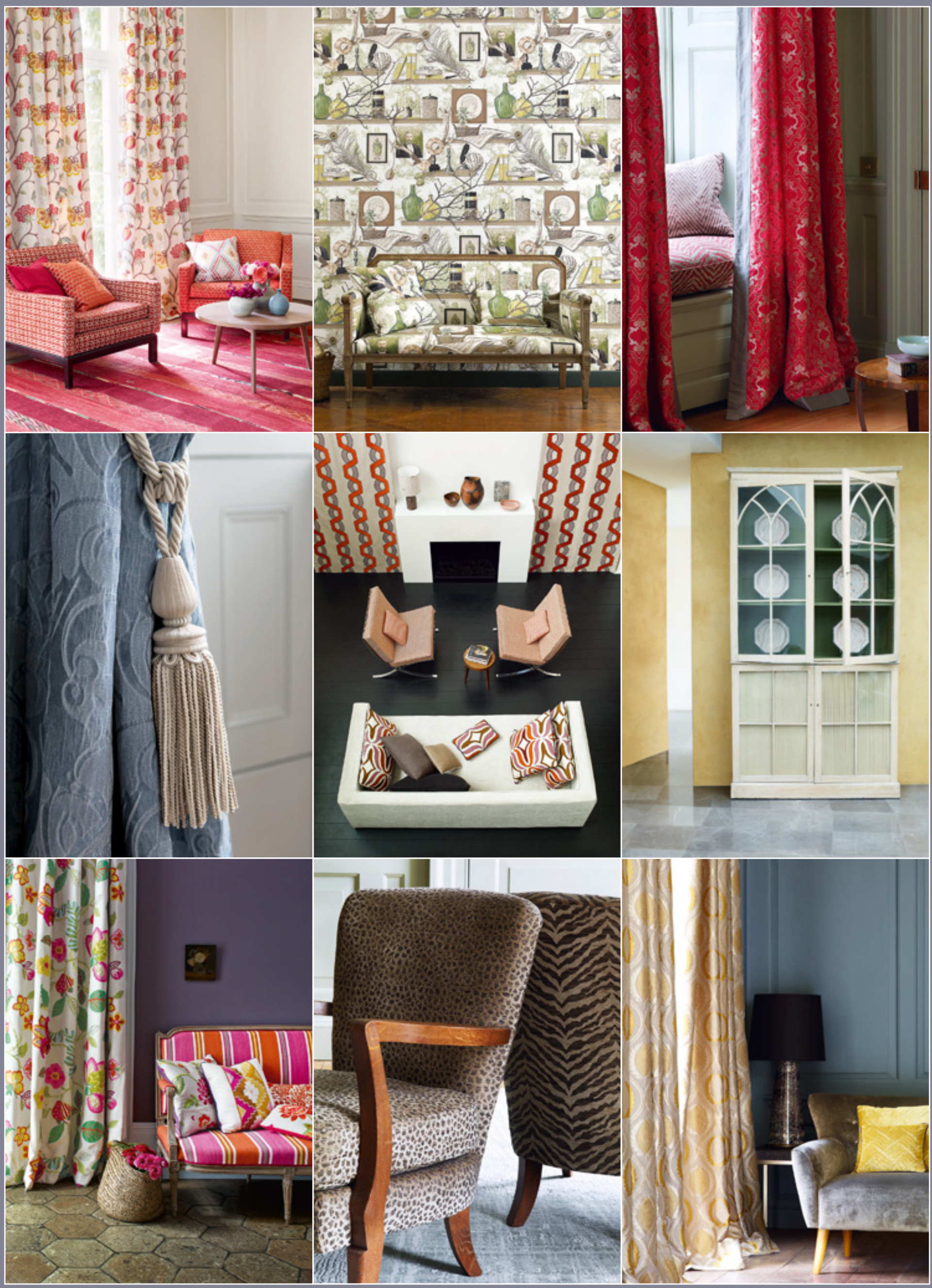
# COLEFAX GROUP PLC



ANNUAL REPORT AND ACCOUNTS 2014

Colefax Group is an international designer and distributor of luxury furnishing fabrics and wallpapers and a leading international decorating company. Sales are made under the brand names Colefax and Fowler, Cowtan and Tout, Jane Churchill, Larsen and Manuel Canovas. The Group has offices in the UK, USA, France, Germany and Italy which form part of an expanding worldwide distribution network.

