Registered number: 05112079

HALMA FINANCING LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE 52 WEEK PERIOD ENDED MARCH 31, 2012



COMPANY INFORMATION

DIRECTORS

A J Williams

K J Thompson

COMPANY SECRETARY

C T Chesney

COMPANY NUMBER

05112079

REGISTERED OFFICE

Misbourne Court Rectory Way Amersham Bucks HP7 0DE

AUDITOR

Deloitte LLP

Reading United Kingdom

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DIRECTORS' REPORT FOR THE 52 WEEK PERIOD ENDED MARCH 31, 2012

The directors present their report and the financial statements for the 52 week period ended March 31, 2012

PRINCIPAL ACTIVITIES

The company acts as a holding company. The company is a subsidiary of Halma Holdings, Inc., a member of the Halma plc group of companies.

BUSINESS REVIEW

During the period the company received income from shares in group undertakings of \$26,490,071 (2011 \$31,951,537) The directors expect the current level of activity to continue Details of significant events since the balance sheet date are contained in the notes to the financial statements

During the period the company issued 238 additional ordinary shares for a consideration of \$28,051,010 Further details are contained in note 10 to the financial statements

The current economic conditions continue to create economic uncertainty. The company has net assets and a positive cash balance as set out in the balance sheet. The company also has access to the Halma Group's financial resources, including the new £260m 5-year syndicated revolving credit facility negotiated in October 2011 with a core group of well-established banks. It replaces the previous £165m facility which was due to expire in February 2013. The directors have a reasonable expectation that despite the current economic uncertainty the company has adequate resources to continue in operational existence for the foreseeable future. Thus, the directors continue to adopt the going concern basis in preparing the annual report and accounts.

RESULTS AND DIVIDENDS

The profit for the 52 week period, after taxation, amounted to \$22,400,635 (2011 \$31,950,442)

The directors have proposed and paid US\$89,403,071 dividends in the period (2011 US\$31,951,537)

DIRECTORS

The directors who served during the 52 week period and to the date of this report were

A J Williams

K J Thompson

PRINCIPAL RISKS AND UNCERTAINTIES

Investments

The company acts as a holding company of investments. The main risk facing the company is the underlying performance of its subsidiary companies. The directors address this by ensuring the subsidiaries have sufficient resources from within the Halma group to be able to continue trading.

DIRECTORS' REPORT FOR THE 52 WEEK PERIOD ENDED MARCH 31, 2012

PROVISION OF INFORMATION TO AUDITOR

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that

- so far as that director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditor in connection with preparing its report and to establish that the company's auditor is aware of that information

AUDITOR

The auditor, Deloitte LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006

This report was approved by the board on July 12, 2012 and signed on its behalf

K J Thompson

Director

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE 52 WEEK PERIOD ENDED MARCH 31, 2012

The directors are responsible for preparing the Directors' 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 then apply them consistently,
- make judgments and 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,
- 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HALMA FINANCING LIMITED

We have audited the financial statements of Halma Financing Limited for 52 week period ended March 31, 2012 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 16. 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 Directors' Responsibilities Statement, 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 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. If we become aware of any apparent 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 company's affairs as at March 31, 2012 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HALMA FINANCING 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

Alex Butterworth

Alexander Butterworth ACA (Senior statutory auditor)

for and on behalf of **Deloitte LLP**

Chartered Accountants and Statutory Auditor

Reading United Kingdom

July 12, 2012

PROFIT AND LOSS ACCOUNT FOR THE 52 WEEK PERIOD ENDED MARCH 31, 2012

Administrative expenses	Note	52 weeks ended 31 March 2012 \$ (2,356)	Restated (note 1) 52 weeks ended 2 April 2011 \$ (1,051)
OPERATING LOSS	2	(2,356)	(1,051)
Income from shares in group undertakings	2	26,490,071	31,951,537
Interest receivable and similar income		2	-
Interest payable and similar charges	4	(4,087,000)	
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		22,400,717	31,950,486
Tax on profit on ordinary activities	5	(82)	(44)
PROFIT FOR THE FINANCIAL PERIOD		22,400,635	31,950,442

All amounts relate to continuing operations

There were no recognised gains and losses for 2012 or 2011 other than those included in the Profit and loss account

