FINANCIAL STATEMENTS

for the year ended

31 December 2012



Company Registration No 07042086

COMPANY INFORMATION

DIRECTORS

Anthony Francis Fernandes

Kamarudin Bin Meranun Sheikh Mohd Nasarudin

Graham MacDonald

(Appointed 4 December 2013)

COMPANY NUMBER

07042086

REGISTERED OFFICE

Leafield Technical Centre

Langley
Witney
Oxfordshire
United Kingdom
OX29 9EF

AUDITOR

Baker Tilly UK Audit LLP

Abbotsgate House Hollow Road Bury St Edmunds

Suffolk IP32 7FA

DIRECTORS' REPORT

For the year ended 31 December 2012

The directors present their report and audited financial statements for the year ended 31 December 2012

PRINCIPAL ACTIVITIES

The principal activity of the company continued to be that of providing design services, testing services and race support services to its parent company, 1 Malaysia Racing Team Sdn Bhd, a company incorporated in Malaysia

REVIEW OF THE BUSINESS

The directors consider race performance, championship performance, cost base and cash flow to be the principal key performance indicators to assess progress towards stategic goals

After the efforts of the team in the past year, the main goal in 2012 was to consolidate the 10th place position in the FIA Constructors Championship. With the improvements made in the team in terms of technical expertise contributed by human resource enhancement and the consistent performances from both drivers, Heikki Kovalainen and Vitaly Petrov, this target was achieved

Turnover was derived mainly from management fees received from the holding company and other ancillary income

The directors are confident that the move from Hingham to Leafield in 2012 will be a major step in improving the team's technical capabilities. They acknowledge that 2013 will consist of a ramp up of optimising the use of the new facility which will deliver the full potential for the year 2014 and onwards.

In this respects, the directors expect the team to use the FIA 2014 technical rules changes associated with the use of the new advantages brought by the new facility to improve the Team ranking in F1 the Championship from 2014 and onwards

The company changed its name from IMalaysia Racing Team (UK) Limited to Caterham Sports Limited on 2 December 2013

PRINCIPAL RISKS AND UNCERTANTIES

The company's principal risk is the level of financial contributions it receives to support the racing programme. These financial contributions are now mainly derived from the holding company which in turn is significantly dependent on sponsorship income and shareholder loans.

The company's operations expose it to a variety of financial risks as follows

Currency risk I he company operates internationally, giving rise to exposures to changes in foreign exchange rates between a number of currencies. The company does not take out hedging instruments to mitigate the risk

Liquidity risk. The company retains sufficient eash and short term borrowing facilities to ensure it has sufficient funds for its daily operations. The directors are actively sourcing other funding options to ensure that the company has adequate resources for its operations.

RESULTS AND DIVIDENDS

The results for the year are set out on page 5

The company's turnover for the year ended 31 December 2012 was £46,675,000 (2011 £21,471,000) and the profit on ordinary activities after taxation for the financial year was £4,838,000 (2011 £1,637,000) No dividends were declared in the period

DIRECTORS' REPORT (CONTINUED)

For the year ended 31 December 2012

DIRECTORS

The following directors have held office since 1 January 2012

Anthony Francis Fernandes Kamarudin Bin Meranun Sheikh Mohd Nasarudin Michael Gascoyne

(Resigned 26 September 2012)

Riad Asmat

(Appointed 26 September 2012 and resigned 7 February 2014)

Graham MacDonald

(Appointed 4 December 2013)

EMPLOYEE INVOLVEMENT

The company's policy is to consult and discuss with employees, through unions, staff councils and at meetings, matters likely to affect employees' interests

Information of matters of concern to employees is given through information bulletins and reports which seek to achieve a common awareness on the part of all employees of the financial and economic factors affecting the group's performance

There is no employee share scheme at present, but the directors are considering the introduction of such a scheme as a means of further encouraging the involvement of employees in the company's performance

DISABLED PERSONS

The company's policy is to recruit disabled workers for those vacancies that they are able to fill. All necessary assistance with initial training courses is given. Once employed, a career plan is developed so as to ensure suitable opportunities for each disabled person. Arrangements are made, wherever possible, for retraining employees who become disabled, to enable them to perform work identified as appropriate to their aptitudes and abilities.

