

# Annual Financial Report 2015

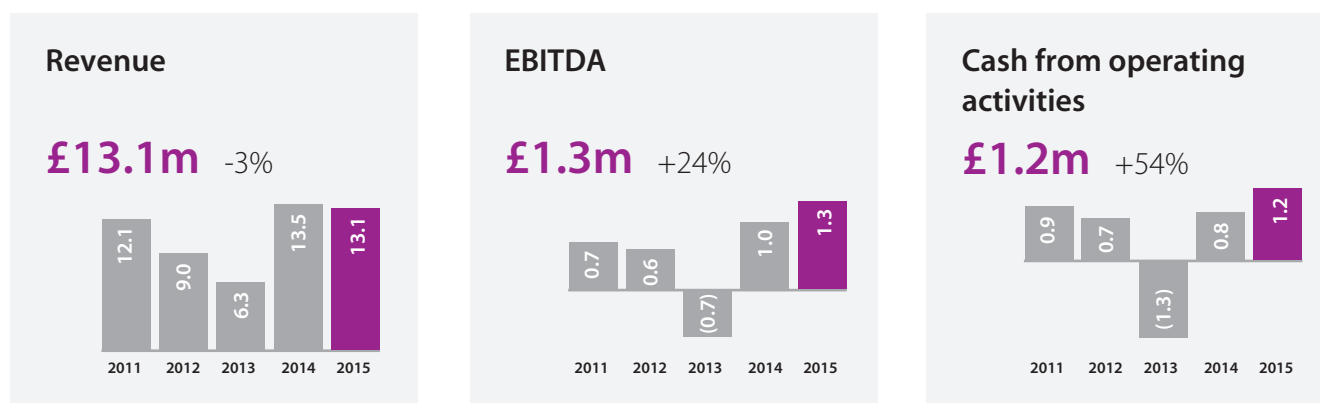
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## **Petards Group plc**

Registered number (02990100)



## Financial and operational highlights



	2015 £000	2014 £000
Revenue	13,072	13,462
EBITDA	1,260	1,015
Profit before taxation	762	620
Cash from operating activities	1,174	761
Net cash/(debt)	935	(90)
Net assets	3,186	2,401

- EBITDA up 24% to £1.26m (2014: £1.02m)
- Profit before tax up 23% to £0.76m (2014: £0.62m)
- Gross margins up to 35% (2014: 30%)
- Cash generated from operating activities of £1.17m (2014: £0.76m)
- Company's distributable reserves £5.84m following capital reduction
- Percentage of revenue outside the UK 26% (2014: 20%)
- Order book at 31 December 2015 £16m (2014: £20m)
- Order book for *eyeTrain* maintained with significant orders from Siemens Mobility, Bombardier Transportation and Hitachi Rail Europe
- 2016 revenue coverage of £11m
- Recurring revenue orders for *eyeTrain* spares and support 90% ahead of 2014

## Chairman's statement

I am pleased to report to our shareholders and stakeholders that the Company made considerable progress during the course of 2015 building on the foundations for growth which were laid down by the board in the previous year. You will also note that the board has decided to alter the layout of the annual report with the Chairman's Statement now focussing on the key drivers and business strategy with a separate in-depth operational business review section.

We achieved a healthy increase in pre-tax profits which totalled £762,000 for 2015 against the previous year's pre-profits of £620,000, being a 23% increase year on year. Basic earnings per share improved to 2.19p against 1.80p recorded for 2014 with fully diluted earnings per share registering an increase to 1.62p compared to 1.37p for 2014, representing increases of 21.7% and 18.2% respectively.

Although overall revenues at £13.1 million were broadly similar to the previous year's of £13.5 million, gross margins increased significantly to 35.2% against 30.4% for 2014. This was largely a reflection of the changed product mix during the course of the year with revenues being weighted towards our transport and emergency services products and reduced levels of revenue being recorded from lower margin defence products.

We entered 2016 with an overall order book of £16 million of which approaching £10 million is scheduled to be delivered during 2016. Whilst this is ahead of the same period last year, active negotiations continue to secure new projects in all of our product areas. I was delighted that earlier this month we were successful in winning a new MOD contract with a value in excess of £800,000 to be delivered during 2016 further strengthening our order book position.

The improved performance in profitability for 2015 generated excellent cash flow in the business during the course of the year with Group cash balances growing from £1.4 million at the close of 2014 to £2.5 million at the end of 2015, a £1.1 million increase. Although the Group negotiated and put in place a small bank overdraft facility, this was not required or utilised during the course of the year.

We continued our 'Fit for Growth' programme that was initiated at Petards Joyce-Loebl, the Group's principal trading subsidiary, over two years ago which included designing new products, recruitment and growing our software engineering skills to support our customers on future projects. I would like to express, on behalf of the board, its sincere appreciation and thanks to all of our employees with a warm welcome to those who joined us during the course of the year, for their excellent contribution and valued support to the business during the year and going forward into 2016.

In my statement last year I referred to the considerable deficit that existed on distributable reserves within our balance sheet. The board took steps to resolve this issue and High Court approval was granted last December for a capital reduction. I am pleased to inform shareholders that we now have positive distributable reserves with a structured balance sheet to support the Group going forward. This places the board in a better position for the commencement of dividend payments at some future date. No dividend is being proposed in respect of 2015 as it is presently considered appropriate to retain our strong cash position to support investment in our growth plans and acquisition strategy.

As a result of the past two years positive trading, improved balance sheet and financial robustness following our initial turnaround, we are now well positioned to pursue an earnings enhancing acquisition strategy. We intend to expand the Group into a larger and more prosperous business. The board has under review a number of potential businesses to acquire and we will of course be keeping shareholders fully advised of our progress.

Our strong opening order book together with recently received orders provides £11 million of revenues that are presently scheduled for delivery in 2016. With new projects still under discussion, the board is confident that the Group is well positioned to achieve another good year's performance in 2016.

**Raschid Abdullah**

Chairman

14 March 2016



## Strategic report

The directors present their strategic report for the year ended 31 December 2015.

## Business review

The Group continues to have one segment in terms of products and services, being the development, supply and maintenance of technologies used in advanced security, surveillance and ruggedized electronic applications, the main markets for which are:

- Rail Transport – software driven video and other sensing systems for on-train applications (*eyeTrain* brand)
- Defence – electronic countermeasure protection systems, mobile radios and related engineering services
- Emergency Services – in-car speed enforcement and ANPR systems (*ProVida* brand)

During 2015 good progress was made from both an operational and financial perspective and the Group made significant improvements in the majority of its key performance measures.

### Operating review

The Group closed the year with a strong order book that provides good visibility of earnings with 60% of the £16 million order book scheduled for delivery in 2016. While the overall order book is lower than that at the close of 2014, its composition remains very encouraging with the 2015 closing order book for *eyeTrain* products being maintained at the same level as that at 31 December 2014.

During the course of the year the Group secured a number of significant orders for *eyeTrain* systems from train builders that included Siemens Mobility Germany, Bombardier Transportation and Hitachi Rail Europe. In addition, the trend of increasing recurring revenues from spares and support reported at the half year continued. Orders for spares and support were 90% ahead of those received in 2014, supporting management's view that this will increasingly become a significant contributor to revenues as the *eyeTrain* installed base increases and the trains to which *eyeTrain* systems are fitted enter operational service.

Looking to the future we are working on a number of exciting opportunities for *eyeTrain* with both UK and overseas based train builders and we anticipate that some of these will come to fruition during the course of 2016.

The slower than anticipated order intake for our defence related products and services reported at the half year continued into the second half of 2015 which coupled with the delivery of substantial milestones for projects in the 2015 opening order book, led to the reduction in the Group's overall closing order book.

The £4.5 million software modification project for the MOD secured in 2014 progressed to schedule and was over 80% complete by the end of 2015. The project was a significant contributor to 2015 Group revenues and should be completed during the course of 2016. While there remains a small amount of equipment to supply on the RAF's Secure Management Radio Equipment (SMRE) contract, that project has entered its support phase for which Petards holds a 10 year contract.

Defence products remain an important element of Petards' business and the Group continues to provide equipment and support services to the MOD in the niche areas of its expertise which it has operated in for many years. The nature of larger projects for Petards' defence products, particularly those relating to electronic countermeasures, means that the order book for these products tends to follow a more variable trend than that for *eyeTrain* and *ProVida*. Nevertheless, the Group remains well placed to win defence business and has made some alterations to the way it addresses this market. It is therefore encouraging that 2016 has started well, an example of which was the recently announced £0.8 million order from the MOD for communication systems and related support.

Demand for our *ProVida* products strengthened in the second half of 2015 and revenues were up over 35% on the prior year. Historically *ProVida* has had a strong overseas customer following as well as within the UK, although the proportion of overseas revenues for these products had been reducing in recent years. It was pleasing that the growth in 2015 was driven by exports, although it is too early to say whether this will be maintained as 2015 revenues benefitted from a large spares order from an existing export customer.



## Business review (continued)

Petards has operated within the speed enforcement and ANPR markets for over 15 years and while it is presently the smallest element of its business, management continues to consider this to be an interesting market with scope for the Group to grow its presence both in the UK and internationally.

### Financial review

#### Operating performance

While revenues for the year ended 31 December 2015 were similar to those in 2014, the profitability and operating cash flows were significantly higher. Revenues for the year were £13.1 million (2014: £13.5 million) and the improvement in gross margins seen at the half-year stage over those achieved in 2014 was sustained. Export revenues grew by over 25% and accounted for over a quarter of Group revenues.

Margins increased to 35.2% (2014: 30.4%) driving earnings before interest, tax, depreciation and amortisation (EBITDA) to £1,260,000, an increase over 2014 of over 24% (2014: £1,015,000). Operating profits increased by over 21% to £935,000 (2014: £769,000).

The increase in margins arose from the revenue mix comprising a larger proportion of higher margin *eyeTrain* and *ProVida* revenues and due to the prior year including £4.5 million of lower margin equipment deliveries on the SMRE project.

Administrative expenses grew by 10% to £3.7 million (2014: £3.3 million) primarily due to increases in the amortisation of development costs capitalised in 2014 and payroll costs following the strengthening of the team at Petards Joyce-Loebl.

Net financial expenses totalled £173,000 (2014: £149,000), the increase being due to net foreign exchange losses of £25,000 and after a £3,000 tax credit (2014: £nil), profit after tax totalled £765,000 (2014: £620,000).

#### Research and development

While product development costs incurred during the year were much lower than in 2014, this was in line with our expectations following two years of heavy investment. The Group remains committed to developing its products and services to maintain and grow its market position and service its customers. Capitalised development expenditure for the year was £66,000 (2014: £661,000), while development expenditure expensed in the year increased to £217,000 (2014: £80,000).

#### Cash and cash flow

The Group's financial position continued to strengthen and at 31 December 2015 it held cash balances of £2.5 million, no bank debt and had convertible loan notes maturing in September 2018 of £1.5 million (2014: £1.4 million cash, no bank debt and loan notes of £1.5 million).

Cash flows from operating activities were up 54% to £1,174,000 (2014: £761,000) reflecting both the strong operating performance in the year and a reduction in working capital.

#### Balance sheet

On 16 December 2015, following the approval of the High Court, the Company completed the reduction of share capital (Capital Reduction) approved by shareholders on 11 November 2015. The Capital Reduction eliminated the deficit in the Company's retained earnings that previously existed and consequently puts it in a position to pay dividends to shareholders as and when the Board deems it appropriate.