The notes on pages 8 to 16 form part of these financial statements

HALMA FINANCING LIMITED REGISTERED NUMBER: 05112079

BALANCE SHEET AS AT MARCH 31, 2012

			31 March 2012		2 April 2011
	Note	\$	\$	\$	\$
FIXED ASSETS					
Investments	6		189,425,012		161,374,002
CURRENT ASSETS					
Debtors amounts falling due after more than	-	400.040		404.040	
one year	7	122,648		124,919	
Debtors amounts falling due within one year	7	1,752		1,834	
Cash at bank	_	3,135	_	3,218	
			127,535	<u></u>	129,971
TOTAL ASSETS LESS CURRENT LIABILITI	ES		189,552,547		161,503,973
CREDITORS: amounts falling due after					
more than one year	8		(67,030,073)		(30,073)
NET ASSETS			122,522,474		161,473,900
CAPITAL AND RESERVES					
Called up share capital	10		36,000,388		36,000,002
Share premium account	11		86,424,624		125,374,000
Profit and loss account	11		97,462		99,898
SHAREHOLDERS' FUNDS	12		122,522,474		161,473,900
SHAREHOLDERS' FUNDS	12		122,522,474		161,473,9

The financial statements were approved and authorised for issue by the board and were signed on its behalf on July 12, 2012

J/Williams

K J Thompson Director

NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEK PERIOD ENDED MARCH 31, 2012

1. ACCOUNTING POLICIES

1 1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards. The principal accounting policies are summarised below. They have all been applied consistently throughout the period and the preceding period. The directors continue to assess the appropriate presentation of the company's financial statements, and have made changes to the presentation of certain items for the current period, together with appropriate changes to the respective comparative information in the prior period. These changes are detailed in the accounting policy note 1.2 below.

The company is itself a subsidiary company and is exempt from the requirement to prepare group accounts by virtue of section 400 of the Companies Act 2006. These financial statements therefore present information about the company as an individual undertaking and not about its group.

1.2 Restatement of comparative information

Foreign exchange gains

Foreign exchange gains for the year ended 2 April 2011 were disclosed separately on the face of the income statement within interest receivable and similar income. For the year ended 31 March 2012 foreign exchange gains are disclosed within administrative expenses and detailed in the operating loss note to the financial statements. Comparative figures for the year ended 2 April 2011 have been restated accordingly, such that \$508 of foreign exchange gains have been reclassified to administrative expenses from interest receivable and similar income. This change in presentation has no impact upon the company's previously reported profit for the financial period or the company's net assets.

1.3 Investments

Investments held as fixed assets are shown at cost less provision for impairment

1.4 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

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 not discounted

Current 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

NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEK PERIOD ENDED MARCH 31, 2012

1 ACCOUNTING POLICIES (continued)

1.5 Foreign currency

In preparing the financial statements, transactions in currencies other than the entity's functional currency (foreign currencies) are recorded at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date.

Exchange differences are recognised in the profit and loss account in the period in which they arise except to the extent they relate to movements in the company's investment in overseas companies, in which case they are taken to the statement of total recognised gains and losses

1.6 Local currency

The company's local currency is the US Dollar (\$) which reflects the primary economic environment in which the company and its direct and indirect subsidiary undertakings operate

1.7 Going concern

The current economic conditions continue to create economic uncertainty. The company has net assets and a positive cash balance as set out in the balance sheet. The company also has access to the Halma Group's financial resources, including the new £260m 5-year syndicated revolving credit facility negotiated in October 2011 with a core group of well-established banks. It replaces the previous £165m facility which was due to expire in February 2013. The directors have a reasonable expectation that despite the current economic uncertainty the company has adequate resources to continue in operational existence for the foreseeable future. Thus, the directors continue to adopt the going concern basis in preparing the annual report and accounts.

2. OPERATING LOSS

The operating loss is stated after charging/(crediting)

	52 weeks ended	52 weeks ended
	31 March	2 Aprıl
	2012	2011
	\$	\$
Difference on foreign exchange	(3)	(508)

The auditor's remuneration charge of \$1,500 (2011 \$1,500) for audit services has been borne by Halma plc

NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEK PERIOD ENDED MARCH 31, 2012

3. STAFF COSTS

The company has no employees other than the directors, who did not receive any remuneration (2011 \$nil)

The directors are also directors of other group companies and their remuneration has been borne by those companies. The allocation of the total remuneration that relates to their services to this company is \$nil (2011 \$nil)

4. INTEREST PAYABLE

52 weeks	52 weeks
ended	ended
31 March	2 Aprıl
2012	2011
\$	\$
4,087,000	-

On loans from group undertakings

NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEK PERIOD ENDED MARCH 31, 2012

5. TAXATION

Analysis of tax charge in the 52 week period	52 weeks ended 31 March 2012 \$	52 weeks ended 2 April 2011 \$
Deferred tax		
Origination and reversal of timing differences Effect of increased tax rate on opening liability Adjustments in respect of previous periods	(1,897) 145 1,834	(294) 141 197
Total deferred tax (see note 9)	82	44
Tax on profit on ordinary activities	82	44