AUDITOR

Baker Tilly UK Audit LLP were appointed auditor to the company and in accordance with section 485 of the Companies Act 2006, a resolution proposing that they be re-appointed will be put at a General Meeting

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITOR

The directors who are in office on the date of approval of these financial statements have confirmed that, as far as they are aware, there is no relevant audit information of which the auditor is unaware. Each of the directors have confirmed that they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that it has been communicated to the auditor

On behalf of the board

Kamarudin Bin Meranun

DIRECTOR

14 March 2014

DIRECTORS' RESPONSIBILITIES IN THE PREPARATION OF 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 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 those financial statements, the directors are required to

- a select suitable accounting policies and then apply them consistently,
- b make judgements and accounting estimates that are reasonable and prudent,
- c 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 sateguarding 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 CATERHAM SPORTS LIMITED (FORMERLY IMALAYSIA RACING TEAM (UK) LIMITED)

We have audited the financial statements set out on pages 5 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 auditors' 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 more fully explained 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 and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Iteland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

SCOPE OF THE AUDIT

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at http://www.frc.org.uk/Our-Work/Codes-Standards/Audit-and-assurance/Standards-and-guidance/Standards-and-guidance-for-auditors/Scope-of-audit/UK-Private-Sector-Entity-(issued-1-December-2010) aspx

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 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

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

Baher Tilly UM A-M+ UP PETER HOWARD (SENIOR STATUTORY AUDITOR)

FOR AND ON BEHALF OF BAKER TILLY UK AUDIT LLP, STATUTORY AUDITOR

Chartered Accountants

Abbotsgate House Hollow Road Bury St Edmunds Suffolk IP32 7FA

19/03/14

PROFIT AND LOSS ACCOUNT

For the year ended 31 December 2012

		2012	2011
	Notes	£'000	£'000
TURNOVER	1	46,675	21,471
Cost of sales		(29,534)	(14,215)
GROSS PROFIT		17,141	7,256
Other operating expenses (net)	2	(12,089)	(5,382)
OPERATING PROFIT		5,052	1,874
Investment income	3	7	-
Interest payable and similar charges	4	(221)	(237)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	5	4,838	1,637
Taxation	8	-	-
PROFIL ON ORDINARY ACTIVITIES AFTER TAXATION	15	4,838	1,637

The profit for the year arises from the company's continuing operations

No separate Statement of Total Recognised Gains and Losses has been presented as all such gains and losses have been dealt with in the Profit and Loss Account

BALANCE SHEET

As at 31 December 2012

	Notes	2012 £'000	2011 £'000
FIXED ASSETS			
Tangible assets	9	10,361	2,612
CURRENT ASSETS			
Stocks	10	327	_
Debtors	11	8,643	5,580
Cash at bank and in hand		208	156
		9,178	5,736
CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR	12	(11 710)	(5,057)
NET CURRENT (LIABILITIES)/ASSETS		(2,532)	679
TOTAL ASSETS LESS CURRENT LIABILITIES		7,829	3,291
CREDITORS AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	13	(116)	(416)
THAT ONE TEXAS			(410)
NET ASSETS		7,713	2,875
CAPITAL AND RESERVES			
Profit and loss account	15	7.713	2,875
GILA DELIGI DEDCI ELINIDO	16	7.712	2.075
SHAREHOLDERS' FUNDS	10	7,713	2,875

The financial statements on pages 5 to 16 were approved by the board of directors and authorised for issue on 14 March 2014 and are signed on its behalf by

Kamarudin Bın Meranun DIRECTOR

ACCOUNTING POLICIES

BASIS OF ACCOUNTING

The financial statements are prepared under the historical cost convention

The financial statements are piepared on a going concern basis that assumes that the company will continue in operational existence for the foreseeable future

The shareholders will continue to provide such additional funding, as is required to meet the future development objectives of the company through shareholder loans for the foreseeable future, being at least 12 months from the date of approval of these financial statements. This funding will continue until the company becomes self-sufficient and cash flow positive. The directors are satisfied that such funds are avaliable and accordingly, the financial statements have been prepared on a going concern basis.