#### Taxation

Due to the availability of brought forward tax losses and research and development tax credits, the Group did not incur a corporation tax charge in respect of 2015 (2014: £nil). In 2014 the Group surrendered tax losses to receive cash payments of £208,000 in respect of research and development tax credits. In 2015 it repaid £169,000 of those research and development tax credits and instead utilised the related tax losses against taxable profits making a net tax saving of over £140,000.



## Our business, business model and strategy

Petards Group plc was listed on AIM in 1997 and supplies advanced security and surveillance systems to three markets:

**Transport** – Software driven on-board digital video and sensor systems for fitment to new build or retrofitted to existing rolling stock. Applications include Driver Only Operation (DOO), condition monitoring, saloon car CCTV, drivers view cameras and automatic passenger counting systems.

**Defence** – Electronic defensive countermeasure systems for fitment to rotary and fixed wing aircraft, threat simulation systems and mobile radios predominantly for the UK Ministry of Defence.

**Emergency Services** – Mobile speed enforcement and ANPR systems mainly supplied to law enforcement agencies and is sold under the *Provida* brand.

The Group's customer base predominantly comprises international 'blue chip' and government agencies and their strength, often global, gives rise to the opportunity to develop Petards business through the provision of good quality professional service in support of its existing and future product ranges.

The Group develops its own products and services for sale to the Transport and Emergency Services markets whereas within the Defence market, in which it has a heritage of over 60 years, it is a specialist "value added" re-seller and supplier of related engineering services.

The Board believes that the Group operates in growth areas and that it has the products and services plus available technical and technological skills to develop new products as well as the sales and marketing abilities to become a larger and more successful operator in each of the sectors in which it operates.

The Group's overriding objective is to achieve attractive and sustainable rates of growth and returns for shareholders and its strategy to achieve this objective is:

- to focus upon the Group's core products which are used in the rail transport, emergency services and defence industries;
- to continue to invest in developing technologies to enhance its product portfolio;
- to increase revenues both organically by exploiting the synergies within the Group and by acquisition;
- to expand revenues globally into the Group's target markets; and
- to improve operating margins through cost management.



## Key performance indicators

The Group uses a number of key performance indicators (KPI's) to monitor its progress against its objectives. In addition to on time delivery and quality standards, the key KPI's are:

	<b>2015</b>	2014
	<b>£000</b>	£000
Revenue	<b>13,072</b>	13,462
EBITDA <sup>1</sup>	<b>1,260</b>	1,015
Operating cash inflow	<b>1,174</b>	761
Total net cash/(debt) <sup>2</sup>	<b>935</b>	(90)
Current net cash <sup>3</sup>	<b>2,478</b>	1,434

1 EBITDA comprises operating profit adjusted to remove the impact of depreciation and amortisation. A reconciliation of EBITDA to operating profit is included on the face of the consolidated income statement.

2 Total net cash/(debt) comprises cash and cash equivalents (note 16) and interest bearing loans and borrowings (note 17).

3 Current net cash comprises cash and cash equivalents (note 16) and current liabilities in respect of interest bearing loans and borrowings (note 17).

## Principal risks and uncertainties

The management of the business and the execution of the Group's strategy is subject to a number of risks. The main business risks affecting the Group are as follows:

**The Group may face increased competition** – the Group may face greater competition including that from competitors with greater capital resources than those of the Group.

**The Group may need future access to capital** – the Group's capital requirements depend on numerous factors. In order to make future acquisitions and to fund growth, the Group may require further financing. This may not be able to take place if financing is not available.

**The financial results of the Group can be materially affected by the timing of large contracts** – the Group's revenue is generated from a mix of longer and shorter lead time orders. The timing of order placement and delivery of the larger orders is inherently difficult to predict potentially causing material fluctuations in actual results compared with expectations or plans.

**Government expenditure** – many of the industries that utilise the Group's products receive funding from central and local governments. The levels of funding for those industries may impact on demand for the Group's products. The Group has sought to mitigate this potential exposure by increasing its geographic customer base and by supplying a range of products and services.

**Dependence on key personnel** – the Group's performance depends to a significant extent upon a limited number of key employees. The loss of one or more of these key employees and the inability to recruit people with the appropriate experience and skills could have a material adverse effect on the Group. The Group has endeavoured to ensure that these key employees are incentivised but their retention cannot be guaranteed.



**Technological changes** – the Group's product offerings may be under threat should technologies be developed by competitors that render those products either redundant or uncompetitive. This could potentially result in a reduction in revenues generated by the products affected. The Group also incurs expenditure in developing new products and services. Should such development projects not be successfully completed or result in offerings that are not attractive to customers, the costs incurred may not be fully recoverable.

**Currency risk** – the Group buys from suppliers and sells to customers based outside of the UK and consequently these dealings may be in foreign currencies that are subject to exchange rate fluctuations. The Group actively manages these exposures with foreign currency instruments, unless there is a natural hedge between purchases and sales. The principal currencies involved are US dollars and Euros.

Further details regarding the key accounting estimates and judgements are included in note 1.

Signed on behalf of the Board

**Osman Abdullah**  
Group Chief Executive

Parallel House  
32 London Road  
Guildford  
Surrey  
GU1 2AB

14 March 2016





## Directors' report

The directors present their report and financial statements for the year ended 31 December 2015.

### Research and development

The Group is committed to research and development activities in order to secure competitive advantage in the markets in which it operates. An amount of £66,000 (2014: £661,000) has been capitalised during the year which relates to the ongoing development of our eyeTrain products. In addition, the Group expensed other development expenditure totalling £217,000 (2014: £80,000) directly to the income statement.

### Corporate governance

The Board supports the recommendations of the Financial Reporting Council's revised Corporate Governance Code and believes in applying these in a sensible and pragmatic manner taking into account the size of the Group. Companies with securities listed on AIM are not required to comment on their compliance with the provisions set out in the Corporate Governance Code. However, the following information is provided to demonstrate how the directors have addressed Corporate Governance in the year ended 31 December 2015.

### Board of Directors and Directors' interests

The Board currently comprises an executive Chairman, two executive directors and one non-executive director as follows:

Raschid Abdullah (Executive Chairman) was appointed to the Board in January 2013 and until its purchase by Petards, was also executive chairman of Water Hall Group plc, an AIM listed company. He was previously executive chairman of Evered Holding plc, a fully listed public company specialising in industrial and quarry related products, from 1982 to 1989. Raschid started his commercial life within the construction industry in the areas of building product supplies and the provision of specialist subcontracting services starting his first business in 1971 which he sold to a competitor in 1976. He then joined the family business providing a range of services to clients in the Middle East. These included owning and operating family and procurement offices for prominent families and their businesses, and co-investing in the UK stock market with a number of Middle Eastern families. He is a Life Fellow of the Royal Society of Arts.

Osman Abdullah (Group Chief Executive) was appointed to the Board in September 2010 as a non-executive director becoming executive chairman of Petards Joyce-Loebl, the Group's principal trading subsidiary in 2013 to lead and implement the present "Fit for Growth" strategy. Since then he has been appointed as Group Chief Executive from January 2016. He was formerly Group Chief Executive of Evered Holdings plc, a fully listed public company specialising in industrial manufacturing, distribution and quarry mining related products from 1981 to 1989. He subsequently served as a non-executive director of Umeco plc from 1993 to 2005 a fully listed company specialising in component distribution and the manufacture of composite material based products principally to the aerospace industry.

Terry Connolly FCA (Non-Executive Director) was appointed in August 2007 and had a career in advertising and the entertainment sector where, as Group Managing Director of Chrysalis, he was responsible for taking that company to a public listing. Since 1989 he has been a self-employed consultant specialising in strategic and corporate affairs.

Paul Negus (Executive Director) was appointed to the Board on 3 September 2014 and is responsible for business development for Petards Joyce-Loebl's rail products. He has considerable commercial experience having spent eight years as Managing Director of PIPS Technology Limited, a developer of automatic number plate recognition and CCTV systems first under private ownership and latterly under the ownership of Federal Signal Inc.

Andy Wonnacott FCA served as Finance Director during the year but stepped down as a director on 30 November 2015.

Directors' interests in the share capital of the Company are set out in the Remuneration Report.

The Board meets monthly to consider the operating and financial performance of the Group and is responsible for approving Group policy and strategy. The non-executive director is considered to be independent of management and free from any commercial relationship (except as a shareholder) with the Company, thereby allowing him to exercise full independent judgement on any issue that may arise. The Board has appointed two standing committees, which are as follows:

*The Audit Committee* convenes at least twice a year and is responsible for ensuring that the financial performance of the Group is properly reported on and monitored, and for meeting the auditors and reviewing their reports in relation to the accounts and the audit.



## Board of Directors and Directors' interests continued

The *Remuneration Committee* convenes at least twice a year and is responsible for setting the scale and structure of the executive directors' remuneration. It also recommends the allocation of share options to directors and other employees.

The responsibilities of both Committees are presently undertaken by the Company's Senior Independent Director, Terry Connolly, who chairs these Committees and who seeks independent advice from outside advisors as he feels is appropriate and necessary.

The functions of the Nomination Committee are performed by the Board as a whole.

## Internal control

The Board is ultimately responsible for the Group's system of internal control and for reviewing its effectiveness. Any such system can only be designed to manage, rather than eliminate, the risk of failure to achieve the Company's objectives and can only provide reasonable, rather than absolute, assurance against material misstatement or loss.

The directors monitor the operation of internal controls. The objective of the system is to safeguard Group assets, ensure proper accounting records are maintained and that the financial information used within the business and for publication is reliable. Internal financial control procedures undertaken by the Board include the review and approval of annual budgets, review of monthly financial reports and monitoring performance against budget, prior approval of all significant expenditure including all major investment decisions, and review of treasury policy.

The Board has reviewed the operation and effectiveness of the Group's system of internal controls for the financial period and the period up to the date of approval of the financial statements.

## Financial instruments and financial risk management

The Group finances its operations through a mixture of cash resources, retained earnings, bank overdraft, convertible loan notes and share capital. Its principal financial instruments comprise cash and convertible loan notes together with trade receivables and trade payables.

The Group's other financial instruments arise from its day to day operations and comprise primarily of short term debtors and creditors and, where deemed appropriate, forward currency contracts.

Further details of the Group's financial instruments are given in note 23 to the financial statements and the directors consider the principal risks associated with the Group's financial instruments to be liquidity risk and currency risk.

## Employment policies

The Group has established policies to comply with the relevant legislation and codes of practice regarding employment and equal opportunities. It keeps its employees informed of matters affecting them as employees through regular team briefings throughout the year and has a policy that training, career development and promotion opportunities should be available to all employees.

It is our policy to give full and fair consideration to applications for employment by people who are disabled, to continue wherever possible the employment of staff who become disabled and to provide equal opportunities for the career development of disabled employees.

## Disclosure of information to auditor

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



## Directors' report (continued)

### Substantial shareholdings

At 14 March 2016 the Company was aware of the following interests in three percent or more of its issued share capital.

Names of holder	Number of shares	Percentage held
PFS Downing Active Management Limited	3,505,000	10.0%
El-Khereiji Financial Company WLL	2,871,756	8.2%
Mr A Perloff	2,000,000	5.7%
Charwell Investments Limited	1,694,592	4.9%
Chelverton Growth Trust plc	1,500,000	4.3%
Mr O Abdullah	1,208,198	3.5%
Mr R M Abdullah	1,206,118	3.5%
Mr P Lobbenburg and Family	1,153,050	3.3%

### Going concern

After making detailed enquiries, the Board has a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future and accordingly continues to prepare the financial statements on a going concern basis.

