Dematic Limited

Directors' report and financial statements Registered number 5856366 For the year ended 30 September 2010

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Dematic Limited Registered number 5856366 Directors' report and financial statements For the year ended 30 September 2010

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Directors' report

The directors present their directors' report and financial statements for the year ended 30 September 2010

Principal activity and business review

Dematic is a leading global supplier of materials handling solutions for the manufacturing and retail distribution industries. The company is engaged in the design, manufacture, sales and servicing of automated warehouse and distribution systems.

Background

Dematic was formed in September 2006 from the Distribution and Industry and Material Handling divisions of Dematic Limited (now Oldbury Banbury Limited) The company provides automated logistics solutions for customers in retail, manufacturing, direct distribution, food and beverage, and other markets Our automated solutions are supported by a fully comprehensive range of maintenance services and spares packages

Objectives and strategies

The company's main objectives are to be our customer's premier choice for automated logistic solutions, and being a market leader when it comes to innovative technical solutions

The Dematic products are used and sold mainly through three market oriented channels. First, the Integrated Systems business (IS), which is targeting to sell complex, integrated systems including various components and software. On top of the embedded product, the focal point of this business is the capacity to successfully integrate components to a high-performance solution, managing the implementation complexity and interfaces inherent to the project execution process. Second, the Product Solution business (PS), which is mainly consisting of less complex designs with a lower technical risk, its main strength being the product itself, supplied in a standardized modular structure. Third, the customer service business (CS), which is relying on selling on call services, spare parts, resident site engineers, IT support, as well as complete modernization and upgrade packages.

Risk Management

The Risk Management process at Dematic is an integral part of the monthly reporting of the business. All important risks are evaluated with a view to their impact upon EBITDA, cash, net income and accruals already held Additionally, due to the nature of the business – large capital projects - detailed project status reports are compiled for contracts undertaken in the business. Individual project risks are identified, quantified and given a probability of occurrence, to ensure that contingency levels are adequately provided for at the project level. This procedure is also reviewed and updated monthly.

Measurement

Execution of company business is measured against a series of key performance indicators, focussing upon new orders, sales, profit, EBITDA, cash and working capital, together with a series of customer-driven measures Management focus is then given to performance delivered by each of the above-mentioned sales channels, in addition to a geographical analysis

Against a backdrop of a more competitive trading environment and a previously weakened market situation for investment in automation projects, the company's profit and loss account on page 6, shows that the company recognised £65 2 million (2009 £99 0 million) in turnover and returned a pre tax loss of £3 6 million (2009 Pre tax profit of £0 7 million) The market situation recovered in the final months of the financial year, with key prospects being under negotiation for anticipated execution in the following financial year Looking forward, a healthy pipeline of opportunities across all market segments is seen

Results and dividends

The company's loss after taxation amounted to £2 8 million (2009 £0 5 million)

The directors do not recommend the payment of a dividend

Directors' report (continued)

Directors

The directors who held office during the period were as follows

T Buckley (resigned 3rd December 2010)

C Mai

D Brocklehurst (appointed 9th February 2010)

Political and charitable contributions

Charitable donations amounting to £5,168 (2009 £5,964) were made during the year

Branches

The company has branches in the Republic of Ireland, Lithuania, Denmark, Sweden and the Netherlands

Equal opportunities

The company is committed to equal opportunities for all, free of discrimination and harassment. Dematic values the contribution of all employees. All job applicants and employees, customers, visitors or contractors will receive equal treatment regardless of sex, race, disability, sexual orientation, religion or belief, age, colour, marital status, trade union membership, nationality or ethnic or national origins

Within Dematic applicants and employees will be recruited, selected, trained and promoted on objective grounds, ie on the basis of their ability, skills and aptitudes and on the requirements of their job. This will enable them to develop to the best of their abilities and contribute most effectively to the success of the company. Wherever possible, we will assist disabled employees to enable them to work for the company and maximise their contribution and performance.

