TYMAN PLC
("Tyman" or the "Group" or the "Company")

PRELIMINARY RESULTS FOR THE YEAR ENDED 31 DECEMBER 2012

Tyman plc, a leading international supplier of components to the door and window industry, announces preliminary results for the year ended 31 December 2012.

Financial Highlights

£ million unless stated	2012	2011	Change	CC LFL [(1)]
Revenue	**£228.8m**	£216.3m	**5.8 %**	*0.0 %*
Underlying operating profit [(2)]	**£23.0m**	£22.2m	**3.6 %**	*(2.6) %*
Underlying EPS [(2)]	**10.45p**	8.94p	**16.9 %**	
Dividend per share	**4.5p**	3.5p	**28.6%**	
Underlying Net Debt	**£37.0m**	£91.2m	**(59.5)%**	

All numbers stated are from continuing operations i.e. excluding Gall Thomson and Composite Doors
1. *CC LFL = Constant Currency Like for Like (excluding acquisitions and exchange effects)*
2. *Stated before Peterlee property releases. Underlying Earnings per share for 2012 after Peterlee property releases was 11.63p (2011: 9.64p)*

Business Highlights

- Improving performance in North America, with constant currency like for like revenues up 5.0 per cent.
- UK business successfully reshaped following acquisition of Fab & Fix and disposal of loss making Composite Door business
- Rebalancing of European footprint underway
- Significant strengthening of the Group's balance sheet and liquidity position following the disposal of Gall Thomson
- New management teams outside of US providing increased organisational focus
- Name change reflects transformation of the Group into a focused building products manufacturing business
- Intention to move to the Main Market during the next 12 months

Current Trading

- Order intake in the early weeks of the new financial year is ahead of the same period last year with strong order intake seen in North America and satisfactory performance across other markets.

Louis Eperjesi, Chief Executive, commented:

"2012 saw the completion of a fundamental reshaping of Tyman plc along with creditable operational progress against a difficult market backdrop.

"Looking ahead, the housing market in North America appears more robust today than at any point in the past five years and the actions we took last year have positioned our UK and International businesses for challenging markets in 2013 and beyond.

"We are committed to our well defined plans to invest in our businesses, take market share, deliver margin improvement, increase returns on capital and drive earnings for shareholders. We remain optimistic that the Group will make further progress in 2013."

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Tyman will host an analyst presentation at 09:30am on Tuesday 12th March 2013 at the offices of MHP Communications, 60 Great Portland Street, London, W1W 7RT.

Conference Call Dial In Details

Toll number	020 3139 4830
Toll-free number	0808 237 0030
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CHAIRMAN'S STATEMENT

The past twelve months have been a period of significant change for the Group, involving business disposals in the UK, acquisitions in the UK and US, a new organisational structure for our businesses outside of North America, all culminating in the change of name to Tyman plc.

In 2012 we completed the sales of Gall Thomson and our loss making UK composite doors business. These successful disposals of non-core assets, combined with our acquisitions of Unique Balance and Fab & Fix, mean that the Group enters 2013 as a focused supplier of components to the door and window industry worldwide.

At the operational level our new Divisional Managing Directors for grouphomesafe and Schlegel International have completed their first full year in the business and the benefits of the increased focus that our new organisational structure brings to the Group are becoming evident.

The change of the Group's name to Tyman plc is another landmark in our development. For a number of years the name "Lupus Capital" promoted some confusion among the Group's customers and suppliers, as well as with potential investors, in that it implied that the Group was a financial institution, rather than a building products manufacturing business. Tyman is derived from the Old English word for "to turn" and is a simple, solid and more relevant expression of what the Group is about.

Financial Performance

Performance for the continuing operations of the Group in 2012 was creditable against a backdrop of difficult markets worldwide. Group revenues increased by 5.8 per cent. on a reported basis and were broadly flat on a constant currency, like for like basis, after adjusting for recent acquisitions and for exchange rate movements. Underlying operating profit* increased by 3.6 per cent. and Underlying earnings per share* increased by 16.9 per cent. to 10.45 pence.

These results, together with solid cash generation and confidence in the medium term prospects for the Group, lead the Board to recommend a final dividend of 3.5p per ordinary share, ahead of its commitment at the time of interim results of not less than 3.0 pence per share. This makes a total dividend for the year of 4.5p, an increase of 28.6 per cent. over last year.

** Before Peterlee property releases*

Board and Governance

The addition of Dr Angelika Westerwelle to the Board provides us with a more appropriate number of non-executive directors as the Group enters the next phase of its development. I am delighted to welcome Angelika to the Board and am sure her extensive and relevant experience in international manufacturing and in the development of medium sized businesses will be of great benefit to Tyman.

The Board has continued its practice of holding Board meetings at operational locations on a regular basis and during 2012 met at Group sites in Sioux Falls (US), Gistel (Belgium) and Willenhall (UK). These visits allow the Board the opportunity to meet with local management and to see at first hand the skills, expertise and energy of Group employees around the world.

While Tyman is presently traded on the AiM market of the London Stock Exchange, and therefore is not required to comply with the UK Corporate Governance code, the Board has taken the view that the Group should aspire to the corporate governance standard of companies listed on the Main Market. The Board is also committed to a programme of continuous improvement to the Group's overall governance and risk management processes. As examples of this commitment, from 2013 the Board will implement a formal annual evaluation of performance and the Group will implement a more structured internal audit function as part of a wider reassessment of the Group's risk management framework.

Following the completion of the strategic refocusing of our businesses and the renaming of the Group, the Board feels that this is the appropriate time for Tyman plc to move to the Main Market. The Board therefore intends, during the course of the next twelve months, to seek a primary listing on the Main Market of the London Stock Exchange and admission to the Premium Segment of the Official List. We will keep shareholders informed in this regard.

Outlook

Tyman has leading positions in many of its global niches and is backed by a strong balance sheet which will allow us to invest in our businesses both organically and through acquisition at a time when many competitors are capital constrained. The Group is now a clearly focused building products company and a leader in the supply of components to the door and window industry worldwide.

These characteristics should position us to deliver margin improvement and long term growth for shareholders.

CHIEF EXECUTIVE'S STATEMENT

2012 saw the completion of a fundamental reshaping of Tyman plc along with creditable operational progress against a difficult market backdrop.

The Group reported an increase in revenues in the year from continuing operations of 5.8 per cent. On a constant currency, like for like basis - after adjusting for recent acquisitions and for exchange rate movements - revenues were broadly in line with 2012. Underlying operating profit* increased by 3.6 per cent. in the year to £23.0 million. Underlying earnings per share* increased by 16.9 per cent. to 10.45 pence.

These results reflect the initial benefits that are being derived from the fundamental reshaping of the Group that has taken place over the past three years.

* *Before Peterlee property releases*

2012 Divisional Performance

Collectively, our Amesbury businesses in North America performed well in the year and took market share, with a particularly strong performance from our sealing systems business. Margins in the division in the year were impacted by some of the investments we made, most notably the start-up of our new Atlanta plant and the fixed overhead of the Montreal facility acquired as part of the Unique Balance transaction; neither of which are expected to repeat in 2013. Overall, on a constant currency, like for like basis, Amesbury revenues grew by 5.0 per cent. in the year to £112.0 million.

In the UK, grouphomesafe has seen further overall market contraction during 2012. Like for like revenues from continuing operations in the UK in the year decreased by 5.5 per cent. and Underlying operating profit decreased by 1.1 per cent..

However, once the acquisition of Fab and Fix is taken into account, reported revenues from continuing operations increased by 3.8 per cent. to £73.3 million, Underlying operating profit increased by 10.0 per cent. to £9.0 million and Underlying operating margins increased to 12.2 per cent. By comparison, the reported Underlying operating margins for the UK element of the Building Products Segment in 2011 was 8.7 per cent., demonstrating the transformational impact of the corporate activity undertaken in the UK business during the year.

Schlegel International had a difficult trading year with revenues down 8.6 per cent. and Underlying operating margins decreasing from 8.2 to 6.7 per cent.. In Continental Europe, which remains a tough trading environment, we have addressed the fixed cost base through the closure of our Building Products facility in Gistel, Belgium transferring production to the UK and Spain. During 2013 we will take further steps to enhance the efficiency of Schlegel International in Europe.

Further afield, Australian markets contracted in the year, however we successfully grew the business through a combination of market share gain and new product introductions. Our Brazilian and Singaporean operations have also shown encouraging continued growth.

Outlook for 2013

Across all of our businesses, alongside our well established self-help initiatives, we are seeking to drive through a consistency of approach and standard of excellence. This means for customers a differentiated product offering at appropriate pricing, delivered to specification, on time and in full. Over time we believe this consistency of approach will deliver a significant and sustainable improvement in the Underlying quality and profitability of the Group.

In a number of our markets, the general macro-economic environment remains challenging. This in turn has a dampening effect on consumer confidence and on the willingness of the end-consumer to invest in their properties which means that organic growth will only come from expansion of our existing market shares. We will achieve this expansion by investment in our businesses at a time when a number of competitors are capital constrained and by delivering the highest quality of customer service and fulfilment along with competitively priced products that reflect the value add of our offer.

The housing market in North America appears more robust today than at any point in the past five years and 2013 has started well for Amesbury with order intake ahead of 2012. Provided repair and remodelling expenditure follows historic patterns, we would expect to see further growth for Amesbury in 2013 and should be well positioned for 2014 and beyond.

The corporate activity undertaken in the UK in 2012 has transformed our grouphomesafe business. During 2013, while we expect the overall market will continue to contract, we will aim to take further market share through organic growth, new product introductions and growing the Fab & Fix offering still further.

For Schlegel International, European trading conditions are expected to remain difficult for some time to come, however the rebalancing of our European footprint gives us the right platform for the manufacture and distribution of sealing products in Europe going forward. We expect Australasian markets to be more robust in 2013 and to return to growth and we will continue to promote our product offering in emerging markets - with South America and South East Asia being particular focus areas in 2013.

