

REGISTERED NUMBER: SC134398 (Scotland)

Report of the Directors and  
Financial Statements for the Year Ended 31 December 2012  
for  
Ticon Insulation Ltd

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Ticon Insulation Ltd (Registered number: SC134398)

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for the Year Ended 31 December 2012

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Ticon Insulation Ltd

Company Information  
for the Year Ended 31 December 2012

**DIRECTORS:**

J P Traaholt  
T Stark  
T Flo  
P J Bannerman

**REGISTERED OFFICE:**

Building 7, Buchanan Gate  
Stepps  
Glasgow  
North Lanarkshire  
G33 6FB

**REGISTERED NUMBER:**

SC134398 (Scotland)

**AUDITORS:**

PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
141 Bothwell Street  
Glasgow  
G2 7EQ

**ACCOUNTANTS:**

McLay, McAlister & McGibbon LLP  
145 St Vincent Street  
GLASGOW  
G2 5JF

Report of the Directors  
for the Year Ended 31 December 2012

The directors present their report with the financial statements of the company for the year ended 31 December 2012.

**PRINCIPAL ACTIVITY**

The principal activity of the company in the year under review was that of thermal insulation contractors.

**REVIEW OF BUSINESS**

Turnover has increased from £11,658,678 to £16,442,034 as the contracts secured in previous years progress. An increase in the gross profit margin to 20% on these contracts has resulted in an increase in profit on ordinary activities before tax of £1,834,423 compared to £1,168,814 in 2011. The directors are confident that 2012 will show an increase in both turnover and profitability as the contracts are progressed. The company continues to monitor its key business risks, which primarily relate to the management of their long term contracts, by a system of tight monitoring and control. The company is currently involved in an ongoing dispute with a subcontractor but are confident that the outcome will be favourable. Given the straightforward nature of the business, the company's directors are of the opinion that analysis using key performance indicators is not necessary for the understanding of the development, performance or position of the company.

**DIVIDENDS**

No interim dividend was paid in the year (2011: £nil). The directors do not recommend the payment of a final dividend. (2011: nil)

**DIRECTORS**

The directors shown below have held office during the whole of the period from 1 January 2012 to the date of this report.

J P Traaholt  
T Stark

Other changes in directors holding office are as follows:

T Flo - appointed 10 May 2012

P J Bannerman was appointed as a director after 31 December 2012 but prior to the date of this report.

P G M Stockley ceased to be a director after 31 December 2012 but prior to the date of this report.

**CHARITABLE DONATIONS**

There were charitable donations of £343 in the year (2011: £2,887).

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

Ticon Insulation Ltd (Registered number: SC134398)

Report of the Directors  
for the Year Ended 31 December 2012

**STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS**

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

**AUDITORS**

The auditors, PricewaterhouseCoopers LLP, will be proposed for re-appointment at the forthcoming Annual General Meeting.

**ON BEHALF OF THE BOARD:**



.....  
T Stark - Director

Date: 30.01.2014.....

Report of the Independent Auditors to the Members of  
Ticon Insulation Ltd

We have audited the financial statements of Ticon Insulation Ltd for the year ended 31 December 2012 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

**Respective responsibilities of directors and auditors**

As explained more fully in the Directors' Responsibilities Statement set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

**Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Report of the Directors to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

**Opinion on financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2012 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

**Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

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

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.



Lorraine Quinn (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
141 Bothwell Street  
Glasgow  
G2 7EQ

Date:

31 January 2014

Ticon Insulation Ltd (Registered number: SC134398)

Profit and Loss Account  
for the Year Ended 31 December 2012

|                                                          | Notes | 31.12.12<br>£           | 31.12.11<br>£         |
|----------------------------------------------------------|-------|-------------------------|-----------------------|
| <b>TURNOVER</b>                                          | 2     | 16,442,034              | 11,658,678            |
| Cost of sales                                            |       | <u>(13,136,329)</u>     | <u>(9,524,551)</u>    |
| <b>GROSS PROFIT</b>                                      |       | 3,305,705               | 2,134,127             |
| Administrative expenses                                  |       | <u>(1,563,547)</u>      | <u>(1,041,662)</u>    |
| <b>OPERATING PROFIT</b>                                  | 4     | 1,742,158               | 1,092,465             |
| Interest receivable and similar income                   | 5     | <u>92,265</u>           | <u>76,349</u>         |
|                                                          |       | 1,834,423               | 1,168,814             |
| Interest payable and similar charges                     | 6     | <u>1,924</u>            | <u>-</u>              |
| <b>PROFIT ON ORDINARY ACTIVITIES<br/>BEFORE TAXATION</b> |       | 1,836,347               | 1,168,814             |
| Tax on profit on ordinary activities                     | 7     | <u>(435,363)</u>        | <u>(306,011)</u>      |
| <b>PROFIT FOR THE FINANCIAL YEAR</b>                     |       | <u><u>1,400,984</u></u> | <u><u>862,803</u></u> |

**CONTINUING OPERATIONS**

None of the company's activities were acquired or discontinued during the current year or previous year.

