

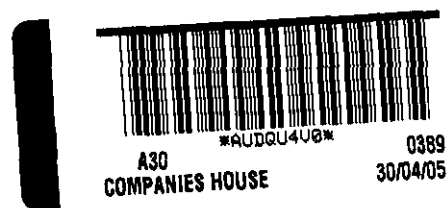
**Nimlok Limited**

Abbreviated accounts

For the year ended 31 December 2004

REGISTRAR'S  
COPY

Grant Thornton 



**Company No. 973784**

## Company information

**Registered office**

Booth Drive  
Park Farm  
WELLINGBOROUGH  
Northants  
NN8 6NL

**Directors**

Mr G E A Perutz  
Mr T P G Perutz  
Mr S G A Perutz

**Secretary**

Mr J D Roberts

**Bankers**

National Westminster Bank plc  
16 High Street  
KETTERING  
Northants  
NN16 8TN

**Solicitors**

Shoosmiths  
The Lakes  
NORTHAMPTON  
NN4 7SH

**Auditors**

Grant Thornton UK LLP  
Chartered Accountants  
Registered Auditors  
Grant Thornton House  
Kettering Parkway  
Kettering  
Northants  
NN15 6XR

## Index to the abbreviated accounts

<b>Report of the directors</b>	4 - 5
<b>Report of the auditors to the company</b>	6
<b>Principal accounting policies</b>	7 - 8
<b>Abbreviated profit and loss account</b>	9
<b>Abbreviated balance sheet</b>	10
<b>Cash flow statement</b>	11
<b>Notes to the abbreviated accounts</b>	12 - 21

## Report of the directors

The directors present their report and the financial statements of the company for the year ended 31 December 2004.

### Principal activities and business review

The principal activity of the company during the year was the manufacture, installation and rental of exhibition and display systems.

The directors are pleased to report an operating profit of £463,438. The directors are very optimistic that the coming year will be one of continued growth in revenue and profitability.

### Results and dividends

The trading results for the year and the company's financial position at the end of the year are shown in the attached financial statements.

The directors have recommended the following dividends:

	2004 £	2003 £
Dividends paid on ordinary shares	<u>288,000</u>	<u>—</u>

### The directors and their interests in the shares of the company

The directors who served the company during the year together with their beneficial interests in the shares of the company were as follows:

	Ordinary Shares of £1 each	
	At 31 December 2004	At 1 January 2004
Mr G E A Perutz	28,705	28,705
Mr T P G Perutz	46,779	46,779
Mr S G A Perutz	<u>2,500</u>	<u>2,500</u>

**Directors' responsibilities**

United Kingdom company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company at the end of the year and of the profit or loss for the year then ended. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently
- make judgements and estimates that are reasonable and prudent
- 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 proper accounting records, for safeguarding the assets of the company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**Auditors**

On 1 July 2004, the Grant Thornton partnership transferred its business to a limited liability partnership, Grant Thornton UK LLP. Under section 26(5) of the Companies Act 1989, the directors consented to extend the audit appointment to Grant Thornton UK LLP from 1 July 2004. Grant Thornton UK LLP offer themselves for reappointment as auditors in accordance with section 385 of the Companies Act 1985.

BY ORDER OF THE BOARD



J D Roberts  
Secretary

6 April 2005

## Independent auditors' report to the company pursuant to Section 247B of the Companies Act 1985

We have examined the abbreviated accounts which comprise the profit and loss account, balance sheet, cash flow statement, principal accounting policies and the related notes, together with the financial statements of the company for the year ended 31 December 2004 prepared under Section 226 of the Companies Act 1985.

This report is made solely to the company, in accordance with Section 247B of the Companies Act 1985. Our work has been undertaken so that we might state to the company those matters we are required to state to them in a special 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, for our audit work, for this report, or for the opinions we have formed.

### **Respective responsibilities of directors and auditors**


The directors are responsible for preparing the abbreviated accounts in accordance with Section 246A of the Companies Act 1985. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated accounts prepared in accordance with Section 246A(3) of the Act to the Registrar of Companies and whether the accounts to be delivered are properly prepared in accordance with those provisions and report our opinion to you.

### **Basis of opinion**

We have carried out the procedures we consider necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated accounts and that the abbreviated accounts to be delivered are properly prepared. The scope of our work for the purpose of this report did not include examining or dealing with events after the date of our report on the financial statements.

### **Opinion**

In our opinion the company is entitled to deliver abbreviated accounts prepared in accordance with Section 246A(3) of the Act, and the abbreviated accounts which comprise the profit and loss account, balance sheet, cash flow statement, principal accounting policies and the related notes are properly prepared in accordance with those provisions.



