

# AIREA plc

## AIREA Brands

### Our brands are Burmatex and Ryalux

Burmatex is one of the UK's leading manufacturers of contract carpets and carpet tiles. The company offers a product range spanning fibre bonded and tufted carpet in sheet and tile, as well as specialist barrier and entrance matting products. Its focus is on the design and creation of innovative products to meet the needs of architects, specifiers and contractors for the education, leisure, commercial, healthcare and public sectors. [www.burmatex.co.uk](http://www.burmatex.co.uk)

Leading the field in carpet innovation, Ryalux is one of the UK's leading tufted carpet manufacturers, offering an extensive range of colour and texture. With an emphasis on quality and a focus on design, the Ryalux brand offers a unique service of custom made floor coverings as well as standard carpet ranges available through carpet retail outlets. [www.ryalux.com](http://www.ryalux.com)

Although they operate in different sectors of the flooring market, our brands have a lot in common. Most importantly, they are both built on innovation. Not only in the way we design our products to meet the diverse needs of our customers – but also in terms of the exceptional service we provide, whatever the price level.

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## Professional Advisers

### Auditor

Grant Thornton UK LLP  
No 1 Whitehall Riverside,  
Leeds,  
West Yorkshire LS1 4BN

### Bankers

Barclays Bank PLC  
Wood Street,  
Wakefield,  
West Yorkshire WF1 2EA

### Registrars

Capita Registrars  
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Woodsome Park,  
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### Solicitors

Eversheds LLP  
Bridgewater Place,  
Water Lane,  
Leeds,  
West Yorkshire LS11 5DR

Squire, Sanders & Dempsey (UK) LLP  
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Leeds,  
West Yorkshire LS3 1ES

### Nominated advisers and stockbrokers

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34 Lisbon Street,  
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West Yorkshire LS1 4LX

## Registered Office

Victoria Mills,  
The Green,  
Ossett,  
West Yorkshire WF5 0AN  
Registered in England no. 526657  
[www.aireaplco.uk](http://www.aireaplco.uk)

## Review of Operations

### Overview

Faced with sustained suppressed demand in many of the markets in which we operate and exceptional raw material inflation, it is encouraging to report that the business continues to operate profitably and is supported by a strengthening balance sheet. At the same time we have made significant progress in the pursuit of our longer-term objectives by enhancing our design capability, developing our sales resource and strengthening our product offer, as well as continuing to improve the reliability and agility of our manufacturing base.

The residential sector experienced the worst of the market conditions due to fragile consumer confidence and low housing activity. Our strategy remains based around superior choice, and our ongoing progress in shortening lead times allows us to provide excellent service across a wide product range.

On the contract side, strong deliveries against major retail store refurbishment programmes and public sector new build projects compensated for weak demand in the general maintenance and refurbishment market. Our developing portfolio of competitively priced products with strong design content is gaining market share and opening up new opportunities enabling us to invest in new sales resource to seek out new business sector opportunities.

Work continues to improve the quality of our international distribution channels to capitalise on the opportunities created by the enhanced product range. The Polish direct selling operation is now well established and we are looking to expand the model to neighbouring eastern European markets.

The business has been faced with exceptional raw material inflation driven by rapid cost increases in both wool and synthetic fibres, the former caused by market forces, the latter linked to oil prices. Given the fragile nature of the market it has been a challenge to increase selling prices.

### Group results

Revenue for the period was £28.9m (2010: £30.9m). The rationalisation of the residential product range undertaken last year and previously reported accounted for £1.2m of the decline. After an encouraging start to the year sales of core residential products suffered in our second quarter and the depressed volumes continued through the second half. Sales to the contract sector were in line with the previous year as larger end user projects compensated for lower demand in the general maintenance and refurbishment sector. The operating profit before exceptional items was £0.8m (2010: £0.9m). The operating profit after charging exceptional operating costs of £0.3m (2010: £0.2m) was £0.5m (2010: £0.7m).

Basic adjusted earnings per share were 0.64p (2010: 0.86p), and basic earnings per share were 0.18p (2010: 0.57p).

Operating cash flows before movements in working capital were in line with the prior year at £1.7m (2010: £1.7m). Working capital increased by £0.4m (2010: £0.6m decrease) as a result of cost inflation and inventory build to support new product launches. The outlay on onerous leases and other items previously provided for was £0.8m (2010: £0.4m), and contributions of £0.6m (2010: £0.6m) were made to the defined benefit pension scheme in line with the agreement reached with the trustees based on the 2008 actuarial valuation. Capital expenditure of £0.6m (2010: £1.2m) was focused on increasing capacity in the dye house, investment to realise the operational synergies in the business and supporting new product launches.

The pension deficit has been reassessed in the light of the Government announcement regarding the move to using the Consumer Price Index (CPI) rather than the Retail Price Index (RPI) as the inflation measure for determining the minimum pension increases to be applied to the statutory index-linked features of retirement benefits. In general annual CPI increases have been lower than annual RPI increases. As a result, and in combination with other actuarial adjustments, the pension deficit reduced by £4.2m to £1.3m (2010: £5.5m).

## Key performance indicators

As part of its internal financial control procedures, the board monitors certain financial ratios. For the year to 30th June 2011 value added per employee amounted to £62,000 (2010: £60,000), operating return on sales was 2.8% (2010: 2.9%), return on average net operating assets was 5.8% (2010: 6.5%) and working capital to sales percentage was 24.4% (2010: 21.4%). The improvement in added value per employee demonstrates the ongoing improvement in productivity, whilst the small decline in return on sales and net operating assets reflects the difficult trading conditions, and the working capital ratio suffered from an increase in inventory.

## Management and personnel

Our employees have faced a number of years of difficult trading conditions and considerable restructuring. It is a credit to our team that they have remained totally committed, and we take this opportunity to thank everyone in the business for the dedication and effort they have shown.

## Current trading and future prospects

AIREA plc operates in two of the most difficult market sectors. Hard pressed consumers faced with higher direct and indirect taxation, soaring inflation, and job insecurity faced with stark choices to make in almost all areas of their everyday life are, not surprisingly, reluctant to spend money on high ticket items for the home. The construction sector generally remains in the doldrums, and Government imposed public sector expenditure cuts are depressing some of our core, traditional contract markets.

The resultant squeeze of margins due to significant market over capacity, and high raw material price inflation requires us to demonstrate the very highest level of operational flexibility and performance.

So far, we have been able to maintain a steady course, and despite the pervasive sense of economic gloom we remain optimistic about the future. Both of our principal businesses continue to grow market share as we seek opportunities in less traditional market sectors and our new design team are adding new credibility to our growing product range in new and existing markets.

On a more general note, there are no specific details to report concerning the future of our Victoria Mills site, and its allocation for housing development as part of Wakefield Council's LDF. As stated in the last Interim Report we expect to exit two of our leased premises as part of our release of surplus property in the first half of the 2011-12 financial year, and so alleviate the cash effect of lease payments thereafter.

So, looking forward we see another year of challenging trading conditions as consumer confidence remains low and we start to see the full impact of the UK public sector cuts on a fragile economy. However, our strengthening product portfolio, new channels to market and flexible manufacturing base give us the capability to exploit the opportunities that do exist. In view of this and combined with our stable financial position the board is pleased to declare a final dividend of 0.5p per share. If approved, this dividend will be paid on 27th November 2011 to shareholders on the register at close of business on 28th October 2011. The board will keep the dividend policy under review and future dividends will be based upon future levels of profitability and cash flow.

MARTIN TOOGOOD  
Chairman

NEIL RYLANCE  
Chief Executive Officer

27th September 2011

## Directors' Report

The directors present their report for the year ended 30th June 2011.

### Principal activity

The principal activity of the group is the manufacturing, marketing and distribution of floor coverings. Details of the activities of subsidiary companies are set out in note 2 of the financial statements of the company on page 35.

### Results and review of the business

The group's consolidated income statement is set out on page 9. The Review of Operations contains a review of the group's business, including key performance indicators, its position at the year end and details of likely future developments.

### Dividends

No interim dividend was paid during the year (2010: nil) and the directors recommend a final dividend of 0.5p (2010: nil). The final dividend amounts to £231,000 and, if approved, will be paid on 27th November 2011 to those shareholders on the register of members at close of business on 28th October 2011.

### Directors

The present directors are detailed below.

Neil Rylance joined the group as managing director of the group's floor coverings business on 2nd June 2008 and was appointed chief executive officer on 13th June 2008. He is an experienced business leader with a strong background in multinational manufacturing companies serving customers in competitive markets. Most recently he was Executive Vice President – Europe with Field Group. Neil retires by rotation in accordance with the company's articles of association and, being eligible, offers himself for re-election.

Martin Toogood joined the group as an independent non-executive director on 1st April 2009, and was appointed non-executive chairman on 6th November 2009. Martin has considerable experience at executive and non-executive level with a number of major retailers in the UK and Europe including ILVA, B&Q, Carpetright and Habitat.

Roger Salt was appointed company secretary on 8th June 2009, and group finance director on 21st September 2010. Roger joined the business in 2004 from Carclo plc where he held a number of senior financial positions. He is a chartered accountant and holds an MBA.

A third party indemnity insurance policy is in place for the benefit of the directors.

Directors who held office at 30th June 2011 had the following interests in the ordinary shares of the company:

|                | 30th June 2011 | 1st July 2010 |
|----------------|----------------|---------------|
| Neil Rylance   | 2,510,360      | 1,500,000     |
| Martin Toogood | 2,100,361      | 1,090,000     |
| Roger Salt     | 170,000        |               |

Roger Salt held 20,000 at the date of his appointment. There were no other changes in directors' interests between 1st July 2011 and 27th September 2011. None of the directors has an interest in the share capital of subsidiary companies other than as a nominee of the company.