**TOTAL RECOGNISED GAINS AND LOSSES**

The company has no recognised gains or losses other than the profits for the current year or previous year.

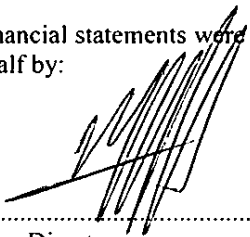
**NOTE OF HISTORICAL COST PROFITS AND LOSSES**

The difference between the results as disclosed in the profit and loss account and the results on an unmodified historical cost basis is not material.

Balance Sheet  
31 December 2012

|                                                       | Notes | 31.12.12<br>£       | 31.12.11<br>£      |
|-------------------------------------------------------|-------|---------------------|--------------------|
| <b>FIXED ASSETS</b>                                   |       |                     |                    |
| Tangible assets                                       | 8     | 390,937             | 405,838            |
| Investments                                           | 9     | <u>56,337</u>       | <u>56,337</u>      |
|                                                       |       | <u>447,274</u>      | <u>462,175</u>     |
| <b>CURRENT ASSETS</b>                                 |       |                     |                    |
| Stocks                                                | 10    | 2,098,017           | 3,120,000          |
| Debtors: amounts falling due within one year          | 11    | 7,441,216           | 6,469,610          |
| Debtors: amounts falling due after more than one year | 11    | 4,872,148           | 3,015,809          |
| Cash at bank and in hand                              |       | <u>38,825</u>       | <u>399</u>         |
|                                                       |       | 14,450,206          | 12,605,818         |
| <b>CREDITORS</b>                                      |       |                     |                    |
| Amounts falling due within one year                   | 12    | <u>(10,007,608)</u> | <u>(9,579,105)</u> |
| <b>NET CURRENT ASSETS</b>                             |       | <u>4,442,598</u>    | <u>3,026,713</u>   |
| <b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>          |       | <u>4,889,872</u>    | <u>3,488,888</u>   |
| <b>CAPITAL AND RESERVES</b>                           |       |                     |                    |
| Called up share capital                               | 15    | 1,000               | 1,000              |
| Profit and loss account                               | 16    | <u>4,888,872</u>    | <u>3,487,888</u>   |
| <b>SHAREHOLDERS' FUNDS</b>                            | 19    | <u>4,889,872</u>    | <u>3,488,888</u>   |

The financial statements were approved by the Board of Directors on 30.01.2014 and were signed on its behalf by:

  
.....  
T Stark - Director

Notes to the Financial Statements  
for the Year Ended 31 December 2012

**1. ACCOUNTING POLICIES**

**Accounting convention**

The financial statements have been prepared on a going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom.

**Preparation of consolidated financial statements**

The financial statements contain information about Ticon Insulation Ltd as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under Section 400 of the Companies Act 2006 from the requirements to prepare consolidated financial statements as it and its subsidiary undertaking are included by full consolidation in the consolidated financial statements of its parent, Wilh. Wilshelmse. ASA, a company incorporated in Norway.

**Financial Reporting Standard number 1**

Exemption has been taken from preparing a cash flow statement on the grounds that the parent company includes the subsidiary in its published financial statements.

**Turnover**

Turnover represents net invoiced sales of goods and services, excluding value added tax. The basis for contract accounting is shown in the stock and work in progress accounting policy.

**Tangible fixed assets**

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

|                       |               |
|-----------------------|---------------|
| Plant and machinery   | - 20% on cost |
| Fixtures and fittings | - 20% on cost |
| Motor vehicles        | - 25% on cost |
| Computer equipment    | - 25% on cost |

Tangible fixed assets are initially measured at cost and subsequently measured at cost less depreciation.

**Stocks and work in progress**

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

Cost includes all direct expenditure and an appropriate proportion of fixed and variable overheads.

Work in progress is based on the measured value of the work completed but not invoiced as at the balance sheet date.

Amounts recoverable on long term contracts, which are included in debtors, are stated at cost plus attributable profit less any foreseeable losses. The profit is calculated on a prudent basis to reflect the proportion of work carried out at the year end, by recording turnover and related costs as contract activity progresses. Full provision is made for losses on all contracts in the year in which they are first foreseen. Payments received on account of contracts are included in creditors.