GRANT THORNTON UK LLP  
REGISTERED AUDITORS  
CHARTERED ACCOUNTANTS

**KETTERING**

27 APRIL 2005

## Principal accounting policies

### **Basis of accounting**

The financial statements have been prepared under the historical cost convention.

The company is exempt from preparing consolidated financial statements on the grounds that, taken together with its subsidiaries, it qualifies as a medium-sized group under section 248 of the Companies Act 1985. These financial statements therefore present information about the company as an individual undertaking and not about its group.

### **Turnover**

The turnover shown in the profit and loss account represents amounts invoiced during the year, exclusive of Value Added Tax.

### **Fixed assets**

All fixed assets are initially recorded at cost.

### **Depreciation**

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Freehold Buildings	-	2%
Furniture and equipment	-	20%-33%
Motor Vehicles	-	25%

### **Stocks**

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

### **Operating lease agreements**

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease.

### **Pension costs**

The company operates a defined contribution pension scheme for employees. The assets of the scheme are held separately from those of the company. The annual contributions payable are charged to the profit and loss account.

### **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 have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exceptions:

*Provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold;*

Deferred tax assets are recognised only to the extent that the directors consider that it is 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 measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

### **Foreign currencies**

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit.

### **Investments**

Investments are included at cost less amounts written off.



## Abbreviated profit and loss account

	Note	2004 £	2003 £
Gross profit		5,488,770	5,095,245
<b>Operating costs:</b>			
Staff costs	1	3,247,787	4,517,310
Depreciation written off fixed assets	2	158,465	144,566
Other operating charges		1,619,080	1,466,664
<b>Operating profit/(loss)</b>	2	463,438	(1,033,295)
Profit on disposal of fixed assets		—	457,060
		463,438	(576,235)
Income from shares in group undertakings	5	65,711	—
Interest receivable		21,719	3,865
Loss on disposal of investments	6	(65,711)	—
Interest payable and similar charges	7	—	(22,667)
<b>Profit/(loss) on ordinary activities before taxation</b>		485,157	(595,037)
Tax on profit/(loss) on ordinary activities	8	18,277	(251,582)
<b>Profit/(loss) on ordinary activities after taxation</b>		466,880	(343,455)
Dividends	9	288,000	—
<b>Retained profit/(loss) for the financial year</b>	21	178,880	(343,455)

All of the activities of the company are classed as continuing.

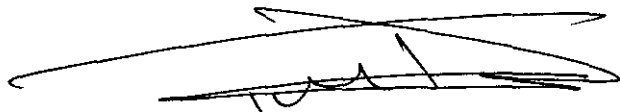
The company has no recognised gains or losses other than the results for the year as set out above.

## Abbreviated balance sheet

	Note	2004 £	2003 £
<b>Fixed assets</b>			
Tangible assets	10	<b>645,260</b>	306,178
Investments	11	<b>18,231</b>	83,942
		<b>663,491</b>	390,120
<b>Current assets</b>			
Stocks	12	<b>626,415</b>	474,542
Debtors	13	<b>905,860</b>	1,529,371
Cash at bank and in hand		<b>526,565</b>	491,468
		<b>2,058,840</b>	2,495,381
<b>Creditors: amounts falling due within one year</b>	14	<b>990,150</b>	1,351,200
<b>Net current assets</b>		<b>1,068,690</b>	1,144,181
<b>Total assets less current liabilities</b>		<b>1,732,181</b>	1,534,301
<b>Provisions for liabilities and charges</b>			
Deferred taxation	15	<b>19,000</b>	—
Other provisions	16	<b>50,301</b>	50,301
		<b>1,662,880</b>	1,484,000
<b>Capital and reserves</b>			
Called-up equity share capital	19	<b>120,795</b>	120,795
Share premium account		<b>203,652</b>	203,652
Other reserves	20	<b>20,149</b>	20,149
Profit and loss account	21	<b>1,318,284</b>	1,139,404
<b>Shareholders' funds</b>	22	<b>1,662,880</b>	1,484,000

These abbreviated financial statements have been prepared in accordance with the special provisions for medium-sized companies under Part VII of the Companies Act 1985.