Under the provisions of FRS 1 "Cash Flow Statements", the company has not piepared a cash flow statement because its ultimate parent undertaking, 1Malaysia Racing Team Sdn Bhd, a company incorporated in Malaysia, prepares consolidated financial statements which are publicly available

COMPLIANCE WITH ACCOUNTING STANDARDS

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently

TURNOVER

Turnover comprises the value of sales (excluding VAT) of services rendered in the normal course of business and is derived mainly from the cost of providing design services, testing services and race support services recharged to IMalaysia Racing Team Sdn Bhd Turnover is recognised in the profit and loss account when the services are rendered

RESEARCH AND DEVELOPMENT

Development expenditure is carried forward when its future recoverability can be foreseen with reasonable assurance and is amortised in line with sales from the related product. All research and other development costs are written off as incurred

TANGIBLE FIXED ASSETS AND DEPRECIATION

Tangible fixed assets other than freehold land are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life from the date it becomes operational, as follows

Land and buildingsover 50 yearsPlant and machinery5-10 yearsComputer equipment3-5 yearsFixtures, fittings & equipment5 yearsMotor vehicles3-5 years

LEASING

Fixed assets held under finance leases are capitalised, with the capital element of leasing commitments shown as obligations under finance leases. The capital element of lease rentals is then applied to reduce the outstanding obligations, and the interest element charged in profit and loss. Assets held under finance leases are depreciated over the shorter of the lease terms and the useful lives of equivalent owned assets.

Rentals payable under operating leases are charged against income on a straight line basis over the lease term

STOCK

Stock is stated at the lower of cost and net realisable value

ACCOUNTING POLICIES (CONTINUED)

DEFERRED TAXATION

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. Deferred tax is measured at the average tax rates that are expected to apply in the periods in which 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.

FOREIGN CURRENCY FRANSLATION

Assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to the profit and loss account.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2012

I THRNOVER

The total tumover of the company for the year has been derived from its principal activity wholly undertaken in the United Kingdom

	omea ringaon		
2	OTHER OPERATING EXPENSES (NET)	2012	2011
_	o man or sitting and an another (natr)	£'000	£'000
	Administrative expenses	12 207	5,382
	Other operating income	(118)	=
		12,089	5,382
3	INVESTMENT INCOME	2012	2011
		£'000	£'000
	Interest	7	-
4	INTEREST PAYABLE AND SIMILAR CHARGES	2012	2011
•	IN ENDS IN SOME STATE OF THE SECOND STATE OF T	£'000	£'000
	On bank loans and overdrafts	113	-
	Lease finance charges	108	237
		221	227
		221	237
5	PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2012	2011
		£'000	£'000
	Profit is stated after charging		
	Depreciation of tangible assets	1,648	1,447
	Loss on foreign exchange transactions	88	18
	Research and development	17.022	0.200
	- Annual expenditure	17,832 248	9,208 238
	Operating lease rentals - other assets	248 16	238 35
	Auditor's remuneration for statutory audit	10	33
	and after crediting		
	Profit on disposal of tangible assets	(2)	•
		 -	····

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2012

6 EMPLOYEES

7

Emoluments

e year	
2012	2011
Number	Number
76	46
200	207
276	253
2012	2011
£'000	£'000
17,744	14,255
2012	2011 £'000
	2012 Number 76 200 276 2012 £'000 17,744