Details of the directors' share options are as follows:

|              | At 1st July 2010 | Granted in period | Market price on issue (p) | Earliest date of exercise | Lapsed in period | Exercised in period | At 30th June 2011 |
|--------------|------------------|-------------------|---------------------------|---------------------------|------------------|---------------------|-------------------|
| Neil Rylance | 193,548          | –                 | 15.5                      | 08/04/2013                | –                | –                   | 193,548           |
| Roger Salt   | 193,548          | –                 | 15.5                      | 08/04/2013                | –                | –                   | 193,548           |

## Performance related bonus

The group established the AIREA plc Company Share Option Plan 2010 (CSOP) on 16th March 2010 in order to enable the company to grant options over shares in the capital of the company to employees of the company and its subsidiaries as selected by the directors. The CSOP was introduced to incentivise and motivate employees by enabling them to participate in the future success of the company and that accordingly, the grant of the options should be for the benefit of the company, its employees and its members. It is intended that the CSOP will allow for the grant of options over shares worth up to a maximum of £30,000 for each participant. Options will normally vest and become exercisable on the third anniversary of the date of the grant and remain exercisable until the sixth anniversary of the grant.

The performance target attached to the vesting of options is based on the company's growth in adjusted earnings per share (EPS). Options will vest on a sliding scale between EPS of 2.30p and 4.72p, 2.30p triggering 50% of the option vesting, and 4.72p triggering 100%. If the minimum performance conditions are not met, then those relevant options will lapse on the first date that they would otherwise have vested. There will be no retesting provisions if the performance conditions are not met. The performance criterion was chosen because EPS has a clear link to increase in shareholder value.

## Share capital

Details of the share capital of the company are set out in note 17 to the financial statements of the group.

## Substantial shareholdings

At 27th September 2011, in addition to the interests of Neil Rylance amounting to 5.43% and Martin Toogood amounting to 4.54% noted above, the company had been notified of the following interests representing 3.00% or more of the company's ordinary share capital:

|                          | Number held | %    |
|--------------------------|-------------|------|
| Lowland Investment Trust | 4,125,000   | 8.92 |
| Mrs. C. J. Tobin         | 3,502,668   | 7.57 |
| Mr. & Mrs. G. A. Upsdell | 2,106,614   | 4.56 |
| Mrs. S. G. Ainslie       | 2,098,252   | 4.54 |
| Parker Estates           | 2,015,000   | 4.36 |

## Corporate Governance

The directors are committed to a high standard of corporate governance throughout the group.

## Audit Committee

The audit committee is chaired by Martin Toogood and there are no other members. Meetings are also attended, by invitation, by the executive directors and company secretary. This committee normally meets twice during the financial year, around the time of the preparation of the group's interim and final results.

The committee assists the board in ensuring that appropriate accounting policies, internal financial controls and compliance procedures are in place. It also reviews the drafts of the interim and final results prior to submission to the board and provides a forum through which the external auditors report to the board.

## Internal control

The directors acknowledge their responsibility for the group's systems of internal control. The group maintains systems of internal controls, including suitable monitoring procedures, in order to provide reasonable, but not absolute, assurance of the maintenance of proper accounting records and the consequent reliability of the financial information used within the business to identify and deal with any problems on a timely basis. The monitoring and control procedures include the specification of defined lines of responsibility and authorisation limits, the delegation of authority, the identification of risks and the continual process of the preparation of, and reporting against, annual budgets, forecasts and strategic plans.

## **Directors' Report**

(continued)

### **Employees in the United Kingdom**

The policy of the group for the employment of disabled persons is to give them equal opportunities with other employees to train for and attain any position having regard to the maintenance of a safe working environment and with regard to their particular aptitudes and abilities. The group also tries, where practical, to provide support and retraining in cases where disability is incurred during employment with the group.

The group continues its practice of keeping all of its employees informed on the performance of the group and other matters affecting them through regular meetings as well as through informal briefings.

The board is committed to the achievement of high standards of health and safety.

### **Charitable and political contributions**

No charitable or political contributions were made during the year.

### **Risk management**

The group's financial instruments comprise, principally, cash and short-term deposits, and various items, such as trade receivables and trade payables, arising directly from its operations. The main purpose of these financial instruments is to raise finance for the group's operations. The main risks arising from the group's financial instruments are currency risk, interest risk and liquidity risk. The board's policies for managing these risks are summarised as follows:

Currency risk – the group seeks to hedge its transactional foreign currency exposures arising from the underlying business activities of operating units, through the use of foreign currency bank accounts and forward exchange contracts. No transactions of a speculative nature are undertaken.

Interest risk – the group finances its operations from retained profits. The group also holds cash and short-term deposits. The cash and short-term deposits attract floating rates of interest based on United Kingdom bank base rates.

Liquidity risk – the group seeks to ensure sufficient liquidity is available to meet its foreseeable needs. The board regularly reviews cash flow projections and the headroom position in respect of its banking facilities and its policy is to maintain gearing at an appropriate level.

Further details of the group's financial instruments are detailed in note 22.

The key operational risk facing the business continues to be the competitive nature of the markets for the group's products. To mitigate this risk the group seeks to improve existing products, introduce new products and achieve high levels of customer service.

Other risks include the availability of necessary materials, business interruption and the duty of care to our employees, customers and the wider public. These risks are managed through the combination of quality assurance and health and safety procedures, and insurance cover.

### **Going concern**

As part of its ongoing responsibilities the board regularly reviews the cash flow projections of the business for the current and following financial year along with the key sensitivities and uncertainties that might affect the achievement of the projections. In summary, the group continues to be subject to the uncertainties in the current economic environment, particularly in respect of market demand, however the group's financial headroom means that it is well placed to manage its business risks successfully. The directors can reasonably expect that the company and the group have adequate resources to continue in operational existence for the foreseeable future. Accordingly, the going concern basis remains appropriate in preparing the annual report and accounts.

### **Payments to suppliers**

It is the group's policy to agree the terms of payment with suppliers when negotiating each transaction or series of transactions and to abide by those terms. Group trade payables at 30th June 2011 represented 69 days (2010: 61 days) of trade purchases. The company does not have any trade payables.

## Statement of directors' responsibilities

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 consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union (IFRS) and the parent company financial statements under United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice). Under company law (Section 393, Companies Act 2006) 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 group and the company and of the profit or loss of the group and the parent company for that period. In preparing these 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;
- state whether applicable IFRS have been followed in the consolidated financial statements, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In so far as each of the directors is aware:

- there is no relevant audit information of which the company's auditors are unaware; and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

## Auditor

Grant Thornton UK LLP have indicated their willingness to continue in office and a resolution concerning their reappointment will be proposed at the annual general meeting.

ROGER SALT  
Company Secretary

Victoria Mills, The Green  
Ossett, WF5 0AN  
27th September 2011

## Independent Auditor's Report to the members of AIREA plc

We have audited the group financial statements of AIREA plc for the year ended 30th June 2011 which comprise the accounting policies, the consolidated income statement, the consolidated statement of comprehensive income, the consolidated balance sheet, the consolidated cash flow statement, the consolidated statement of changes in equity and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRS) as adopted by the European Union.

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 statement of directors' responsibilities set out on page 7, the directors are responsible for the preparation of the group 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 group 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 website at [www.frc.org.uk/apb/scope/private.cfm](http://www.frc.org.uk/apb/scope/private.cfm)

### Opinion on group financial statements

In our opinion the group financial statements:

- give a true and fair view of the state of the group's affairs as at 30th June 2011 and of its profit for the year then ended;
- have been properly prepared in accordance with IFRS as adopted by the European Union;
- 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 group financial statements are prepared is consistent with the group financial statements.

### Matters on which we are required to report by exception

We have nothing to report in respect of the following:

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- 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.

### Other matters

We have reported separately on the parent company financial statements of AIREA plc for the year ended 30th June 2011.

Andrew Wood  
Senior Statutory Auditor  
for and on behalf of Grant Thornton UK LLP  
Statutory Auditor, Chartered Accountants  
Leeds

27th September 2011

## Consolidated Income Statement

year ended 30th June 2011

|   | Note | 2011<br>£000 | 2010<br>£000 |
|---|------|--------------|--------------|
| Revenue   | 1    | 28,904       | 30,899       |
| Operating costs                                 | 2    | (28,396)     | (30,188)     |
| <b>Operating profit after exceptional items</b> |      | <b>508</b>   | <b>711</b>   |
| Analysed between:                               |      |              |              |
| Operating profit before exceptional items       |      | 805          | 900          |
| Exceptional operating costs                     | 3    | (297)        | (189)        |
| Finance income                                  | 4a   | -            | 16           |
| Finance costs                                   | 4b   | (316)        | (300)        |
| <b>Profit before taxation</b>                   |      | <b>192</b>   | <b>427</b>   |
| Taxation  | 5    | (111)        | (164)        |
| <b>Profit for the year</b>                      |      | <b>81</b>    | <b>263</b>   |
| <b>Earnings per share (basic and diluted)</b>   | 6    | <b>0.18p</b> | <b>0.57p</b> |

All amounts relate to continuing operations

## Consolidated Statement of Comprehensive Income

year ended 30th June 2011

|   | Note  | 2011    |              | 2010  |              |
|---|-------|---------|--------------|-------|--------------|
|   |       | £000    | £000         | £000  | £000         |
| <b>Profit attributable to shareholders of the group</b>   |       |         | <b>81</b>    |       | <b>263</b>   |
| <b>Other comprehensive income:</b>                        |       |         |              |       |              |
| Actuarial gains/(losses) recognised in the pension scheme | 16    | 3,968   |              | (379) |              |
| Related deferred taxation                                 | 10(a) | (1,091) |              | 106   |              |
|   |       |         | <b>2,877</b> |       | <b>(273)</b> |
| <b>Total comprehensive income for the period</b>          | 18    |         | <b>2,958</b> |       | <b>(10)</b>  |