Growth acceleration

With limited market growth expected in the UK and Continental Europe in the near term and the full market recovery in the US yet to occur, we need to allocate our resources carefully in order to drive future returns. With this in mind, we will focus on five principal areas in 2013:

1. Acceleration of our new product development programme with the prioritisation of those product applications and markets that can contribute meaningfully to the Group in the near term.
2. Investment in our existing businesses and people and in our supply chain to ensure that we can deliver the best quality product at the appropriate price point in line with our differentiated marketing philosophy.
3. Expansion of our emerging markets presence, through accelerated investment in sales and technical resource in the key targeted territories.
4. Further improvements to our customer service programmes, our marketing and our communications to ensure that we understand the needs of our customers, communicate our capabilities and deliver on our promises.
5. Supplementing organic initiatives through our active acquisition programme, prioritising the North American market where we believe there remains a structural cyclical opportunity and those emerging markets where market position may be most easily obtained through acquisition. Following the disposal of Gall Thomson

we have a strong balance sheet and have a number of further acquisition opportunities in the pipeline.

Enhancing margins and improving returns

Our growth will be funded through our ongoing initiatives to enhance margins and improve returns. Margin management will be a key objective for each of our divisions in 2013. Alongside margin expansion we will target significant growth in the Group's return on capital in future years which we will achieve through management of the supply chain, continued cost discipline and critical analysis of investment opportunities.

We will continue to focus on full recovery of material and other input cost inflation across all our businesses in line with our track record over the past three years. We will accomplish this through a combination of optimising prices, driving down supply chain costs and delivering productivity gains.

In addition, we are putting in place long term programmes that will secure the most cost effective and efficient end to end supply chain for the Group. We will achieve this through a combination of measures:

- continuing to move production and procurement to lower cost countries when appropriate;
- further development and extension of lean manufacturing techniques across the Group;
- continued rationalisation of our third party supplier base; and
- increased near shoring of those products that are most economically made or sourced close to the point of consumption.

Conclusion

Tyman plc has delivered a creditable set of results in 2012 against a backdrop of difficult markets with good growth in Underlying operating profit and earnings. These results, together with solid cash generation and confidence in the medium term prospects for the Group, mean we are able to recommend a final dividend of 3.5p per ordinary share making a total dividend for the year of 4.5p.

Order intake in the early weeks of the new financial year is ahead of the same period last year, with strong order intake seen in North America and satisfactory performance across other markets.

2013 will see further difficult markets, however we are committed to our well defined plans to invest in our businesses, take market share, deliver margin improvement, increase returns on capital and drive earnings for shareholders. We remain optimistic that the Group will make further progress in 2013.

OPERATING REVIEW

Amesbury

£'million except where stated	**2012**	**2011**	**Change**	**Constant Currency Like for Like**
Revenues	**118.6**	105.4	12.6%	*5.0%*
Underlying operating profit	**11.6**	10.8	7.4%	*1.8%*
Underlying operating margin	***9.8%***	*10.2%*	*(0.4)%*	

As reported in US Dollars:

$'million except where stated	**2012**	**2011**	**Change**	**Like for Like**
Revenues	**188.0**	169.0	11.2%	*5.0%*
Underlying operating profit	**18.3**	17.3	6.1%	*1.8%*
Underlying operating margin	***9.8%***	*10.2%*	*(0.4)%*	

Financials

In dollar terms, Amesbury delivered revenue growth from continuing operations of 11.2 per cent. and an increase in Underlying operating profit of 6.1 per cent. in the year. Excluding the impact of acquisitions, dollar revenues increased by 5.0 per cent. during the year as we continued to gain market share in North America.

The division's reported Underlying operating profit and margin were impacted by certain one-off charges associated with the Atlanta start up, the fixed cost base associated with the legacy Unique Balance manufacturing arrangements and non-cash accounting adjustments required by IFRS (none of which are expected to be repeated in 2013). Once these impacts are stripped out, the trading drop-through for the division – being the incremental operating profit generated on the incremental revenues - was approximately 17.5 per cent. for the year and the adjusted Underlying profit margin would have been 11.0 per cent..

Market

The North American window market as a whole saw steady growth throughout 2012. There was a significant uptick in new housing starts, skewed towards multifamily, however the Repair and Remodelling sector, which constitutes the substantial majority of the prime window market and typically lags new housing starts by c. 12 - 18 months, saw more muted performance. Overall, the Board believes that the market for door and window components grew by between one and three per cent. in the year.

Operating Performance

Within Amesbury, sealing products had a particularly strong year with revenues and profitability increasing on the back of new customer wins and improved demand for Foam-tite® and pile weatherstrip products. Hardware benefited from the contributions of Unique Balance and Overland, as well as strong performances from Door Hardware and our Fastek die casting operation. Extrusions saw good growth in revenues in the year.

In 2012, we targeted a significant expansion of sales into the US commercial and the Canadian residential market segments. Both of these initiatives have started well, with a number of new accounts penetrated and encouraging levels of demand. Revenues in the year for these segments increased by c. 35 per cent. (US commercial) and c. 20 per cent. (Canadian) and we are targeting further share gains for 2013.

In 2012 we executed on our strategy to target the US extrusion market in a more structured manner, stratifying our product range into three categories based on complexity of process.

Our Cannon Falls facility remains the national centre of excellence for extruded products and for the manufacture of highly complex extrusions. Our Bandlock and Atlanta facilities will manufacture less complex extrusions for the West and East Coast markets respectively. While first year sales out of Atlanta were slower than we had hoped, 2013 has started promisingly and we remain confident that local manufacture remains the best route to market for less complex extrusions.

Merger and Acquisition Activity

Overland has made a solid start within the Group and has integrated well since its acquisition in December 2011. Our North American stamping purchases are now substantially all manufactured in house and there have been a number of new business wins during the year as the broader Amesbury customer base has become more aware of the Group's enhanced stamping capabilities.

The acquisition of Unique Balance at the end of April extends the Group's balance capabilities into heavy duty and commercial applications. Since the year end, production has ceased at the Montreal facility and has been transferred to our Statesville balance factory.

Prospects for 2013

2013 will see the first implementations of our new ERP system within Amesbury as we move all our North American businesses onto a common platform, streamlining reporting and improving our customer and supplier interface.

Provided repair and remodelling expenditure follows historic patterns, we would expect to see further growth and margin enhancement within Amesbury this year and are well positioned for 2013 and beyond.

grouphomesafe

£'million except where stated	2012	2011	*Change*	UK as reported in 2011 *
Revenues	**73.3**	70.7	***3.8%***	89.0
Underlying operating profit	**9.0**	8.2	***10.0%***	7.3
Underlying operating margin	***12.2%***	*11.5%*	***0.7%***	*8.2%*

** UK as reported in 2011 is extracted from the 2012 Interim Report and Accounts of Lupus Capital plc and includes results for Composite Doors (now a discontinued operation) and Linear (now reported as part of Schlegel International).*

Financials

grouphomesafe delivered revenue growth from continuing operations of 3.8 per cent. in the year including the results of Fab & Fix since acquisition. Like for like revenues from continuing operations decreased by 5.5 per cent. for the full year, reflecting the overall contraction in the UK market and lower pricing on steel reinforcer products. Underlying operating margins however increased significantly to 12.2 per cent. following the M&A activity undertaken in this division in 2012; compared with 8.2 per cent. reported for 2011 in the UK geographic split of the Building Products segment.

Market

The UK market has seen further overall contraction during 2012. Some increases in demand have been observed for small ticket component products, however there has been continued significant decline in demand for larger ticket fabricator products and in the social housing sector. Overall, the Board believes that the UK market for window and door components declined by between three and four per cent. during the year and, on a volume basis, believes that the division gained market share and position during the year.

Operating Performance

Despite this market backdrop, ERA was successful in winning a number of door hardware and Multi Point Lock tenders from fabricators which will more than offset the loss of some low margin business into the retail shed sector. Business generally within the Builders Merchant sector was positive with revenues up c. three per cent. year on year. EWS benefitted from a more benign steel pricing environment during the second half of the year and increased sales of support channel product. Demand for foam and pile weatherstrip in the UK market was broadly flat across the year.

Our smaller portfolio businesses had a solid year. Balance UK grew revenues and profitability in 2012. Ventrolla increased revenues on the back of higher commercial renovations and acquired three new franchises during the year; however domestic results were impacted by the general lack of consumer confidence across the UK. Linear is now reported as part of Schlegel International.

Our new management team has started well and has made a number of changes to the structure of the UK business. During the year a new sales director was recruited and a dedicated marketing director role was created as we look to invest in the UK team. For

2013 we are investing in product training for both customers and employees and are looking to improve our customer service still further.

Merger and Acquisition Activity

The acquisition of Fab & Fix in August 2012 has been very well received in the UK market. Fab & Fix is highly complementary to grouphomesafe and significantly enhances our offer for the UK market, as well as giving the Group a high quality hardware offering that has potential in our other international businesses. Since acquisition, integration has progressed well and the business has performed in line with our expectations. For the year as a whole, Fab & Fix increased its revenues by approximately 12.5 per cent. when compared with 2011.

The disposal of the loss making Composite Doors division of grouphomesafe not only removes a management distraction but also addresses a perceived conflict of interest with grouphomesafe's core fabricator customer base. During the year we also exited a legacy die casting operation based in Telford.

Prospects for 2013

We expect to see further declines in the UK market into 2013 and demand for imported products may be impacted by any sustained weakness in sterling; however, we are well positioned to gain share with our newly expanded product range. grouphomesafe had a strong order book at the year-end and a number of trading prospects in the pipeline which gives us confidence that the business will continue to take market share in 2013.

Schlegel International

£'million except where stated	**2012**	**2011**	**Change**	**Constant Currency Like for Like**
Revenues	**36.8**	40.3	(8.6)%	*(3.8)%*
Underlying operating profit	**2.5**	3.3	(24.6)%	*(21.2)%*
Underlying operating margin	***6.7%***	*8.2%*	*(1.5)%*	

Financials

Schlegel International had a difficult trading year, with revenue from continuing operations some 3.8 per cent. behind the prior year on a constant currency like for like basis. Profitability fell by 21.2 per cent. and was severely impacted by the decline in market demand seen in Continental Europe where the majority of the Schlegel International business is located.