Employee participation

The directors encourage employee participation within the company Management Development Programmes underpin the various methods for encouraging an open and participative style of management and communication, this includes team briefings, intranet information and notices, staff forums and employee elections to the Employee Consultation Committee

Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditors are unaware, and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information

Auditors

Pursuant to Section 487 of the Companies Act 2006, the auditors shall be deemed to be reappointed and KPMG LLP will therefore continue in office

By order of the board

D. Brocklehurst
Director

Beaumont Road Banbury Oxfordshire OX16 1OZ

[date] 09 03.11

Statement of directors' responsibilities in respect of the Directors' Report and the financial statements

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 UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

Under common 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, 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 its financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



KPMG LLP

Arlington Business Park Theale Reading RG7 4SD United Kingdom

Independent auditors' report to the members of Dematic Limited

We have audited the financial statements of Dematic Limited for the year ended 30 September 2010 set out on pages 6 to 20. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK 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 auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 3, 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 (APB's) Ethical Standards for Auditors

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's web-site at www fre org uk/apb/scope/UKNP

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 30 September 2010 and of its loss for the year then ended,
- · have been properly prepared in accordance with UK 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 auditors' report to the members of Dematic Limited (continued)

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

D McAllan (Senior Statutory Auditor)

for and on behalf of

KPMG LLP, Statutory Auditor

Chartered Accountants Arlington Business Park Theale, Reading RG7 4SD 5/1

2011

Profit and Loss Account

For the year ended 30 September 2010

	Note	2010 £000	2009 £000
Turnover Cost of sales	1,2	65,154 (57,077)	99,040 (87,051)
Gross profit		8,077	11,989
Administrative expenses		(11,526)	(11,211)
Operating (Loss)/Profit		(3,449)	778
Interest receivable and similar income Interest payable and similar charges	6 7	12 (197)	165 (198)
(Loss)/Profit on ordinary activities before taxation		(3,634)	745
Tax on profit on ordinary activities	8	848	(195)
(Loss)/Profit for the financial year	17	(2,786)	550

All results relate to continuing operations

The company had no recognised gains or losses in the current or proceeding year other than those shown in the profit and loss account

Notes on page 10-20 form an integral part of these financial statements

Balance sheet at 30 September 2010

	Note		2010		2009
		£000	£000	£000	£000
Fixed assets Intangible assets	9		10,537		12,270
Tangible assets	10		644		318
Current assets			11,181		12,588
Stocks	11	380		258	
Debtors	12	13,722		23,540	
Cash at bank and in hand		91		2,211	
		14,193		26,009	
Creditors amounts falling due within one year	13	(17,676)		(27,556)	
Net current liabilities			(3,483)		(1,547)
Total assets less current liabilities			7,698		11,041
Creditors amounts falling due after more than one year	14		(1,411)		(1,968)
Net assets			6,287		9,073
Capital and reserves					-
Called up share capital	16		6,111		6,111
Profit and loss account	17		176		2,962
Shareholders' funds			6,287		9,073

These financial statements were approved by the board of directors on $9 \circ 5$. 11 and were signed on its behalf by

D. Brocklehurst

Disal

Director

Notes on page 10-20 form an integral part of these financial statements

Dematic Limited Registered number 5856366 Directors' report and financial statements For the year ended 30 September 2010

Reconciliation of movements in shareholders' funds for the year ended 30 September 2010

	2010 £000	2009 £000
Profit for the financial year Opening shareholders' funds	(2,786) 9,073	549 8,524
Closing shareholders' funds	6,287	9,073

Cash flow statement for the year ended 30 September 2010

	Note	2010 £000	2009 £000
Reconciliation of operating profit to net cash flow from operating activities			
Operating (Loss)/profit		(3,449)	777
Depreciation charge		202	145
Amortisation charge		1,732	1,692
(Increase)/decrease in stocks		(122)	136
Decrease/(increase) in debtors		4,064	(6,426)
Decrease/(increase) in creditors		(10,437)	4,884
Net cash inflow from operating activities		(8,010)	1,209
Returns on investments and servicing of finance	18	(185)	(33)
Taxation		(212)	(694)
Capital expenditure	18	(330)	(315)
Acquisitions	18	-	(1,200)
Cash inflow/(outflow) before management of liquid resources and financing		(8,737)	(1,033)
Financing	18	6,617	(505)
Increase in cash in the period		(2,120)	(1,538)
		······································	
Reconciliation of net cash flow to movement in net debt			
Decrease in cash in the year and net available funds at the end of the year	19	(2,120)	(1,538)
			• • • • • • • • • • • • • • • • • • • •

Dematic Limited Registered number 5856366 Directors' report and financial statements For the year ended 30 September 2010

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements

Basis of preparation

The financial statements have been prepared in accordance with applicable Accounting Standards and under the historical cost accounting rules

Goodwill

Purchased goodwill (representing the excess of the fair value of the consideration given over the fair value of the separable net assets acquired) arising on business combinations in respect of acquisitions is capitalised. Positive goodwill is amortised to nil by equal annual instalments over its estimated useful life of ten years.