These abbreviated accounts were approved by the directors on 6 April 2005 and are signed on their behalf by:



T P G Perutz

**The accompanying accounting policies and notes form part of these abbreviated accounts.**

## Cash flow statement

	Note	2004 £	2003 £
Net cash inflow from operating activities	23	463,028	2,598,510
Returns on investments and servicing of finance	23	87,430	(18,802)
Taxation	23	205,186	(31,178)
Capital expenditure and financial investment	23	(432,547)	1,696,777
<b>Acquisitions and disposals</b>			
Acquisition of shares in group undertakings		—	(1,675,100)
Net cash outflow from acquisitions and disposals		—	(1,675,100)
Equity dividends paid		(288,000)	(115,000)
Cash inflow before financing		35,097	2,455,207
Financing	23	—	(2,276,724)
Increase in cash	23	35,097	178,483

The accompanying accounting policies and notes form part of these abbreviated accounts.

## Notes to the abbreviated accounts

### 1 Directors and employees

The average number of staff employed by the company during the financial year amounted to:

	2004 No	2003 No
Production	42	40
Distribution	16	14
Administration	46	38
	<u>104</u>	<u>92</u>

The aggregate payroll costs of the above were:

	2004 £	2003 £
Wages and salaries	2,856,330	4,145,585
Social security costs	307,534	259,231
Other pension costs	83,923	112,494
	<u>3,247,787</u>	<u>4,517,310</u>

### 2 Operating profit/(loss)

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

	2004 £	2003 £
Depreciation of owned fixed assets	169,948	148,779
Profit on disposal of fixed assets	(11,483)	(4,213)
Auditors' remuneration:		
Audit fees	10,000	9,500
Operating lease costs:		
Land and buildings	338,858	129,957
Vehicles	58,680	62,641
Net (profit)/loss on foreign currency translation	<u>(13,509)</u>	<u>1,063</u>

**3 Directors**

Remuneration in respect of directors was as follows:

	2004 £	2003 £
Emoluments receivable	<b>179,310</b>	1,540,980
Value of company pension contributions to money purchase schemes	—	35,000
	<b><u>179,310</u></b>	<b><u>1,575,980</u></b>

The number of directors who accrued benefits under company pension schemes was as follows:

	2004 No	2003 No
Money purchase schemes	<b><u>1</u></b>	<b><u>1</u></b>

Directors' emoluments above includes £nil (2003: £1,382,440) in respect of a share based bonus.

**4 Profit on disposal of fixed assets**

	2004 £	2003 £
Profit on disposal of fixed assets	—	<b><u>457,060</u></b>

**5 Income from shares in group undertakings**

	2004 £	2003 £
Income from group undertakings	<b><u>65,711</u></b>	—

**6 Amounts written off investments**

	2004 £	2003 £
Amount written off investments	<b><u>65,711</u></b>	—

**7 Interest payable and similar charges**

	2004 £	2003 £
Interest payable on bank borrowing	—	<b><u>22,667</u></b>

**8 Taxation on ordinary activities**

(a) Analysis of charge in the year

	2004 £	2003 £
Current tax:		
In respect of the year:		
UK Corporation tax based on the results for the year at 30% (2003 - 19%)	17,500	(20,318)
Over/under provision in prior year	(18,223)	(15,264)
	(723)	(35,582)
Group relief	—	(180,000)
Total current tax	(723)	(215,582)
Deferred tax:		
Origination and reversal of timing differences	19,000	(36,000)
Tax on profit/(loss) on ordinary activities	18,277	(251,582)

(b) Factors affecting current tax charge

The tax assessed on the profit/(loss) on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 30% (2003: 19%).

	2004 £	2003 £
Profit/(loss) on ordinary activities before taxation	485,157	(595,037)
Profit/(loss) on ordinary activities by rate of tax	145,547	(113,057)
Expenses not deductible for tax purposes	8,850	6,221
Capital allowances for period in excess of depreciation	(37,309)	41,515
Utilisation of tax losses	(83,816)	50,195
Adjustments to tax charge in respect of previous periods	(18,223)	(15,264)
Other timing differences	(15,772)	5,048
Group relief at differential rate	—	(64,157)
Credit arising on disposal of property not subject to tax	—	(126,083)
Total current tax (note 7(a))	(723)	(215,582)

**9 Dividends**

	2004 £	2003 £
Equity dividends:		
Dividend paid on ordinary shares	288,000	—

**10 Tangible fixed assets**

	<b>Plant &amp; Machinery £</b>	<b>Motor Vehicles £</b>	<b>Total £</b>
Cost			
At 1 January 2004	947,400	79,057	1,026,457
Additions	514,582	5,000	519,582
Disposals	(36,975)	(22,435)	(59,410)
At 31 December 2004	<u>1,425,007</u>	<u>61,622</u>	<u>1,486,629</u>
Depreciation			
At 1 January 2004	664,813	55,466	720,279
Charge for the year	155,221	14,727	169,948
On disposals	(27,423)	(21,435)	(48,858)
At 31 December 2004	<u>792,611</u>	<u>48,758</u>	<u>841,369</u>
Net book value			
At 31 December 2004	<u>632,396</u>	<u>12,864</u>	<u>645,260</u>
At 31 December 2003	<u>282,587</u>	<u>23,591</u>	<u>306,178</u>