Markets and Operating Performance

Southern European markets remain very depressed, and reduced demand has impacted all of our European businesses with exports to Scandinavian markets also affected. Our largest International business, Germany, continued to generate encouraging growth through its exposure to Eastern European export markets, and increased both revenues and profitability in the year. New legislation for the wood window market in South Africa has led to a number of export orders for our high performance QLon® seal product.

Despite further significant declines in housing starts in the Australian market, our Australasian business had a satisfactory year with a small overall increase in revenues driven by new product introductions. Singapore had a good year and expanded the depth of its hardware range sold alongside existing Schlegel products. From 1 January 2013, Singapore has been incorporated as a standalone reporting entity as we seek to target the South East Asian markets in a more structured manner.

Our Brazilian business had another strong year with revenues increasing by approximately one third. During the year we strengthened the local team and further streamlined the Brazilian supply chain. The next stage in the development of this business will be to start manufacturing pile weatherstrip in Brazil and using this as a base to target the wider Mercosur region.

Our Linear business, based at Newton Aycliffe in the UK, supplies substantially all of its products to export markets and so is now reported as part of Schlegel International. In 2012, revenues and profitability for this business were affected by the contraction in European demand levels. Utilisation levels at Linear are expected to improve in 2013 as a result of the European footprint consolidation and investment made in the expansion of its extrusion capabilities.

Management and Restructuring Activities

Our new management team has bedded in well and has made a number of structural changes to the Schlegel International business. During the year the European sales force was reorganised on a regional basis and a dedicated marketing director role was created. New product development has been reinvigorated and independent benchmarking of the high performance qualities of Schlegel seals has been established.

Production at our Belgian Building Products business ceased in December 2012 and was transferred to our Spanish and Linear pile manufacturing plants as planned. We retain a reduced presence in Gistel, Belgium, to focus on our range of industrial and paper handling products and as an R&D centre for Schlegel International. The Group now has clearly defined centres of excellence for the manufacture of pile weatherstrip and foam compression seals in Europe.

Prospects for 2013

Within Schlegel International, while European trading conditions are expected to remain challenging for some time to come, the rebalancing of our footprint gives us the right platform for the manufacture and distribution of sealing products in Europe going forward. Australasian markets are expected to be more robust and to return to growth in 2013. In addition, we will continue to promote our product offering in emerging markets - with South America and South East Asia being particular focus areas in 2013.

FINANCIAL REVIEW

Revenue and operating profit

Group revenues from continuing operations increased by 5.8 per cent. to £228.8 million (2011: £216.3 million). On a constant currency, like for like basis, Group revenues were broadly flat year on year.

Gross margins from continuing operations decreased marginally compared with 2011 from 32.9 per cent. to 32.7 per cent. reflecting changes in business mix and the falls in demand seen in continental Europe, offset in part by improvements to the grouphomesafe gross margin following the acquisition of Fab & Fix.

Underlying Administrative Expenses increased by approximately £2.9 million principally reflecting the overhead acquired as part of the acquisitions made and the levels of investment in the business.

Underlying operating profit from continuing operations before Peterlee property releases of £23.0 million (2011: £22.2 million) was some 3.6 per cent. ahead of 2011.

Exceptional items

Exceptional charges of £2.6 million were incurred during the year (2011: £0.6 million) principally comprising the redundancy and restructuring charges associated with the closure of the Belgian Building Products business and transaction costs associated with M&A activity.

Finance costs

Net finance charges in the year reduced from £9.7 million to £4.5 million. The reduction in the finance charge reflects the significantly lower Group levels of debt following the disposal of Gall Thomson, the Group's improved margin grid together with lower amortisation of historic arrangement fees, and the initial benefits of the revised hedging arrangements put in place in 2012. Of the total net finance charge, £0.6 million relates to the unwinding of discounts on pensions and provisions (2011: £0.6 million).

Interest rates

Following the expiry of existing interest swaps in July 2012, the Group entered into new interest rate contracts to swap around 80 per cent. of the Group's outstanding debt from floating rates to a weighted average fixed rate of 1.10 per cent. until maturity. As at 31 December 2012, the Group's portfolio of swap contracts at fair value amounted to a liability of £0.6 million. Any changes in fair value until maturity, classified as an effective hedge, will be recognised directly in other comprehensive income, with only the ineffective portion taken through the income statement.

Taxation

The Group incurred an Underlying tax charge during the year of £6.4 million (2011: £4.9 million) equating to an Underlying tax rate of 29.8 per cent. (2011: 28.1 per cent.).

As expected, cash taxes paid during the year increased to £4.9 million (2011: £1.9 million) equating to a cash tax rate of 22.6 per cent. (2011: 10.8 per cent.), reflecting the reduction in taxable losses and deductible goodwill available to offset against earnings.

Earnings per share

Underlying earnings per share before Peterlee property provision releases increased by 16.9 per cent. to 10.45 pence (2011 restated: 8.94 pence). The increase reflects the improvement in Underlying operating profit from continuing operations, the incremental impact of acquisitions, the reduction in finance charges, offset in part by the slightly higher effective tax rate for the year.

Underlying earnings per share increased by 20.6 per cent. to 11.63 pence (2011 restated: 9.64 pence). Basic loss per share from continuing operations was (16.93) pence (2011 restated earnings per share: 6.99 pence).

Dividends

In 2012 the Group declared and paid an interim dividend of 1.0 pence per share (2011: nil pence per share) amounting to £1.3 million and committed at the time of the interim results to a final dividend of not less than 3.0 pence per share.

A final dividend of 3.5 pence per share, equivalent to £4.5 million, will be proposed at the Annual General Meeting and the dividend timetable will be announced in due course. The total dividend for the year is therefore 4.5 pence per share (2011: 3.5 pence per share).

In accordance with IFRS, only dividends paid during the year have been charged in the 2012 financial statements.

Acquisitions

The Group acquired Overland Products Company Inc. in December 2011 for approximately £10.3 million. On acquisition, finished goods inventory was revalued to its fair value reflecting its manufacturing profit margin, in accordance with IFRS. This accounting treatment decreased 2012 operating profit by approximately US$0.4 million.

The Group made two acquisitions during the course of 2012. Unique Balance was acquired in April for approximately £1.9 million and Fab & Fix was acquired in August for net cash consideration of approximately £14.8 million. The nature of these two businesses was such that there was no material impact on profitability from the revaluation of inventories.

Discontinued Operations

During 2012, the Group disposed of Gall Thomson in March and the Composite Doors business in August, both of which have been classified as Discontinued Operations in the Income Statement. Gall Thomson generated a profit on disposal of £54.2 million after the write off of £11.5 million of goodwill and associated intangibles and Composite Doors generated a loss on disposal of £16.8 million after the write off of £14.9 million of goodwill and associated intangibles.

In aggregate, revenue of £11.3 million and an operating loss before exceptional items of (£0.2) million arose from the Discontinued Operations.

Amortisation and impairment of acquired intangible assets

Amortisation of £10.8 million (2011: £10.6 million) represents the normal annual charge relating to the Group's intangible assets. An accelerated amortisation charge of £12.6 million was recorded following a revision of the estimated useful lives of acquired intangibles. The disposal of the Discontinued Operations resulted in a further reduction in intangible assets of £0.6 million and a reduction in goodwill of £25.7 million.

In addition, in accordance with accounting standards, the Group has reviewed the carrying value of goodwill and other intangible assets and concluded that an impairment charge of £20.3 million is appropriate. £13.4 million of this charge relates to Schlegel International, reflecting the continued difficult trading conditions in its Continental European markets and £6.9 million relates to the write down in the valuation of brand names no longer in use.

Segmental Analysis

Following the fundamental reshaping of the Group that took place during 2012, the Board, in its capacity as the Group's Chief Operating Decision Maker, has reassessed the appropriateness of the Group's operating segment disclosures.

The Group now operates through three clearly defined divisions – Amesbury, grouphomesafe and Schlegel International - each headed up by a divisional CEO and each reporting to the Board, via the Executive Directors, on a regular basis. Accordingly, the Board feels that the most appropriate segmental analysis for stakeholders is based on the three reporting divisions with an allocation of Group central overheads made to each division.

Prior year disclosures have been amended to take account of the revised operating segments. There has been no material change to the Amesbury operating segment however Linear, which has a predominantly international customer base, and was previously reported as part of the UK geographic disclosure, will now be reported as part of the Schlegel International operating segment.

In the opinion of the Board there is no material difference between the Group's operating segments and segments based on geographical splits. Accordingly the Board does not consider geographically defined segments to be reportable.

Liquidity and Covenant Performance

The Group maintains sufficient cash balances and undrawn borrowing facilities to finance all investment and capital expenditure included in its strategic plan, with an additional margin for contingencies.

At 31 December 2012 the Group had gross outstanding borrowings of £72.8 million (2011: £115.6 million), cash balances available of £35.9 million (2011: £20.4 million) and undrawn working capital facilities of £29.6 million (2011: £26.9 million).

Underlying net debt was £37.0 million (2011: £91.2 million). Under IFRS, which reduces gross debt by the unamortised portion of finance arrangement fees, net debt at the year end was £35.2 million (2011: £88.8 million).

At the year end, the Group had headroom on its banking covenants ranging from 17 per cent. to 59 per cent. and the Group's net debt to Underlying EBITDA ratio was 1.22x (2011: 2.25x), calculated on the same basis as banking covenants.

For 2013 the Group's banks have agreed to an amendment to the mid-year covenant test to reflect the levels of investment being undertaken in the business and the working capital profile of the Group.

Cash flow

As we indicated at the start of 2012, during the year we increased our capital investment programme by 39.8 per cent., or £1.9 million, to £6.9 million. Tangible capital expenditure for the year increased to £5.5 million (2011: £4.4 million) or 1.1x depreciation and Intangible capital expenditure increased to £1.4 million (2011: £0.5 million) principally as a result of our investment in US ERP.

We have continued to focus on management of working capital within the business. Inventories increased on a reported basis as a result of acquisitions however inventory turns remained broadly in line with 2011. Total working capital at the year-end was also impacted by December pre buys of c. £1.6 million made at our EWS facility.