## Consolidated Balance Sheet

as at 30th June 2011

|                                | Note | 2011         |                | 2010         |                 |
|--------------------------------|------|--------------|----------------|--------------|-----------------|
|                                |      | £000         | £000           | £000         | £000            |
| <b>Non-current assets</b>      |      |              |                |              |                 |
| Property, plant and equipment  | 8    |              | 7,482          |              | 8,047           |
| Deferred tax asset             | 10a  |              | 876            |              | 2,131           |
|                                |      |              | <u>8,358</u>   |              | <u>10,178</u>   |
| <b>Current assets</b>          |      |              |                |              |                 |
| Inventories                    | 11   | 8,723        |                | 7,579        |                 |
| Trade and other receivables    | 12   | 4,475        |                | 5,387        |                 |
| Cash and cash equivalents      | 13   | <u>3,048</u> |                | <u>3,772</u> |                 |
|                                |      |              | <u>16,246</u>  |              | <u>16,738</u>   |
| <b>Total assets</b>            |      |              | <u>24,604</u>  |              | <u>26,916</u>   |
| <b>Current liabilities</b>     |      |              |                |              |                 |
| Trade and other payables       | 14   | (6,157)      |                | (6,338)      |                 |
| Provisions                     | 15   | <u>(482)</u> |                | <u>(627)</u> |                 |
|                                |      |              | (6,639)        |              | (6,965)         |
| <b>Non-current liabilities</b> |      |              |                |              |                 |
| Provisions                     | 15   | (54)         |                | (704)        |                 |
| Pension deficit                | 16   | (1,267)      |                | (5,519)      |                 |
| Deferred tax                   | 10b  | <u>(145)</u> |                | <u>(198)</u> |                 |
|                                |      |              | <u>(1,466)</u> |              | <u>(6,421)</u>  |
| <b>Total liabilities</b>       |      |              | <u>(8,105)</u> |              | <u>(13,386)</u> |
|                                |      |              | <u>16,499</u>  |              | <u>13,530</u>   |
| <b>Equity</b>                  |      |              |                |              |                 |
| Called up share capital        | 17   |              | 11,561         |              | 11,561          |
| Share premium account          | 18   |              | 504            |              | 504             |
| Capital redemption reserve     | 18   |              | 2,395          |              | 2,395           |
| Share option reserve           | 18   |              | 16             |              | 5               |
| Retained earnings              | 18   |              | <u>2,023</u>   |              | <u>(935)</u>    |
|                                |      |              | <u>16,499</u>  |              | <u>13,530</u>   |

The financial statements on pages 9 to 31 were approved by the board of directors on 27th September 2011 and signed on its behalf by:

ROGER SALT  
Group Finance Director  
Company number 526657

## Consolidated Cash Flow Statement

year ended 30th June 2011

|   | Note | 2011<br>£000 | 2010<br>£000   |
|---|------|--------------|----------------|
| <b>Operating activities</b>                                 |      |              |                |
| Cash (used in)/generated from operations                    | 21   | (144)        | 1,285          |
| Interest received   |      | -            | 16             |
| Income tax received   |      | -            | 159            |
|   |      | <u>(144)</u> | <u>1,460</u>   |
| <b>Investing activities</b>                                 |      |              |                |
| Purchase of property, plant and equipment                   |      | (605)        | (1,212)        |
| Proceeds on disposal of property, plant and equipment       |      | 25           | 29             |
| Earn-out receipt  |      | -            | 103            |
|   |      | <u>(580)</u> | <u>(1,080)</u> |
| <b>Financing activities</b>                                 |      |              |                |
| Redemption of loan notes                                    |      | -            | 150            |
|   |      | <u>-</u>     | <u>150</u>     |
| <b>Net (decrease)/increase in cash and cash equivalents</b> |      | <b>(724)</b> | <b>530</b>     |
| Cash and cash equivalents at start of the year              |      | 3,772        | 3,242          |
| Cash and cash equivalents at end of the year                |      | <u>3,048</u> | <u>3,772</u>   |

## Consolidated Statement of Changes in Equity

year ended 30th June 2011

|  | Share<br>capital<br>£000 | Share<br>premium<br>account<br>£000 | Capital<br>redemption<br>reserve<br>£000 | Share<br>option<br>reserve<br>£000 | Profit and loss<br>account<br>£000 | Total equity<br>£000 |
|--|--------------------------|-------------------------------------|--|------------------------------------|------------------------------------|----------------------|
| At 1st July 2009                           | 11,561                   | 504                                 | 2,395                                    | -                                  | (925)                              | 13,535               |
| Total comprehensive income<br>for the year | -                        | -                                   | -  | -                                  | (10)                               | (10)                 |
| Share-based payment                        | -                        | -                                   | -  | 5                                  | -                                  | 5                    |
| At 30th June and 1st July 2010             | 11,561                   | 504                                 | 2,395                                    | 5                                  | (935)                              | 13,530               |
| Total comprehensive income<br>for the year | -                        | -                                   | -  | -                                  | 2,958                              | 2,958                |
| Share-based payment                        | -                        | -                                   | -  | 11                                 | -                                  | 11                   |
| At 31st December 2010                      | <u>11,561</u>            | <u>504</u>                          | <u>2,395</u>                             | <u>16</u>                          | <u>2,023</u>                       | <u>16,499</u>        |

## Accounting Policies of the Group

### Basis of preparation

These consolidated financial statements have been prepared using International Financial Reporting Standards as adopted by the European Union (IFRS). The basis of preparation and accounting policies used in preparing the financial statements for the year ended 30th June 2011 remain unchanged from the previous year and are set out below. The preparation of financial statements under IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the group's accounting policies.

### Significant accounting judgements and estimates

The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. These judgements and estimates are based on management's best knowledge of the relevant facts and circumstances, having regard to prior experience, but actual results may differ from the amounts included in the financial statements. Information about such judgements and estimates is contained in the accounting policies and accompanying notes to the financial statements.

### Basis of consolidation

The consolidated financial statements comprise the financial statements of AIREA plc and its subsidiaries. Subsidiaries are entities controlled by the group. Control exists when the group has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Acquisitions of subsidiaries are dealt with by the acquisition method of accounting. This method involves the recognition at fair value of all identifiable assets and liabilities, including contingent liabilities, of the subsidiary at the acquisition date regardless of whether or not they were recorded in the financial statements prior to acquisition. On initial recognition, the assets and liabilities of the subsidiary are included in the consolidated balance sheet at their fair values, which are also used as the bases for subsequent measurement in accordance with the group's accounting policies. Goodwill is stated after separating out identifiable intangible assets. Any difference between the fair value of assets acquired and the consideration paid is treated as goodwill in the consolidated balance sheet. The results of subsidiaries are included from the date that control commences to the date that control ceases.

All intra-group balances and transactions, including unrealised profits arising from intra-group transactions are eliminated on consolidation. The group has decided not to apply IFRS 3 Business Combinations retrospectively to business combinations prior to the date of transition. Accordingly the classification of acquisitions remains unchanged from that used under UK GAAP.

### Revenue recognition

Revenue, for all classes of business, comprises the fair value of the consideration received or receivable, after discounts and customer credits and excluding value added tax, of goods supplied to customers and is recognised when the risks and rewards of ownership pass to the customer upon delivery. Transactions between members of the group are excluded.

### Exceptional items

The group seeks to highlight certain items as exceptional operating income or costs. These are considered to be exceptional in size and/or nature rather than indicative of the underlying trading of the group. These may include items such as restructuring costs, material profits or losses on disposal of property, plant and equipment, impairment of goodwill and profits or losses on the disposal of subsidiaries. All of these items are charged before calculating operating profit or loss. Material profits or losses on disposal of property, plant and equipment, impairment of goodwill and profits or losses on the disposal of subsidiaries are shown as separate items in arriving at operating profit or loss whereas other exceptional items are charged or credited within operating costs and highlighted by analysis. Management apply judgement in assessing the particular items, which by virtue of their size and nature are disclosed separately in the income statement and the notes to the financial statements as exceptional items. Management believe that the separate disclosure of these items is relevant to understanding the group's financial performance.

### Interest payable and receivable

Interest payable and receivable is accounted for on an effective interest method.

### Dividends payable

Dividends payable are recognised when the shareholders' right to receive payment is established and are only included in liabilities if approved in general meeting prior to the balance sheet date.

## Property, plant and equipment

Property, plant and equipment are held at cost less accumulated depreciation and impairment charges. Depreciation is provided to write off the cost less the estimated residual value of property, plant and equipment, which is reviewed annually, by equal instalments over their estimated useful economic lives as follows:

|                     |        |
|---------------------|--------|
| Property            | 2%     |
| Plant and machinery | 10–33% |

## Goodwill and business combinations

Goodwill results from the acquisition of subsidiary undertakings and equates to the amount by which the consideration for the subsidiary undertaking differs from the fair value of net assets acquired. Goodwill written off to reserves prior to the date of transition to IFRS has not been reinstated on the balance sheet. This goodwill is not written back to profit or loss on disposal. Goodwill is tested annually for impairment and is carried at cost less accumulated impairment losses.

## Impairment testing of goodwill and property, plant and equipment

For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Goodwill is allocated to those cash-generating units that are expected to benefit from synergies of the related business combination and represent the lowest level within the group at which management monitors the related cash flows.

Goodwill is not amortised but the cash-generating units which include goodwill are tested for impairment at least annually. All other individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which the asset's or cash-generating unit's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of fair value, reflecting market conditions less costs to sell, and value in use based on an internal discounted cash flow evaluation. Impairment losses for cash-generating units reduce first the carrying value of any goodwill allocated to that cash generating unit. Any remaining impairment loss is charged pro-rata to the other assets in the cash-generating unit. With the exception of goodwill, all assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist.

## Inventories

Inventories are stated at the lower of cost (on a first in, first out basis) and net realisable value. Cost includes materials, direct labour and works overhead based on a normal level of activity. Net realisable value is based on estimated selling price, less further costs expected to be incurred to completion and sale. Provision is made for obsolete, slow moving or defective items where appropriate.

## Foreign currency

Transactions in foreign currencies are translated at the exchange rate ruling at the date of the transaction. Assets and liabilities denominated in foreign currencies are translated at rates of exchange ruling at the balance sheet date. Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were initially recorded are recognised in the income statement in the period in which they arise.

## Financial instruments – derivatives

The group uses derivative financial instruments to manage its exposures to fluctuations in foreign currency exchange rates. Derivative instruments utilised are forward currency contracts. The fair value of forward currency contracts is assessed at the balance sheet date and any profit or loss is recognised in the income statement.