**11 Investments**

	<b>Shares in group undertakings £</b>
Cost	
At 1 January 2004 and 31 December 2004	<u>1,675,192</u>
Amounts written off	
At 1 January 2004	1,591,250
Written off in year	65,711
At 31 December 2004	<u>1,656,961</u>
Net book value	
At 31 December 2004	<u>18,231</u>
At 31 December 2003	<u>83,942</u>

**11 Investments (continued)**

At 31 December 2004 the company held more than 20% of the allotted share capital of the companies listed below.

	Country of incorporation	Class of share capital held	Proportion held	Nature of business	Capital and reserves £	Profit for the financial year £
Ultima Displays Limited	England	Ordinary	90%	Manufacture and development of exhibition and display systems	1,861,202	568,208
Orbus Europe Limited	England	Ordinary	100%	Dormant	(32,304)	nil
Alipes 50	England	Ordinary	100%	Dormant	18,139	nil

Under the provision of section 248 of the Companies Act 1985 the company is exempt from preparing consolidated accounts and has not done so, therefore the accounts show information about the company as an individual entity.

**12 Stocks**

	2004 £	2003 £
Raw materials	578,700	441,523
Finished goods	47,715	33,019
	<u>626,415</u>	<u>474,542</u>

**13 Debtors**

	2004 £	2003 £
Trade debtors	608,812	574,350
Amounts owed by group undertakings	161,675	78,335
Corporation tax repayable	2,817	207,280
Other debtors	45,855	538,212
Prepayments and accrued income	86,701	131,194
	<u>905,860</u>	<u>1,529,371</u>



**14 Creditors: amounts falling due within one year**

	2004 £	2003 £
Trade creditors	462,272	583,379
Amounts owed to group undertakings	—	2,212
Other taxation and social security	197,491	547,366
Other creditors	43,609	16,021
Accruals and deferred income	286,778	202,222
	<u>990,150</u>	<u>1,351,200</u>

**15 Deferred taxation**

The movement in the deferred taxation provision during the year was:

	2004 £	2003 £
Provision brought forward	—	36,000
Profit and loss account movement arising during the year	19,000	(36,000)
Provision carried forward	<u>19,000</u>	<u>—</u>

The provision for deferred taxation consists of the tax effect of timing differences in respect of:

	2004 £	2003 £
Excess of taxation allowances over depreciation on fixed assets	34,000	—
Other timing differences	(15,000)	—
	<u>19,000</u>	<u>—</u>

**16 Other provisions**

	2004 £
<b>Other provisions:</b>	
At 1 January 2004 and 31 December 2004	<u>50,301</u>

A provision of £50,301 (2003: £50,301) has been recognised for property repair costs. The repairs are required under the terms of the lease and the expenditure is expected to be incurred within the remaining lease term.

**17 Leasing commitments**

At 31 December 2004 the company had annual commitments under non-cancellable operating leases as set out below.

	2004		2003	
	Land & Buildings	Other Items	Land & Buildings	Other Items
	£	£	£	£
Operating leases which expire:				
Within 1 year	9,266	12,138	—	16,298
Within 2 to 5 years	78,508	26,312	115,574	38,142
After more than 5 years	250,000	—	250,000	—
	<u>337,774</u>	<u>38,450</u>	<u>365,574</u>	<u>54,440</u>

**18 Related party transactions**

During the year, transactions with Nimlok Company, a related party, comprised of sales to the value of £78,803 (2003: £45,894) and purchases from Nimlok Company to the value of £40,102 (2003: £76,922). An amount of £18,000 (2003: £18,000) was paid to Nimlok Company during the year in respect of consultancy services provided. At the year end there was a balance owing to Nimlok Company of £14,669 (2003: £22,644) and owing from Nimlok Company of £19,383 (2003: £8,961).