254

1,006

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2012

3	TAXATION	2012 £'000	2011 £'000
	UK Corporation tax	1,000	1000
	Current tax on profit of the period	-	-
	CURRENT TAX CHARGE	•	-
	FACTORS AFFECTING THE TAX CHARGE FOR THE YEAR		
	The tax assessed for the year is lower than the standard rate of		
	corporation tax (24 50%) as explained below		
	Profit on ordinary activities before taxation	4,838	1,637
	Profit on ordinary activities before taxation multiplied by		
	standard rate of UK corporation tax of 24 50% (2011 - 26 50%)	1,185	434
	Effects of		
	Non deductible expenses	95	162
	Fixed asset timing differences	(48)	(43)
	Tax losses carried forward	78	182
	Research and development tax credit	(1,310)	(735)
		(1,185)	(434)
	CURRENT TAX CHARGE	<u> </u>	

The company has estimated losses of £ 2,365,236 (2011 - £ 1,061,940) available for carry forward against future trading profits

UK corporation tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2012

)	TANGIBLE FIXED ASS	Assets under construction	Land and buildings	Plant and machinery	Fixtures, fittings & equipment	Motor vehicles	Total
		£'000	£'000	£'000	£'000	£'000	£'000
	COST						
	At 1 January 2012	368	-	1,319	16	2,849	4,552
	Additions	1,048	6,600	1,712	9	56	9,425
	Disposals	<u> </u>	<u> </u>	(28)	<u> </u>	(5)	(33)
	At 31 December 2012	1,416	6,600	3,003	25	2,900	13,944
	DEPRECIATION		· ,			_	
	At 1 January 2012	-	•	534	3	1,403	1,940
	On disposals	-	-	(1)	-	(4)	(5)
	Charge for the year	-	66	621	4	957	1,648
	At 31 December 2012	-	66	1,154	7	2,356	3,583
	NET BOOK VALUE						
	At 31 December 2012	1,416	6,534	1,849	18	544	10,361
	At 31 December 2011	368	-	785	13	1,446	2,612
	Included above are assets		e leases or hire	=		1,446	Plant and machinery £'000
			leases or hire	=		1,446	Plant and machinery
	Included above are assets NET BOOK VALUES		leases or hire	=		1,446	Plant and machinery £'000
	Included above are assets NET BOOK VALUES At 31 December 2012 At 31 December 2011	held under finance		=		1,446	Plant and machinery £'000
	Included above are assets NET BOOK VALUES At 31 December 2012	held under finance		=		1,446	Plant and machinery £'000
	Included above are assets NET BOOK VALUES At 31 December 2012 At 31 December 2011 DEPRECIATION CHAR	held under finance		=		1,446 ===================================	Plant and machinery £'000
	Included above are assets NET BOOK VALUES At 31 December 2012 At 31 December 2011 DEPRECIATION CHAR At 31 December 2012	held under finance		=		1,446	Plant and machinery £'000 392 1,260
110	Included above are assets NET BOOK VALUES At 31 December 2012 At 31 December 2011 DEPRECIATION CHAR At 31 December 2012	held under finance		=		2012	Plant and machinery £'000 392 1,260 868 1,045
10	Included above are assets NET BOOK VALUES At 31 December 2012 At 31 December 2011 DEPRECIATION CHAR At 31 December 2012 At 31 December 2011	held under finance		=			Plant and machinery £'000 392 1,260 868

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2012

l	DEBTORS	2012	2011
		£'000	£'000
	Trade debtors	190	126
	Amounts owed by parent and fellow subsidiary undertakings	1,575	-
	Other debtors	6,351	5,019
	Prepayments and accrued income	527	435
		8,643	5,580

Amounts owed by group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand

12	CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR	2012	2011
		£'000	£'000
	Bank loans (secured)	5,315	-
	Net obligations under finance leases	430	1,351
	Trade creditors	4,993	1,426
	Amounts owed to parent and fellow subsidiary undertakings	-	1,592
	Taxes and social security costs	530	608
	Other creditors	30	-
	Accruals and deferred income	412	80
		11,710	5,057