During the year a number of our customers ceased trading, however vigilant management of customer credit risks throughout the year, starting at the point of sale, meant that bad debts written off amounted to only 0.3 per cent. of revenues (2011: 0.4 per cent.).

Operating Cash Conversion for the year from continuing operations was 79.4 per cent. (2011: 93.4 per cent.), reflecting the significantly increased capital expenditure that occurred in the Group in 2012. Over the past three years, cash conversion has averaged approximately 93.7 per cent..

Pensions and Post Retirement Medical Benefits

The Group's gross pension and post retirement medical benefit obligations under IAS 19 at 31 December 2012 were £24.2 million (2011: £21.8 million) with the majority of the movement over the course of the year being due to actuarial losses following reassessments of discount rates. The principal schemes are located in North America where the pension scheme is closed to new entrants and post-retirement healthcare benefits are capped.

Cash contributions made to the schemes during the year were £1.0 million (2011: £1.2 million).

Property

During the year we have continued to examine our manufacturing footprint as we seek to develop centres of excellence that give us sufficient flexibility to manage current demand levels but allow us the potential to respond quickly to changes in the market environment if required.

In 2012 we successfully assigned the lease on Unit A at Peterlee and have been released from all remaining obligations in connection with the Peterlee site. This resulted in a release to the income statement in 2012 of approximately £2.0 million of property provisions.

This follows the successful assignment of the lease on Unit B at Peterlee in 2011. Together the exit of Units A and B will save the Group in excess of £3.0 million in cash costs of rent, rates, utilities and services over the period to March 2018.

The exits from the Composite Door and Telford Die Casting businesses means that grouphomesafe no longer has direct interests in the Newent, Bromyard and Telford sites. Fab & Fix is based at a 25,000 sq ft distribution facility in Coventry which we intend to retain.

Since the year end, the Unique Balance facility in Montreal has closed and Schlegel International has completed the movement of building products production from Gistel.

Summary 2013 Guidance

Underlying tax rates for the Group for 2013 are expected to be c. 30 per cent. with US marginal corporate taxation rates outweighing the benefits of further UK corporation tax reductions. Cash taxation rates are expected to be in line with the Group's Underlying tax rate.

Capital expenditure for the year is expected to be in the range £5.0 - £7.0 million.

Interest payable on borrowings for the full year is expected to be c. 3 – 3.25 per cent. – dependent on leverage.

Working capital trough to peak expected to be c. £10.0 million.

Financial reporting

This financial information has been prepared under IFRS and in accordance with the Group's accounting policies. There have been no changes to the Group's accounting policies during the year ended 31 December 2012.

Going concern

The Directors are confident, on the basis of current financial projections and facilities available, and after considering sensitivities, that the Company and the Group has sufficient resources for its operational needs and will enable the Group to remain in compliance with the financial covenants in its bank facilities for at least the next 12 months. Accordingly the Directors continue to adopt the going concern basis.

Definitions

Where appropriate "Underlying" is defined as before amortisation of intangible assets, deferred tax on amortisation of intangible assets, impairment of intangible assets and goodwill, exceptional items, unwinding of discount on provisions, amortisation of borrowing costs and the associated tax effect.

"Underlying Administrative Expenses" is defined as Administrative Expenses before amortisation of intangible assets, impairment of intangible assets and goodwill, exceptional items and Peterlee property releases.

"Underlying Net Debt" is defined as interest bearing loans and borrowings, net of cash and cash equivalents, plus unamortised borrowing costs added back.

"Operational Cashflow" is defined as Net cash inflow from operating activities before Income tax paid and Pension contributions after Payments to acquire property, plant and equipment.

"Operating Cash Conversion" is defined as Operational Cashflow divided by Underlying operating profit.

"Continuing Operations" is defined as the operations of the Tyman Group excluding Gall Thomson Environmental Limited and its subsidiaries, and Composite Doors.

Exchange Rates

The following foreign exchange rates have been used in the financial information:

Closing Rates:	**2012**	**2011**
US Dollars	1.6161	1.5453
Euros	1.2227	1.1933

Average Rates:	**2012**	**2011**
US Dollars	1.5848	1.6040
Euros	1.2329	1.1523

Roundings

Percentages have been calculated using figures rounded to the nearest thousand extracted from the financial statements, which may lead to small differences in some figures and percentages quoted.

Consolidated income statement

For the year ended 31 December 2012

	Note	2012 £'000	2011 £'000
Continuing operations			
Revenue	2	**228,753**	216,293
Cost of sales		**(154,023)**	(145,236)
Gross profit		**74,730**	71,057
Administrative expenses		**(95,873)**	(58,730)
Operating (loss)/profit		**(21,143)**	12,327
Analysed as:			
Underlying operating profit[1]	2	**23,030**	22,223
Property provision release	2	**2,021**	1,221
Exceptional items	3	**(2,574)**	(552)
Amortisation of intangible assets		**(10,754)**	(10,565)
Accelerated amortisation of intangible assets and impairment of intangible assets and goodwill		**(32,866)**	-
Operating (loss)/profit		**(21,143)**	12,327
Finance income	4	**276**	287
Finance costs	4	**(4,785)**	(9,982)
Net finance costs	4	**(4,509)**	(9,695)
(Loss)/Profit before taxation		**(25,652)**	2,632
Income tax credit	5	**3,700**	6,428
(Loss)/Profit for the year from continuing operations		**(21,952)**	9,060
Discontinued operations			
Profit for the year from discontinued operations	13	**37,374**	6,423
Profit for the year		**15,422**	15,483
Basic (loss)/earnings per share			
From continuing operations	6	**(16.93p)**	6.99p
From discontinued operations	6	**28.83p**	4.95p
From profit for the year		**11.90p**	11.94p
Diluted (loss)/earnings per share			
From continuing operations	6	**(16.93p)**	6.93p
From discontinued operations	6	**28.37p**	4.91p
From profit for the year		**11.44p**	11.84p

	Note	2012 £'000	2011 £'000
Non-GAAP measure			
Basic earnings per share			
Underlying[1] basic EPS from continuing operations	6	**11.63p**	9.64p
Underlying[1] basic EPS from discontinued operations	6	**28.95p**	5.11p
Total underlying basic EPS		**40.58p**	14.75p
Underlying[1] profit before taxation from continuing operations	6	**21,494**	17,389
Underlying[1] profit before taxation from discontinued operations	6	**37,225**	9,064
Total underlying profit before taxation		**58,719**	26,453

1 Underlying operating profit is defined as operating (loss)/profit before amortisation and accelerated amortisation of intangible assets, deferred tax on amortisation of intangible assets, impairment of intangible assets and goodwill, exceptional items, unwinding of discount on provisions, amortisation of borrowing costs and the associated tax effect.

Consolidated statement of comprehensive income

For the year ended 31 December 2012

	Note	**2012 £'000**	2011 £'000
Profit for the year		**15,422**	15,483
Other comprehensive (loss)/income:			
Exchange differences on retranslation of foreign operations		**(8,763)**	(354)
Actuarial losses on defined benefit plans		**(2,403)**	(4,699)
Effective portion of changes in value of cash flow hedges		**92**	1,228
Tax on items included in other comprehensive income	5	**820**	1,659
Other comprehensive loss for the year, net of tax		**(10,254)**	(2,166)
Total comprehensive income for the year attributable to equity shareholders		**5,168**	13,317

Consolidated statement of changes in equity

	Note	Share capital £'000	Share premium £'000	Other reserves[1] £'000	Treasury reserve £'000	Hedging reserve £'000	Translation reserve £'000	Retained earnings £'000	Total £'000
At 1 January 2011		6,864	101	10,389	(6,764)	(1,925)	33,438	196,472	238,575
Total comprehensive income		-	-	-	-	1,228	(354)	12,443	13,317
Profit for the year		-	-	-	-	-	-	15,483	15,483
Other comprehensive income/(loss)		-	-	-	-	1,228	(354)	(3,040)	(2,166)
Transactions with owners		-	-	-	(250)	-	-	(2,424)	(2,674)
Share based payments		-	-	-	-	-	-	172	172
Dividends paid	14	-	-	-	-	-	-	(2,596)	(2,596)
Purchase of treasury shares		-	-	-	(250)	-	-	-	(250)
At 31 December 2011		**6,864**	**101**	**10,389**	**(7,014)**	**(697)**	**33,084**	**206,491**	**249,218**
Total comprehensive income		-	-	(1,469)	-	92	(8,763)	15,308	5,168
Profit for the year		-	-	-	-	-	-	15,422	15,422
Disposal of subsidiary		-	-	(1,469)	-	-	-	1,469	-
Other comprehensive income/(loss)		-	-	-	-	92	(8,763)	(1,583)	(10,254)
Transactions with owners		-	-	-	(1,147)	-	-	(5,350)	(6,497)
Share based payments		-	-	-	-	-	-	482	482
Dividends paid	14	-	-	-	-	-	-	(5,832)	(5,832)
Purchase of treasury shares		-	-	-	(1,147)	-	-	-	(1,147)
At 31 December 2012		**6,864**	**101**	**8,920**	**(8,161)**	**(605)**	**24,321**	**216,449**	**247,889**

1 Other reserves are non-distributable capital reserves which arose on previous acquisitions.

Consolidated balance sheet

As at 31 December 2012

	Note	2012 £'000	2011 £'000
ASSETS			
Non-current assets			
Goodwill	7	**184,896**	213,678
Intangible assets	8	**73,834**	99,047
Property, plant and equipment	9	**29,785**	30,461
Deferred tax assets		**9,774**	9,618
		298,289	352,804
Current assets			
Inventories		**27,558**	26,586
Trade and other receivables		**27,269**	28,235
Cash and cash equivalents		**35,857**	20,426
		90,684	75,247
Assets of disposal group classified as held for sale		**-**	21,114
		90,684	96,361
TOTAL ASSETS		**388,973**	449,165
LIABILITIES			
Current liabilities			
Trade and other payables		**(32,375)**	(34,638)
Current tax payable		**(1,868)**	(1,976)
Interest bearing loans and borrowings	10	**(7,521)**	(12,930)
Derivative financial instruments		**-**	(777)
Provisions	11	**(2,456)**	(1,510)
		(44,220)	(51,831)
Non-current liabilities			
Interest bearing loans and borrowings	10	**(63,575)**	(100,235)
Derivative financial instruments		**(605)**	-
Deferred tax liabilities		**(11,766)**	(18,941)
Employee benefit liability		**(11,230)**	(9,732)
Provisions	11	**(7,513)**	(14,487)
Other payables		**(2,175)**	(1,450)
		(96,864)	(144,845)
Liabilities of disposal group classified as held for sale		**-**	(3,271)
TOTAL LIABILITIES		**(141,084)**	(199,947)
NET ASSETS		**247,889**	249,218
EQUITY			
Capital and reserves attributable to equity holders of the Company			
Share capital		**6,864**	6,864
Share premium		**101**	101
Other reserves		**8,920**	10,389
Treasury reserve		**(8,161)**	(7,014)
Hedging reserve		**(605)**	(697)
Translation reserve		**24,321**	33,084
Retained earnings		**216,449**	206,491
TOTAL EQUITY		**247,889**	249,218