## Financial assets – items carried at amortised cost

Financial assets comprise trade receivables and cash and cash equivalents. Financial assets are recognised in the group's consolidated balance sheet when the group becomes a party to the contractual provisions of the instrument. Trade receivables are measured at initial recognition at fair value. Appropriate allowances for estimated irrecoverable amounts are recognised in the income statement when there is objective evidence that the asset is impaired. Cash and cash equivalents comprise cash on hand and on short-term deposit, together with other short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

## Accounting Policies of the Group

(continued)

### Financial liabilities – items carried at amortised cost

Financial liabilities are obligations to pay cash or other financial assets and comprise trade payables and bank borrowings. Financial liabilities are recognised in the group's consolidated balance sheet when the group becomes a party to the contractual provisions of the instrument. Trade payables are measured at initial recognition at fair value. Changes in fair value are recognised in the income statement. Bank borrowings are recorded at the proceeds received net of direct issue costs. Finance charges, including premiums payable on settlement or redemption are accounted for at amortised cost under the effective interest method.

### Taxation

Current tax payable is provided on taxable profits at prevailing rates for the period.

Deferred income taxes are calculated using the liability method on temporary differences. Deferred tax is generally provided on the difference between the carrying amounts of assets and liabilities and their tax bases. However, deferred tax is not provided on the initial recognition of goodwill, nor on the initial recognition of an asset or liability unless the related transaction is a business combination or affects tax or accounting profit. Deferred tax on temporary differences associated with shares in subsidiaries and joint ventures is not provided if reversal of these temporary differences can be controlled by the group and it is probable that reversal will not occur in the foreseeable future. In addition, tax losses available to be carried forward as well as other income tax credits to the group are assessed for recognition as deferred tax assets.

Deferred tax liabilities are provided in full with no discounting. Deferred tax assets are recognised to the extent that it is probable that the underlying deductible temporary differences will be able to be offset against future taxable income. Current and deferred tax assets and liabilities are calculated at tax rates that are expected to apply to their respective period of realisation, provided they are enacted or substantively enacted at the balance sheet date. Changes in deferred tax balances are recognised as a component of the tax expense in the income statement, except where they relate to items that are charged or credited to other comprehensive income (such as revaluation of land), in which case the related deferred tax is also charged or credited directly to other comprehensive income.

### Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and on short-term deposit, together with other short-term, highly liquid, investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

### Pensions

The current service cost of providing retirement pensions and related benefits under the group defined benefit scheme is charged against operating profit as part of operating costs and the expected return on pension scheme assets and the interest on pension scheme liabilities is included in other finance costs. Actuarial gains and losses, net of the related deferred taxation, are recognised in other comprehensive income. Scheme assets are measured at fair values. Scheme liabilities are measured on an actuarial basis using the projected unit method and are discounted at appropriate high quality corporate bond rates that have terms to maturity approximating to the terms of the related liability. The surplus or deficit as calculated by the scheme's actuary is presented separately on the balance sheet. The related deferred tax is shown with other deferred tax balances. A surplus is recognised only to the extent that it is recoverable by the group.

Amounts paid to defined contribution schemes are charged against operating profit as part of operating costs as incurred.

### Provisions

A provision is recognised in the balance sheet when the group has a present legal or constructive obligation arising from past events and it is probable that an outflow of economic benefits will be required to settle the obligation.

Provisions that are payable over a number of years are discounted to net present value at the balance sheet date using a discount rate appropriate to the particular provision concerned.

### Leased assets

Payments made under operating leases are charged to the income statement on a straight-line basis over the lease term. Lease incentives are spread over the term of the lease.

## Equity

Equity is broken down into the elements listed below:

**Share capital** representing the nominal value of equity shares;

**Share premium** representing the excess over nominal value of the fair value of consideration received for equity shares;

**Capital redemption reserve** representing the nominal value of the company's own shares purchased by the company and cancelled;

**Share option reserve** representing the value of stock options charged; and

**Retained earnings** representing amounts retained from earnings.

## Share-based payments

The group has applied the requirements of IFRS 2 Share-based payment. The group issues equity settled share-based payments to certain employees. Equity settled share-based payments are measured at fair value (excluding the effect of non-market based vesting conditions) at the grant date. The fair value determined at the grant date of the equity settled share-based payments is expensed on a straight-line basis over the vesting period, based on the group's estimate of the shares that will eventually vest and adjusted for the effect of non-market vesting conditions. Fair value is measured by use of the Black-Scholes model. The expected life use in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural conditions.

## Standards in issue not yet effective

The following issued IFRSs and interpretations as modified by the Accounts Direction were available for early adoption but have not been applied by the group in these financial statements:

- IFRS 9 Financial Instruments (effective 1st January 2013)
- IFRS 10 Consolidated Financial Statements (effective 1st January 2013)
- IFRS 11 Joint arrangements (effective 1st January 2013)
- IFRS 12 Disclosure of interests in other entities (effective 1st January 2013)
- IAS 24 (Revised 2009) Related Party Disclosures (effective 1st January 2011)
- Improvements to IFRS issued May 2010 (some changes effective 1st July 2010, others effective 1st January 2011)
- Prepayments of a Minimum Funding Requirement – Amendments to IFRIC 14 (effective 1st January 2011)
- Disclosures – Transfers of Financial Assets – Amendments to IFRS 7 (effective 1st July 2011)

It is anticipated that the adoption of these standards will not have a significant impact on the financial statements of the group except for additional disclosure and presentational requirements.

## Notes to the Financial Statements of the Group

### 1 SEGMENT REPORTING

The group presents its results in accordance with internal management reporting information which means that following the integration of the business the group is now reported as a single segment. The performance of the group is monitored and measured and strategic decisions made on the basis of the group's results, which include all items presented under IFRS. This management information therefore accords with group financial information presented in the consolidated income statement and consolidated balance sheet.

Revenue is reported by geographical location of customers, and by market sector.

All turnover is generated by operations within the United Kingdom and all assets are located in the United Kingdom.

|  | 2011<br>£000  | 2010<br>£000  |
|--|---------------|---------------|
| <b>Analysis of turnover by destination</b>   |               |               |
| United Kingdom                               | 25,094        | 26,636        |
| Eire   | 787           | 953           |
| Rest of Europe                               | 2,638         | 2,978         |
| North America                                | 123           | 98            |
| Rest of the World                            | 262           | 234           |
|  | <u>28,904</u> | <u>30,899</u> |
|  |               |               |
| <b>Analysis of turnover by market sector</b> |               |               |
| Contract floor coverings                     | 18,038        | 18,177        |
| Domestic floor coverings                     | 10,866        | 12,722        |
|  | <u>28,904</u> | <u>30,899</u> |

## 2 OPERATING COSTS

|   | 2011                                      |                              |   | 2010                                      |                              |   |
|---|---|------------------------------|---|---|------------------------------|---|
|   | Excluding<br>exceptional<br>costs<br>£000 | Exceptional<br>costs<br>£000 | Including<br>exceptional<br>costs<br>£000 | Excluding<br>exceptional<br>costs<br>£000 | Exceptional<br>costs<br>£000 | Including<br>exceptional<br>costs<br>£000 |
| Changes in inventories of finished goods and work in progress | (1,215)                                   | -                            | (1,215)                                   | (550)                                     | -                            | (550)                                     |
| Raw materials and consumables                                 | 13,546                                    | -                            | 13,546                                    | 13,430                                    | 119                          | 13,549                                    |
| Other external charges  | 7,379                                     | -                            | 7,379                                     | 7,998                                     | -                            | 7,998                                     |
| Staff costs (note 19)   | 6,701                                     | 297                          | 6,998                                     | 8,006                                     | 165                          | 8,171                                     |
| Depreciation  | 1,163                                     | -                            | 1,163                                     | 1,086                                     | -                            | 1,086                                     |
| Foreign exchange differences                                  | 22  | -                            | 22  | (511)                                     | -                            | (511)                                     |
| Other operating charges                                       | 503                                       | -                            | 503                                       | 540                                       | 8                            | 548                                       |
| Other operating income  | -   | -                            | -   | -   | (103)                        | (103)                                     |
|   | <u>28,099</u>                             | <u>297</u>                   | <u>28,396</u>                             | <u>29,999</u>                             | <u>189</u>                   | <u>30,188</u>                             |

Other external charges include the following amounts payable to Grant Thornton UK LLP, the company's auditor.

|   |           |          |           |           |          |           |
|---|-----------|----------|-----------|-----------|----------|-----------|
| Fees payable to the company's auditor for the audit of the financial statements         | 23        | -        | 23        | 20        | -        | 20        |
| Fees payable to the company's auditor and its associates for other services:            |           |          |           |           |          |           |
| Audit of the financial statements of the company's subsidiaries pursuant to legislation | 14        | -        | 14        | 21        | -        | 21        |
| Other services relating to taxation   | 9         | -        | 9         | 5         | -        | 5         |
| For all other services  | 2         | -        | 2         | 2         | -        | 2         |
|   | <u>48</u> | <u>-</u> | <u>48</u> | <u>48</u> | <u>-</u> | <u>48</u> |

## Notes to the Financial Statements of the Group

(continued)

### 3 EXCEPTIONAL OPERATING COSTS

|                                   | 2011<br>£000 | 2010<br>£000 |
|-----------------------------------|--------------|--------------|
| Severance payments and incentives | 297          | 165          |
| Provision against inventories     | -            | 119          |
| Legal and professional expenses   | -            | 8            |
| Earn-out receipt                  | -            | (103)        |
|                                   | <u>297</u>   | <u>189</u>   |

The severance payments and incentives relate to the streamlining of the operating business. The provision against inventories relate to the ongoing reorganisation of the residential carpets business. The legal and professional expenses relate to the streamlining of the group structure.

The earn-out receipt relates to Sirdar Spinning Limited. This disposal was disclosed in previous periods.