### Auditor

In accordance with section 489 of the Companies Act 2006, a resolution for the appointment of KPMG LLP as auditor of the Company is to be proposed at the forthcoming Annual General Meeting.

By order of the Board

#### Raschid Abdullah

Director

Parallel House  
32 London Road  
Guildford  
Surrey  
GU1 2AB

14 March 2016



# Remuneration report

## Remuneration Committee

The Remuneration Committee is presently comprised of Mr T Connolly.

## Remuneration Policy

The Remuneration Committee reviews the performance of executive directors and sets the scale and structure of their remuneration and other benefits. Individual rewards and incentives are aligned with the performance of the Group and the interests of the shareholders and are set at an appropriate level in order to attract, retain and motivate executives who are expected to meet challenging performance criteria.

The committee also recommends the allocation of share options to directors and other employees.

## Service Contracts

No directors have contracts of service with notice periods that exceed 12 months.

## Directors' Emoluments

Details of individual director's emoluments are set out in note 4 to the financial statements.

## Directors' Share Interests

The directors' beneficial interests in the shares of the Company at the year end were as follows:

	<b>Ordinary shares of 1p each at 31 December 2015</b>	Ordinary shares of 1p each at 31 December 2014
R Abdullah	1,206,118	1,206,118
O Abdullah	1,208,198	1,208,198
T Connolly	30,000	30,000
P Negus	–	–

## Directors' Interests in Share Options

At 31 December 2015 the number of options to subscribe for ordinary shares of 1p held by directors were as follows:

	<b>Number of options at 1 January 2015</b>	<b>Granted during the year</b>	<b>Number of options at 31 December 2015</b>	<b>Exercise price £</b>	<b>Date first exercisable</b>	<b>Expiry date</b>
R Abdullah	1,312,500	–	1,312,500	0.08	25.11.13	24.11.23
O Abdullah	1,312,500	–	1,312,500	0.08	25.11.13	24.11.23
P Negus <sup>1</sup>	–	700,000	700,000	0.11625	23.04.18	22.04.25

<sup>1</sup> During the year, options were issued to Adcel Ltd, a company solely controlled by Mr P Negus.

None of the directors exercised any options during the year.

The share price at 31 December 2015 was 12.25p and the share price has ranged during the year from 10.1p to 14.5p.

## Remuneration report (continued)

### **Directors' Interests in Share Options** continued

There have been no changes to directors' interests since the year end, other than the issue of options to subscribe for 850,000 ordinary shares of 1p each at an exercise price of 12.25p each to Mr R Abdullah and Mr O Abdullah on 6 January 2016.

### **Non-executive Directors**

Fees for non-executive directors are determined by the Board as a whole having regard to the time devoted to the Company's affairs. Non-executive directors are not part of any pension, share option or bonus schemes of the Group.

#### **Terry Connolly**

Director

14 March 2016



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

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare group and parent company financial statements for each financial year. As required by AIM Rules of the London Stock Exchange they are required to prepare the Group financial statements in accordance with IFRSs as adopted by the EU and applicable law and have elected to prepare the parent company financial statements on the same basis.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and parent company and of their profit or loss for that period. In preparing each of the Group and parent company financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with IFRSs as adopted by the EU; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and the parent company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the parent company's transactions and disclose with reasonable accuracy at any time the financial position of the parent company and enable them to ensure that its financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

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



# Independent auditor's report to the members of Petards Group plc

We have audited the financial statements of Petards Group plc for the year ended 31 December 2015, set out on pages 15 to 43. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the EU and, as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

## Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 13, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

## Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at [www.frc.org.uk/auditscopeukprivate](http://www.frc.org.uk/auditscopeukprivate).

## Opinion on financial statements

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2015 and of the group's profit for the year then ended;
- the group financial statements have been properly prepared in accordance with IFRSs as adopted by the EU;
- the parent company financial statements have been properly prepared in accordance with IFRSs as adopted by the EU and as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements 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 Strategic Report and Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

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

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent 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.

**Mick Thompson (Senior Statutory Auditor)**  
**for and on behalf of KPMG LLP, Statutory Auditor**

Chartered Accountants

Quayside House  
110 Quayside  
Newcastle upon Tyne  
NE1 3DX

14 March 2016



## Consolidated Income Statement

For year ended 31 December 2015

	Note	2015 £000	2014 £000
<b>Revenue</b>	2	<b>13,072</b>	13,462
Cost of sales		<b>(8,473)</b>	(9,370)
<b>Gross profit</b>		<b>4,599</b>	4,092
Administrative expenses		<b>(3,664)</b>	(3,323)
<b>Operating profit</b>	3, 4	<b>935</b>	769
<i>Analysed as:</i>			
Earnings before interest, tax, depreciation and amortisation ("EBITDA")		<b>1,260</b>	1,015
Depreciation and amortisation		<b>(325)</b>	(246)
		<b>935</b>	769
Financial income	5	<b>3</b>	3
Financial expenses	5	<b>(176)</b>	(152)
<b>Profit before tax</b>		<b>762</b>	620
Income tax	6	<b>3</b>	–
<b>Profit for the year attributable to equity shareholders of the parent</b>		<b>765</b>	620
<b>Earnings per ordinary share (pence)</b>			
Basic	8	<b>2.19</b>	1.80
Diluted	8	<b>1.62</b>	1.37

## Consolidated Statement of Comprehensive Income

For year ended 31 December 2015

	2015 £000	2014 £000
<b>Profit for the year</b>	<b>765</b>	620
<b>Other comprehensive income</b>		
<i>Items that may be reclassified to profit:</i>		
Currency translation on foreign currency net investments	–	–
<b>Total comprehensive income for the year</b>	<b>765</b>	620



## Statements of Changes in Equity

For year ended 31 December 2015

Group	Share capital £000	Share premium £000	Merger reserve £000	Equity reserve £000	Special reserve £000	Retained earnings £000	Currency translation reserve £000	Total equity £000
At 1 January 2014	6,645	25,153	1,075	206	–	(31,132)	(211)	1,736
Profit for the year	–	–	–	–	–	620	–	620
Total comprehensive income for the year	–	–	–	–	–	620	–	620
Conversion of convertible loan notes	4	23	–	(2)	–	2	–	27
Exercise of share options	2	16	–	–	–	–	–	18
At 31 December 2014	6,651	25,192	1,075	204	–	(30,510)	(211)	2,401
At 1 January 2015	6,651	25,192	1,075	204	–	(30,510)	(211)	2,401
Profit for the year	–	–	–	–	–	765	–	765
Total comprehensive income for the year	–	–	–	–	–	765	–	765
Equity-settled share based payments	–	–	–	–	–	6	–	6
Conversion of convertible loan notes	1	14	–	(1)	–	–	–	14
Capital reduction (note 21)	(6,303)	(25,192)	(1,075)	–	8	32,562	–	–
<b>At 31 December 2015</b>	<b>349</b>	<b>14</b>	<b>–</b>	<b>203</b>	<b>8</b>	<b>2,823</b>	<b>(211)</b>	<b>3,186</b>

Company	Share capital £000	Share premium £000	Merger reserve £000	Equity reserve £000	Special reserve £000	Retained earnings £000	Total equity £000
At 1 January 2014	6,645	25,153	1,075	206	–	(26,530)	6,549
Loss for the year	–	–	–	–	–	(10)	(10)
Total comprehensive income for the year	–	–	–	–	–	(10)	(10)
Conversion of convertible loan notes	4	23	–	(2)	–	2	27
Exercise of share options	2	16	–	–	–	–	18
At 31 December 2014	6,651	25,192	1,075	204	–	(26,538)	6,584
At 1 January 2015	6,651	25,192	1,075	204	–	(26,538)	6,584
Loss for the year	–	–	–	–	–	(194)	(194)
Total comprehensive income for the year	–	–	–	–	–	(194)	(194)
Equity-settled share based payments	–	–	–	–	–	6	6
Conversion of convertible loan notes	1	14	–	(1)	–	–	14
Capital reduction (note 21)	(6,303)	(25,192)	(1,075)	–	8	32,562	–
<b>At 31 December 2015</b>	<b>349</b>	<b>14</b>	<b>–</b>	<b>203</b>	<b>8</b>	<b>5,836</b>	<b>6,410</b>

## Balance Sheets

As at 31 December 2015

	Note	Group 2015 £000	2014 £000	Company 2015 £000	2014 £000
<b>ASSETS</b>					
<b>Non-current assets</b>					
Property, plant and equipment	9, 10	247	187	1	–
Goodwill	11	401	401	–	–
Development costs	11	902	1,103	–	–
Investments in subsidiary undertakings	12	–	–	9,395	9,395
Deferred tax assets	13	429	516	130	144
		<b>1,979</b>	2,207	<b>9,526</b>	9,539
<b>Current assets</b>					
Inventories	14	2,168	1,439	–	–
Trade and other receivables	15	1,861	2,982	4,854	4,790
Cash and cash equivalents – escrow deposits	16	–	54	–	–
Cash and cash equivalents	16	2,478	1,434	1,373	898
		<b>6,507</b>	5,909	<b>6,227</b>	5,688
<b>Total assets</b>		<b>8,486</b>	8,116	<b>15,753</b>	15,227
<b>EQUITY AND LIABILITIES</b>					
<b>Equity attributable to equity holders of the parent</b>					
Share capital	20	349	6,651	349	6,651
Share premium	21	14	25,192	14	25,192
Equity reserve	22	203	204	203	204
Merger reserve	21	–	1,075	–	1,075
Special reserve	21	8	–	8	–
Currency translation reserve		(211)	(211)	–	–
Retained earnings		2,823	(30,510)	5,836	(26,538)
<b>Total equity</b>		<b>3,186</b>	2,401	<b>6,410</b>	6,584
<b>Non-current liabilities</b>					
Interest-bearing loans and borrowings	17	1,543	1,524	1,543	1,524
Trade and other payables	18	–	–	3,567	3,567
Deferred tax liabilities	13	–	100	–	–
		<b>1,543</b>	1,624	<b>5,110</b>	5,091
<b>Current liabilities</b>					
Trade and other payables	18	3,757	4,091	4,233	3,552
		<b>3,757</b>	4,091	<b>4,233</b>	3,552
<b>Total liabilities</b>		<b>5,300</b>	5,715	<b>9,343</b>	8,643
<b>Total equity and liabilities</b>		<b>8,486</b>	8,116	<b>15,753</b>	15,227

These financial statements were approved by the board of directors on 14 March 2016 and were signed on its behalf by:

**Raschid Abdullah**

Director

Registered number: 2990100

## Statements of Cash Flows

For the year ended 31 December 2015

		<b>Group</b>		<b>Company</b>	
	Note	<b>2015</b>	2014	<b>2015</b>	2014
		<b>£000</b>	£000	<b>£000</b>	£000
<b>Cash flows from operating activities</b>					
Profit/(loss) for the year		<b>765</b>	620	<b>(194)</b>	(10)
<i>Adjustments for:</i>					
Depreciation	9, 10	<b>58</b>	48	<b>1</b>	–
Amortisation of intangible assets	11	<b>267</b>	198	–	–
Financial income	5	<b>(3)</b>	(3)	<b>(3)</b>	(3)
Financial expense	5	<b>176</b>	152	<b>172</b>	149
Equity settled share-based payment expenses	19	<b>6</b>	–	<b>6</b>	–
Income tax charge/(credit)	6	<b>(3)</b>	–	<b>14</b>	–
<b>Operating cash flows before movement in working capital</b>					
		<b>1,266</b>	1,015	<b>(4)</b>	136
Change in trade and other receivables		<b>1,138</b>	(2,035)	<b>(64)</b>	(34)
Change in inventories		<b>(729)</b>	340	–	–
Change in trade and other payables		<b>(195)</b>	1,340	<b>684</b>	(132)
<b>Cash generated from operations</b>					
		<b>1,480</b>	660	<b>616</b>	(30)
Interest received		<b>3</b>	3	<b>3</b>	3
Interest paid		<b>(146)</b>	(110)	<b>(142)</b>	(107)
Tax (paid)/received		<b>(163)</b>	208	–	–
<b>Net cash from operating activities</b>					
		<b>1,174</b>	761	<b>477</b>	(134)
<b>Cash flows from investing activities</b>					
Acquisition of property, plant and equipment	9, 10	<b>(118)</b>	(70)	<b>(2)</b>	–
Capitalised development expenditure	11	<b>(66)</b>	(661)	–	–
Cash deposits held in escrow	16	<b>54</b>	(54)	–	–
<b>Net cash outflow from investing activities</b>					
		<b>(130)</b>	(785)	<b>(2)</b>	–
<b>Cash flows from financing activities</b>					
Proceeds from exercise of share options		–	18	–	18
<b>Net cash inflow from financing activities</b>					
		–	18	–	18
<b>Net increase/(decrease) in cash and cash equivalents</b>					
		<b>1,044</b>	(6)	<b>475</b>	(116)
<b>Total movement in cash and cash equivalents in the year</b>					
		<b>1,044</b>	(6)	<b>475</b>	(116)
<b>Cash and cash equivalents at 1 January</b>					
		<b>1,434</b>	1,440	<b>898</b>	1,014
<b>Cash and cash equivalents at 31 December</b>					
	16	<b>2,478</b>	1,434	<b>1,373</b>	898

# Notes

(forming part of the financial statements)

## 1 Accounting policies

Petards Group plc (the "Company") is a company incorporated in the UK.

The Group financial statements consolidate those of the Company and its subsidiaries (together referred to as the "Group"). The parent company financial statements present information about the Company as a separate entity and not about its Group.

### Statement of compliance

Both the parent company financial statements and the Group financial statements have been prepared and approved by the directors in accordance with International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"). On publishing the parent company financial statements here together with the Group financial statements, the Company is taking advantage of the exemption in s408 of the Companies Act 2006 not to present its individual income statement and related notes that form a part of these approved financial statements.

### Basis of preparation

The financial information is presented in pounds sterling, rounded to the nearest thousand, and is prepared on the historical cost basis.

The financial statements were approved by the board of directors on 14 March 2016.

Information on the Group's business activities, cashflows and liquidity position, together with the factors likely to affect its future development, performance and position are described in the Strategic Report. In addition note 23 to the financial statements includes the Group's objectives, policies and processes for managing its capital; its financial risk management objectives; details of its financial instruments; and its exposures to credit risk and liquidity risk.

The Group currently meets its day to day working capital requirements through its own cash resources, and also has available a £0.5m overdraft facility which has not been drawn upon to date. The Group has prepared forecasts which have been flexed to take into account reasonably possible changes in future trading performance, in particular to take into account uncertainty as to the timing of contract awards. This reflects the fact that the Group contracts with a number of customers across different industries and that the Group's revenue is generated from a mix of longer and shorter lead time orders. The timing and delivery of the larger orders are difficult to predict, and can cause material fluctuations in actual results compared with forecast results. These flexed forecasts show that the Group should be able to operate within the level of its cash resources and accordingly the financial statements have been prepared on a going concern basis.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these consolidated financial statements.

The preparation of financial statements requires the directors to make judgements, estimates and assumptions that may affect the application of accounting policies and the reported amounts of assets and liabilities, and income and expenses. The key areas requiring the use of estimates and judgements which may significantly affect the financial statements are considered to be:

(a) *identification of construction contracts and revenue and profit recognition on construction contracts (notes 2 and 14)*

A proportion of the Group's contracts are treated as construction contracts under IAS 11. This requires management to make a judgement at the commencement of each contract as to whether or not it should be accounted for as a construction contract under IAS 11. Construction contracts comprise contracts specifically negotiated for the construction and delivery of a combination of electronic assets and/or electronic services in a single package which are so closely related as to be in essence part of a single project with an overall profit margin and are performed concurrently or in a continuous sequence. Profit is recognised over the life of the contract on the basis of forecast revenues and costs. These estimates are updated on a regular basis. This can lead to previous estimates being amended which may have an impact on the final profit to be recognised on the contract;

(b) *Measurement of the recoverable amounts of cash generating units containing goodwill (note 11)*

This requires the identification of appropriate cash generating units and the allocation of goodwill to these units. The assessment of impairment involves assumptions on the estimated future operating cash flows from these cash generating units and the comparison of these cash flows to the carrying value of the goodwill;



## Notes (continued)

(forming part of the financial statements)

### 1 Accounting policies continued

#### Basis of preparation continued

(c) *Recognition of deferred tax assets (notes 6 and 13)*

The Group has substantial deferred tax assets. In determining how much of these assets can be recognised this requires an assessment of the extent to which it is probable that future taxable profits will be available. This assessment is based on management's future assessment of the Group's financial performance and forecast financial information;

(d) *Capitalised development expenditure (note 11)*

This involves the identification of development expenditure which is recoverable through future product revenue together with an assessment of the estimated useful economic life of any asset recognised. Assets recognised in this way are also subject to impairment reviews.

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

#### Basis of consolidation

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. In assessing control, the Group takes into consideration potential voting rights that are currently exercisable. The acquisition date is the date on which control is transferred to the acquirer. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Inter-company balances, and any unrealised gains and losses or income and expenses arising from intragroup transactions, are eliminated when preparing the consolidated financial information.

#### Foreign currency

Transactions in foreign currencies are translated at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Foreign exchange differences arising on translation are recognised in the income statement.

The balance sheet assets and liabilities of foreign subsidiaries are translated into sterling at the exchange rate at the balance sheet date, and the income statement is translated at the average rate. Gains and losses are then taken to reserves.

The Group has taken advantage of the relief available in IFRS 1 to deem the cumulative translation differences for all foreign operations to be zero at the date of transition to Adopted IFRSs (1 January 2006).

#### Classification of financial instruments issued by the Group

Following the adoption of IAS 32, financial instruments issued by the Group are treated as equity only to the extent that they meet the following two conditions:

- (a) they include no contractual obligations upon the Company (or Group as the case may be) to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company (or Group); and
- (b) where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the Company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Finance payments associated with financial liabilities are dealt with as part of finance expenses. Finance payments associated with financial instruments that are classified in equity are treated as distributions and are recorded directly in equity.



## 1 Accounting policies *continued*

### *Investments in subsidiaries*

Investments in subsidiaries are carried at cost less impairment in the Company balance sheet.

### *Derivative financial instruments*

Derivative financial instruments are recognised initially at fair value and subsequently re-measured. The gain or loss on remeasurement to fair value is recognised immediately in the income statement.

### *Intra-group financial guarantee contracts*

Where the Company enters into financial guarantee contracts to guarantee the indebtedness of other companies within its Group, the Company considers these to be insurance arrangements and accounts for them as such. In this respect, the Company treats the guarantee contract as a contingent liability until such time as it becomes probable that the Company will be required to make a payment under the guarantee.

### *Property, plant and equipment*

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses.

Where parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

Leases in which the Group assumes substantially all the risks and rewards of ownership of the leased asset are classified as finance leases. Leased assets acquired by way of finance lease are stated at an amount equal to the lower of their fair value and the present value of the minimum lease payments at inception of the lease, less accumulated depreciation and impairment losses.

Depreciation is charged to the income statement on a straight line basis over the estimated useful lives of each part of an item of property, plant and equipment. Land is not depreciated. The estimated useful lives are as follows:

Leasehold improvements	life of lease straight line
<i>Plant and equipment:</i>	
Plant and equipment	3-10 years
Computer equipment	3-5 years
Furniture and fittings	3-5 years
Motor vehicles	4-5 years

The residual value and useful economic life are reassessed annually.

### *Intangible assets and goodwill*

Goodwill is stated at cost less any accumulated impairment losses. Goodwill is allocated to cash generating units and is not amortised but is tested annually for impairment.

Business combinations are accounted for by applying the purchase method. Goodwill represents amounts arising on acquisition of subsidiaries. In respect of business acquisitions that have occurred since 1 January 2006, goodwill represents the difference between the cost of the acquisition and the net fair value of the identifiable assets, liabilities and contingent liabilities acquired. Identifiable intangibles are those which can be sold separately or which arise from legal rights regardless of whether those rights are separable.

IFRS 1 grants certain exemptions from the full requirements of Adopted IFRSs in the transition period. The Group elected not to restate business combinations that took place prior to transition date. In respect of acquisitions prior to 1 January 2006, goodwill is included at transition date on the basis of its deemed cost, which represents the amount recorded under UK GAAP.

Other intangible assets that are acquired by the Group are stated at cost less accumulated amortisation and impairment losses.

Amortisation is charged on a straight line basis over the estimated useful lives of intangible assets. Other intangible assets are amortised from the date they are available for use.



## Notes (continued)

(forming part of the financial statements)

### 1 Accounting policies continued

#### *Research and development*

Expenditure on research activities is recognised as an expense in the period in which it is incurred.

Expenditure on activities for the development of new or substantially improved products is capitalised if the product is technically and commercially feasible, and the Group has the technical ability and has sufficient resources to complete development and if the Group can measure reliably the expenditure attributable to the intangible asset during its development. The expenditure capitalised includes the cost of materials, direct labour and an appropriate proportion of overheads. Development expenditure not meeting the above criteria is recognised in the income statement as an expense as incurred. Capitalised development expenditure is stated at cost less accumulated amortisation and impairment losses.

Internally generated development expenditure is amortised on a straight-line basis over the period which Directors expect to obtain economic benefits (3 to 5 years from asset being available for use). Where no internally generated intangible asset can be recognised, development expenditure is recognised as an expense in the period in which it is incurred.

#### *Construction contracts*

Construction contracts comprise contracts specifically negotiated for the construction and delivery of a combination of electronic assets and/or electronic services in a single package which are so closely related as to be in essence part of a single project with an overall profit margin and are performed concurrently or in a continuous sequence.

Contract revenue includes the initial amount agreed in the contract plus any variations in contract work, to the extent that it is probable that they will result in revenue and can be measured reliably. As soon as the outcome of a contract can be estimated reliably, contract revenue and expenses are recognised in profit or loss in proportion to the stage of completion of the contract.

The stage of completion is assessed by reference to completion of a physical proportion of the contract work. When the outcome of a contract cannot be estimated reliably, contract revenue is recognised only to the extent of contract costs incurred that are likely to be recoverable. An expected loss on a contract is recognised immediately in the income statement.

Contract work in progress represents the gross unbilled amount expected to be collected from customers for contract work performed to date. It is measured at cost plus any appropriate profit recognised to date less progress billing and recognised losses. Cost includes all expenditure related directly to specific projects and an allocation of fixed and variable overheads incurred in the Group's contract activities based on normal operating capacity.