Consolidated cash flow statement

For the year ended 31 December 2012

	Note	2012 £'000	2011 £'000
Cash flows from operating activities			
(Loss)/Profit before tax - continuing operations		**(25,652)**	2,632
Profit before tax - discontinued operations		**(379)**	8,785
Adjustments	15	**50,335**	26,335
Movement in inventories		**79**	(263)
Movement in trade and other receivables		**2,768**	965
Movement in trade and other payables		**(593)**	(2,830)
Provisions utilised		**(1,911)**	(1,854)
Pension contributions		**(1,010)**	(1,191)
Income tax paid		**(4,862)**	(1,870)
Net cash inflow from operating activities		**18,775**	30,709
Cash flows from investing activities			
Payments to acquire property, plant and equipment		**(5,462)**	(4,384)
Payments to acquire intangible assets		**(1,355)**	(492)
Acquisition of subsidiary undertakings, net of cash acquired		**(16,726)**	(10,280)
Proceeds on disposal of subsidiary undertakings		**67,905**	-
Interest received		**309**	340
Net cash inflow/(outflow) from investing activities		**44,671**	(14,816)
Cash flows from financing activities			
Interest paid		**(4,540)**	(7,011)
Dividends paid	14	**(5,832)**	(2,596)
Purchase of treasury shares		**(1,147)**	(250)
New bank loans raised		**-**	112,551
Refinancing costs paid		**-**	(2,643)
Repayment of borrowings		**(39,815)**	(119,621)
Repayment of capital element of finance leases		**-**	(10)
Net cash outflow from financing activities		**(51,334)**	(19,580)
Increase/(decrease) in cash and cash equivalents		**12,112**	(3,687)
Effect of exchange rates on cash and cash equivalents		**(641)**	325
Cash and cash equivalents at the beginning of the year		**24,386**	27,748
Cash and cash equivalents at the end of the year		**35,857**	24,386

Notes to the financial information

1. Basis of preparation
The Group's principal activities are the manufacture, supply and distribution of building products. Tyman plc (formerly Lupus Capital plc) is the Group's ultimate parent company and it is incorporated and domiciled in England and Wales.

The Group's shares are admitted to trading on AIM, a market of the London Stock Exchange. This financial information has been extracted from the Annual Report and audited financial statements for the year ended 31 December 2012, which were authorised by the Board for issue on 12 March 2013.

This information does not constitute statutory accounts within the meaning of s434 of the Companies Act 2006. Statutory accounts for 2011 have been delivered to the registrar of companies and those for 2012 will be delivered in due course. The auditors have reported on those accounts; their reports were (i) unqualified, (ii) did not include a reference to any matters to which the auditors drew attention by way of emphasis without qualifying their report, and (iii) did not contain a statement under section 498(2) or (3) of the Companies Act 2006.

The consolidated financial statements of Tyman plc have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union (IFRSs as adopted by the EU), the Companies Act 2006 applicable to companies reporting under IFRS, and IFRIC interpretations.

The principal accounting policies applied in the preparation of this consolidated financial information is consistent with those of the Group's annual financial statements for the year ended 31 December 2011. These policies have been consistently applied to all the years presented, unless otherwise stated.

The financial information is prepared under the historical cost convention, except for the revaluation to fair value of certain financial assets and liabilities (including derivatives) through profit and loss.

The preparation of financial information in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the group's accounting policies. Actual results could differ from those estimates. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial information are consistent with those disclosed in the annual financial statements for the year ended 31 December 2011.

The Directors have, at the time of approving this financial information, a reasonable expectation that the Group have adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the financial information.

2. Segmental analysis
The tables below present the Group's operating segment revenue and results, and certain asset and liability information. The analyses have been generated using Group accounting policies, with no changes of measurement applied, other than the changes noted below.

During the year, the Group restructured its United Kingdom and International divisions, establishing separate management teams for each division. These organisational changes, together with the acquisitions and disposals, impacted how the segments are identified, measured and reported. Consequently, the Group has changed its operating segments to reflect the manner in which performance is evaluated and resources allocated. The Group now operates through three clearly defined segments, namely: Amesbury, grouphomesafe and Schlegel International.

Prior year disclosures have been amended to take account of the revised operating segments. There has been no material change to the Amesbury operating segment however Linear, which was previously reported as part of the comparative UK geographic disclosure, will now be reported as part of the Schlegel International operating segment.

During 2012, the Group disposed of its Oil Services and Composite Doors businesses (refer note 13), included as part of discontinued operations in the analysis below.

Segment revenues and results

Year ended 31 December 2012	Continuing operations Amesbury £'000	grouphomesafe £'000	Schlegel International £'000	Total £'000	Discontinued operations United Kingdom £'000	Total £'000
Revenue	118,600	73,345	36,808	228,753	11,269	240,022
Result						
Underlying profit/(loss)	11,578	8,972	2,480	23,030	(197)	22,833
Property provision release				2,021	-	2,021
Total operating profit/(loss) before exceptional items, amortisation of intangible assets, and impairment of intangible assets				25,051	(197)	24,854
Exceptional items (note 3)				(2,574)	(215)	(2,789)
Amortisation of intangible assets				(10,754)	-	(10,754)
Accelerated amortisation of intangible assets and impairment of intangible assets and goodwill				(32,866)	-	(32,866)
Operating loss				(21,143)	(412)	(21,555)
Net finance (costs)/income				(4,509)	33	(4,476)
Loss before tax				(25,652)	(379)	(26,031)
Tax				3,700	364	4,064
Loss after tax				(21,952)	(15)	(21,967)
Profit on disposal of discontinued operations				-	37,389	37,389
(Loss)/profit for the year				**(21,952)**	**37,374**	**15,422**
Other segment information						
Cost of goods sold	83,555	48,961	21,507	154,023	9,508	163,531
Depreciation	2,779	1,274	838	4,891	194	5,085

Included within Schlegel International segment are revenues attributable to the United Kingdom of £5,483,000.

No revenue from any single customer exceeds 5% of total revenue from continuing operations.

Segment assets and liabilities

Year ended 31 December 2012	Continuing operations: Amesbury Group £'000	Continuing operations: grouphomesafe £'000	Continuing operations: Schlegel International £'000	Continuing operations: Total £'000	Discontinued operations: United Kingdom £'000	Total £'000
Segment assets						
Total segment assets	213,676	119,113	37,515	370,304	-	370,304
Unallocated segment assets				2,567	-	2,567
Unallocated Group assets						16,102
Consolidated total assets				372,871	-	388,973
Segment liabilities						
Total segment liabilities	(30,127)	(25,702)	(8,818)	(64,647)	-	(64,647)
Unallocated segment liabilities				(71,960)	-	(71,960)
Unallocated Group liabilities						(4,477)
Consolidated total liabilities				(136,607)	-	(141,084)
Non-current assets[1]	176,639	87,397	24,479	288,515	-	288,515
Other segment information						
Employee benefit liability	(11,230)	-	-	(11,230)	-	(11,230)
Goodwill allocation	107,375	61,910	15,611	184,896	-	184,896
Intangible asset allocation	50,542	20,794	2,498	73,834	-	73,834
Capital expenditure						
- Property, plant and equipment	3,681	859	777	5,317	145	5,462
- Intangible assets	1,118	122	115	1,355	-	1,355

1 Non-current assets exclude amounts relating to deferred tax assets.

Non-current assets of the Schlegel International segment include £3,460,000 attributable to the United Kingdom.

Comparative information
Segment revenues and results

Year ended 31 December 2011	Continuing operations: Amesbury Group £'000	Continuing operations: grouphomesafe £'000	Continuing operations: Schlegel International £'000	Continuing operations: Total £'000	Discontinued operations: United Kingdom £'000	Total £'000
Revenue	105,370	70,656	40,267	216,293	33,167	249,460
Result						
Underlying profit/(loss)	10,779	8,154	3,290	22,223	9,011	31,234
Property provision release				1,221	-	1,221
Total operating profit before exceptional items and amortisation of intangible assets				23,444	9,011	32,455
Exceptional items (note 3)				(552)	(278)	(830)
Amortisation of intangible assets				(10,565)	(1)	(10,566)
Operating profit				12,327	8,732	21,059
Net finance costs				(9,695)	53	(9,642)
Profit before tax				2,632	8,785	11,417
Tax				6,428	(2,362)	4,066
Profit after tax				9,060	6,423	15,483
Other segment information						
Cost of goods sold	73,423	49,019	22,794	145,236	18,489	163,725
Depreciation	2,645	1,362	923	4,930	373	5,303

Included within the Schlegel International segment are revenues attributable to the United Kingdom of £5,956,000.

No revenue from any single customer exceeds 5% of total revenue from continuing operations.