Amounts owed to group undertakings are unsecured, interest free and repayable on demand

Net obligations under finance leases are secured against the underlying assets

The bank loan is secured by way of a debenture and a fixed and floating charge over the assets of the company

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2012

	2012 £'000	CREDITORS AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	13
	48 68	Net obligations under finance leases Other creditors	
416	116		
		Net obligations under finance leases are secured against the underlying assets	
		NET OBLIGATIONS UNDER FINANCE LEASES	
1,351	430	Repayable within one year	
416	48	Repayable between one and five years	
 1,767	478		
	(430)	Included in liabilities falling due within one year	
	48		
= =====			
2 201	2012	SHARE CAPITAL	14
£'000	£'000		• •
		ALLOTTED, CALLED UP AND FULLY PAID	
		1 (2011 1) ordinary shares of £1 each	
Profit and loss		RESERVES	15
accoun			
£'000			
2,875		Balance at 1 January 2012	
4,838		Profit for the year	
7,713		Balance at 31 December 2012	
2 201	2012	DESCRIPTION OF MOVEMENTS BUSINESSED DEBOT FUNDS	
	£'000	RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS	16
3 1,637	4,838	Profit for the financial year	
	2,875	Opening shareholders' funds	
3 2,875	7,713	Closing shareholders' funds	

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2012

17 FINANCIAL COMMITMENTS

At 31 December 2012 the company was committed to making the following payments under non-cancellable operating leases in the year to 31 December 2013

		Land and buildings		Other	
		2012	2011	2012	2011
		£'000	£'000	£'000	£'000
	Operating leases which expire				
	Within one year	-	228	44	_
	Between two and five years	-	34	870	75
		-	262	914	75
18	CAPITAL COMMITMENTS			2012	2011
	At 31 December 2012 the company had capital co	ommitments as follows		£'000	£'000
	The St. December 2012 the company had capital ex	ommento do ronovo			
	Contracted for but not provided in the financial s	tatements		729	228
			=		

19 CONTROL

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The ultimate parent undertaking and controlling party is 1Malaysia Racing Team Sdn Bhd, a company incorporated in Malaysia The consolidated financial statements of 1Malaysia Racing Team Sdn Bhd, which is the parent undertaking of the smallest and largest group of undertakings to consolidate these financial statements, may be obtained from its registered office at B-13-15, Level 13, Menara Prima Tower B, Jalan PJU 1/39, Dataran Prima 47301, Petaling Jaya, Selangor Darul Ehsan, Malaysia

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

For the year ended 31 December 2012

20 RELATED PARTY TRANSACTIONS

The copmany has taken advantage of the exemption under FRS 8 "Related Party Disclosures" not to disclose information relating to transactions with its parent company

		Transactions	Balance	Transactions	Balance
		year ended	outstanding at	year ended	outstanding at
	Nature of	31 December	31 December	31 December	31 December
Company	transactions	2012	2012	2011	2011
		£'000	£'000	£'000	£'000
EQ8 Limited	Payment on behalf	200	33	448	523
EQ8 Limited	Transfer of debt	(690)	-	-	-
Caterham Merchandising Limited	Purchases	(33)	(33)	3	-
Dinato Racing Limited	Payment on behalf	970	2,730	1,335	1,760
Γune Group	Payment on behalf	-	4	4	4
Air Asia	Payment on behalf	-	-	2	2
Caterham Factory Limited	Property rental charge	es (150)	2,212	155	2,362
Caterham Ventures Limited	Payment on behalf	-	133	110	133
Caterham Enterprises Limited	Transfer of debt	690	690	1	1
Caterham Technology and Innovation Limited	Payment on behalf	59	59	-	-
Caterham Cars Limited	Payment on behalf	13	13	-	-