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# FINANCIAL HIGHLIGHTS

| | **2014** **£'000** | 2013 £'000 | Increase/ (decrease) |
|---|---|---|---|
| Revenue | **78,035** | 70,619 | 11% |
| Profit from operations | **4,922** | 3,547 | 39% |
| Profit before taxation | **4,885** | 3,547 | 38% |
| Profit attributable to shareholders | **3,353** | 2,334 | 44% |
| Basic earnings per share | **27.9p** | 18.2p | 53% |
| Diluted earnings per share | **27.9p** | 18.2p | 53% |
| Dividends per share | **4.20p** | 4.00p | 5% |
| Equity | **22,211** | 24,283 | (9%) |
| Operating cash flow | **4,867** | 6,035 | (19%) |
| Cash and cash equivalents | **4,057** | 7,630 | (47%) |

# CHAIRMAN'S STATEMENT

**Financial Results**
The Group's pre-tax profit for the year to 30th April 2014 increased by 38% to £4.89 million (2013 – £3.55 million) on sales up by 11% to £78.04 million (2013 – £70.62 million). Earnings per share increased by 53% to 27.9p (2013 – 18.2p). The Group ended the year with net cash of £4.06 million (2013 – £7.63 million).

On 13th February 2014 the Group returned £4.25 million of surplus cash to shareholders through a Tender Offer which resulted in the purchase and cancellation of 1.06 million shares at a price of £4.00 per share. The shares cancelled represented 8.6% of the Group's issued share capital at the start of the year.

The Board has decided to increase the final dividend by 5% to 2.20p per share (2013 – 2.10p) making a total for the year of 4.20p (2013 – 4.00p), an increase of 5%. The final dividend will be paid on 9th October 2014 to shareholders on the register at the close of business on 12th September 2014.

The main reason for the 38% increase in the Group's pre-tax profit was a strong performance from the Decorating Division, which made an operating profit of £985,000 compared to a profit of £54,000 last year. This improvement was partly due to the completion of projects delayed from the prior year. In the Group's Fabric Division, sales increased by 6% on a constant currency basis, reflecting the ongoing recovery in our core US market and an improvement in UK trading in the second half of the year. In contrast, trading in Europe remained challenging in most of our major markets.

**Product Division**
- **Fabric Division – Portfolio of Five Brands: "Colefax and Fowler", "Cowtan and Tout", "Jane Churchill", "Manuel Canovas" and "Larsen"**

Sales in the Fabric Division, which represent 83% of Group turnover, increased by 6% to £64.52 million (2013 – £61.13 million). Operating profit increased by 15% to £3.91 million (2013 – £3.41 million) but was adversely impacted by the progressive weakening of the US dollar in the second half of the year.

Sales in the US, which represent 53% of the Fabric Division's turnover, increased by 5% and by 7% on a constant currency basis. The US market continued to recover although sales were still 16% below the peak achieved prior to the financial crisis. We believe that growth in the second half was affected by the severe cold weather which affected much of North America from December to March. The US is our largest and most important market and we have continued to invest in our distribution network with a new showroom in Washington which is now scheduled to open in October 2014.

Sales in the UK, which represent 20% of the Fabric Division's turnover, increased by 8% during the year reflecting the significant improvement in the UK housing market which started in September 2013. Trading was particularly strong in London although all regions showed growth in the second half of the year.

Sales in Continental Europe, which represent 24% of the Fabric Division's turnover, increased by 6% and by 4% on a constant currency basis. Trading performance varied significantly from country to country. In France, which is our largest market, sales decreased by 3% on a constant currency basis. In Germany, which has now overtaken Italy as our second largest market, sales increased by 8% on a constant currency basis and, in Italy, sales declined by 5%. We are opening a new showroom in Milan in October as part of our long term commitment to the Italian market and we believe it will help to stabilise and grow sales.

Sales in the rest of the world, which represent just 3% of the Fabric Division's turnover, increased by 10%. This increase was mainly due to growth in the Middle East and Russia and we will continue to focus on growing these two important territories.

