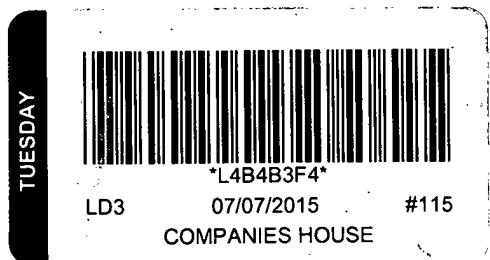


Registration number: 03724689

Prelok Specialist Products Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2014



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Prelok Specialist Products Limited
Company Information

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

Prelok Specialist Products Limited

Strategic Report for the Year Ended 31 December 2014

The Directors present their strategic report for the year ended 31 December 2014.

Principal activity

The Company's principal activity during the year was that of a head office company. On 16 December 2013, the Company disposed of its trading activity. Prior to this date, the Company's principal activity was the manufacture of industrial components.

Fair review of the business

Turnover for the year ended 31 December 2014 was £nil (year ended 31 December 2013: £1,420,000). The operating profit for the year ended 31 December 2014 was £36,000 (year ended 31 December 2013: loss of £697,000). The retained profit for the year ended 31 December 2014 was £47,000 (year ended 31 December 2013: loss of £685,000).

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 2014 Annual Report.

During the year, a capital reduction took place which resulted in a £44,999,900 reduction in share capital, a £4,950,000 reduction in the share premium account and a corresponding increase to the Profit and Loss account.

As a result of the disposal of all trading activities on 16 December 2013, all trading activities during 2013 relate to discontinued operations.

Principal risks and uncertainties

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

Prelok Specialist Products Limited
Strategic Report for the Year Ended 31 December 2014

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 June 2015 and signed on its behalf by:


.....
G E Barnes
Director

Prelok Specialist Products Limited
Directors' Report for the Year Ended 31 December 2014

The Directors present their report and the audited financial statements for the year ended 31 December 2014.

Directors of the company

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

G E Barnes

G P Martin

A G Peart (resigned 15 December 2014)

S A Peckham (resigned 15 December 2014)

M J Richards

Dividends

The Directors paid a dividend in the year of £3,583,000 (year ended 31 December 2013: £nil).

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.

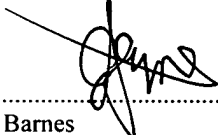
Prelok Specialist Products Limited
Directors' Report for the Year Ended 31 December 2014

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 June 2015 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 2014, set out on pages 9 to 18. 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 2014 and of its profit 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

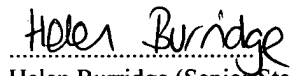
In our opinion the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

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.



Helen Burridge (Senior Statutory Auditor)

For and on behalf of Deloitte LLP, Chartered Accountants and Statutory Auditor

London
United Kingdom

30 June 2015

Prelok Specialist Products Limited
Profit and Loss Account for the Year Ended 31 December 2014

	Note	2014 £ 000	2013 £ 000
Turnover	2	-	1,420
Cost of sales		<u>-</u>	<u>(1,195)</u>
Gross profit		-	225
Distribution costs		-	(110)
Administrative expenses		(2)	(226)
Exceptional operating items	3	-	(586)
Other operating income		<u>38</u>	<u>-</u>
Operating profit/(loss)	3	36	(697)
Interest receivable and similar income	5	<u>11</u>	<u>12</u>
Profit/(loss) on ordinary activities before taxation		47	(685)
Tax on profit/(loss) on ordinary activities	8	<u>-</u>	<u>-</u>
Profit/(loss) for the financial year	14	<u><u>47</u></u>	<u><u>(685)</u></u>

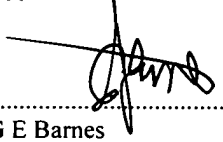
Included in the results reported in the Profit and Loss Account is turnover from discontinued operations of £nil (year ended 31 December 2013 : £1,420,000) and an operating profit from discontinued operations of £36,000 (31 December 2013 : (£697,000)). All other results are derived from continuing operations.

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 2014

	Note	2014 £ 000	2013 £ 000
Current assets			
Debtors	9	-	4,779
Creditors: Amounts falling due within one year	10	-	(1,143)
Total assets less current liabilities		-	3,636
Provisions for liabilities	11	-	(100)
Net assets		-	3,536
Capital and reserves			
Called up share capital	12	-	45,000
Share premium reserve	14	-	4,950
Profit and loss account	14	-	(46,414)
Shareholders' funds	15	-	3,536

Approved and authorised for issue by the Board on 29 June 2015 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 2014

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.

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.

Prelok Specialist Products Limited
Notes to the Financial Statements for the Year Ended 31 December 2014

1 Accounting policies (continued)

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 2014

2 Turnover

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

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

All turnover in 2013 related to the sale of industrial components.