Payments from customers, to the extent that they exceed income recognised, are included as payments on account within trade and other payables.

#### *Inventories*

Inventories are stated at the lower of cost and net realisable value. Cost is based on the first-in first-out principle and includes expenditure incurred in acquiring the inventories and bringing them to their existing location and condition. In the case of manufactured inventories and work in progress, cost includes an appropriate share of overheads based on normal operating capacity. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

#### *Cash and cash equivalents*

Cash and cash equivalents comprise cash balances and call deposits with an original maturity of three months or less. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents for the purpose only of the statement of cash flows.



## 1 Accounting policies *continued*

### *Impairment*

The carrying amounts of the Group's assets, other than inventories and deferred tax assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the asset's recoverable amount is estimated.

Goodwill is allocated to cash generating units and is tested annually for impairment and more frequently if there are indications of impairment.

An impairment loss is recognised whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognised in the income statement. Impairment losses recognised in respect of cash generating units are allocated first to reduce the carrying amount of any goodwill allocated to cash generating units and then to reduce the carrying amount of the other assets in the unit on a pro rata basis. A cash generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

### *Reversals of impairment*

An impairment loss in respect of goodwill is not reversed.

An impairment loss in respect of other assets is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

### *Interest-bearing borrowings*

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between cost and redemption value being recognised in the income statement over the period of the borrowings on an effective interest basis.

### *Employee benefits*

#### *Defined contribution plans*

Obligations for contributions to defined contribution pension plans are recognised as an expense in the income statement as service is provided.

#### *Short-term benefits*

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

#### *Share-based payment transactions*

Options granted under the Group's employee share schemes are equity settled. The grant date fair value of options granted to employees is recognised as an employee expense, with a corresponding increase in equity, over the period in which the employees become unconditionally entitled to the options. The fair value of the options granted is measured using an option valuation model, taking into account the terms and conditions upon which the options were granted. The amount recognised as an expense is adjusted to reflect the actual number of share options that vest except where forfeiture is due only to share prices not achieving the threshold for vesting.

### *Provisions*

A provision is recognised in the balance sheet when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected, risk adjusted, future cash flows at a pre-tax risk-free rate.





## Notes (continued)

(forming part of the financial statements)

### 1 Accounting policies continued

#### *Revenue*

Revenue is measured at the fair value of consideration received or receivable in the normal course of business, net of discounts, VAT and other sales related taxes provided that it can be measured reliably.

Revenue from sales of goods and equipment is recognised on despatch unless the customer specifically requests deferred delivery instructions. For deliveries deferred at the customer's request, revenues are recognised when the customer takes title to the goods provided that it is probable that delivery will be made, the goods are identified and ready for delivery and usual payment terms apply.

Revenue from service contracts, where services are performed by an indeterminate number of acts over a specified period of time, is recognised on a straight line basis over the period of the contract.

Revenue from certain of the Group's contracts is recognised in accordance with IAS 11 Construction Contracts by reference to the stage of completion of the contract, as set out in the accounting policy for construction contracts. Construction contracts comprise contracts specifically negotiated for the construction and delivery of a combination of goods and/or services in a single package which are so closely related as to be in essence part of a single project and are performed concurrently or in a continuous sequence.

#### *Expenses*

##### *Operating lease payments*

Payments under operating leases are recognised in the income and expenditure account on a straight line basis over the term of the lease. Lease incentives received are recognised in the income statement as an integral part of the total lease expense.

##### *Finance income*

Finance income comprises interest receivable on funds invested, foreign exchange gains and changes in fair value of financial assets through profit and loss. Interest income is recognised in the income statement as it accrues using the effective interest method.

##### *Finance expenses*

Finance expenses comprise interest payable on borrowings, foreign exchange losses and changes in fair value of financial assets through profit and loss.

#### *Taxation*

Income tax on the profit or loss for the period comprises both current and deferred tax. Income tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amounts of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised.

#### *Standards and interpretations issued but not applied*

The following standards and amendments to standards which will be relevant to the Group have been issued and endorsed by the EU but have not been applied by the Group in these financial statements as they are not yet effective.

- Annual Improvements to IFRSs 2012 – 2014 Cycle.

None of these standards and amendments are currently expected to have a material effect on the financial statements when they are adopted.



## 2 Segmental information

The analysis by geographic segment below is presented in accordance with IFRS 8 on the basis of those segments whose operating results are regularly reviewed by the Board of Directors (the Chief Operating Decision Maker as defined by IFRS 8) to make strategic decisions, to monitor performance and allocate resources.

The Board regularly reviews the Group's performance and balance sheet position for its entire operations as a whole. The Board receives financial information, assesses performance and makes resource allocation decisions for its UK based business as a whole, therefore the directors consider the Group to have only one segment in terms of products and services, being the development, supply and maintenance of technologies used in advanced security, surveillance and ruggedized electronic applications.

As the Board of Directors receives revenue, EBITDA and operating profit on the same basis as set out in the consolidated Income Statement no further reconciliation is considered to be necessary.

Revenue by geographical destination can be analysed as follows:

	2015 £000	2014 £000
United Kingdom	9,684	10,773
Continental Europe	2,552	1,724
Rest of World	836	965
	<b>13,072</b>	13,462

Included in the above amounts are revenues of £8,192,000 (2014: £9,793,000) in respect of construction contracts. The balance comprises revenue from sales of goods and services. Details of the Group's main customer in the year are given in note 15.

## 3 Expenses and auditor's remuneration

Profit before tax is stated after charging/(crediting):

	2015 £000	2014 £000
Amortisation of development costs	267	198
Development costs expensed directly to income	217	80
Depreciation of property, plant and equipment, owned	58	48
Gain on disposal of property, plant and equipment	–	(12)
Net write down of inventories	29	91

Auditor's remuneration:

	2015 £000	2014 £000
Audit of these financial statements	15	14
Amounts receivable by the company's auditor and its associates in respect of:		
Audit of financial statements of subsidiaries pursuant to legislation	34	35
Other services pursuant to such legislation	2	5
Other services relating to taxation	15	14

Amounts receivable by the Company's auditor and its associates in respect of services to the Company, other than the audit of the Company's financial statements, have not been disclosed as the information is required instead to be disclosed on a consolidated basis.

## Notes (continued)

(forming part of the financial statements)

### 4 Staff numbers and costs

The aggregate payroll costs, including directors, were as follows:

	Group	
	2015	2014
	£000	£000
Wages and salaries	3,040	2,616
Share based payments (note 19)	6	–
Social security costs	303	259
Other pension costs (note 19)	199	191
	<b>3,548</b>	3,066

The average number of employees during the year (including directors) was as follows:

	Group	
	2015	2014
	£000	£000
Direct labour	51	43
Development	8	8
Sales	10	10
Administration	13	14
	<b>82</b>	75

Details of individual director's emoluments are as follows:

Name of director	Salaries	Bonus	Compen-	Other	Total	Total	Pension	Pension
	and fees		sation	benefits	2015	2014	2015	2014
	£000	£000	£000	£000	£000	£000	£000	£000
R Abdullah	90	25	–	–	115	135	–	–
O Abdullah	90	25	–	–	115	122	–	–
T Connolly	18	–	–	–	18	18	–	–
P Negus <sup>1</sup>	168	–	–	–	168	50	–	–
A Wonnacott <sup>2</sup>	95	–	60	2	157	105	43	47
	<b>461</b>	<b>50</b>	<b>60</b>	<b>2</b>	<b>573</b>	430	<b>43</b>	47

1 All fees for the services of P Negus are payable to Adcel Limited.

2 Resigned 30 November 2015.

The performance bonus of £50,000 above is payable in respect of the year ended 31 December 2015 (2014: £nil).

## 5 Financial income and expense

	2015 £000	2014 £000
<b>Recognised in profit or loss</b>		
Interest on bank deposits	3	3
Financial income	3	3
	<b>£000</b>	£000
Interest expense on financial liabilities at amortised cost	151	150
Net foreign exchange loss	25	2
Financial expenses	176	152

## 6 Taxation

### Recognised in the income statement

	2015 £000	2015 £000	2014 £000	2014 £000
<i>Current tax expense/(credit)</i>				
Adjustments in respect of prior years	10		(109)	
Total current tax		10		(109)
<i>Deferred tax (credit)/expense</i>				
Origination and reversal of temporary differences	(1)		(15)	
Recognition of previously unrecognised tax losses	(43)		(72)	
Utilisation of recognised tax losses	170		169	
Adjustment in respect of prior years	(179)		27	
Tax rate change	40		–	
Total deferred tax		(13)		109
Total tax (credit)/charge in income statement		(3)		–

#### *Factors that may affect future current and total tax charges*

The main rate of UK corporation tax changed from 21% to 20% with effect from 1 April 2015.

The main rate of UK corporation tax will reduce further to 19% from 1 April 2017 and again reduce to 18% from 1 April 2020. These tax changes were substantively enacted on 26 October 2015 and therefore the effect of this rate reduction on the deferred tax balances as at 31 December 2015 has been included in the figures above.

## Notes (continued)

(forming part of the financial statements)

### 6 Taxation continued

#### Reconciliation of effective tax rate

	2015 £000	2014 £000
Profit before tax	762	620
Tax using the UK corporation tax rate of 20.25% (2014: 21.5%)	154	133
Non-deductible expenses	46	36
Utilisation of tax losses	(25)	(87)
Effect of tax losses generated in year not provided for in deferred tax	15	–
Recognition of previously unrecognised tax losses	(21)	–
Change in unrecognised temporary differences	(43)	7
Adjustments in respect of prior years	(169)	(82)
Effect of rate change	40	(7)
Total tax (credit)/charge	(3)	–

### 7 Profit for the financial year – parent company

As permitted by Section 408 of the Companies Act 2006, the parent company's income statement has not been included in these financial statements. The parent company's loss for the financial year was £194,000 (2014: £10,000 loss).

### 8 Earnings per share

#### Basic earnings per share

The calculation of basic earnings per share for 2015 was based on the profit attributable to ordinary shareholders of £765,000 (2014: £620,000 profit) divided by the weighted average number of ordinary shares outstanding during the year ended 31 December 2015 of 34,857,531 (2014: 34,514,108).

#### Diluted earnings per share

Diluted earnings per share assumes conversion of all potentially dilutive ordinary shares, which arise from both convertible loan notes and share options, and is calculated by dividing the adjusted profit for the year attributable to the shareholders of £914,000 by the assumed weighted average number of shares in issue of 56,267,673. The adjusted profit for the year comprises the profit for the year attributable to the shareholders after adding back the interest on convertible loan notes for the year, net of any tax impact.