Fixed assets and depreciation

Depreciation is provided by the company to write off the cost of tangible fixed assets using the straight line method, over their estimated useful lives as follows

Fixtures and fittings, tools and equipment - 3-5 years

Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction

Monetary assets and liabilities denominated in foreign currencies, primarily inter-company accounts, are translated using the rate of exchange ruling at the balance sheet date and the gains and losses arising on translation are included in the profit and loss account

Leases

All leases are operating leases Rentals under operating leases are charged to the profit and loss account on a straight line basis over the periods to which they relate

Post-retirement benefits

The company operates a defined contribution pension scheme The assets of the scheme are held separately from those of the company in an independently administered fund. The amount charged to the profit and loss account represents the contributions payable to the scheme in respect of the accounting period and represents the full extent of the company's liability.

Stocks

In determining the cost of raw materials, consumables and goods purchased for resale, the weighted average purchase price is used. For work in progress and finished goods cost is taken as production cost, which includes an appropriate proportion of attributable overheads.

Long term contracts

The amount of profit attributable to the stage of completion of a long term contract is recognised when the outcome of the contract can be foreseen with reasonable certainty. Turnover for such contracts is stated at cost appropriate to their stage of completion plus attributable profit, less amounts recognised in previous years. Provision is made for losses as soon as they are foreseen.

Contract work in progress is stated at costs incurred, less those transferred to the profit and loss account, after deducting foreseeable losses and payments on account not matched with turnover

Amounts recoverable on contracts are included in debtors and represent turnover recognised in excess of payments on account

1 Accounting policies (continued)

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Deferred tax is recognised without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19

Turnover

Turnover represents the amounts (excluding value added tax) derived from the provision of goods and services to customers during the period

In the opinion of the directors, there is only one class of business

2 Analysis of turnover

	2010 £000	2009 £000
By geographical market	2000	1000
United Kingdom Republic of Ireland	41,634 916	41,608 1,279
Europe	22,604	56,153
	65,154	99,040
		
3 Profit on ordinary activities before taxation		
	2010 £000	2009 £000
Profit on ordinary activities before taxation is stated after charging		
Depreciation Amortisation of goodwill	202 1,732	145 1,692
Auditors remuneration:		
Audit of these financial statements Amounts receivable by the auditors and their associates in respect of	50	46
Other services relating to taxation All other services	13	13
4 Remuneration of directors		
	2010 £000	2009 £000
Directors' emoluments	279	304
Company contributions to money purchase pension schemes	20	32
	299	336
		

4 Remuneration of directors (continued)

The above emoluments are paid to Mr Brocklehurst and Mr Buckley directly by Dematic Limited The other directors are remunerated by Dematic Holding 'S arl' Where appropriate, their emoluments are disclosed in the financial statements of the group company

Details of the highest paid director are		
	2010	2009
	£000	£000
Directors' emoluments	168	156
Company contributions to money purchase pension schemes	12	14
	180	170
		
Retirement benefits are accruing to the following number of directors under		

Money purchase schemes Number of directors 2010 2009

5 Staff numbers and costs

The average number of persons employed by the company including directors was as follows

	Number of employee	
	2010	2009
Finance and administration	40	40
Technical and sales	473	429
	513	469
		
The aggregate payroll costs of these persons were as follows		
	2010	2009
	£000	£000
Wages and salaries	20,110	18,722
Social security costs	1,952	1,852
Pension and other staff costs	1,768	1,777
		-
	23,830	22,351
		

6	Interest receivable and similar income					
					2010 £000	2009 £000
Bank u					-	42
Interes	receivable from group undertakings				12	123
					12	165
7	Interest payable and similar charges					
					2010	2009
					£000	£000
Other i	nterest payable to group undertakings				197 -	183 15
					197	198
8	Tax on profit on ordinary activities					
<i>(1)</i>	Analysis of charge in the year		2010		2009	
UK cor	poration tax	£000		£000	£000	£000
	tax on income for the year	(23)				179
	ed tax (see note 15) ation of timing differences	(975)			16	
Origina	aton of timing differences	(825)			10	16
Tay on	Loss on ordinary activities			(9.49)		195
				(848)		193
	rporate tax tax on income for Year			(93)		
	nent relating to Prior year			(151)		-
			_	(244)		
Foreign						
Current	tax on income for year nent in respect of Prior year	103 118			•	
			•	221	-	-
D 4			-	(23)		
Deferre Timing	d tax differences	(888)			_	
Effect of	of Law Charges	32			-	
Aajustr	nent related to Prior Year	31		(825)		-
			-	848		