Factors affecting tax charge for the 52 week period

The tax assessed for the 52 week period is lower than (2011 - lower than) the standard rate of corporation tax in the UK of 26% (2011 28%) The differences are explained below

	52 weeks ended 31 March 2012 \$	52 weeks ended 2 April 2011 \$
Profit on ordinary activities before tax	22,400,717	31,950,486
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 26% (2011 28%)	5,824,186	8,946,136
Effects of: Non-taxable income Unrelieved tax losses carried forward Group relief	(6,887,418) - 1,063,232	(8,946,430) 294 -
Current tax charge for the 52 week period		<u>-</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEK PERIOD ENDED MARCH 31, 2012

6. FIXED ASSET INVESTMENTS

	Investments
	in subsidiary
	companies
	\$
Cost	
At April 3, 2011	161,374,002
Additions	28,051,010
At March 31, 2012	189,425,012
Net book value	
At March 31, 2012	189,425,012
At April 2, 2011	161 274 002
AL April 2, 2011	161,374,002 —————

Subsidiary undertakings

The following were subsidiary undertakings of the company

Name	Class of shares	Holding
Halma Investment Holdings Ltd	Ordinary	100%

Halma Investment Holdings Ltd is incorporated in the United Kingdom and its principal activity is that of a holding company

Details of additions in the period are contained within the Share Capital note 10. In the opinion of the directors the value of the company's investment in its subsidiary is not less than the amount at which it is stated in the balance sheet.

7. DEBTORS

	31 March 2012	2 April 2011
	\$	\$
Due after more than one year		
Amounts owed by group undertakings	122,648	124,919
		
	31 March	2 April
	2012	2011
	\$	\$
Due within one year		
Deferred tax asset (see note 9)	1,752	1,834

NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEK PERIOD ENDED MARCH 31, 2012

8.	CREDITORS. Amounts falling due after more than one year		
		31 March 2012 \$	2 Aprıl 2011 \$
	Amounts owed to group undertakings	67,030,073	30,073
	The amounts owed to group undertakings are repayable betwee at the rate of 6 1%	n 2 and 5 years, and is subj	ect to interest
9.	DEFERRED TAX ASSET		
		31 March 2012 \$	2 Aprıl 2011 \$
	At beginning of 52 week period Charged for 52 week period	1,834 (82)	1,878 (44)
	At end of 52 week period	1,752	1,834
	The deferred tax asset is made up as follows		
		31 March 2012 \$	2 Aprıl 2011 \$
	Tax losses carried forward	1,752	1,834

NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEK PERIOD ENDED MARCH 31, 2012

10. SHARE CAPITAL

31 March 2 April 2012 2011 \$ \$

36,000,002

Allotted, called up and fully paid

20,000,239 (2011 - 20,000,001) Ordinary shares shares of £1 each

36,000,388

The total consideration received in respect of shares issued amounted to \$28,051,010 (2011 \$nil)

On 9 May 2011, the company subscribed for 105 additional ordinary shares in Halma Investment Holdings Limited for a consideration of \$14,000,000. The sum represents the initial consideration payable in respect of the acquisition of Kirk Key Interlock Company, LLC. Also, on the same date, the company itself allotted 105 additional ordinary shares to Halma Holdings Inc for a consideration of \$14,000,000.

On 16 May 2011, the company subscribed for 15 additional ordinary shares in Halma Investment Holdings Limited for a consideration of \$1,994,665. The sum represents the payment of deferred contingent consideration payable in respect of the acquisition of SphereOptics Inc. Also, on the same date, the company itself allotted 15 additional ordinary shares to Halma Holdings Inc for a consideration of \$1,994,665.

On 6 July 2011, the company subscribed for 53 additional ordinary shares in Halma Investment Holdings Limited for a consideration of \$87. The sum represents the payment of deferred contingent consideration payable in respect of the acquisition of Accudynamics LLC. Also, on the same date, the company itself allotted 53 additional ordinary shares to Halma Holdings Inc for a consideration of \$87.

On 8 July 2011, the company subscribed for 42 additional ordinary shares in Halma Investment Holdings Limited for a consideration of \$9,000,000. The sum represents the initial consideration payable in respect of the acquisition of Avo Photonics, Inc. Also, on the same date, the company itself allotted 42 additional ordinary shares to Halma Holdings Inc for a consideration of \$9,000,000.

On 3 October 2011, the company subscribed for 4 additional ordinary shares in Halma Investment Holdings Limited for a consideration of \$458,000. The sum represents the final payment in respect of the acquisition of Kirk Key Interlock Company, LLC. Also, on the same date, the company itself allotted 4 additional ordinary shares to Halma Holdings Inc for a consideration of \$458,000.