## 9 Property, plant and equipment – Group

	Leasehold improvements £000	Plant and equipment £000	Motor vehicles £000	Total £000
<b>Cost</b>				
Balance at 1 January 2014	225	965	7	1,197
Acquisitions	16	43	11	70
Disposals	–	(8)	–	(8)
Balance at 31 December 2014	241	1,000	18	1,259
Balance at 1 January 2015	241	1,000	18	1,259
Acquisitions	11	107	–	118
Disposals	–	–	–	–
Balance at 31 December 2015	252	1,107	18	1,377
<b>Depreciation and impairment</b>				
Balance at 1 January 2014	163	862	7	1,032
Depreciation charge for the year	9	39	–	48
Disposals	–	(8)	–	(8)
Balance at 31 December 2014	172	893	7	1,072
Balance at 1 January 2015	172	893	7	1,072
Depreciation charge for the year	10	46	2	58
Disposals	–	–	–	–
Balance at 31 December 2015	182	939	5	1,130
<b>Net book value</b>				
At 1 January 2014	62	103	–	165
At 31 December 2014 and 1 January 2015	69	107	11	187
<b>At 31 December 2015</b>	<b>70</b>	<b>168</b>	<b>9</b>	<b>247</b>

## Notes (continued)

(forming part of the financial statements)

### 10 Property, plant and equipment – Company

	Plant and equipment £000
<b>Cost</b>	
Balance at 1 January 2014, 31 December 2014 and 1 January 2015	–
Acquisitions	2
Balance at 31 December 2015	2
<b>Depreciation and impairment</b>	
Balance at 1 January 2014, 31 December 2014 and 1 January 2015	–
Depreciation charge for the year	1
Balance at 31 December 2015	1
<b>Net book value</b>	
At 1 January 2014, 31 December 2014 and 1 January 2015	–
<b>At 31 December 2015</b>	<b>1</b>

The Company had no property, plant and equipment in 2014.

### 11 Intangible assets – Group

	Goodwill £000	Development costs £000	Total £000
<b>Cost</b>			
Balance at 1 January 2014	401	2,094	2,495
Additions – internally developed	–	661	661
Balance at 31 December 2014	401	2,755	3,156
Balance at 1 January 2015	401	2,755	3,156
Additions – internally developed	–	66	66
Balance at 31 December 2015	401	2,821	3,222
<b>Amortisation and impairment</b>			
Balance at 1 January 2014	–	1,454	1,454
Amortisation for the year	–	198	198
Balance at 31 December 2014	–	1,652	1,652
Balance at 1 January 2015	–	1,652	1,652
Amortisation for the year	–	267	267
Balance at 31 December 2015	–	1,919	1,919
<b>Net book value</b>			
At 1 January 2014	401	640	1,041
At 31 December 2014 and 1 January 2015	401	1,103	1,504
<b>At 31 December 2015</b>	<b>401</b>	<b>902</b>	<b>1,303</b>

## 11 Intangible assets – Group continued

Development costs relate to the ongoing development of eyeTrain and ProVida products and include an amount of £162,000 (2014: £123,000) for which amortisation has not yet commenced.

### Amortisation

The amortisation charge is recognised within administrative expenses in the income statement.

### Impairment testing

The Group considers that for the purpose of goodwill impairment testing it has one cash generating unit involved in the development, supply and maintenance of technologies used in advanced security, surveillance and ruggedised electronic applications. The carrying value of the goodwill is as follows:

	Goodwill	
	2015 £000	2014 £000
Technologies used in advanced security and surveillance systems	401	401

Impairment is tested by calculating its value in use by reference to discounted cash flow forecasts over a five year period. The key assumptions for the value in use calculation are those regarding the growth rates, discount rates and expected changes in profit margins during the period. These are based on approved forecasts for the next year and an assumption of no growth thereafter (2014: approved forecasts for the next year and an assumption of no growth thereafter) and are based on forecast profit margin being maintained (2014: profit margin maintained). The discount rate applied is 10% (2014: 10%).

Given the carrying value of the above, no reasonably possible change in discount rate or other key assumption would lead to an impairment.

The Company had no intangible assets in 2014 or 2015.

## 12 Investments in subsidiary undertakings

The Group and Company have the following investments in subsidiary undertakings:

Name of company	Country of operation and registration	Nature of business	Holding	Proportion held	
				Group	Company
Petards Joyce-Loebl Limited	England	Specialist electronic systems	Ordinary shares	100%	100%
Petards Limited	England	Specialist electronic systems	Ordinary shares	100%	100%
Joyce-Loebl Group Limited	England	Dormant	Ordinary shares	100%	100%
Joyce-Loebl Limited	England	Dormant	Ordinary shares	100%	–
Petards International Limited	England	Dormant	Ordinary shares	100%	100%
PI Vision Limited	England	Dormant	Ordinary shares	100%	100%
Petards Inc	USA	Dormant	Common stock	100%	100%
Water Hall Group plc	England	Non trading	Ordinary shares	100%	100%



## Notes (continued)

(forming part of the financial statements)

### 12 Investments in subsidiary undertakings *continued*

Company	Shares in subsidiary undertakings £000	Loans to subsidiary undertakings £000	Total £000
<b>Cost</b>			
At 1 January 2014, 31 December 2014 and 31 December 2015	14,906	75	14,981
<b>Provisions for impairment in value</b>			
At 1 January 2014, 31 December 2014 and 31 December 2015	5,586	–	5,586
<b>Net book value</b>			
<b>At 1 January 2014, 31 December 2014 and 31 December 2015</b>	<b>9,320</b>	<b>75</b>	<b>9,395</b>

### 13 Deferred tax assets and liabilities

#### Group

Recognised deferred tax assets and liabilities are attributable to the following:

	Assets		Liabilities		Net	
	2015 £000	2014 £000	2015 £000	2014 £000	2015 £000	2014 £000
Property, plant and equipment	18	42	–	–	18	42
Provisions	19	25	–	–	19	25
Tax value of loss carry-forwards	462	449	–	–	462	449
Intangible fixed assets	–	–	(70)	(100)	(70)	(100)
Tax assets/(liabilities)	499	516	(70)	(100)	429	416
Set off of tax	(70)	–	70	–	–	–
Net tax assets/(liabilities)	429	516	–	(100)	429	416

Unrecognised deferred tax assets are attributable to the following:

	Assets 2015 £000	Assets 2014 £000
Property, plant and equipment	264	292
Provisions	5	41
Tax value of loss carry-forwards	1,637	1,861
Tax assets	1,906	2,194

There is no expiry date on the above unrecognised deferred tax assets.

**13 Deferred tax assets and liabilities** continued

Movement in deferred tax during the year

	1 January 2015 £000	Recognised in income £000	31 December 2015 £000
Property, plant and equipment	42	(24)	18
Provisions	25	(6)	19
Tax value of loss carry-forwards	449	13	462
Intangible fixed assets	(100)	30	(70)
	<b>416</b>	<b>13</b>	<b>429</b>

Movement in deferred tax during the prior year

	1 January 2014 £000	Recognised in income £000	31 December 2014 £000
Property, plant and equipment	59	(17)	42
Provisions	23	2	25
Tax value of loss carry-forwards	571	(122)	449
Intangible fixed assets	(128)	28	(100)
	<b>525</b>	<b>(109)</b>	<b>416</b>

**Company**

Recognised deferred tax assets are attributable to the following:

	<b>Assets 2015 £000</b>	Assets 2014 £000
Tax value of loss carry-forwards	<b>130</b>	144
Tax assets	<b>130</b>	144

Unrecognised deferred tax assets are attributable to the following:

	<b>Assets 2015 £000</b>	Assets 2014 £000
Property, plant and equipment	<b>24</b>	26
Provisions	<b>4</b>	25
Tax value of loss carry-forwards	<b>387</b>	416
Tax assets	<b>415</b>	467

There is no expiry date on the above unrecognised deferred tax assets.

## Notes (continued)

(forming part of the financial statements)

### 14 Inventories

	Group		Company	
	2015 £000	2014 £000	2015 £000	2014 £000
Raw materials and consumables	831	472	-	-
Work in progress	1,337	967	-	-
	<b>2,168</b>	1,439	-	-

The Directors consider all inventories to be essentially current in nature although the duration of certain contracts is such that a proportion of inventories will not be realised within 12 months. It is not possible to determine this amount with precision as this is dependent on a number of issues including future order volumes, the timing of project milestones and customer call off schedules.

Inventories recognised as cost of sales in the year amounted to £7,974,000 (2014: £8,141,000). Included in this is a net write-down of inventories to net realisable value of £29,000 (2014: £91,000). At 31 December 2015 inventories are shown net of provisions of £335,000 (2014: £337,000).

#### Construction contracts

The net balance on construction contracts is analysed into assets and liabilities as follows:

	Group		Company	
	2015 £000	2014 £000	2015 £000	2014 £000
<b>Contracts in progress at the balance sheet date:</b>				
Work in progress	1,337	967	-	-
Payments on account (note 18)	(67)	(78)	-	-
	<b>1,270</b>	889	-	-

Work in progress related to construction contracts in progress at the balance sheet date comprise cumulative costs incurred plus recognised profits less losses of £17,372,000 (2014: £10,722,000) less cumulative progress billings received and receivable of £17,043,000 (2014: £10,541,000).

### 15 Trade and other receivables

	Group		Company	
	2015 £000	2014 £000	2015 £000	2014 £000
Trade receivables	1,722	2,750	-	-
Amounts owed by group undertakings	-	-	4,823	4,773
Other receivables	-	-	17	8
Prepayments and accrued income	139	232	14	9
	<b>1,861</b>	2,982	<b>4,854</b>	4,790

At 31 December 2015 trade receivables include retentions of £5,000 (2014: £1,000).

The Group has a variety of credit terms depending on the customer. The majority of the Group's sales are made to government agencies and blue chip companies and consequently have very low historical default rates.

## 15 Trade and other receivables continued

At 31 December 2015 trade receivables are shown net of an allowance for credit notes of £nil (2014: £13,000) arising from the ordinary course of business, as follows:

	2015 £000	2014 £000
<b>Group</b>		
Balance at 1 January	13	16
Utilised during the year	(13)	(3)
Balance at 31 December	–	13

The ageing of trade receivables at the balance sheet date was:

	Gross trade receivables £000	2015 Credit note provision £000	Net trade receivables £000
<b>Group</b>			
Not past due date	1,049	–	1,049
Past due date (0-90 days)	661	–	661
Past due date (over 90 days)	12	–	12
	1,722	–	1,722

	Gross trade receivables £000	2014 Credit note provision £000	Net trade receivables £000
<b>Group</b>			
Not past due date	1,827	–	1,827
Past due date (0-90 days)	915	–	915
Past due date (over 90 days)	8	–	8
Individually impaired amounts	13	(13)	–
	2,763	(13)	2,750

Management have no indication that any unimpaired amounts will be irrecoverable. No other receivables are past due in either the current or prior year.

Various departments of the Ministry of Defence accounted for £5,802,000 of Group revenues during the year (2014: £7,478,000) of which £105,000 was included in carrying amount of trade receivables at 31 December 2015 (2014: £359,000).

## Notes (continued)

(forming part of the financial statements)

### 15 Trade and other receivables continued

The maximum exposure to credit risk for trade receivables at the reporting date by geographic region was:

	<b>Group</b>	
	<b>2015</b>	2014
	<b>£000</b>	£000
UK	<b>1,325</b>	1,345
Europe	<b>353</b>	727
Other regions	<b>44</b>	678
	<b>1,722</b>	2,750

The Group's exposure to credit and currency risks and impairment losses related to trade receivables are disclosed in note 23.

The Company has no trade receivables. Amounts owed by group undertakings are repayable on demand but have no fixed repayment dates.

### 16 Cash and cash equivalents

	<b>Group</b>		<b>Company</b>	
	<b>2015</b>	2014	<b>2015</b>	2014
	<b>£000</b>	£000	<b>£000</b>	£000
<b>Cash and cash equivalents – escrow deposits</b>				
Escrow deposit	–	54	–	–

	<b>Group</b>		<b>Company</b>	
	<b>2015</b>	2014	<b>2015</b>	2014
	<b>£000</b>	£000	<b>£000</b>	£000
<b>Cash and cash equivalents</b>				
Cash and cash equivalents per balance sheet and per cash flow statement	<b>2,478</b>	1,434	<b>1,373</b>	898

The Group's exposure to credit and currency risk related to cash and cash equivalents are disclosed in note 23.