**Pension costs and other post-retirement benefits**

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to the profit and loss account in the period to which they relate.

**Foreign currencies**

Monetary assets and liabilities in foreign currencies are translated at the rate ruling at the transaction date. Exchange gains or losses are excluded in the profit and loss account unless they are realised.

Notes to the Financial Statements - continued  
for the Year Ended 31 December 2012

2. **TURNOVER**

The turnover and profit before taxation are attributable to the one principal activity of the company.

An analysis of turnover by geographical market is given below:

|                | 31.12.12          | 31.12.11          |
|----------------|-------------------|-------------------|
|                | £                 | £                 |
| United Kingdom | 16,245,230        | 11,307,134        |
| Europe         | 73,452            | 55,147            |
| USA            | -                 | 296,397           |
| China          | 123,352           | -                 |
|                | <u>16,442,034</u> | <u>11,658,678</u> |

3. **STAFF COSTS**

|                       | 31.12.12         | 31.12.11         |
|-----------------------|------------------|------------------|
|                       | £                | £                |
| Wages and salaries    | 4,288,588        | 3,212,282        |
| Social security costs | 382,139          | 331,796          |
| Other pension costs   | 74,650           | 88,300           |
|                       | <u>4,745,377</u> | <u>3,632,378</u> |

The average monthly number of employees during the year was as follows:

|                              | 31.12.12   | 31.12.11   |
|------------------------------|------------|------------|
| Office and Management        | 5          | 5          |
| Manufacturing and Insulation | 133        | 97         |
|                              | <u>138</u> | <u>102</u> |

4. **OPERATING PROFIT**

The operating profit is stated after charging/(crediting):

|                                           | 31.12.12       | 31.12.11      |
|-------------------------------------------|----------------|---------------|
|                                           | £              | £             |
| Depreciation - owned assets               | 201,125        | 171,132       |
| Loss/(profit) on disposal of fixed assets | 684            | (4,000)       |
| Auditors' remuneration - audit services   | 16,000         | 16,100        |
| Foreign exchange differences              | 49,093         | (6,890)       |
| Operating lease charges                   | <u>73,137</u>  | <u>64,808</u> |
| Directors' remuneration                   | <u>112,406</u> | <u>64,250</u> |

The number of directors to whom retirement benefits were accruing was as follows:

|                        |          |          |
|------------------------|----------|----------|
| Money purchase schemes | <u>1</u> | <u>1</u> |
|------------------------|----------|----------|

Notes to the Financial Statements - continued  
for the Year Ended 31 December 2012

5. INTEREST RECEIVABLE AND SIMILAR INCOME

|                          | 31.12.12      | 31.12.11      |
|--------------------------|---------------|---------------|
|                          | £             | £             |
| Deposit account interest | 18,813        | 3,823         |
| Group loan interest      | <u>73,452</u> | <u>72,526</u> |
|                          | <u>92,265</u> | <u>76,349</u> |

6. INTEREST PAYABLE AND SIMILAR CHARGES

|                | 31.12.12       | 31.12.11 |
|----------------|----------------|----------|
|                | £              | £        |
| Bank interest  | 5              | -        |
| Other interest | <u>(1,929)</u> | <u>-</u> |
|                | <u>(1,924)</u> | <u>-</u> |

7. TAXATION

**Analysis of the tax charge**

The tax charge on the profit on ordinary activities for the year was as follows:

|                                          | 31.12.12        | 31.12.11        |
|------------------------------------------|-----------------|-----------------|
|                                          | £               | £               |
| Current tax:                             |                 |                 |
| UK corporation tax                       | 452,148         | 320,796         |
| Adjustments in respect of previous years | <u>(16,785)</u> | <u>(14,785)</u> |
| Tax on profit on ordinary activities     | <u>435,363</u>  | <u>306,011</u>  |

**Factors affecting the tax charge**

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below:

|                                                                                                                        | 31.12.12         | 31.12.11         |
|------------------------------------------------------------------------------------------------------------------------|------------------|------------------|
|                                                                                                                        | £                | £                |
| Profit on ordinary activities before tax                                                                               | <u>1,836,347</u> | <u>1,168,814</u> |
| Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 24.500% (2011 - 26.500%) | 449,905          | 309,736          |
| Effects of:                                                                                                            |                  |                  |
| Expenses not deductible for tax purposes                                                                               | 3,294            | 3,988            |
| Income not taxable for tax purposes                                                                                    | (20,029)         | (1,060)          |
| Depreciation in excess of capital allowances                                                                           | 18,978           | 8,132            |
| Adjustments to tax charge in respect of previous periods                                                               | <u>(16,785)</u>  | <u>(14,785)</u>  |
| Current tax charge                                                                                                     | <u>435,363</u>   | <u>306,011</u>   |

**Factors that may affect future tax charges**

In recent years the UK Government has steadily reduced the rate of UK corporation tax, with the latest enacted rate standing at 23% with effect from 1 April 2013. Further reductions of the rate to 21% with effect from 1 April 2013 and 20% from 1 April 2015 were announced on 5 December 2013 and 20 March 2013 respectively, but not substantively enacted at the balance sheet date.