Segment assets and liabilities

Year ended 31 December 2011	Continuing operations Amesbury Group £'000	Continuing operations grouphomesafe £'000	Continuing operations Schlegel International £'000	Continuing operations Total £'000	Discontinued operations United Kingdom £'000	Total £'000
Segment assets						
Total segment assets	222,360	147,161	54,282	423,803	21,114	444,917
Unallocated segment assets				2,616	-	2,616
Unallocated Group assets						1,632
Consolidated total assets						449,165
Segment liabilities						
Total segment liabilities	(35,051)	(31,713)	(9,354)	(76,118)	(3,271)	(79,389)
Unallocated segment liabilities				(115,281)	-	(115,281)
Unallocated Group liabilities						(5,277)
Consolidated total liabilities						(199,947)
Non-current assets[1]	186,964	115,195	41,027	343,186	11,849	355,035
Other segment information						
Employee benefit liability	(9,732)	-	-	(9,732)	-	(9,732)
Goodwill allocation	94,622	91,407	27,649	213,678	11,421	225,099
Intangible asset allocation	74,078	18,191	6,778	99,047	35	99,082
Capital expenditure						
- Property, plant and equipment	2,588	1,025	516	4,129	255	4,384
- Intangible assets	350	69	37	456	36	492

1 Non-current assets exclude amounts relating to deferred tax assets.

Non-current assets of the Schlegel International segment include £3,979,000 attributable to the United Kingdom.

3. Exceptional items

	Continuing operations		Discontinued operations		Total	
	2012 £'000	2011 £'000	**2012 £'000**	2011 £'000	**2012 £'000**	2011 £'000
Redundancy and restructuring costs	1,825	535	215	278	**2,040**	813
Transaction costs associated with M&A activity	966	282	-	-	**966**	282
Other	(217)	(265)	-	-	**(217)**	(265)
	2,574	552	**215**	278	**2,789**	830

4. Finance income and costs

Finance income and costs from continuing operations:

	2012 £'000	2011 £'000
Finance income		
Bank interest receivable	**276**	287
Finance costs		
Interest payable on bank loans and overdraft	**(3,620)**	(6,205)
Amortisation of borrowing costs	**(681)**	(3,148)
Ineffective portion of changes in value of cash flow hedges	**80**	(8)
Unwinding of discount on provisions	**(271)**	(492)
Pension scheme and other finance costs	**(293)**	(129)
	(4,785)	(9,982)
Net finance costs	**(4,509)**	(9,695)

5. Taxation
5.1 Tax on profit on ordinary activities

	Continuing operations		Discontinued operations		Total	
	2012 £'000	2011 £'000	**2012 £'000**	2011 £'000	**2012 £'000**	2011 £'000
Current taxation:						
UK Corporation tax expense/(credit)	**1,388**	(647)	**(275)**	2,439	**1,113**	1,792
Foreign tax expense	**2,671**	3,168	**-**	-	**2,671**	3,168
Current income tax expense/(credit)	**4,059**	2,521	**(275)**	2,439	**3,784**	4,960
Adjustments in respect of prior years	**401**	-	**-**	-	**401**	-
Exceptional adjustments in respect of prior years	**-**	(3,767)	**-**	-	**-**	(3,767)
Total current taxation	**4,460**	(1,246)	**(275)**	2,439	**4,185**	1,193
Deferred taxation:						
Origination and reversal of temporary differences	**(6,522)**	(1,842)	**(87)**	(11)	**(6,609)**	(1,853)
Adjustment due to deferred tax rate change	**(1,200)**	(2,137)	**(2)**	-	**(1,202)**	(2,137)
Adjustments in respect of prior years	**-**	-	**-**	(66)	**-**	(66)
Exceptional adjustments in respect of prior years	**(438)**	(1,203)	**-**	-	**(438)**	(1,203)
Total deferred taxation	**(8,160)**	(5,182)	**(89)**	(77)	**(8,249)**	(5,259)
Income tax (credit)/expense in the income statement	**(3,700)**	(6,428)	**(364)**	2,362	**(4,064)**	(4,066)
Tax credit relating to components of other comprehensive income is as follows:						
Deferred tax credit on actuarial gains and losses	**(820)**	(1,659)	**-**	-	**(820)**	(1,659)
Income tax credit in the statement of comprehensive income	**(820)**	(1,659)	**-**	-	**(820)**	(1,659)
Total current taxation	**4,460**	(1,246)	**(275)**	2,439	**4,185**	1,193
Total deferred taxation	**(8,980)**	(6,841)	**(89)**	(77)	**(9,069)**	(6,918)
Total taxation	**(4,520)**	(8,087)	**(364)**	2,362	**(4,884)**	(5,725)

The standard rate of Corporation tax in the UK changed from 26% to 24% with effect from 1 April 2012. Accordingly, the Group's UK profits for this accounting period are taxed at an effective rate of 24.5% (2011: 26.5%). The tax rate of 23% was substantively enacted in July 2012, and UK deferred tax assets and liabilities have been provided at this rate.

Taxation for other jurisdictions is calculated at rates prevailing in the respective jurisdictions.

Exceptional adjustments in respect of prior periods arose from the clarification with the tax authorities of the tax treatment of provisions, mainly those originally made at the time of the Schlegel acquisition in 2006 and the LSS acquisition in 2007.

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5.2 Reconciliation of the total tax charge

The tax assessed for the year differs from the standard rate of tax in the UK of 24.5% (2011: 26.5%). The differences are explained below:

	Continuing operations		Discontinued operations		Total	
	2012 £'000	2011 £'000	**2012 £'000**	2011 £'000	**2012 £'000**	2011 £'000
Profit before taxation	**(25,652)**	2,632	**37,010**	8,785	**11,358**	11,417
Rate of corporation tax in the UK of 24.5% (2011: 26.5%)	**(6,285)**	697	**9,067**	2,328	**2,782**	3,025
Effects of:						
Expenses not deductible/(income not taxable) for tax purposes	**3,170**	(499)	**(9,429)**	100	**(6,259)**	(399)
Overseas tax rate differences	**652**	481	**-**	-	**652**	481
Adjustment due to deferred tax rate change	**(1,200)**	(2,137)	**(2)**	-	**(1,202)**	(2,137)
Adjustment in respect of prior years	**(37)**	(4,970)	**-**	(66)	**(37)**	(5,036)
Income tax (credit)/expense in the income statement	**(3,700)**	(6,428)	**(364)**	2,362	**(4,064)**	(4,066)

6. Earnings per share

	2012 £'000	2011 £'000
(Loss)/profit for the year - continuing operations	**(21,952)**	9,060
Profit for the year - discontinued operations	**37,374**	6,423
	15,422	15,483

Basic (loss)/profit per share		
From continuing operations	(16.93p)	6.99p
From discontinued operations	28.83p	4.95p
	11.90p	11.94p

Diluted (loss)/profit per share		
From continuing operations	(16.93p)	6.93p
From discontinued operations	28.37p	4.91p
	11.44p	11.84p

Basic earnings per share amounts are calculated by dividing net profit for the year attributable to ordinary equity holders by the weighted average number of ordinary shares outstanding during the year.

Diluted earnings per share amounts are calculated by dividing the net profit attributable to ordinary equity holders by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares. There is no difference between the basic and diluted loss per share for 2012 as the effect of all potentially dilutive ordinary shares outstanding was anti-dilutive.

The weighted average number of shares was:

	2012 '000	2011 '000
Weighted average number of shares (including treasury shares)	**137,287**	137,287
Treasury shares	**(7,643)**	(7,580)
Weighted average number of shares - basic	**129,644**	129,707
Effect of dilutive potential ordinary shares - LTIP awards and options	**2,108**	1,011
Weighted average number of shares - diluted	**131,752**	130,718

Non-GAAP measure

Underlying earnings per share from continuing operations before exceptional items

The Group presents underlying earnings per share figure which excludes the impact of exceptional items, amortisation and accelerated amortisation of intangible assets, impairment of intangible assets and goodwill, non-cash finance costs, and certain non-recurring items. Underlying earnings per share has been based on underlying earnings for each financial year and on the same weighted average number of shares in issue as the earnings per share calculation.

Underlying profit after taxation from continuing operations is derived as follows:

	2012 £'000	2011 £'000
(Loss)/profit before taxation from continuing operations	(25,652)	2,632
Exceptional costs	2,574	552
Amortisation of intangible assets	10,754	10,565
Amortisation of intangible assets - accelerated basis	12,566	-
Impairment of intangible assets	9,570	-
Impairment of goodwill	10,730	-
Unwinding discount on provisions	271	492
Amortisation of borrowing costs	681	3,148
Underlying profit before taxation from continuing operations	21,494	17,389
Income tax credit	3,700	6,428
Add back: Adjustment due to tax rate change	(1,200)	(2,137)
Add back: Exceptional prior year tax adjustments	(438)	(4,970)
Add back: Tax effect on exceptional costs and amortisation of intangible assets	(8,477)	(4,211)
Underlying profit after taxation from continuing operations	**15,079**	12,499
Property provision release	(2,021)	(1,221)
Tax effect on property provision release	495	324
Underlying profit after taxation from continuing operations before property provision release	**13,553**	11,602

Underlying profit after taxation from discontinued operations is derived as follows:

	2012 £'000	2011 £'000
Profit before taxation from discontinued operations	37,010	8,785
Exceptional costs	215	278
Amortisation of intangible assets	-	1
Underlying profit before taxation from continuing operations	37,225	9,064
Income tax credit/(expense)	364	(2,362)
Add back: Adjustment due to tax rate change	(2)	-
Add back: Exceptional prior year tax adjustments	-	-
Add back: Tax effect on exceptional costs and amortisation of intangible assets	(53)	(74)
Underlying profit after taxation from discontinued operations	**37,534**	6,628

Underlying earnings per share is summarised as follows:

	2012	2011
Basic earnings per share		
From continuing operations	**11.63p**	9.64p
From discontinued operations	**28.95p**	5.11p
	40.58p	14.75p
Diluted earnings per share		
From continuing operations	**11.45p**	9.56p
From discontinued operations	**28.49p**	5.07p
	39.94p	14.63p

Underlying earnings per share before property provision release is summarised as follows:

	2012	2011
Basic earnings per share	**10.45p**	8.94p
Diluted earnings per share	**10.29p**	8.88p

7. Goodwill

	£'000
Cost and net carrying value	
At 1 January 2011	223,531
Recognition on acquisition of subsidiary (restated)	1,881
Transfer of assets of disposal group classified as held for sale	(11,421)
Exchange difference	(313)
At 31 December 2011 (restated)	213,678
Recognised on acquisition of subsidiaries	3,237
Derecognised on disposal of subsidiaries	(14,307)
Impairment	(10,730)
Exchange difference	(6,982)
At 31 December 2012	**184,896**

Goodwill is monitored principally on an operating segment basis and the net book value of goodwill is allocated by Cash Generating Unit (CGU) at 31 December 2012 as follows:

	£'000
Amesbury	107,375
Fab & Fix	2,335
grouphomesafe	59,575
Schlegel International	15,611
	184,896

The CGUs are consistent with the reporting segments in the segment analysis (note 2), apart for Fab & Fix, which is reported under the grouphomesafe reporting segment. Going forward, Fab & Fix will form part of the grouphomesafe CGU.