### 17 Interest-bearing loans and borrowings

This note provides information about the contractual terms of the Group and Company's interest-bearing loans and borrowings, which are measured at amortised cost. For more information about the Group and Company's exposure to interest rate and foreign currency risk, see note 23.

	<b>Group</b>		<b>Company</b>	
	<b>2015</b>	2014	<b>2015</b>	2014
	<b>£000</b>	£000	<b>£000</b>	£000
<b>Non-current liabilities</b>				
Convertible loan notes	<b>1,543</b>	1,524	<b>1,543</b>	1,524

## 17 Interest-bearing loans and borrowings *continued*

The convertible loan notes of £1 each carry a fixed interest rate of 7% per annum and are convertible into ordinary shares of 1p each at any time prior to maturity. The conversion price is 8p as compared to the market price at 31 December 2015 of 12.25p. Interest is paid quarterly and the loan notes mature on 10 September 2018.

During the year £16,217 of the issued convertible loan notes were converted into ordinary shares (2014: £26,792).

At 31 December 2015 the nominal value of the outstanding loan notes was £1,641,711 (2014: £1,657,928).

## 18 Trade and other payables

	Group		Company	
	2015 £000	2014 £000	2015 £000	2014 £000
<b>Non-current liabilities</b>				
Amounts owed to group undertakings	–	–	3,567	3,567
<b>Current liabilities</b>				
Trade payables	1,580	1,480	44	26
Amounts owed to group undertakings	–	–	3,923	3,238
Payments on account	67	385	–	–
Non-trade payables and accrued expenses	2,071	2,184	227	246
Interest payable	39	42	39	42
	<b>3,757</b>	4,091	<b>4,233</b>	3,552

No amounts included in current liabilities are expected to be settled in more than 12 months (2014: *£nil*). In both 2015 and 2014 amounts payable to group undertakings in current liabilities are due on demand but have no fixed repayment dates.

Non-current amounts owed to group undertakings are repayable after more than one year but do not have fixed repayment dates.

## 19 Employee benefits

### Defined contribution plans

The Group operates a defined contribution pension plan.

The total expense relating to defined contribution plans in the current year was £199,000 (2014: £191,000).

### Share-based payments

At 31 December 2015 the Group had an Enterprise Management Incentive Scheme ('EMI Scheme'), and an Unapproved Share Option Scheme ('Unapproved Scheme'). In addition, options over 700,000 shares were granted during the year outside of these schemes.

The terms and conditions of the grants are as follows, whereby all options are settled by physical delivery of shares:

Date of grant	Scheme	Exercise price	Number of shares granted	Vesting conditions	Exercise period
Jan 2006	EMI Scheme	£1.00	20,500	(2)	Jan 2009 – Jan 2016
Aug 2007	EMI Scheme	£1.00	10,000	(2)	Aug 2010 – Aug 2017
Nov 2014	EMI Scheme	£0.08	2,625,000	(1)	Nov 2013 – Nov 2023
Apr 2015	Other	£0.11625	700,000	(3)	Apr 2018 – Apr 2025

(1) Fully vested.

(2) 3 years service and EPS achieved of 0.275p indexed from 31 Dec 2006 at 3% over RPIX.

(3) 3 years from date of grant.

## Notes (continued)

(forming part of the financial statements)

### 19 Employee benefits *continued*

	2015		2014	
	Number of shares £000	Weighted average exercise price £000	£000 Number of shares £000	Weighted average exercise price £000
Outstanding at beginning of the year	2,655,500	0.09	2,976,400	0.13
Granted during the year	700,000	0.12	–	–
Exercised during the year	–	–	(225,000)	0.08
Waived during the year	–	–	(95,900)	1.29
Outstanding at the end of the year	<b>3,355,500</b>	<b>0.10</b>	2,655,500	0.09
Exercisable at the end of the year	<b>2,625,000</b>	<b>0.08</b>	2,625,000	0.08

No options were exercised during the period (2014: 225,000 exercised).

The options outstanding at 31 December 2015 had exercise prices ranging from £0.08 to £1.00 and the weighted average remaining contractual life of the options was 8.13 years.

The Group and Company recognised a total expense of £6,000 (2014: £nil) in respect of equity settled share options.

### 20 Share capital

	At 31 December 2015 No.	At 31 December 2014 No.
<i>Number of shares in issue – allotted, called up and fully paid</i>		
Ordinary shares of 1p each	<b>34,934,579</b>	34,731,871
Deferred shares of 1p each	–	630,342,900
	<b>34,934,579</b>	665,074,771
	<b>£000</b>	£000
<i>Value of shares in issue – allotted, called up and fully paid</i>		
Ordinary shares of 1p each	<b>349</b>	348
Deferred shares of 1p each	–	6,303
	<b>349</b>	6,651

Following the reduction in share capital that took place on 16 December 2015 (see note 21), the Company's issued share capital comprises 34,934,579 ordinary shares of 1p each, all of which have equal voting rights.

During the year the Company issued 202,708 ordinary 1p shares following the conversion of £16,217 convertible loan notes at a conversion price of 8p each.

## 21 Capital reduction

On 16 December 2015, following the approval of the High Court, the Company completed the reduction in share capital approved by shareholders on 11 November 2015. This resulted in the following transactions.

	Share capital £000	Share premium £000	Merger reserve £000	Special reserve £000	Retained earnings £000
<b>Movements due to capital reduction</b>					
Bonus issue of 34,903,730 B shares	1,075	–	(1,075)	–	–
Cancellation of B shares	(1,075)	–	–	1,075	–
Cancellation of deferred shares	(6,303)	–	–	6,303	–
Cancellation of share premium account balance from 31 December 2014	–	(25,192)	–	25,192	–
Reduction in special reserve	–	–	–	(32,498)	32,498
Settlement of non-consenting creditors	–	–	–	(64)	64
	(6,303)	(25,192)	(1,075)	8	32,562

## 22 Equity reserve

The Equity reserve relates to the equity 'component' of the convertible loan notes and the fair value of the share options issued in respect of the acquisition of Water Hall Group plc in 2013.

## 23 Financial risk management

The Group and Company's policy is to maintain a strong capital base with a view to ensuring that entities within the Group will be able to continue as going concerns.

The Group's and Company's principal financial instruments comprise short term debtors and creditors, short term bank deposits, cash, bank overdrafts, convertible loan notes and, when required, forward currency contracts and options. Neither the Group nor the Company trades in financial instruments but, where appropriate, uses derivative financial instruments in the form of forward foreign currency contracts and options to help manage foreign currency exposures. The prime objective of the Group's and Company's policy towards financial instruments is to manage their working capital requirements and finance their ongoing operations.

### Capital management

The Group and Company's policy is to maintain a strong capital base with a view to ensuring that entities within the Group will be able to continue as going concerns. The Group and Company finance their operations through retained earnings, cash resources, bank overdrafts, the convertible loan notes, share placings and the management of working capital. It is the intention to issue new shares when satisfying share based incentive schemes. Capital is defined as total equity as set out in the Balance Sheet.

### Management of financial risk

The main risks associated with the Group's financial instruments have been identified as credit risk, liquidity risk and foreign currency risk. The main risks associated with the Company's financial instruments have been identified as liquidity risk. The Board is responsible for managing these risks and the policies adopted, which have remained largely unchanged throughout the year.



## Notes (continued)

(forming part of the financial statements)

### 23 Financial risk management continued

#### Credit risk

The carrying amount of financial assets included in the balance sheet, which represents the maximum credit risk, and the headings in which they are included are as follows:

	<b>Group</b>		<b>Company</b>	
	<b>2015</b>	2014	<b>2015</b>	2014
	<b>£000</b>	£000	<b>£000</b>	£000
<b>Current assets</b>				
Trade receivables	<b>1,722</b>	2,750	–	–
Amounts owed by group undertakings	–	–	<b>4,823</b>	4,773
Other receivables	–	–	<b>17</b>	8
Cash and cash equivalents	<b>2,478</b>	1,434	<b>1,373</b>	898
	<b>4,200</b>	4,184	<b>6,213</b>	5,679

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers. The Group's risk is influenced by the nature of its customers. The majority of sales are made to government agencies and blue chip companies. New customers are analysed for creditworthiness before the Group's standard payment and delivery terms and conditions are offered and appropriate credit limits set. Customers that fail to meet the Group's benchmark creditworthiness may transact with the Group only on a prepayment basis. The carrying amount of trade receivables in the balance sheet represents the maximum exposure to credit risk and further details are given in note 15 to the financial statements. The Board considers the Group's exposure to credit risk to be acceptable and normal for an entity of its size given the industries in which it operates.

Surplus cash balances are placed on short term deposit with UK banks.

#### Interest rate risk

The Group has financed its operations from its own cash resources and the convertible loan note issued carries a fixed rate of interest and so the Group and Company have no material interest rate risk.

The interest rate risk profile of the Group's and Company's interest bearing financial instruments was as follows:

	<b>Group</b>		<b>Company</b>	
	<b>2015</b>	2014	<b>2015</b>	2014
	<b>£000</b>	£000	<b>£000</b>	£000
<b>Interest rate risk profile of financial assets</b>				
<i>Floating rate assets (by currency):</i>				
Sterling	<b>2,308</b>	1,389	<b>1,373</b>	898
US dollar	<b>39</b>	17	–	–
Euro	<b>131</b>	28	–	–
	<b>2,478</b>	1,434	<b>1,373</b>	898

## 23 Financial risk management continued

### Interest rate risk continued

	<b>Group</b>		<b>Company</b>	
	<b>2015</b>	2014	<b>2015</b>	2014
<b>Interest rate profile of financial liabilities</b>	<b>£000</b>	£000	<b>£000</b>	£000
<i>Fixed rate liabilities (by currency):</i>				
Sterling	<b>1,543</b>	1,524	<b>1,543</b>	1,524
<i>Floating rate liabilities (by currency):</i>				
Sterling	–	–	–	–

The current year fixed rate financial liabilities comprised the 7% convertible loan notes.

During the year and subsequently, the Group financed its operations from its own resources and the convertible loan notes which carry a fixed rate of interest. While the Group and Company have access to bank overdraft facilities which do carry variable interest rates, these facilities were not used in the year and so the Group and Company are not exposed to interest rate risk.