### 4 FINANCE INCOME AND FINANCE COSTS

#### (a) Finance income

|                    | 2011<br>£000 | 2010<br>£000 |
|--------------------|--------------|--------------|
| Loan note interest | -            | 6            |
| Other interest     | -            | 10           |
|                    | <u>-</u>     | <u>16</u>    |

#### (b) Finance costs

|   | 2011<br>£000 | 2010<br>£000 |
|---|--------------|--------------|
| Finance cost relating to the pension scheme (note 16) | <u>316</u>   | <u>300</u>   |

5 TAXATION

|   | 2011<br>£000      | 2010<br>£000      |
|---|-------------------|-------------------|
| Based on the profit for the year at 27.5% (2010: 28.0%) |                   |                   |
| Corporation tax   |                   |                   |
| – Current year  | 86                | 144               |
| – Prior year  | –                 | (103)             |
| Total current tax                                       | <u>86</u>         | <u>41</u>         |
| Deferred tax  |                   |                   |
| – Current year  | (53)              | (1)               |
| – Prior year  | –                 | 40                |
| – Relating to pension deficit                           | 78                | 84                |
| Total deferred tax (note 10)                            | <u>25</u>         | <u>123</u>        |
| Tax charge on profit on ordinary activities             | <u><u>111</u></u> | <u><u>164</u></u> |

The tax charge for the year can be reconciled to the profit per the consolidated income statement at the standard rate of corporation tax in the United Kingdom of 27.5% (2010: 28.0%) as follows:

|   | 2011<br>£000      | 2010<br>£000      |
|---|-------------------|-------------------|
| Profit on ordinary activities before tax  | <u>192</u>        | <u>427</u>        |
| Profit on ordinary activities before tax multiplied by<br>standard rate of corporation tax of 27.5% (2010: 28.0%) | 53                | 120               |
| Effects of:   |                   |                   |
| Earn-out payment taxed in prior periods   | –                 | (29)              |
| Other disallowed expenditure  | 58                | 68                |
| Tax relief on losses not anticipated  | –                 | 68                |
| Adjustments to tax charge in respect of prior years   | –                 | (63)              |
| Total tax charge for the year   | <u><u>111</u></u> | <u><u>164</u></u> |

## Notes to the Financial Statements of the Group

(continued)

### 6 EARNINGS PER SHARE

The calculation of basic and adjusted earnings per share is based on the following data:

#### Number of shares

|   | 2011              | 2010              |
|---|-------------------|-------------------|
| Ordinary shares for the purpose of basic earnings per share | <u>46,242,455</u> | <u>46,242,455</u> |

#### Earnings

|  | 2011<br>£000 | 2010<br>£000 |
|--|--------------|--------------|
| Earnings                                 | <u>81</u>    | <u>263</u>   |
| Exceptional operating costs (net of tax) | <u>215</u>   | <u>136</u>   |
| Adjusted earnings/(loss)                 | <u>296</u>   | <u>399</u>   |

The group's earnings per share are as follows:

|                | 2011<br>pence | 2010<br>pence |
|----------------|---------------|---------------|
| Basic adjusted | <u>0.64</u>   | <u>0.86</u>   |
| Basic          | <u>0.18</u>   | <u>0.57</u>   |

### 7 DIVIDENDS

|   | 2011<br>£000 | 2010<br>£000 |
|---|--------------|--------------|
| Proposed after the year end (not recognised as a liability):        |              |              |
| Final dividend for the year of 0.5p per share (2010: nil per share) | <u>231</u>   | <u>-</u>     |

If approved, this dividend will be paid on 27th November 2011 to shareholders on the register at close of business on 28th October 2011.

8 PROPERTY, PLANT AND EQUIPMENT

|                                | Property<br>£000 | Plant and<br>equipment<br>£000 | Total<br>£000 |
|--------------------------------|------------------|--------------------------------|---------------|
| <b>Cost</b>                    |                  |                                |               |
| At 1st July 2009               | 5,895            | 20,442                         | 26,337        |
| Additions                      | 10               | 1,202                          | 1,212         |
| Disposals                      | -                | (101)                          | (101)         |
| At 30th June and 1st July 2010 | 5,905            | 21,543                         | 27,448        |
| Additions                      | 5                | 600                            | 605           |
| Disposals                      | -                | (150)                          | (150)         |
| At 30th June 2011              | <u>5,910</u>     | <u>21,993</u>                  | <u>27,903</u> |
| <b>Depreciation</b>            |                  |                                |               |
| At 1st July 2009               | 1,739            | 16,660                         | 18,399        |
| Charge for the year            | 151              | 936                            | 1,087         |
| Disposals                      | -                | (85)                           | (85)          |
| At 30th June and 1st July 2010 | 1,890            | 17,511                         | 19,401        |
| Charge for the year            | 151              | 1,019                          | 1,170         |
| Disposals                      | -                | (150)                          | (150)         |
| At 30th June 2011              | <u>2,041</u>     | <u>18,380</u>                  | <u>20,421</u> |
| <b>Net book amounts</b>        |                  |                                |               |
| At 1st July 2010               | <u>4,015</u>     | <u>4,032</u>                   | <u>8,047</u>  |
| At 30th June 2011              | <u>3,869</u>     | <u>3,613</u>                   | <u>7,482</u>  |

The property, plant and equipment have been pledged as security for the group's bank facilities by way of a fixed charge over property and a fixed and floating charge over plant and equipment.

**Capital commitments**

|       | 2011<br>£000 | 2010<br>£000 |
|-------|--------------|--------------|
| Group | <u>82</u>    | <u>135</u>   |

## Notes to the Financial Statements of the Group

(continued)

### 9 GOODWILL

|                                      | 2011<br>£000  | 2010<br>£000  |
|--------------------------------------|---------------|---------------|
| <b>Gross carrying amount</b>         |               |               |
| At the beginning and end of the year | <u>12,857</u> | <u>12,857</u> |
| <b>Accumulated impairment</b>        |               |               |
| At the beginning and end of the year | <u>12,857</u> | <u>12,857</u> |
| <b>Net carrying amount</b>           |               |               |
| At the end of the year               | <u>-</u>      | <u>-</u>      |

### 10 DEFERRED TAXATION

|  | Pension deficit<br>£000 | Tax losses<br>£000 | Total<br>£000  |
|--|-------------------------|--------------------|----------------|
| <b>(a) Deferred tax non-current asset</b>                |                         |                    |                |
| Balance as at 1st July 2009                              | 1,523                   | 694                | 2,217          |
| Movement during the year:                                |                         |                    |                |
| Income statement   | (84)                    | (108)              | (192)          |
| Consolidated statement of comprehensive income           | <u>106</u>              | <u>-</u>           | <u>106</u>     |
| Balance as at 30th June and 1st July 2010                | 1,545                   | 586                | 2,131          |
| Movement during the year:                                |                         |                    |                |
| Income statement   | (78)                    | (86)               | (164)          |
| Consolidated statement of comprehensive income           | <u>(1,091)</u>          | <u>-</u>           | <u>(1,091)</u> |
| Balance at 30th June 2011                                | <u>376</u>              | <u>500</u>         | <u>876</u>     |
|  | 2011<br>£000            |                    | 2010<br>£000   |
| <b>(b) Deferred tax liability</b>                        |                         |                    |                |
| Balance brought forward                                  | 198                     |                    | 159            |
| Movement during the year                                 | <u>(53)</u>             |                    | <u>39</u>      |
| Deferred tax liability carried forward                   | <u>145</u>              |                    | <u>198</u>     |
| An analysis of the deferred tax liability is as follows: |                         |                    |                |
| Accelerated capital allowances                           | 105                     |                    | 158            |
| Other temporary timing differences                       | <u>40</u>               |                    | <u>40</u>      |
|  | <u>145</u>              |                    | <u>198</u>     |

## 11 INVENTORIES

|                               | 2011<br>£000 | 2010<br>£000 |
|-------------------------------|--------------|--------------|
| Raw materials and consumables | 1,611        | 1,682        |
| Work in progress              | 318          | 334          |
| Finished goods                | 6,794        | 5,563        |
|                               | <u>8,723</u> | <u>7,579</u> |

Inventories carried at fair value less costs to sell amounted to £486,000 (2010: £534,000).

The consolidated income statement includes £12,331,000 (2010: £12,999,000) as an expense for inventories.

## 12 TRADE AND OTHER RECEIVABLES

|                                | 2011<br>£000 | 2010<br>£000 |
|--------------------------------|--------------|--------------|
| Trade receivables              | 3,531        | 4,279        |
| Prepayments and accrued income | 944          | 1,108        |
|                                | <u>4,475</u> | <u>5,387</u> |

The carrying value of trade receivables is considered a reasonable approximation of fair value.

Trade and other receivables have been reviewed for indicators of impairment and are shown net of the following provisions.

|  | 2011<br>£000 | 2010<br>£000 |
|--|--------------|--------------|
| Brought forward provisions                 | 343          | 519          |
| Bad and doubtful debts charged in the year | 47           | 120          |
| Amount utilised                            | (181)        | (296)        |
|  | <u>209</u>   | <u>343</u>   |

In addition some of the unimpaired trade receivables are past due as at the reporting date. The age of trade receivables past due but not impaired is:

|   | 2011<br>£000 | 2010<br>£000 |
|---|--------------|--------------|
| More than three months but not more than six months | 118          | 64           |
| More than six months                                | 23           | 40           |
|   | <u>141</u>   | <u>104</u>   |

## 13 CASH AND CASH EQUIVALENTS

|                          | 2011<br>£000 | 2010<br>£000 |
|--------------------------|--------------|--------------|
| Cash at bank and in hand | <u>3,048</u> | <u>3,772</u> |

## Notes to the Financial Statements of the Group

(continued)

### 14 TRADE AND OTHER PAYABLES

|                                 | 2011<br>£000 | 2010<br>£000 |
|---------------------------------|--------------|--------------|
| Trade payables                  | 4,408        | 4,361        |
| Social security and other taxes | 594          | 954          |
| Accruals and other creditors    | 1,155        | 1,023        |
|                                 | <u>6,157</u> | <u>6,338</u> |

The carrying value of trade and other payables approximates to their fair values. All amounts are short term.