At 30 September 2009

8 Tax on profit on ordinary activities (continued)

(11) Factors affecting the tax charge for the current year

The current tax charge for the year is lower (2009 lower) than the standard rate of corporation tax in the UK (28%) (2009 28%) The differences are explained below

(2009 28%) The differences are explained below		
	2010	2009
Comment to the state of the sta	000£	£000
Current tax reconciliation Profit on ordinary activities before taxation	3.634	744
Front on ordinary activities before taxation	3,634	
Current tax at apportioned rate 28% (2009 28%)	(1,017)	210
Effects of		
Increase in losses carried forward	884	-
Expenses not deductible for tax purposes	37	32
Capital allowances less than depreciation	(13)	17
Other timing differences	17	(28)
Adjustments to tax charge in respect of prior years	(34)	(52)
Tax on overseas earnings	103	-
Total current tax charge (see above)	(23)	179
Total current tax charge (see above)		
9 Intangible fixed assets		
Cont		Goodwill £000
Cost At beginning of year		17,320
Additions		
Re-categorisation		-
At end of year		17,320
Provisions		
At beginning of year		5,051
Charged in year		1,732
At end of year		6,783
Net book value At 30 September 2010		10,537
•		

The above goodwill at the beginning of the year all relates to the purchase of some of the trade and assets of Dematic Limited (now Oldbury Banbury Limited) The goodwill is being amortised over 10 years which the directors consider to be its estimated useful economic life

12,269

10 Tangible fixed assets

		Fixtures, fittings, tools and equipment £000
Cost At beginning of year Additions Disposals		816 530 (200)
At end of year		1,146
Depreciation At beginning of year Charged in year Disposals		498 203 (199)
At end of year		502
Net book value At 30 September 2010		644
At 30 September 2009		318
11 Stocks	2010	2009
	£000	£000
Raw materials and consumables Work in progress	26 354	50 208
	380	258
There is no material difference between the replacement cost of stocks and their balan	ce sheet amou	ınts
Work in progress - includes the following amounts in respect of long term contracts		
	2010 £000	2009 £000
Net costs less foreseeable losses Less Payments on account received and receivable not matched with turnover	49,195 (48,841)	53,899 (53,691)
	354	208

12 Debtors		
	2010	2009
	£000	£000
Trade debtors	5,808	5,446
Amounts recoverable on contracts	3,408	1,857
Amounts owed by group undertakings	2,939	15,288
Other debtors	196	324
Corporation Tax Deferred tax asset (see note 15)	235 868	197 44
Prepayments and accrued income	268	384
	13,722	23,540
13 Creditors: Amounts falling due within one year		
	2010	2009
	£000	£000
Payments received on account	1,524	11,468
Trade creditors	3,913	5,424
Amounts owed to group undertakings	2,011	1,510
Other creditors Corporation tax	3,987	3,622
Taxation and social security	2,047	1,447
Accruals, provisions and deferred income	4,194	4,085
	17,676	27,556
14 Creditors: Amounts falling due in more than one year		
	2010	2009
	£000	£000
Accruals, provisions and deferred income (due between one and five years)	1,411	1,968
15 Deferred tax asset		
	2010	2009
	£000	£000
At beginning of the year	44	60
Change to the profit and loss for the year	824	(16)
At end of the year	868	44

15 Deferred tax asset (continued)		
The elements of deferred tax are as follows		
	2010	2009
	£000	£000
Difference between accumulated depreciation and amortisation and capital allowances	16	44
Other timing differences	852	-
Deferred tax asset (see note 12)	868	44
16 Called up share capital		
Caned up share capital		
	2010	2009
Authorised.	£	£
Ordinary shares of £1 each	6,111,485	6,111,485
		
Allotted, called up and fully paid		
Ordinary shares of £1 each	6,111,484	6,111,485
		