Notes to the Financial Statements - continued  
for the Year Ended 31 December 2012

8. TANGIBLE FIXED ASSETS

|                        | Plant and<br>machinery<br>£ | Fixtures<br>and<br>fittings<br>£ | Motor<br>vehicles<br>£ | Computer<br>equipment<br>£ | Totals<br>£    |
|------------------------|-----------------------------|----------------------------------|------------------------|----------------------------|----------------|
| <b>COST</b>            |                             |                                  |                        |                            |                |
| At 1 January 2012      | 493,070                     | 48,253                           | 161,288                | 69,761                     | 772,372        |
| Additions              | 109,917                     | 2,917                            | 66,802                 | 7,372                      | 187,008        |
| Disposals              | -                           | -                                | (2,500)                | -                          | (2,500)        |
| At 31 December 2012    | <u>602,987</u>              | <u>51,170</u>                    | <u>225,590</u>         | <u>77,133</u>              | <u>956,880</u> |
| <b>DEPRECIATION</b>    |                             |                                  |                        |                            |                |
| At 1 January 2012      | 234,882                     | 22,074                           | 74,405                 | 35,173                     | 366,534        |
| Charge for year        | 132,275                     | 7,472                            | 48,073                 | 13,305                     | 201,125        |
| Eliminated on disposal | -                           | -                                | (1,716)                | -                          | (1,716)        |
| At 31 December 2012    | <u>367,157</u>              | <u>29,546</u>                    | <u>120,762</u>         | <u>48,478</u>              | <u>565,943</u> |
| <b>NET BOOK VALUE</b>  |                             |                                  |                        |                            |                |
| At 31 December 2012    | <u>235,830</u>              | <u>21,624</u>                    | <u>104,828</u>         | <u>28,655</u>              | <u>390,937</u> |
| At 31 December 2011    | <u>258,188</u>              | <u>26,179</u>                    | <u>86,883</u>          | <u>34,588</u>              | <u>405,838</u> |

9. FIXED ASSET INVESTMENTS

|                                           | Shares in<br>group<br>undertakings<br>£ |
|-------------------------------------------|-----------------------------------------|
| <b>COST</b>                               |                                         |
| At 1 January 2012<br>and 31 December 2012 | <u>56,337</u>                           |
| <b>NET BOOK VALUE</b>                     |                                         |
| At 31 December 2012                       | <u>56,337</u>                           |
| At 31 December 2011                       | <u>56,337</u>                           |

The company's investments at the balance sheet date in the share capital of companies include the following:

**European Manning Services Limited**  
Nature of business: Supply of labour

|                                | %<br>holding | 31.12.12<br>£  | 31.12.11<br>£ |
|--------------------------------|--------------|----------------|---------------|
| Class of shares:               |              |                |               |
| Ordinary                       | 100.00       |                |               |
| Aggregate capital and reserves |              | 496,117        | 269,160       |
| Profit for the year            |              | <u>226,957</u> | <u>98,579</u> |

Notes to the Financial Statements - continued  
for the Year Ended 31 December 2012

9. FIXED ASSET INVESTMENTS - continued

**TI Korea Limited**

Country of incorporation: Korea

Nature of business: Dormant

| Class of shares:               | %<br>holding | 31.12.12      | 31.12.11      |
|--------------------------------|--------------|---------------|---------------|
| Ordinary                       | 100.00       | £             | £             |
| Aggregate capital and reserves |              | <u>56,331</u> | <u>56,331</u> |

The directors consider the value of the investments to be supported by their underlying assets.