### 15 PROVISIONS

|                                | £000         |              |
|--------------------------------|--------------|--------------|
| At 1st July 2009               | 1,760        |              |
| Amount utilised                | (429)        |              |
| At 30th June and 1st July 2010 | 1,331        |              |
| Amount utilised                | (795)        |              |
| At 30th June 2011              | <u>536</u>   |              |
|                                | 2011<br>£000 | 2010<br>£000 |
| Analysed between:              |              |              |
| Current liabilities            | 482          | 627          |
| Non-current liabilities        | 54           | 704          |
|                                | <u>536</u>   | <u>1,331</u> |

The provision for onerous leases and the restructuring provision relate to the ongoing reorganisation of the residential carpets business.

### 16 PENSION COMMITMENTS

#### (a) Pension schemes

The group operates a pension scheme for certain of its employees of the defined benefit, final salary, type. The scheme is closed to new entrants and accrual of salary related benefits for current members has ceased. The scheme is managed independently and funded to cover future pension liabilities (including expected future earnings and pension increases) in respect of service up to the balance sheet date.

The scheme is subject to independent valuations at least every three years, on the basis of which the scheme actuary certifies the amount of the employer's contributions. These contributions, together with the proceeds from the scheme's assets, are intended to be sufficient to fund the benefits payable under the scheme over the long term.

Contributions of £600,000 (2010: £600,000) were made in accordance with the agreement based on the 1st July 2008 actuarial valuation. Contributions for the year ending June 2012 are expected to continue at £600,000.

The group also operates a number of defined contribution pension arrangements. The cost of providing benefits from these arrangements is calculated as the contributions paid during the year and amounted to £112,000 (2010: £135,000).

## 16 PENSION COMMITMENTS (continued)

### (b) Major assumptions

The main financial assumptions used in the valuation of the liabilities of the company's defined benefit scheme under IAS 19 are:

|  | 2011<br>% | 2010<br>% |
|--|-----------|-----------|
| Inflation assumption                     | 3.50      | 3.20      |
| Rate of increase in salaries             | 4.00      | 3.70      |
| Rate of increase to pensions in payment  | 3.40      | 3.10      |
| Revaluation of deferred pensions         | 3.50      | 3.20      |
| Liabilities discount rate                | 5.70      | 5.60      |
| Expected rate of return on scheme assets | 6.23      | 5.97      |
| Life expectancy                          | Years     | Years     |
| Current male pensioner at age 65         | 20.2      | 20.2      |
| Current female pensioner at age 65       | 22.4      | 22.4      |
| Future male pensioner at age 65          | 21.2      | 21.2      |
| Future female pensioner at age 65        | 23.3      | 23.3      |

### (c) Analysis of fair value of scheme assets and expected rate of return

|          | Expected rate of return |           | Market value  |               |
|----------|-------------------------|-----------|---------------|---------------|
|          | 2011<br>%               | 2010<br>% | 2011<br>£000  | 2010<br>£000  |
| Equities | 7.50                    | 7.40      | 19,995        | 16,901        |
| Bonds    | 4.50                    | 4.30      | 16,005        | 15,719        |
| Property | 7.50                    | 7.40      | 2,355         | 2,335         |
| Other    | 0.50                    | 0.50      | 113           | 226           |
|          |                         |           | <u>38,468</u> | <u>35,181</u> |

The expected returns on individual classes of pension scheme assets are determined by reference to external indices and after taking advice from external advisers. The overall expected rate of return is the weighted average of the returns above, allowing for anticipated balances held in each asset class according to the scheme's investment strategy.

### (d) Amounts included in financial statements

The amounts recognised in the consolidated balance sheet in respect of the company's defined benefit scheme are as follows:

|                              | 2011<br>£000   | 2010<br>£000   |
|------------------------------|----------------|----------------|
| Fair value of scheme assets  | 38,468         | 35,181         |
| Present value of obligations | (39,735)       | (40,700)       |
| Deficit in the scheme        | <u>(1,267)</u> | <u>(5,519)</u> |

Amounts recognised in the consolidated income statement in respect of the company's defined benefit scheme are as follows:

|                                  | 2011<br>£000 | 2010<br>£000 |
|----------------------------------|--------------|--------------|
| Interest on obligation           | 2,216        | 2,280        |
| Expected return on scheme assets | (1,900)      | (1,980)      |
| Pension expense (note 4b)        | <u>316</u>   | <u>300</u>   |

## Notes to the Financial Statements of the Group

(continued)

### 16 PENSION COMMITMENTS (continued)

Movements in the present value of obligations are as follows:

|                        | 2011<br>£000  | 2010<br>£000  |
|------------------------|---------------|---------------|
| At start of period     | 40,700        | 37,000        |
| Interest on obligation | 2,216         | 2,280         |
| Actuarial (gain)/loss  | (1,336)       | 3,685         |
| Benefits paid          | (1,845)       | (2,265)       |
| At end of period       | <u>39,735</u> | <u>40,700</u> |

Movements in the fair value of scheme assets are as follows:

|                                  | 2011<br>£000  | 2010<br>£000  |
|----------------------------------|---------------|---------------|
| At start of period               | 35,181        | 31,560        |
| Expected return on scheme assets | 1,900         | 1,980         |
| Actuarial gain                   | 2,632         | 3,306         |
| Contributions from employers     | 600           | 600           |
| Benefits paid                    | (1,845)       | (2,265)       |
| At end of period                 | <u>38,468</u> | <u>35,181</u> |

Amounts recognised in the consolidated statement of comprehensive income and expense in respect of the company's defined benefit scheme are as follows:

|   | 2011<br>£000 | 2010<br>£000 |
|---|--------------|--------------|
| Actuarial gain/(loss) in the present value of obligations | 1,336        | (3,685)      |
| Actuarial gain in the fair value of scheme assets         | 2,632        | 3,306        |
| Pension income/(expense)                                  | <u>3,968</u> | <u>(379)</u> |

The cumulative amount recognised in other comprehensive income is £4,149,000.

The history of experience adjustments is as follows:

|   | 2011<br>£000 | 2010<br>£000 | 2009<br>£000 | 2008<br>£000 |
|---|--------------|--------------|--------------|--------------|
| Experience adjustment on scheme liabilities | (608)        | (280)        | (90)         | -            |
| Percentage of scheme liabilities            | 1.45%        | 0.69%        | 0.20%        | 0.00%        |
| Experience adjustment on scheme assets      | 2,632        | 3,306        | (5,020)      | (3,960)      |
| Percentage of scheme liabilities            | 6.84%        | 0.94%        | (15.90%)     | (11.43%)     |

The transitional arrangements under IFRS 1 have been applied such that the amounts required by paragraph 120A (p) of IAS 19 have been disclosed prospectively from date of transition, rather than for the previous four annual periods.

## 17 CALLED UP SHARE CAPITAL

|                                    | 2011       |               | 2010       |               |
|------------------------------------|------------|---------------|------------|---------------|
|                                    | Number     | £000          | Number     | £000          |
| Ordinary shares of 25p each        |            |               |            |               |
| Authorised                         | 72,000,000 | <u>18,000</u> | 72,000,000 | <u>18,000</u> |
| Allotted, called up and fully paid | 46,242,455 | <u>11,561</u> | 46,242,455 | <u>11,561</u> |

## 18 RESERVES

|                                | Share capital<br>£000 | Share premium<br>account<br>£000 | Capital redemption<br>reserve<br>£000 | Share option<br>reserve<br>£000 | Profit and<br>loss account<br>£000 | Total equity<br>£000 |
|--------------------------------|-----------------------|----------------------------------|---------------------------------------|---------------------------------|------------------------------------|----------------------|
| At 1st July 2009               | 11,561                | 504                              | 2,395                                 | -                               | (925)                              | 13,535               |
| Profit for the year            | -                     | -                                | -                                     | -                               | 263                                | 263                  |
| Other comprehensive income     | -                     | -                                | -                                     | -                               | (273)                              | (273)                |
| Share-based payments           | -                     | -                                | -                                     | 5                               | -                                  | 5                    |
| At 30th June and 1st July 2010 | 11,561                | 504                              | 2,395                                 | 5                               | (935)                              | 13,530               |
| Profit for the year            | -                     | -                                | -                                     | -                               | 81                                 | 81                   |
| Other comprehensive income     | -                     | -                                | -                                     | -                               | 2,877                              | 2,877                |
| Share-based payments           | -                     | -                                | -                                     | 11                              | -                                  | 11                   |
| At 30th June 2011              | <u>11,561</u>         | <u>504</u>                       | <u>2,395</u>                          | <u>16</u>                       | <u>2,023</u>                       | <u>16,499</u>        |

Cumulative goodwill amounting to £13,944,000 (2010: £13,944,000) has been previously written off to group reserves and has not been recycled as the IFRS 1 exemption has been taken.

## 19 EMPLOYEES

|  | 2011<br>£000 | 2010<br>£000 |
|--|--------------|--------------|
| <b>Staff costs</b>   |              |              |
| Wages and salaries   | 6,055        | 7,093        |
| Social security costs  | 523          | 703          |
| Other pension costs  | 112          | 205          |
| Share-based payment  | 11           | 5            |
| Termination costs  | 297          | 165          |
|  | <u>6,998</u> | <u>8,171</u> |
|  | Number       | Number       |
| The average number of employees, including directors,<br>principally in the United Kingdom were: |              |              |
| Sales and marketing  | 52           | 59           |
| Administration   | 21           | 21           |
| Manufacturing and operations   | 191          | 218          |
|  | <u>264</u>   | <u>298</u>   |

## Notes to the Financial Statements of the Group

(continued)

### 19 EMPLOYEES (continued)

#### Directors' remuneration

|                      | Salary<br>and fees<br>£000 | Taxable<br>benefits<br>£000 | 2011<br>Total (excl.<br>pension)<br>£000 | 2010<br>Total (excl.<br>pension)<br>£000 | 2011<br>Pension<br>£000 | 2010<br>Pension<br>£000 |
|----------------------|----------------------------|-----------------------------|--|--|-------------------------|-------------------------|
| <b>Executive</b>     |                            |                             |  |  |                         |                         |
| Neil Rylance         | 170                        | 12                          | 182                                      | 267                                      | 17                      | 17                      |
| Roger Salt           | 58                         | 8                           | 66                                       | -  | 4                       | -                       |
| Kevin Henry          | -                          | -                           | -  | 15                                       | -                       | 1                       |
| <b>Non-Executive</b> |                            |                             |  |  |                         |                         |
| Martin Toogood       | 39                         | -                           | 39                                       | 39                                       | -                       | -                       |
| Tim Vernon           | -                          | -                           | -  | 16                                       | -                       | -                       |
|                      | <u>267</u>                 | <u>20</u>                   | <u>287</u>                               | <u>337</u>                               | <u>21</u>               | <u>18</u>               |

Details of directors' share options are given in the directors' report on page 4.