On 3 October 2011, the company subscribed for 1 additional ordinary share in Halma Investment Holdings Limited for a consideration of \$125,554. The sum represents the adjustment to the original consideration paid in respect of the acquisition of Avo Photonics, Inc. Also, on the same date, the company itself allotted 1 additional ordinary share to Halma Holdings Inc for a consideration of \$125,554.

On 17 January 2012, the company subscribed for 18 additional ordinary shares in Halma Investment Holdings Limited for a consideration of \$2,472,704. The sum represents the payment for additional shares issued by a fellow subsidiary company, Monitor Elevator Products LLC. Also, on the same date, the company itself allotted 18 additional ordinary shares to Halma Holdings Inc for a consideration of \$2,472,704.

NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEK PERIOD ENDED MARCH 31, 2012

11. RESERVES

	Share premium account \$	Profit and loss account
At April 3, 2011 Profit for the 52 week period Dividends paid on equity capital Premium on shares issued during the 52 week period Transfer between reserves	125,374,000 - - 28,050,624 (67,000,000)	99,898 22,400,635 (89,403,071) - 67,000,000
At March 31, 2012	86,424,624	97,462

Details of premium on shares issued during the 52 week period can be found in the share capital note above

As permitted by Chapter 2 of Part 3 of the Companies Act 2006, a special resolution was passed on 7 April 2011 transferring \$67,000,000 of reserves from the Share Premium Account to the Profit and Loss Account On the same date a dividend of \$67,000,000 was declared to Halma Holdings, Inc

12. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	31 March	2 April
	2012	2011
	\$	\$
Opening shareholders' funds	161,473,900	161,474,995
Profit for the 52 week period	22,400,635	31,950,442
Dividends (Note 13)	(89,403,071)	(31,951,537)
Shares issued during the 52 week period	386	-
Share premium on shares issued (net of expenses)	28,050,624	-
Closing shareholders' funds	122,522,474	161,473,900

13. DIVIDENDS

	52 weeks	52 weeks
	ended	ended
	31 March	2 April
	2012	2011
	\$	\$
Dividends paid on equity capital	89,403,071	31,951,537

NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEK PERIOD ENDED MARCH 31, 2012

14. CASH FLOW STATEMENT AND RELATED PARTIES

The company is a wholly owned subsidiary of Halma plc and is included in the consolidated financial statements of Halma plc, which are publically available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS1 (Revised 1996).

The company is also exempt under the terms of FRS8 from disclosing related party transactions with entities that are part of the Halma group of companies

15. POST BALANCE SHEET EVENTS

On 2 April 2012 and 29 May 2012, the company subscribed for a total of 146 additional ordinary shares in Halma Investment Holdings Limited for a total consideration of \$19,429,233. The sum represents the initial consideration payable, adjusted for the final agreed working capital at closing in respect of the acquisition of Accutome, Inc. Also, on the same dates, the company itself allotted a total of 146 additional ordinary shares to Halma Holdings Inc for a total consideration of \$19,429,233.

On 2 April 2012, 30 May 2012 and 31 May 2012, the company subscribed for a total of 286 additional ordinary shares in Halma Investment Holdings Limited for a total consideration of \$38,003,188. The sum represents the initial consideration payable, adjusted for the final agreed net tangible assets at closing in respect of the acquisition of Sensorex Inc. Also, on the same dates, the company itself allotted a total of 286 additional ordinary shares to Halma Holdings Inc for a total consideration of \$38,003,188.

On 14 May 2012, the company subscribed for 11 additional ordinary shares in Halma Investment Holdings Limited for a consideration of \$1,500,000. The sum represents the deferred contingent consideration payable on the acquisition of SphereOptics Inc. Also, on the same date, the company itself allotted 11 additional ordinary shares to Halma Holdings Inc for a consideration of \$1,500,000.

On 13 June 2012, the company subscribed for 83 additional ordinary shares in Halma Investment Holdings Limited for a consideration of \$11,000,000. The sum represents the deferred contingent consideration payable on the acquisition of Avo Photonics, Inc. Also, on the same date, the company itself allotted 83 additional ordinary shares to Halma Holdings Inc for a consideration of \$11,000,000.

16. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The immediate parent company is Halma Holdings, Inc a company incorporated in the United States of America. The ultimate parent company and controlling party of Halma Financing Limited and the parent of the largest and smallest group for which consolidated accounts are prepared which includes the company is Halma plc, which is incorporated in England and Wales. The accounts of Halma plc can be obtained from the Company Secretary, Misbourne Court, Rectory Way, Amersham, Bucks, HP7 0DE.