In 2011, the Group reported two CGUs: Building Products and Oil Services (now discontinued). During the year the Group restructured its United Kingdom and International divisions, establishing separate management teams for each division. These operational changes together with acquisitions and disposals impacted the manner in which segments and CGUs are identified. The CGUs are now consistent with the way the business is reported to the Board on a monthly basis. The net book value of goodwill was allocated by CGU at 31 December 2011 as follows:

	£'000
Building Products	213,678
Oil Services[1]	11,421
	225,099

1 Included as part of assets of disposal group classified as held for sale.

Impairment tests for goodwill

Assumptions

The recoverable amounts of the CGUs are determined from value in use calculations. Value in use is determined by discounting the future pre-tax cash flows generated from the continuing use of the CGU, using a pre-tax discount rate.

Cash flow projections are derived from financial plans approved by the Board and cover a five year period. They reflect management's expectations of revenue growth, operating cost and margin for each CGU based on past experience. Cash flows after the five year forecast period were extrapolated using a long-term growth rate of 1.5% in order to calculate the terminal recoverable amount.

Discount rates are estimated using pre-tax rates that reflect current market assessments of the time value of money and the risk profiles of the CGUs.

The key assumptions used in the value in use calculations in each of the Group's CGUs at 31 December 2012 are as follows:

	Average pre-tax discount rate	Average revenue growth for years 1 to 5
Amesbury	12.4%	8.1%
Fab & Fix	12.3%	5.3%
grouphomesafe	11.7%	3.6%
Schlegel International	14.5%	9.8%

As noted above, in 2011 the Group reported two CGUs: Building Products and Oil Services (now discontinued). The key assumptions used in the value in use calculations in each of the CGUs at 31 December 2011 were as follows:

	Average pre-tax discount rate	Average revenue growth for years 1 to 3	Average revenue growth for years 4 to 5
Building Products	11.2%	6.1%	3.0%
Oil Services	8.5%	4.8%	3.5%

Impairment review results

The results of the impairment review process indicated that the carrying value of goodwill in the Schlegel International CGU is currently unsupportable, and that impairment is necessary.

The Group's European businesses, which are part of the Schlegel International CGU, have continued to experience challenging market conditions and this has been reflected in reduced expectations of future profitability in the value in use calculations for the Schlegel International CGU. As a result, an impairment charge of £10.7 million has been recognised in administrative expenses in the income statement. The carrying value of the remaining goodwill relating to the Schlegel International CGU was £15.6 million at 31 December 2012.

Sensitivity to assumptions

Sensitivity analysis was calculated on the basis of lowering the forecast revenues by a constant percentage each year from year one onwards in perpetuity until the excess of value in use over the carrying value of the CGU's assets was reduced to zero. Revenues would need to decrease by 9.2 percentage points for each year from year one onwards in perpetuity before any impairment would arise in respect of the CGU with the lowest impairment headroom.

8. Intangible assets

	Computer software £'000	Acquired brands £'000	Customer relations £'000	Total £'000
Cost				
At 1 January 2011	357	33,580	117,797	151,734
Additions	353	139	-	492
Recognised on acquisition of subsidiary (restated)	-	104	4,417	4,521
Transfer of assets of disposal group classified as held for sale	-	(36)	-	(36)
Exchange difference	6	(68)	(127)	(189)
At 31 December 2011 (restated)	716	33,719	122,087	156,522
Additions	1,279	77	(1)	1,355
Disposals	(8)	(8,984)	-	(8,992)
Recognised on acquisition of subsidiaries	-	5,534	4,667	10,201
Derecognised on disposal of subsidiaries	-	-	(1,238)	(1,238)
Exchange difference	(77)	(831)	(4,303)	(5,211)
At 31 December 2012	**1,910**	**29,515**	**121,212**	**152,637**
Accumulated amortisation				
At 1 January 2011	170	13,463	33,392	47,025
Amortisation for the year[1]	118	2,314	8,134	10,566
Transfer of assets of disposal group classified as held for sale	-	(1)	-	(1)
Exchange difference	-	(38)	(77)	(115)
At 31 December 2011	288	15,738	41,449	57,475
Amortisation for the year[1]	111	2,092	8,551	10,754
Amortisation for the year[1] - accelerated basis	-	922	11,644	12,566
Impairment	-	7,733	1,837	9,570
Disposals	(6)	(8,984)	-	(8,990)
Derecognised on disposal of subsidiaries	-	-	(660)	(660)
Exchange difference	(46)	(446)	(1,420)	(1,912)
At 31 December 2012	347	17,055	61,401	**78,803**
Net book value				
At 1 January 2011	187	20,117	84,405	104,709
At 31 December 2011	428	17,981	80,638	99,047
At 31 December 2012	**1,563**	**12,460**	**59,811**	**73,834**

1 Amortisation for the year is included in administrative expenses in the income statement.

Change in estimate
During the year, the Group undertook to review the estimated useful lives of its intangible assets. Acquired brands, with a cost of £3,486,000 and an initial indefinite useful life, now have an estimated useful life of 15 years. The change in estimate arose due to a revision of the expected usage of the intangible asset by the Group. The change in estimate gave rise to an additional amortisation charge of £922,000 to the income statement in the current year. There was no change to the estimated useful lives of the remaining acquired brands.

The estimated useful lives of the United States (US) and United Kingdom (UK) customer relations intangibles, acquired in the Laird acquisition in 2007, were evaluated based on a review of revenue forecasts used in the initial intangibles valuation against actual performance. The results of the review have given rise to a change in the expected usage of the intangible assets by the Group. As such the estimated useful lives of these intangibles were revised, and the impact of the change in estimate, resulting in an additional amortisation charge to the income statement, is summarised as follows:

	Cost £'000	Initial useful life (years)	Revised useful life (years)	Change in estimate £'000
Customer relations - United States	75,492	16	12	9,088
Customer relations - United Kingdom	13,544	15	10	2,556
				11,644

Impairment
The impairment charge on acquired brands of £6.2 million relates to a US brand name which is no longer in use.

The remaining £1.5 million impairment on acquired brands and the £1.8 million impairment on customer relations relates to intangibles acquired as part of the Schlegel acquisition in 2006. As mentioned in note 7, the Group's European businesses have continued to experience challenging market conditions, thus reducing the expectation of the future profitability of products marketed in this segment, under the "Schlegel" brand. As a result, the recoverable amount of these intangible assets fell below cost, giving rise to an impairment loss.

Impairment losses have been recognised in administrative expenses in the income statement.

9. Property, plant and equipment

	Freehold land and buildings £'000	Plant and machinery £'000	Total £'000
Cost			
At 1 January 2011	15,385	60,081	75,466
Additions	170	4,214	4,384
Disposals	-	(1,481)	(1,481)
Recognised on acquisition of subsidiary	-	704	704
Transfer of assets of disposal group classified as held for sale	(329)	(673)	(1,002)
Exchange difference	(44)	(210)	(254)
At 31 December 2011	15,182	62,635	77,817
Additions	773	4,689	5,462
Disposals	-	(3,110)	(3,110)
Transfers between fixed asset type	92	(92)	-
Recognised on acquisition of subsidiaries	-	935	935
Derecognised on disposal of subsidiaries	-	(3,793)	(3,793)
Exchange difference	(444)	(1,938)	(2,382)
At 31 December 2012	15,603	59,326	74,929
Accumulated depreciation			
At 1 January 2011	3,284	40,725	44,009
Charge for the year	491	4,812	5,303
Disposals	-	(1,167)	(1,167)
Transfer of assets of disposal group classified as held for sale	(95)	(514)	(609)
Exchange difference	(9)	(171)	(180)
At 31 December 2011	3,671	43,685	47,356
Charge for the year	482	4,603	5,085
Disposals	-	(3,040)	(3,040)
Derecognised on disposal of subsidiaries	-	(2,845)	(2,845)
Exchange difference	(109)	(1,303)	(1,412)
At 31 December 2012	4,044	41,100	45,144

Depreciation in the year of £5,085,000 (2011: £5,303,000) is included in administrative costs in the income statement.

10. Interest-bearing loans and borrowings

	2012 £'000	2011 £'000
Unsecured borrowing at amortised cost		
Bank loans	**72,796**	115,504
Capitalised borrowing costs	**(1,743)**	(2,424)
	71,053	113,080
Secured borrowing at amortised cost		
Bank loans	**43**	85
	71,096	113,165

Analysed as:		
Amount due for settlement within 12 months	**7,521**	12,930
Amount due for settlement after 12 months	**63,575**	100,235
	71,096	113,165

On 14 September 2011, the Group entered into a debt facility agreement which extends the Group's committed facilities to 31 March 2016. The multicurrency term loan of £110 million, as well as the £30 million multicurrency working capital facility, are unsecured and guaranteed by Tyman plc and its principal subsidiary undertakings.

Scheduled repayments commenced annually on 31 December 2012 and will continue until 31 December 2015, with the balance outstanding payable on the termination date of the facility, being 31 March 2016.

There were no defaults in interest payments in the year under the terms of the loan agreements.