### 20 OPERATING LEASES

Details of operating lease arrangements for the group are as follows

|   | 2011<br>£000 | 2010<br>£000 |
|---|--------------|--------------|
| Lease payments under operating leases charged to operating costs<br>in the year | <u>814</u>   | <u>1,161</u> |

At the balance sheet date the group had outstanding commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

|  | 2011<br>£000 | 2010<br>£000 |
|--|--------------|--------------|
| Within one year                        | 903          | 1,120        |
| In the second to fifth years inclusive | 2,489        | 2,713        |
| After five years                       | 420          | 925          |
|  | <u>3,812</u> | <u>4,758</u> |

Operating lease payments represent rentals payable by the group principally for vehicles and certain properties. Leases of vehicles are usually negotiated for a term of three to five years and rentals are fixed for the term of the lease. Leases of properties are usually negotiated for five to ten years and rentals are reviewed after five years.

## 21 RECONCILIATION OF PROFIT FOR THE YEAR TO NET CASH USED IN OPERATIONS

|  | 2011<br>£000 | 2010<br>£000 |
|--|--------------|--------------|
| Profit for the year                                      | 81           | 263          |
| Adjustments for:   |              |              |
| Share-based payment                                      | 11           | 5            |
| Tax charged  | 111          | 164          |
| Finance costs  | 316          | 284          |
| Profit on earn-out receipt                               | –            | (103)        |
| Depreciation   | 1,163        | 1,087        |
| Profit on disposal of property, plant and equipment      | (18)         | (13)         |
| Operating cash flows before movements in working capital | 1,664        | 1,687        |
| (Increase)/decrease in working capital                   | (413)        | 627          |
| Decrease in provisions for liabilities and charges       | (795)        | (429)        |
| Contributions to defined benefit pension scheme          | (600)        | (600)        |
| Net cash (used in)/generated from operations             | <u>(144)</u> | <u>1,285</u> |

## 22 FINANCIAL ASSETS AND LIABILITIES

Financial assets, the carrying values of which are a reasonable approximation to their fair value, are all categorised as loans and receivables within the meaning of IAS 39, Financial Instruments Recognition and Measurement and are included in the consolidated balance sheet within the following headings:

|                             | 2011<br>£000 | 2010<br>£000 |
|-----------------------------|--------------|--------------|
| <b>Current assets</b>       |              |              |
| Trade and other receivables | 3,531        | 4,279        |
| Cash and cash equivalents   | 3,048        | 3,772        |
|                             | <u>6,579</u> | <u>8,051</u> |

Financial liabilities included in the consolidated balance sheet are all financial liabilities measured at amortised costs in the terms of IAS 39 and are included in the consolidated balance sheet within the following headings:

|                            | 2011<br>£000 | 2010<br>£000 |
|----------------------------|--------------|--------------|
| <b>Current liabilities</b> |              |              |
| Trade and other payables   | <u>6,157</u> | <u>6,338</u> |

All trade and other payables are due in less than one year and therefore undiscounted.

### Financial assets

The cash and cash equivalents represent, principally, amounts held with UK financial institutions to cover operational requirements and attract interest at floating rates related to UK bank base rates. It also includes smaller amounts held with foreign financial institutions, to cover exposure to currency fluctuations, that do not attract interest.

### Financial liabilities

There are no interest bearing liabilities (2010: nil).

### Borrowing facilities

The group had no undrawn uncommitted borrowing facilities or undrawn committed borrowing facilities at either 30th June 2011 or 30th June 2010.

## Notes to the Financial Statements of the Group

(continued)

### 22 FINANCIAL ASSETS AND LIABILITIES (continued)

#### Foreign currency

The group's currency exposure derives from trading operations where goods are exported or raw materials and capital are imported. These exposures are managed by forward currency contracts, particularly when the amounts or periods to maturities are significant and at the times when currencies are particularly volatile.

The table below shows the extent to which group companies have monetary assets and liabilities in currencies other than their functional currency of sterling. Foreign currency exchange differences on the re-translation of these assets and liabilities are taken to the profit and loss account of the subsidiary concerned and to the consolidated income statement of the group.

#### Net foreign currency monetary assets

|            | 2011<br>£000 | 2010<br>£000 |
|------------|--------------|--------------|
| US dollars | 59           | 22           |
| Euro       | 848          | 667          |
|            | <u>907</u>   | <u>689</u>   |

#### Sensitivity analysis

Financial assets and liabilities are sensitive to movements in interest rates and/or euro exchange rates (being the currency to which the group has a significant exposure).

A 10% movement in exchange rates would result in a charge or credit to profit of £90,000 (2010: £69,000).

#### Capital management

The group's capital management objectives are to ensure the group's ability to continue as a going concern and to provide an adequate return to shareholders. The board aims to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The directors monitor the demographic spread of shareholders as well as the return on capital and the level of dividends paid to shareholders. There were no changes to the group's approach to capital management during the year. The group is not subject to any externally imposed capital requirements.

### 23 KEY SOURCES OF ESTIMATION UNCERTAINTY AND JUDGEMENTS

In applying the group's accounting policies, appropriate estimates have been made in a number of areas and the actual outcome may vary from the position described in the consolidated balance sheet at 30th June 2011. The key sources of estimation uncertainty that may give rise to a material adjustment to the carrying value of assets and liabilities within the next financial year are as follows:

#### Deferred tax assets – £876,000 (2010: £2,131,000)

Deferred tax assets are recognised at the balance sheet date based on the assumption that there is a high expectation that the assets will be realised in due course. This assumption is dependent upon the group's ability to generate sufficient future taxable profits.

#### Inventories – £8,723,000 (2010: £7,579,000)

Certain items of inventory are not expected to sell at prices which cover cost, either because they are remnants, come from discontinued ranges or are below the required quality standard. The inventory is carried at a value which reflects the director's best estimates of achievable selling prices. Details of the provisions made against inventory are given in note 11.

#### Trade receivables – £3,531,000 (2010: £4,279,000)

Trade receivables have been reviewed for indicators of impairment taking into account the age of the debt, and any known disputes and credit rating information. Details of the provisions made against trade debtors are given in note 12.

## 23 KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

### Provisions – £536,000 (2010: £1,331,000)

The directors have provided for certain costs in regards to the ongoing reorganisation of the residential carpet business. The provision is based on the director's best estimate of the likely obligations arising from surplus leased property and other contractual issues.

### Pension deficit – £1,267,000 (2010: £5,519,000)

The calculation of the pension deficit is subject to a number of assumptions as detailed in note 16. Any difference between actual events and those assumed at the balance sheet date could result in a change in the pension deficit. The decrease of £4,252,000 in the year was due to the payments of £600,000 made during the year, the adoption of the Consumer Price Index for the estimation of inflation applied to certain obligations and other experience gains.

The directors have concluded that adoption of the Consumer Price Index is a change in financial assumption about inflation used to measure the Scheme liabilities and represents an actuarial gain. As such the gain is included in other comprehensive income.

## 24 SHARE-BASED PAYMENTS

### AIREA plc company share option plan (2010)

The group has a Company Share Option Plan (CSOP) which was established in 2010 and entitles directors and senior managers to purchase shares in the company subject to achievement of specific performance conditions. Details of the CSOP, including performance conditions are set out in the Directors' Report.

|                              | Number of<br>shares | Exercise<br>price (p) |
|------------------------------|---------------------|-----------------------|
| <b>CSOP</b>                  |                     |                       |
| At start of period           | 2,518,000           | 15.5                  |
| Lapsed during period         | (565,000)           | 15.5                  |
| Outstanding at end of period | <u>1,953,000</u>    | <u>15.5</u>           |
| Exercisable at end of period | <u>–</u>            | <u>–</u>              |

The options outstanding at 30th June 2011 had an exercise price of 15.5p and have a vesting date of 8th April 2013. The options were granted in April 2010. The aggregate of the estimated fair value of the options granted in the current year is £nil (2010: £102,000).

The total stock option expense recognised in the year is £11,000 (2010: £5,000).

The fair value of the CSOP rights are calculated at the date of grant using the Black-Scholes model. The inputs into the Black-Scholes are as follows:

|   |       |
|---|-------|
|   | 2010  |
| Weighted average exercise price (pence) | 15.5  |
| Expected volatility                     | 50.18 |
| Expected life                           | 4.25  |
| Risk-free interest rate                 | 2.6%  |
| Expected dividend yield                 | 6.5%  |

Expected volatility was determined by calculating the historic volatility of the group's share price over the last five years. The expected useful life in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

## Independent Auditor's Report to the members of AIREA plc

We have audited the parent company financial statements of AIREA plc for the year ended 30th June 2011 which comprise the accounting policies, the parent company balance sheet and the related notes. The financial reporting framework that has been applied in the preparation of the company financial statements 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 auditors

As explained more fully in the statement of directors' responsibilities set out on page 7, the directors are responsible for the preparation of the parent company 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 parent company 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 website at [www.frc.org.uk/apb/scope/private.cfm](http://www.frc.org.uk/apb/scope/private.cfm)

### Opinion on company financial statements

In our opinion the parent company financial statements:

- give a true and fair view of the state of the company's affairs as at 30th June 2011;
- 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 parent company 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 by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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.

### Other matters

We have reported separately on the group financial statements of AIREA plc for the year ended 30th June 2011.