During the year, the company recharged property rental and rate costs of £38,824 (2003: £29,301) and management charges of £246,952 (2003: £255,081) to its subsidiary undertaking, Ultima Displays Limited. At the year end £156,952 (2003: £75,081) was due from Ultima Displays Limited in respect of these charges. In addition, at the year end the company was owed £nil (2003: £180,000) in respect of group relief available. Other transactions with Ultima Displays Limited comprised of product sales to the net value of £15,349 (2003: £3,869), asset sales to the value of £20,000 (2003: £8,000), product purchases of £38,141 (2003: £34,738) and asset purchases to the value of £5,000 (2003: £nil). At the year end there was a balance owing to Ultima Displays Limited of £51,364 (2003: £2,212) and owing from Ultima Displays Limited of £4,723 (2003: £3,254).

Transactions with Perutz Property Partnership LLP, a related party, comprised of property sales to the value of £nil (2003: £2,200,000) and rent payable to Perutz Property Partnership LLP of £250,000 (2003: £47,146). At the year end there was a balance due from Perutz Property Partnership LLP of £nil (2003: £410,000) regarding the property sale.

At the year end the company was owed £nil (2003: £100,000) by Nimlok Limited Retirement Benefit Scheme.

**19 Share capital**

Authorised share capital:

	2004	2003
	£	£
194,800 Ordinary shares of £1 each	<u>194,800</u>	<u>194,800</u>

Allotted, called up and fully paid:

	2004		2003	
	No	£	No	£
Ordinary shares of £1 each	<u>120,795</u>	<u>120,795</u>	<u>120,795</u>	<u>120,795</u>

**20 Other reserves**

	2004	2003
	£	£
Capital redemption reserve	<u>20,149</u>	<u>20,149</u>

**21 Profit and loss account**

	2004	2003
	£	£
Balance brought forward	1,139,404	1,482,859
Retained profit/(accumulated loss) for the financial year	<u>178,880</u>	<u>(343,455)</u>
Balance carried forward	<u>1,318,284</u>	<u>1,139,404</u>

**22 Reconciliation of movements in shareholders' funds**

	2004	2003
	£	£
Profit/(Loss) for the financial year	466,880	(343,455)
Dividends	<u>(288,000)</u>	<u>-</u>
	178,880	(343,455)
Opening shareholders' equity funds	<u>1,484,000</u>	<u>1,827,455</u>
Closing shareholders' equity funds	<u>1,662,880</u>	<u>1,484,000</u>

**23 Notes to the statement of cash flows**

**Reconciliation of operating profit/(loss) to net cash inflow from operating activities**

	2004	2003
	£	£
Operating profit/(loss)	463,438	(1,033,295)
Employee incentive award	-	1,591,250
Depreciation	169,948	148,779
Profit on disposal of fixed assets	(11,483)	(4,213)
(Increase)/decrease in stocks	(151,873)	35,045
Decrease in debtors	419,048	1,593,961
(Decrease)/increase in creditors	(426,050)	266,983
Net cash inflow from operating activities	<u>463,028</u>	<u>2,598,510</u>

**23 Notes to the statement of cash flows (continued)**

**Returns on investments and servicing of finance**

	2004 £	2003 £
Income from group undertakings	65,711	—
Interest received	21,719	3,865
Interest paid	—	(22,667)
Net cash inflow/(outflow) from returns on investments and servicing of finance	<u>87,430</u>	<u>(18,802)</u>

**Taxation**

	2004 £	2003 £
Taxation	<u>205,186</u>	<u>(31,178)</u>

**Capital expenditure**

	2004 £	2003 £
Payments to acquire tangible fixed assets	(454,582)	(170,952)
Receipts from sale of fixed assets	22,035	1,867,729
Net cash (outflow)/inflow from capital expenditure	<u>(432,547)</u>	<u>1,696,777</u>

**Financing**

	2004 £	2003 £
Repayment of bank loans	—	(2,276,724)
Net cash outflow from financing	<u>—</u>	<u>(2,276,724)</u>

**Reconciliation of net cash flow to movement in net funds**

	2004 £	2003 £
Increase in cash in the period	35,097	178,483
Net cash outflow from bank loans	—	2,276,724
	<u>35,097</u>	<u>2,455,207</u>
Change in net funds	35,097	2,455,207
Net funds at 1 January 2004	491,468	(1,963,739)
Net funds at 31 December 2004	<u>526,565</u>	<u>491,468</u>

**23 Notes to the statement of cash flows (continued)****Analysis of changes in net funds**

	At 1 Jan 2004 £	Cash flows £	At 31 Dec 2004 £
Net cash:			
Cash in hand and at bank	<u>491,468</u>	<u>35,097</u>	<u>526,565</u>
Net funds	<u>491,468</u>	<u>35,097</u>	<u>526,565</u>

**24 Controlling related party**

The controlling related party is Mr T P G Perutz by virtue of ownership of shares and directorship of the company.