The Group has the following undrawn borrowing facility:

	2012 £'000	2011 £'000
Floating rate:		
Expiring beyond 12 months	**29,594**	26,868
Total	**29,594**	26,868

The carrying amounts of the Group's interest-bearing loans and borrowings are denominated in the following currencies:

	2012 £'000	2011 £'000
British Pounds	**25,807**	36,210
US Dollars	**45,289**	76,955
	71,096	113,165

11. Provisions

	Property related £'000	Restructuring £'000	Warranty £'000	Other £'000	Total £'000
At 1 January 2011	11,633	376	1,542	5,022	18,573
Charged/(credited) to the income statement					
- Additional provision in year	262	105	1,201	300	1,868
- Unused amounts reversed	(1,165)	(56)	(187)	(1,700)	(3,108)
Utilised in the year	(1,290)	(228)	(336)	-	(1,854)
Unwinding of discount	492	-	-	-	492
Exchange differences	(9)	2	33	-	26
At 31 December 2011	9,923	199	2,253	3,622	15,997
Charged/(credited) to the income statement					
- Additional provision in year	486	13	1,019	-	1,518
- Unused amounts reversed	(2,868)	(61)	(944)	(1,971)	(5,844)
Utilised in the year	(1,321)	(137)	(453)	-	(1,911)
Derecognised on disposal of subsidiary	-	-	-	-	-
Unwinding of discount	271	-	-	-	271
Exchange differences	(23)	-	(39)	-	(62)
At 31 December 2012	**6,468**	**14**	**1,836**	**1,651**	**9,969**

Analysed as:	**2012 £'000**	2011 £'000
Current liabilities	**2,456**	1,510
Non-current liabilities	**7,513**	14,487
	9,969	15,997

Current liabilities are those aspects of provisions that are expected to be utilised within the next year.

Property related
Property provisions relate to provisions for onerous leases of £4,661,000 (2011: £7,936,000), leasehold dilapidations of £1,804,000 (2011: £1,987,000) and are expected to be utilised by 2018.

For onerous leases, the Group has provided for the rental payments due over the remaining term of existing operating lease contracts where a period of vacancy is ongoing. The provision has been calculated after taking into account both the periods over which properties are likely to remain vacant and any likely sub-lease income on a property-by-property basis. The provision covers potential transfer of economic benefit over the full range of current lease commitments.

The provision for leasehold dilapidations relates to contractual obligations to reinstate leasehold properties to their original state of repair. The transfer of economic benefits will occur at the end of the leases.

In 2012, Group successfully assigned the lease on Unit A at Peterlee and have been released from all remaining obligations in connection with the Peterlee site. This resulted in a release to the income statement of £2,021,000 of property provisions.

Restructuring
Restructuring provisions include provisions for staff redundancy costs at restructured/closed business units and are expected to be utilised by the end of 2013.

Warranty
The warranty provision is calculated based on historical experience of the ultimate cost of settling product warranty claims and potential claims. Warranty provisions are expected to be utilised by the end of 2017.

Other
Other provisions relate to the tax consequences of international intragroup transactions for which the fiscal authorities may be expected to adopt opposing treatments in respect of revenue and cost recognition. Other provisions are expected to be utilised by 2014.

12. Significant acquisitions

12.1 Window Fabrication & Fixing Supplies Limited

On 2 August 2012, the Group completed the acquisition of Window Fabrication & Fixing Supplies Limited ("Fab & Fix"). Fab & Fix is the leading supplier of perfectly matching hardware to the window and door market in the United Kingdom. The company is a design-led business with a focus on total quality and customer service, based in Coventry. This acquisition significantly deepens the grouphomesafe hardware offering and further diversifies our supply chain.

Over time it is expected that the benefits of the high quality Fab & Fix product range will be made available to other Group companies, with a particular focus on Schlegel International.

Recognised amounts of identifiable assets acquired and liabilities assumed:

	£'000
Property, plant and equipment	540
Intangible assets	9,683
Inventories	2,777
Trade and other receivables	3,976
Cash and cash equivalents	1,361
Trade and other payables	(2,198)
Current tax	(165)
Deferred taxation	(2,105)
Total identifiable net assets	13,869
Goodwill arising on acquisition	2,335
Total consideration	**16,204**

Satisfied by:

	£'000
Cash	**16,204**

Net cash flow arising on acquisition:

	£'000
Cash consideration	16,204
Less: cash and cash equivalents acquired	(1,361)
	14,843

The fair value of financial assets includes trade receivables with a fair value of £2,762,000 and a gross contractual value of £2,909,000. The best estimate at the acquisition date of the contractual cash flows not recoverable is £147,000.

The Group incurred acquisition related costs of £374,000 for professional fees paid for due diligence, other general professional fees and legal advice. These costs have been included in exceptional costs in the Group's consolidated income statement.

The revenue included in the consolidated income statement since 2 August 2012 contributed by Fab & Fix was £6.6 million. Fab & Fix also contributed a profit of £0.7 million to the loss before taxation from continuing operations over the same period.

Had the acquisition of Fab & Fix been completed on the first day of the financial year, an additional £9.5 million of revenue and £1.3 million of profit before taxation from continuing operations would have been contributed to the Group.

Fair values remain provisional in relation to this acquisition and the Group will complete this review in 2013. Any adjustment to the carrying value is unlikely to be significant to the individual acquisition.

The estimated value of intangibles, including goodwill, deductible for tax purposes is £Nil.

12.2 Overland Products Company, Inc

On 20 December 2011, the Group acquired 100 per cent of the issued share capital of Overland Products Company, Inc. The Group concluded the fair value review in relation to this acquisition in December 2012.

Recognised amounts of identifiable assets and liabilities assumed:

	£'000
Property, plant and equipment	704
Intangible assets	4,521
Inventories	1,379
Trade and other receivables	482
Trade and other payables	(449)
Loan borrowings	(85)
Deferred taxation	1,847
Total identifiable net assets	8,399
Goodwill arising on acquisition	1,881
Total consideration	**10,280**

Satisfied by:

	£'000
Cash	**10,280**

Net cash flow arising on acquisition:

	£'000
Cash consideration	**10,280**

13. Discontinued operations

13.1 Composite Doors

On 31 August 2012, the Group completed the disposal of the business and assets of its composite doors business ("Composite Doors") to Britdoors Group Limited for a consideration of £748,000.

Composite Doors has been loss-making since 2011 and has struggled to generate an acceptable return for the Group. Against this backdrop, the Board concluded that the prospects of Composite Doors returning to a sustained level of acceptable profitability under the Group's ownership as remote, and earlier this year decided to explore the strategic options available to the Group for Composite Doors.

Following a targeted sales process, the disposal was completed on 31 August 2012, on which date control of the business and assets passed to the acquirer.

The results of the discontinued operations which have been included in the consolidated income statement were as follows:

	Note	**2012** **£'000**	2011 £'000
Discontinued operations			
Revenue		**9,166**	14,079
Cost of sales		**(8,867)**	(12,633)
Gross profit		**299**	1,446
Administrative expenses		**(1,691)**	(2,769)
Operating loss		**(1,392)**	(1,323)
Analysed as:			
Underlying operating loss		**(1,177)**	(1,045)
Exceptional items	3	**(215)**	(278)
Operating loss		**(1,392)**	(1,323)
Result from discontinued operations before taxation		**(1,392)**	(1,323)
Income tax credit		**620**	347
Result from discontinued operations after taxation		**(772)**	(976)
Loss on disposal of discontinued operations		**(16,826)**	-
Net loss attributable to discontinued operations		**(17,598)**	(976)

The net cash flows attributable to the Composite Doors business are as follows:

	2012 £'000	2011 £'000
Net cash outflow from operating activities	**(1,156)**	(991)
Net cash outflow from investing activities	**(141)**	(80)
Net cash outflow	**(1,297)**	(1,071)

13.2 Gall Thomson

On 13 March 2012, the Group completed the disposal of the Group's Oil Services division, Gall Thomson, to Copper Bidco Limited, a company controlled by Phoenix Equity Partners for a total cash consideration of £75 million.

Of the disposal proceeds, £29.2 million were applied in permanent pay down of the Group's debt facilities, offsetting future scheduled repayments. Approximately £1.8 million of the disposal proceeds were spent on fees and expenses relating to the disposal.

The results of the discontinued operations which have been included in the consolidated income statement were as follows:

	2012 £'000	2011 £'000
Discontinued operations		
Revenue	**2,103**	19,088
Cost of sales	**(641)**	(5,856)
Gross profit	**1,462**	13,232
Administrative expenses	**(482)**	(3,177)
Operating profit	**980**	10,055
Analysed as:		
Underlying operating profit	**980**	10,056
Amortisation of intangible assets	**-**	(1)
Operating profit	**980**	10,055
Net finance income	**33**	53
Result from discontinued operations before taxation	**1,013**	10,108
Income tax expense	**(256)**	(2,709)
Result from discontinued operations after taxation	**757**	7,399
Profit on disposal of discontinued operations	**54,215**	-
Net profit attributable to discontinued operations	**54,972**	7,399

The net cash flows attributable to the Gall Thomson Group are as follows:

	2012 £'000	2011 £'000
Net cash inflow from operating activities	**1,535**	9,676
Net cash inflow/(outflow) from investing activities	**29**	(120)
Net cash inflow	**1,564**	9,556

14. Dividends

The proposed final dividend is subject to approval by the shareholders at the Annual General Meeting and has not been included as a liability in this financial information.

	2012 £'000	2011 £'000
Amounts recognised as distributions to equity holders in the year:		
Final dividend for the year ended 31 December 2011 of 3.5p per share (2010: 2.0p)	**4,535**	2,596
Interim dividend for the year ended 31 December 2012 of 1.0p per share (2011: nil)	**1,297**	-
Total amounts recognised as distributions to equity holders in the year	**5,832**	2,596
Amounts not recognised in the financial information:		
Final dividend proposed for the year ended 31 December 2012 of 3.5p per share (2011: 3.5p)	**4,538**	4,544

15. Adjustments to cash flows from operating activities

The following non-cash and financing adjustments have been made to profit before tax for the year to arrive at operating cash flow:

	Note	**2012 £'000**	2011 £'000
Net finance costs - continuing operations	4	**4,509**	9,695
Net finance income - discontinued operations	13	**(33)**	(53)
Depreciation		**5,085**	5,303
Amortisation and accelerated amortisation		**23,320**	10,566
Impairment of goodwill and intangible assets		**20,300**	-
Disposal of intangible assets and property, plant and equipment		**72**	314
Non-cash adjustments		**(3,400)**	338
Share based payments		**482**	172
		50,335	26,335