Andrew Wood  
Senior Statutory Auditor  
for and on behalf of Grant Thornton UK LLP  
Statutory Auditor, Chartered Accountants  
Leeds

27th September 2011

## Company Balance Sheet

as at 30th June 2011

|   | Note | 2011   |               | 2010   |               |
|---|------|--------|---------------|--------|---------------|
|   |      | £000   | £000          | £000   | £000          |
| <b>Fixed assets</b>                             |      |        |               |        |               |
| Investments                                     | 2    |        | 33,000        |        | 33,000        |
| <b>Current assets</b>                           |      |        |               |        |               |
| Debtors   | 3    | 10,538 |               | 10,627 |               |
| Cash at bank and in hand                        |      | 598    |               | -      |               |
| Creditors (amounts falling due within one year) | 4    | (175)  |               | (238)  |               |
| <b>Net current assets</b>                       |      |        | 10,961        |        | 10,389        |
|   |      |        | <u>43,961</u> |        | <u>43,389</u> |
| <b>Shareholders' funds</b>                      |      |        |               |        |               |
| Called up share capital                         | 5    |        | 11,561        |        | 11,561        |
| Share premium account                           | 6    |        | 504           |        | 504           |
| Capital redemption reserve                      | 6    |        | 2,395         |        | 2,395         |
| Merger reserve                                  | 6    |        | 6,902         |        | 6,902         |
| Profit and loss account                         | 6    |        | 22,599        |        | 22,027        |
|   |      |        | <u>43,961</u> |        | <u>43,389</u> |

The financial statements on pages 33 to 36 were approved by the board of directors on 27th September 2011 and signed on its behalf by:

ROGER SALT  
Group Finance Director

Company number 526657

## Accounting Policies of the Company

### Statement of accounting policies

The following paragraphs summarise the principal accounting policies, all of which have been applied consistently throughout the year and throughout the previous year.

### Basis of accounting

The financial statements have been prepared under the historical cost convention and in accordance with applicable financial reporting and accounting standards in the United Kingdom.

### Investments

Investments are stated at cost less provision for any permanent impairment in value. The carrying value of investments is reviewed annually to determine the need for any provision for impairment.

### Taxation

Current tax payable is provided on taxable profits at prevailing rates for the period.

Full provision has been made for deferred taxation in respect of timing differences that have originated but not reversed at the balance sheet date as the result of an event which results in an obligation to pay more or less tax in the future, except that:

- Provision is not made for the remittance of a subsidiary's earnings that would cause tax to be payable where no commitment has been made to the remittance of the earnings;
- Deferred tax assets are recognised to the extent that it is more likely than not that there will be suitable tax profits from which future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on a non-discount basis at the tax rates expected to apply in the period in which the timing differences reverse, based on rates enacted at the balance sheet date.

### Pensions

As the defined benefit scheme is a multi-employer scheme, the company is unable to identify its share of the underlying assets and liabilities and therefore accounts for the scheme as if it were a defined contribution scheme. Amounts paid to the scheme are charged against operating profit as part of operating costs as incurred.

## Notes to the Financial Statements of the Company

### 1 PROFIT FOR THE YEAR

AIREA plc has not presented its own profit and loss account as permitted by section 408 of the Companies Act 2006. The amount dealt with in the financial statements of the company is a profit of £572,000 (2010: £1,235,000).

### 2 INVESTMENTS

|                                     | 2011<br>£000  | 2010<br>£000  |
|-------------------------------------|---------------|---------------|
| <b>Shares in group companies</b>    |               |               |
| Brought forward and carried forward | <u>33,000</u> | <u>33,000</u> |

Investments in group undertakings are stated at cost less amounts written off. The write down of investments has been based on their value in use, with cash flows discounted at 12%. Details of the company's principal subsidiaries at 30th June 2011, all of which were wholly owned by the company or its subsidiary undertakings and all of which operate and are registered in England and Wales are set out below:

|  |  |
|--|--|
| Burmatex Limited                       | Manufacturing and distribution of fibre bonded sheet carpet and carpet tiles |
| Ryalux Carpets Limited                 | Manufacturing and distribution of carpet                                     |
| Other subsidiary undertakings include: |  |
| AIREA Floor Coverings Limited*         | Intermediate holding company   |
| Burmatex SP ZOO*                       | Polish sales office  |
| William Lomas Carpets Limited          | Non trading  |
| William Pownall and Sons Limited       | Non trading  |
| Carpet Tile Company Limited            | Non trading  |
| Pennine Yarn Dyeing Limited            | Non trading  |

\*Held directly

### 3 DEBTORS

|                                 | 2011<br>£000  | 2010<br>£000  |
|---------------------------------|---------------|---------------|
| Amounts owed by group companies | 10,489        | 10,490        |
| Prepayments and accrued income  | 49            | 137           |
|                                 | <u>10,538</u> | <u>10,627</u> |

Amounts owed by group undertakings are included under current assets as there are no specific terms as to their repayment.

## Notes to the Financial Statements of the Company

(continued)

### 4 CREDITORS

|                                 | 2011<br>£000 | 2010<br>£000 |
|---------------------------------|--------------|--------------|
| Bank overdraft                  | –            | 181          |
| Social security and other taxes | 81           | –            |
| Accruals and other creditors    | 94           | 57           |
|                                 | <u>175</u>   | <u>238</u>   |

The company and certain subsidiaries have jointly guaranteed the overdraft of the parent undertaking and its subsidiaries, which at 30th June 2011 amounted to £1,011,000 (2010: £181,000). The bank facilities of the company and other subsidiaries are secured by a fixed charge over land and buildings and fixed and floating charge over undertaking and assets.

### 5 CALLED UP SHARE CAPITAL

|                                    | 2011       |               | 2010       |               |
|------------------------------------|------------|---------------|------------|---------------|
|                                    | Number     | £000          | Number     | £000          |
| <b>Ordinary shares of 25p each</b> |            |               |            |               |
| Authorised                         | 72,000,000 | <u>18,000</u> | 72,000,000 | <u>18,000</u> |
| Allotted, called up and fully paid | 46,242,455 | <u>11,561</u> | 46,242,455 | <u>11,561</u> |

### 6 RESERVES

|                                   | Share<br>premium<br>account<br>£000 | Capital<br>redemption<br>reserve<br>£000 | Merger<br>reserve<br>£000 | Profit and<br>loss account<br>£000 |
|-----------------------------------|-------------------------------------|--|---------------------------|------------------------------------|
| At 1st July 2009                  | 504                                 | 2,395                                    | 6,902                     | 20,792                             |
| Profit for the year               | –                                   | –  | –                         | 1,235                              |
| As at 30th June and 1st July 2010 | 504                                 | 2,395                                    | 6,902                     | 22,027                             |
| Profit for the year               | –                                   | –  | –                         | 572                                |
| As at 30th June 2011              | <u>504</u>                          | <u>2,395</u>                             | <u>6,902</u>              | <u>22,599</u>                      |

## Notice of Annual General Meeting

Notice is hereby given that the fifty-eighth annual general meeting of the company will be held at the Cedar Court Hotel, Wakefield, on Thursday 3rd November 2011, at 2.00 p.m. for the following purposes:

### Ordinary Business

1. To receive the financial statements for the year ended 30th June 2011 together with the reports of the directors and auditors thereon.
2. To declare a final dividend for the year ended 30th June 2011, of an amount of 0.5p per share, to be paid on 27th November to members whose names appear on the register of members at close of business on 28th October 2011.
3. To re-elect Mr. N. Rylance who retires by rotation as a director of the company in accordance with article 113 of the company's articles of association.
4. To re-appoint Grant Thornton UK LLP as auditor of the company to hold office until the conclusion of the next general meeting at which accounts are laid before the company and to authorise the directors to fix their remuneration.

By order of the board

ROGER SALT  
Company Secretary

Registered Office:

Victoria Mills, The Green,  
Ossett, WF5 0AN  
7th October 2011

## Notes to the Notice of Annual General Meeting

A member of the company entitled to attend and vote at the meeting is entitled (unless they have pursuant to Article 96 of the company's articles of association, nominated someone else to enjoy such a right, in which case only the person so nominated may exercise the right) to appoint one or more proxies to exercise all or any of the rights to attend and speak and to vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the annual general meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a member of the company. A proxy card is enclosed with this report and should be completed and lodged at Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU or returned using the pre-paid address on the reverse of the proxy card. To be valid the card must arrive no later than 2.00 p.m. on 1st November 2011. Alternatively, you may record your vote by using the CREST electronic appointment service. The return of a completed proxy card or any CREST proxy instruction will not prevent a shareholder attending the annual general meeting and voting in person if he/she wishes to do so.

The register of directors' share interests and copies of directors' service contracts and letters of appointment will be available for inspection at the registered office of the company during usual business hours on any weekday (Saturdays and public and bank holidays excluded) from the date of the notice until the date of the annual general meeting and will be available at that meeting for at least 15 minutes prior to and during the meeting.

Biographical details of each director who is being proposed for re-appointment or re-election by shareholders, including their membership of board committees, are set out in the Directors' Report on page 4.

The company pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 specifies that only those shareholders registered in the register of members of the company as at 6.00 p.m. on 1st November 2011 or, in the event that the annual general meeting is adjourned, in the register of members 48 hours before the time of any adjourned meeting, shall be entitled to attend or vote in respect of the number of shares registered in their name at the relevant time. Changes to entries in the register of members after 6.00 p.m. on 1st November 2011 or, in the event that the annual general meeting is adjourned, less than 48 hours before the time of any adjourned meeting shall be disregarded in determining the rights of any person to attend or vote at the annual general meeting.

### **Recommendation**

Your directors consider that the resolutions being put to shareholders are in the best interests of the shareholders as a whole. Accordingly, the directors recommend shareholders to vote in favour of the resolutions set out in the Notice of Annual General Meeting.

### **Crest proxy voting**

CREST users should note that they can lodge their proxy votes for the Meeting through the CREST Proxy Voting System. For further instructions, users should refer to the CREST User Manual. Any CREST Sponsored Member should contact their CREST Sponsor. The receiving agent ID for Capita Registrars is RA10.

### **Directions to the Annual General Meeting**

Please note that the annual general meeting will be held at the Cedar Court Hotel, Denby Dale Road, Calder Grove, Wakefield WF4 3QZ. The hotel is situated just off junction 39 of the M1 motorway. The telephone number of the hotel is 01924 276310.



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