10. STOCKS

|                  | 31.12.12         | 31.12.11         |
|------------------|------------------|------------------|
|                  | £                | £                |
| Stocks           | 1,771,657        | 1,771,657        |
| Work-in-progress | <u>326,360</u>   | <u>1,348,343</u> |
|                  | <u>2,098,017</u> | <u>3,120,000</u> |

11. DEBTORS

|                                      | 31.12.12         | 31.12.11         |
|--------------------------------------|------------------|------------------|
|                                      | £                | £                |
| Amounts falling due within one year: |                  |                  |
| Trade debtors                        | 2,543,085        | 1,846,618        |
| Due by group companies               | 4,871,345        | 4,170,149        |
| Prepayments and accrued income       | <u>26,786</u>    | <u>452,843</u>   |
|                                      | <u>7,441,216</u> | <u>6,469,610</u> |

Amounts falling due after more than one year:

|                                 |                  |                  |
|---------------------------------|------------------|------------------|
| Amounts owed by group companies | <u>4,872,148</u> | <u>3,015,809</u> |
|                                 | <u>4,872,148</u> | <u>3,015,809</u> |

|                   |                   |                  |
|-------------------|-------------------|------------------|
| Aggregate amounts | <u>12,313,364</u> | <u>9,485,419</u> |
|-------------------|-------------------|------------------|

The amounts owed by group companies falling due within one year includes the pooled bank balance. The previous years figures have been restated to include this balance. The amounts are interest free and repayable on demand.

Interest of 1.5% above the libor rate is charged on the intercompany loan of £4,000,000 (2011:£4,000,000). The loan is repayable on 14 May 2014.

Notes to the Financial Statements - continued  
for the Year Ended 31 December 2012

12. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

|                                         | 31.12.12          | 31.12.11         |
|-----------------------------------------|-------------------|------------------|
|                                         | £                 | £                |
| Bank loans and overdrafts (see note 13) | -                 | 289,952          |
| Payments on account                     | 7,756,755         | 7,311,695        |
| Trade creditors                         | 513,424           | 409,232          |
| Corporation tax                         | 243,896           | 186,048          |
| Social security and other taxes         | 638,601           | 282,530          |
| Other creditors                         | 277,238           | 804,133          |
| Owed to group companies                 | 577,694           | 295,515          |
|                                         | <u>10,007,608</u> | <u>9,579,105</u> |

Amounts owed to group companies are interest free and repayable on demand.

13. LOANS

An analysis of the maturity of loans is given below:

|                                                   | 31.12.12 | 31.12.11       |
|---------------------------------------------------|----------|----------------|
|                                                   | £        | £              |
| Amounts falling due within one year or on demand: |          |                |
| Bank overdrafts                                   | <u>-</u> | <u>289,952</u> |

14. OPERATING LEASE COMMITMENTS

The company has annual commitments to make the under noted payments under operating leases at 31 December 2012. The leases are non-cancellable and the commitment is analysed by year of expiry of the lease:

|                         | Land and buildings |               |
|-------------------------|--------------------|---------------|
|                         | 31.12.12           | 31.12.11      |
|                         | £                  | £             |
| Expiring:               |                    |               |
| In more than five years | <u>59,780</u>      | <u>59,780</u> |

15. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

| Number: | Class:   | Nominal value: | 31.12.12     | 31.12.11     |
|---------|----------|----------------|--------------|--------------|
|         |          | £1             | £            | £            |
| 1,000   | Ordinary |                | <u>1,000</u> | <u>1,000</u> |

16. RESERVES

|                     | Profit and loss account |
|---------------------|-------------------------|
|                     | £                       |
| At 1 January 2012   | 3,487,888               |
| Profit for the year | <u>1,400,984</u>        |
| At 31 December 2012 | <u>4,888,872</u>        |

Notes to the Financial Statements - continued  
for the Year Ended 31 December 2012

**17. ULTIMATE PARENT COMPANY**

The entire share capital of the company is beneficially owned by TI Marine Contracting AS which is incorporated in Norway.

The ultimate parent company and controlling party is Wilh. Wilhelmsen ASA which is incorporated in Norway.

Wilh. Wilhelmsen ASA is the only parent undertaking for which consolidated financial statements are prepared, which include the results of Ticon Insulation Limited. A copy of the consolidated financial statements may be obtained from the registered office:

Strandveien 20  
1366 Lysaker  
Norway

**18. RELATED PARTY DISCLOSURES**

The company has taken the exemption conferred by FRS 8 in relation to the disclosure of information relating to transactions with other group companies.

**19. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS**

|                                     | 31.12.12         | 31.12.11         |
|-------------------------------------|------------------|------------------|
|                                     | £                | £                |
| Profit for the financial year       | <u>1,400,984</u> | <u>862,803</u>   |
| Net addition to shareholders' funds | 1,400,984        | 862,803          |
| Opening shareholders' funds         | <u>3,488,888</u> | <u>2,626,085</u> |
| Closing shareholders' funds         | <u>4,889,872</u> | <u>3,488,888</u> |