### Liquidity risk

The carrying amount of financial liabilities included in the balance sheet and the headings in which they are included are as follows:

	<b>Group</b>		<b>Company</b>	
	<b>2015</b>	2014	<b>2015</b>	2014
	<b>£000</b>	£000	<b>£000</b>	£000
<b>Current liabilities</b>				
Trade and other payables	<b>3,757</b>	4,091	<b>310</b>	314
Amounts owed to group undertakings	–	–	<b>3,923</b>	3,238
<b>Non-current liabilities</b>				
Convertible loan notes	<b>1,543</b>	1,524	<b>1,543</b>	1,524
Amounts owed to group undertakings	–	–	<b>3,567</b>	3,567
	<b>5,300</b>	5,615	<b>9,343</b>	8,643

The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the effect of netting agreements:

	Carrying amount £000	2015				5 years and over £000
		Contractual cash flows £000	1 year or less £000	1 to <2 years £000	2 to <5 years £000	
<b>Non-derivative financial liabilities</b>						
Convertible loan notes	<b>1,543</b>	<b>1,985</b>	<b>118</b>	<b>118</b>	<b>1,749</b>	–
Trade and other payables	<b>3,757</b>	<b>3,757</b>	<b>3,757</b>	–	–	–
		<b>5,742</b>	<b>3,875</b>	<b>118</b>	<b>1,749</b>	–

## Notes (continued)

(forming part of the financial statements)

### 23 Financial risk management continued

	Carrying amount £000	2014				
		Contractual cash flows £000	1 year or less £000	1 to <2 years £000	2 to <5 years £000	5 years and over £000
<b>Non-derivative financial liabilities</b>						
Convertible loan notes	1,524	2,103	118	118	1,867	–
Trade and other payables	4,091	4,091	4,091	–	–	–
		6,194	4,209	118	1,867	–

Liquidity risk is the risk that the Group and Company will not be able to access the necessary funds to finance their operations. Their own cash resources are the predominant source of funds. Surplus cash is placed on short term deposit with UK banks.

The Group manages its liquidity risk by monitoring existing facilities and cash flows against forecast requirements based on a rolling cash forecast.

The directors consider that the carrying amounts of financial assets and liabilities approximate their fair values.

#### Foreign currency risk

The Group is exposed to currency risk on sales and purchases that are denominated in a currency other than the respective functional currencies of Group entities. About 20 percent (2014: 13 percent) of the Group's sales are to customers in Continental Europe and a further 6 percent (2014: 7 percent) are to customers in the Rest of the World. These sales are priced in sterling and euros. The Group's policy is to reduce currency exposures on sales through, where appropriate, forward foreign currency contracts. The Group also makes purchases in sterling, euros and US dollars and this provides an element of natural hedge. All the other sales are denominated in sterling.

#### Currency risk of financial assets and liabilities

The Group also has non-structural currency exposures i.e. those exposures arising from sales and purchases by group companies in currencies other than that company's functional currency. These exposures give rise to net currency gains/losses recognised in the income statement, and represent monetary assets and liabilities of the Group that were not denominated in the functional currency of the company involved.

As at 31 December 2014 and 2015 the significant exposures in this respect were trade receivables and payables and were as follows:

	2015 Receivables £000	2015 Payables £000	2014 Receivables £000	2014 Payables £000
<b>Currency</b>				
US Dollar	–	(361)	–	(314)
Euro	116	(82)	139	(99)
	116	(443)	139	(413)

In the opinion of the directors the business has no significant exposure to market risk arising from currency exchange or other price fluctuations at 31 December 2015 and it has therefore not been deemed necessary to include a sensitivity analysis.

## 24 Operating leases

Non-cancellable operating lease rentals are payable as follows:

	<b>Group</b>		<b>Company</b>	
	<b>2015</b>	2014	<b>2015</b>	2014
	<b>£000</b>	£000	<b>£000</b>	£000
Less than one year	<b>121</b>	128	–	–
Between one and five years	<b>409</b>	400	–	–
More than five years	<b>259</b>	344	–	–
	<b>789</b>	872	–	–

### Group

During the year £123,000 was recognised as an expense in the income statement in respect of operating leases (2014: £138,000).

The Group leases its office and factory facilities under operating leases and these comprise £95,000 of the above total (2014: £95,000). Land and buildings have been considered separately for lease classification.

## 25 Capital commitments

Neither the Group nor the Company had entered into any such commitments (2014: none).

## 26 Contingent liabilities

The Company has guaranteed the contract performance of subsidiary companies amounting to £587,000 (2014: £428,000).

## 27 Related party transactions

### Transactions with subsidiaries – Company

During the year the Company provided administrative services to subsidiary undertakings totalling £705,000 (2014: £980,000). At 31 December 2015 the Company was due £4,823,000 from its subsidiary undertakings (2014: £4,773,000).

There is no ultimate controlling party of Petards Group plc.

## Shareholder Information and Advisors

### Directors

Raschid Abdullah (*Chairman*)  
Osman Abdullah (*Group Chief Executive*)  
Terry Connolly FCA (*Non-executive Director*)  
Paul Negus (*Executive Director*)

### Company Secretary

Carolyn Davis ACA

### Advisers

#### Nominated adviser and joint broker

WH Ireland  
4 Colston Avenue  
Bristol  
BS1 4ST

#### Auditor

KPMG LLP  
Chartered Accountants  
Quayside House  
110 Quayside  
Newcastle upon Tyne  
NE1 3DX

#### Registrars

Share Registrars  
Suite E, First Floor  
9 Lion and Lamb Yard  
Farnham  
Surrey  
GU9 7LL

#### Bankers

Santander  
1 Dorset Street  
Southampton  
SO15 2DP

### Shareholders' enquiries

If you have an enquiry about the Company's business, or about something affecting you as a shareholder (other than queries which are dealt with by the registrars), you should contact the Company Secretary by letter to the Company's registered office.

### Share register

Share Registrars maintains the register of members of the Company.

If you have any questions about your personal holding of the Company's shares, please contact:

#### Share Registrars

Suite E, First Floor  
9 Lion and Lamb Yard  
Farnham  
Surrey  
GU9 7LL

**Telephone:** +44 (0) 1252 821390

Lines are open 9.00am to 5.30pm, Monday to Friday, excluding public holidays

**Facsimile:** +44 (0) 1252 719232

**Email:** [enquiries@shareregistrars.uk.com](mailto:enquiries@shareregistrars.uk.com)

If you change your name or address or if details on the envelope enclosing this report, including your postcode, are incorrect or incomplete, please notify the registrars in writing.

### Daily share price listings

- The Financial Times – AIM, Support Services
- The Times – Professional & Support Services
- London Evening Standard – AIM section

### Financial calendar

Annual General Meeting

14 April 2016

### Expected announcements of results for the year ending 31 December 2016

Preliminary half-year announcement  
September 2016

Preliminary full-year announcement  
March 2017

### Registered office

Petards Group plc  
Parallel House  
32 London Road  
Guildford  
Surrey  
GU1 2AB

### Registered company number of Petards Group plc

02990100

Petards Group plc is a company registered in England and Wales.

### Website

[www.petards.com](http://www.petards.com)



## Notice of Annual General Meeting

Notice is hereby given that the 2016 Annual General Meeting of Petards Group plc (the “**Company**”) will be held at The County Club, 158 High Street, Guildford, Surrey GU1 3HJ on Thursday 14 April 2016 at 11.00 a.m. for the following purposes:

### Ordinary Business

1. To receive and consider the audited accounts of the Company for the year ended 31 December 2015 together with the directors’ report and the auditor’s report.
2. To re-elect Raschid Abdullah as a director.
3. To re-appoint KPMG LLP as auditor to hold office from the conclusion of the meeting until the conclusion of the next general meeting at which the accounts are laid before the Company.
4. To authorise the directors to fix the auditor’s remuneration.

### Special Business

To consider and, if thought fit, pass the following resolutions which will be proposed as to resolution number 5 as a resolution and as to resolution number 6 as a special resolution:

5. That, in substitution for all existing authorities, to the extent unused, and pursuant to section 551 of the Companies Act 2006 (the “**Act**”) the directors of the Company be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £116,450 (being approximately 33% of the present issued ordinary share capital of the Company) provided that this authority shall, unless renewed, varied or revoked, expire on the date 15 months after the date of the passing of this resolution 5, or if earlier, on the conclusion of the annual general meeting of the Company to be held in 2017, save that the directors be and they are hereby entitled, as contemplated by section 551(7) of the Act, to make at any time prior to the expiry of such authority any offer or agreement which would or might require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the expiry of such authority and the directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.
6. That, subject to and conditional on resolution 5 above being duly passed, the directors of the Company be and they are hereby empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) in the capital of the Company for cash pursuant to the authority conferred by resolution 5 above as if section 561(1) of the Act did not apply to such allotment, provided that this power shall be limited to the allotment of equity securities:
  - (a) in connection with an offer of such securities by way of rights, or other pre-emptive offer, to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any relevant territory, or the requirements of any regulatory body or stock exchange; and
  - (b) otherwise than pursuant to (a) above up to a maximum aggregate nominal amount of £52,425 (being approximately 15% of the present share capital of the Company)

provided that such power shall expire at the conclusion of the annual general meeting of the Company to be held in 2017, save that the Company may make an offer or agreement prior to such expiry which would or might require equity securities to be allotted after the expiry of such power, and the directors may allot equity securities in pursuance of that offer or agreement as if such power had not expired.

BY ORDER OF THE BOARD

**Carolyn Davis**

Company Secretary

21 March 2016

Company Number: 2990100

*Registered Office:*  
Parallel House  
32 London Road  
Guildford  
Surrey  
GU1 2AB

## Notice of Annual General Meeting (continued)

### Notes:

1. Pursuant to Part 13 of the Act and paragraph 18(c) The Companies Act 2006 (Consequential Amendments) (Uncertificated Securities) Order 2009, only those members registered in the register of members of the Company at 11.00 a.m. on 12 April 2016 (or if the AGM is adjourned, 6.00 p.m. on the date falling two days before the date fixed for the adjourned AGM) shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. Any changes to the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the AGM.
2. Members who wish to attend the AGM in person should ensure that they arrive at the venue for the AGM in good time before the commencement of the meeting. Members may be asked to provide proof of your identity in order to gain admission.
3. A member who is entitled to attend, speak and vote at the AGM may appoint a proxy to attend, speak and vote instead of him. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares (so a member must have more than one share to be able to appoint more than one proxy). A proxy need not be a member of the Company but must attend the AGM in order to represent you. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed. Appointing a proxy will not prevent a member from attending in person and voting at the AGM (although voting in person at the AGM will terminate the proxy appointment).
4. A form of proxy accompanies this document. The notes to the proxy form include instructions on how to appoint the Chairman of the AGM or another person as a proxy, and should be followed carefully.
5. To be valid, a proxy form, and the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated, should reach the Company's registrar, Share Registrars, Suite E, First Floor, 9 Lion & Lamb Yard, Farnham, Surrey GU9 7LL, by no later than 11.00 a.m. on 12 April 2016.
6. In the case of joint holders of shares, the vote of the first named in the register of members who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders.
7. A member that is a company or other organisation not having a physical presence cannot attend in person but can appoint someone to represent it. This can be done in one of two ways: either by the appointment of a proxy (described in Notes 3 to 6 above) or of a corporate representative. Members considering the appointment of a corporate representative should check their own legal position, the Company's articles of association and the relevant provisions of the Act.
8. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a **CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by Share Registrars (**ID 7RA36**) no later than 48 hours, excluding non-working days, before the time fixed for the AGM. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Share Registrars is able to retrieve the message by enquiry to CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular messages and normal system timings and limitations will apply in relation to the input of a CREST Proxy Instruction. It is the responsibility of the CREST member concerned to take such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
9. The service contract of the executive director and letters of appointment of the non-executive directors are available for inspection at Parallel House, 32 London Road, Guildford, Surrey, GU1 2AB during normal business hours (excluding weekends and public holidays) from the date of this notice until the date of the AGM and, on the date of the AGM, at the place of the AGM from at least 15 minutes prior to the AGM until the conclusion of the AGM.



Parallel House, 32 London Road, Guildford, Surrey, GU1 2AB, United Kingdom

**Tel:** +44 (0) 1483 230345

[www.petards.com](http://www.petards.com)