17 Reserves		
		Profit and
		loss account
		£000
At beginning of year		2,962
Profit for the year		(2,786)
At end of year		176
the end or year		170

18 Analysis of cash flows

	£000	10 £000	£000	000 £000
Returns on investment and servicing of finance Interest received Interest paid	12 (197)		165 (198)	
		(185)		(33)
Capital expenditure Purchase of tangible fixed assets Disposal of tangible fixed assets		(530) 200		(326) 11
		(330)		(315)
Acquisitions Payments to acquire sales of trades or businesses				(1,200)
Financing Loans made to related party – net	-		(505)	
Repayment of loans made to related party		6,617	<u></u>	(505)
19 Analysis of net funds				
			h flow	
		2010 £000	2009 £000	Change £000
Cash in hand, at bank Pooling of Cash		91 2,826	2,211 8,427	(2,120) (5,601)
		2,917	10,638	(7,721)

£2 8 million (2009 £8 4m) is held with the group cash pooling facility. This balance is included within amounts owed by group undertakings in Note 12

20 Related party transactions

During the year, the following are considered to be related parties of the company

Dematic GmbH, Germany - a connected company Dematic Holding "S a r l" Luxembourga connected company Dematic SAS, France a connected company Dematic S r l, Italy a connected company Dematic Corporation, USA a connected company Dematic GmbH, Austria a connected company Dematic PTY Ltd, Australia a connected company Dematic, Spain a connected company Dematic Suzhou, China a connected company

21 Related party transactions (continued)

The following transactions took place during the year and the debtor/(creditor) balances outstanding at the year end were

Balance		Transactions		Balance		actions	Transa	Company
30/09/2009	30/09	09	20	2010	30/09/	10	20	
or Creditor	Debtor	Creditors	Debtors	Creditor	Debtor	Creditors	Debtors	
		From	To			From	To	
0003	£000	£000	£000	£000	000£	€000	£000	
93 (1,056)	93	(13,630)	1,189	(720)	53	(4,803)	682	Dematic GmbH Germany
- (155)	-	(768)	-	(239)	•	(1,822)	-	Dematic Services GmbH Germany
5 (182)	5	(1,650)	53	(540)	6	(1,829)	59	Dematic "S a r l" Luxembourg
18 -	18	-	1,387	-	-	-	23	Dematic S A S France
• (58)	•	(1,127)	-	(241)	-	(838)	-	Dematic S r 1 Italy
- (33)	-	(1,174)	-	(14)	35	(556)	143	Dematic Corp USA
-	-	(1,573)	243	-	-	-	-	Dematic GmbH Austria
- (3)	-	(18)	-	-	10	(18)	118	Dematic PTY Ltd Australia
745 -	745	(817)	162	(148)	10	(1,618)	116	Dematic Spain
- (22)	-	(1,054)	-	(109)	-	(211)		Dematic Suzhou China
861 (1,509)	861	(21,811)	3,034	(2,011)	114	(11,695)	1,141	
								Financials
								Dematic S a r l Luxembourg
,617 -	6,617	-	501	-		•	12,641	Loan Net
	3,602	-	3,602	_	2,708	-	103,197	Pooling GBP
	4,807	-	4,807	-	7	-	61,840	Pooling EUR
19 -	19	-	19	-	111	-	2,428	Pooling USD
8 -	8	11	123	-	11	1	26	Interest
,053 -	15,053	11	9,052	•	2,837	1	180,132	
,914 (1,509)	15,914	(21,800)	12,086	(2,011)	2,951	(11,694)	181,273	Total
6, 3, 4,	1	(18) (817) (1,054) (21,811)	3,034 501 3,602 4,807 19 123	(148) (109) (2,011)	10 10 - 114 2,708 7 111 11	(18) (1,618) (211) (11,695)	118 116 1,141 12,641 103,197 61,840 2,428 26	Dematic PTY Ltd Australia Dematic Spain Dematic Suzhou China Financials Dematic S a r I Luxembourg Loan Net Pooling GBP Pooling EUR Pooling USD Interest

The directors consider all transactions to have been on an arms length basis

21 Ultimate parent company and controlling party

The company is a subsidiary undertaking of Dematic Holding S a r l (incorporated in Luxembourg) which is the ultimate parent company

The largest group in which the results of the company are consolidated is that headed by Dematic Holding S a r I The consolidated financial statements of the group are not available to the public