3 Operating profit/(loss)

Operating profit/(loss) is stated after charging/(crediting):

	2014	2013
	£ 000	£ 000
Depreciation of owned assets	<u>-</u>	<u>43</u>

Also included within operating profit/(loss) were the following exceptional items:

	2014	2013
	£ 000	£ 000
Reorganisation expenses	<u>-</u>	<u>586</u>
	<u>-</u>	<u>586</u>

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

The fees payable to the Company's auditor for the audit of the financial statements of £2,000 (year ended 31 December 2013: £12,000) were borne by a fellow Group undertaking.

5 Interest receivable and similar income

	2014	2013
	£ 000	£ 000
Interest on loans to group undertakings	<u>11</u>	<u>12</u>

Prelok Specialist Products Limited
Notes to the Financial Statements for the Year Ended 31 December 2014

6 Particulars of employees

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

	2014	2013
	No.	No.
Production	-	11
Administration and support	-	10
Distribution	-	2
	<u>-</u>	<u>23</u>

The aggregate payroll costs were as follows:

	2014	2013
	£ 000	£ 000
Wages and salaries	-	641
Social security costs	-	69
Pension costs	-	11
	<u>-</u>	<u>721</u>

Prelok Specialist Products Limited
Notes to the Financial Statements for the Year Ended 31 December 2014

7 Directors' remuneration

The Directors received no remuneration for their services to the Company during the year (year ended 31 December 2013: £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 profit/(loss) on ordinary activities

	2014 £ 000	2013 £ 000
Total current tax	-	-
Total tax on profit/(loss) on ordinary activities	-	-

Factors affecting current tax charge for the year

The tax on profit/(loss) on ordinary activities for the year is lower than the standard rate of corporation tax in the UK (2013: higher than the standard rate of corporation tax in the UK) of 21.5% (2013: 23.25%).

The differences are reconciled below:

	2014 £ 000	2013 £ 000
Profit/(loss) on ordinary activities before tax	47	(685)
Corporation tax at standard rate	10	(159)
Capital allowances in excess of depreciation	-	(197)
Other timing differences	(8)	29
Group relief at nil consideration	(2)	327
Total current tax	-	-

9 Debtors

	2014 £ 000	2013 £ 000
Trade debtors	-	243
Amounts owed by group undertakings	-	4,494
Prepayments and accrued income	-	42
	-	4,779

Prelok Specialist Products Limited
Notes to the Financial Statements for the Year Ended 31 December 2014

10 Creditors: Amounts falling due within one year

	2014	2013
	£ 000	£ 000
Bank loans and overdrafts	-	1,007
Trade creditors	-	16
Amounts owed to group undertakings	-	21
Accruals and deferred income	-	99
	<u>-</u>	<u>1,143</u>

Prelok Specialist Products Limited
Notes to the Financial Statements for the Year Ended 31 December 2014

11 Provisions

	Restructuring £ 000	Total £ 000
At 1 January 2014	100	100
Utilised during the period	(62)	(62)
Amounts unused and reversed	<u>(38)</u>	<u>(38)</u>
At 31 December 2014	<u>-</u>	<u>-</u>

Explanation of provisions

The restructuring provision utilised during the year related to the disposal of trade and assets of the business and corresponding redundancy expenses. An amount of £38,000 was not utilised and is no longer considered necessary and has therefore been released to the profit and loss account during the year.

12 Share capital

Allotted, called up and fully paid shares

	No.	2014 £ 000	No.	2013 £ 000
Ordinary shares of £1 each	<u>100</u>	<u>-</u>	<u>45,000,000</u>	<u>45,000</u>

A capital reduction took place during the year. The number of shares in issued was reduced by 44,999,900 leaving 100 £1 shares remaining. The share premium account was also reduced by £4,950,000. A corresponding increase of £49,949,900 was accordingly recognised in the profit and loss account.

13 Dividends

	2014 £ 000	2013 £ 000
Dividends paid	<u>3,583</u>	<u>-</u>

Prelok Specialist Products Limited
Notes to the Financial Statements for the Year Ended 31 December 2014

14 Reserves

	Share premium account £ 000	Profit and loss account £ 000	Total £ 000
At 1 January 2014	4,950	(46,414)	(41,464)
Profit for the year	-	47	47
Dividends	-	(3,583)	(3,583)
Capital reduction	(4,950)	49,950	45,000
At 31 December 2014	-	-	-

15 Reconciliation of movement in shareholders' funds

	2014 £ 000	2013 £ 000
Profit/(loss) attributable to the members of the company	47	(685)
Dividends	(3,583)	-
Net reduction to shareholders funds	(3,536)	(685)
Shareholders' funds at 1 January	3,536	4,221
Shareholders' funds at 31 December	-	3,536

16 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.

17 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.