 December 2013	<u>-</u>	<u>-</u>
<b>Depreciation</b>		
At 1 January 2013	1,409	1,409
Charge for the year	43	43
Disposal of businesses	<u>(1,452)</u>	<u>(1,452)</u>
At 31 December 2013	<u>-</u>	<u>-</u>
<b>Net book value</b>		
At 31 December 2013	<u>-</u>	<u>-</u>
At 31 December 2012	<u>269</u>	<u>269</u>

**10 Disposals**

**Analysis of the disposal of the Industrial components trading business**

On 16 December 2013 the Company completed the disposal of the Industrial components trading business. The disposal is analysed as follows:

	<b>£ 000</b>
Tangible fixed assets	363
Stocks	52
	<u>415</u>
Profit on disposal	-
	<u>-</u>
Proceeds from disposal	<u>415</u>
 Satisfied by:	
Cash	<u>415</u>

All trading results of the Company during the current and prior year were associated with the Industrial components trading business.

**Prelok Specialist Products Limited**  
**Notes to the Financial Statements for the Year Ended 31 December 2013**

**11 Stocks**

	<b>2013</b>	<b>2012</b>
	<b>£ 000</b>	<b>£ 000</b>
Raw materials	-	81
Work in progress	-	12
Finished goods	-	3
	<u>-</u>	<u>96</u>
	<u>-</u>	<u>96</u>

There is no material difference between the Balance Sheet value of stocks and their replacement cost.

**12 Debtors**

	<b>2013</b>	<b>2012</b>
	<b>£ 000</b>	<b>£ 000</b>
Trade debtors	243	226
Amounts owed by group undertakings	4,494	4,368
Prepayments and accrued income	42	30
	<u>4,779</u>	<u>4,624</u>
	<u>4,779</u>	<u>4,624</u>

**13 Creditors: Amounts falling due within one year**

	<b>2013</b>	<b>2012</b>
	<b>£ 000</b>	<b>£ 000</b>
Bank loans and overdrafts	1,007	546
Trade creditors	16	104
Amounts owed to group undertakings	21	4
Accruals and deferred income	99	114
	<u>1,143</u>	<u>768</u>
	<u>1,143</u>	<u>768</u>

**Prelok Specialist Products Limited**  
**Notes to the Financial Statements for the Year Ended 31 December 2013**

**14 Provisions**

	<b>Restructuring £ 000</b>	<b>Total £ 000</b>
At 1 January 2013	-	-
Charged to the profit and loss account	586	586
Utilised during the period	<u>(486)</u>	<u>(486)</u>
At 31 December 2013	<u>100</u>	<u>100</u>

**Explanation of provisions**

A restructuring provision totalling £586,000 was created during the year primarily relating to the disposal of the trade, fixed assets and stocks of the business and the corresponding redundancy expenses associated with the cessation of trade. £486,000 of the provision was utilised during the year and the remaining balance is expected to be utilised within the next twelve months following the balance sheet date.

**15 Share capital**

**Allotted, called up and fully paid shares**

	<b>No.</b>	<b>2013 £ 000</b>	<b>No.</b>	<b>2012 £ 000</b>
Ordinary shares of £1 each	<u>45,000,000</u>	<u>45,000</u>	<u>45,000,000</u>	<u>45,000</u>

**16 Reserves**

	<b>Share premium account £ 000</b>	<b>Profit and loss account £ 000</b>	<b>Total £ 000</b>
At 1 January 2013	4,950	(45,729)	(40,779)
Loss for the year	<u>-</u>	<u>(685)</u>	<u>(685)</u>
At 31 December 2013	<u>4,950</u>	<u>(46,414)</u>	<u>(41,464)</u>

**Prelok Specialist Products Limited**  
**Notes to the Financial Statements for the Year Ended 31 December 2013**

**17 Reconciliation of movement in shareholders' funds**

	<b>2013</b>	<b>2012</b>
	<b>£ 000</b>	<b>£ 000</b>
Loss attributable to the members of the company	<u>(685)</u>	<u>(423)</u>
Shareholders' funds at 1 January	<u>4,221</u>	<u>4,644</u>
Shareholders' funds at 31 December	<u><u>3,536</u></u>	<u><u>4,221</u></u>

**18 Pension schemes**

**Defined contribution pension scheme**

The company operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the company to the scheme and amounted to £11,000 (2012: £9,000).

There were no amounts prepaid or payable to the scheme at the end of the current year or the prior year.

**19 Related party transactions**

The company has taken advantage of the exemption in FRS8 "Related Party Disclosures" from disclosing transactions with other members of the group.

**20 Control**

The immediate parent company is Melrose UK Holdings Limited, which is incorporated in England and Wales.

The ultimate parent company and controlling party is Melrose Industries PLC, which is incorporated in England and Wales.

The smallest and largest group in which results of the Company are consolidated is that headed by Melrose Industries PLC. Consolidated financial statements are available from the 11th Floor, Colmore Plaza, 20 Colmore Circus Queensway, Birmingham, West Midlands, B4 6AT.