# CHAIRMAN'S STATEMENT

- **Furniture – Kingcome Sofas**

Sales of Kingcome furniture, which account for 3% of Group turnover, were £2.27 million (2013 – £2.28 million) and operating profit was £24,000 compared to £79,000 last year. Furniture is the Group's only manufacturing activity and profitability is very sensitive to small fluctuations in sales due to the relatively fixed factory costs.

**Interior Decorating Division**

Decorating sales, which account for 14% of Group turnover, increased by 56% to £11.24 million (2013 – £7.21 million). Operating profit was £985,000 compared to £54,000 last year with the strong performance partly due to the completion of a number of projects which were delayed from the second half of last year. The nature of this business is that profits fluctuate from year to year according to the timing of major projects. The Decorating Division includes sales of antiques which increased by 1% to £1.38 million (2013 – £1.36 million).

**Prospects**

Trading conditions in our two principal markets, the US and UK, continue to trend upwards but in low single figures. The rate of increase is slightly lower than expected given the current strength of the housing recovery in both these markets, but we do tend to lag any changes. Continental Europe remains challenging and there are currently no signs of recovery in any of our major countries. Sales in the rest of the world are mixed, but overall we expect continued growth.

Although we remain optimistic about growth prospects, the high proportion of Group sales made in the US market and invoiced in US dollars means that the strength of Sterling will have an adverse impact on profitability. Since the beginning of September Sterling has strengthened against the US dollar by 13% and there is no sign that this will reverse in the short term. In addition, the Decorating Division is expected to return to a more normal level of activity following an exceptional performance last year. We remain optimistic about the long term future and will continue to invest in new product and strengthening our distribution network.

This year's performance reflects the talent, hard work and commitment of all our staff and I would like to thank them for their contribution to the continued success of the Group.

David Green

David B. Green
Chairman
16th July 2014

# STRATEGIC REPORT

**Strategy and Business Model**

The core business of Colefax Group Plc is the design and distribution of luxury furnishing fabrics and wallpapers. The Group does not manufacture any fabrics and wallpapers and they are sourced from over 100 third party suppliers primarily in Italy, France, Belgium, the UK and India. This broad supplier base enables the Group to respond quickly to changing market tastes whilst at the same time avoids the complexity and capital intensive nature of the manufacturing process.

The Group sells its fabrics and wallpapers through a 'portfolio' of luxury brands. The rationale behind the portfolio is that each brand has a particular look and price point and caters to a particular segment of the market. The brands have different strengths in different markets and product categories which enables the Group to maximise sales through its worldwide distribution network. The Group is interested to acquire additional fabric and wallpaper brands which complement the existing portfolio although in recent years there has been a trend within the industry for competitors to launch new brands from scratch and this is also a valid strategic option.

The Group's fabric and wallpapers are sold in over 50 countries worldwide although the US market accounts for 53% of sales and the UK market 20% of sales. The Group sells primarily to interior designers and retail fabric and wallpaper shops (the 'trade') and apart from two retail outlets in London accounting for just over 1% of Group sales there is no direct retail activity. In major geographical markets the Group mainly employs its own sales staff to sell direct to trade customers. In medium sized markets the Group appoints agents who receive a sales commission and in smaller or complex markets the Group uses exclusive distributors.

The strategic rationale behind the Group's portfolio of brands is that they each have separate design studios but share a common operational platform in terms of marketing, sales, warehousing, IT systems and accounting. This minimises costs and maximises efficiency whilst at the same time keeping the identity of each brand distinct and separate in the market.

The Group has five fabric and wallpaper brands all sold at the premium end of the market. Colefax and Fowler is a traditional luxury English brand and is complimented by another English brand Jane Churchill which is targeted at a lower price point than Colefax and Fowler. Larsen is a highly innovative contemporary US brand acquired in 1997 and Manuel Canovas is an iconic luxury French brand acquired in 1998. Cowtan and Tout is a very high end luxury US brand sold exclusively in the US market.

The Group's current strategy is to maximise sales and operating profit from its existing portfolio of brands primarily through an annual cycle of new product investment. This is the key driver of sales growth and the market reaction to new product is one of the key business risks. Typically each brand introduces a major new collection annually supplemented by additional product launches at certain times.

In addition to the Group's core fabric and wallpaper brands (the Fabric Division) the Group owns a UK based luxury sofa manufacturer Kingcome Sofas. There is a freehold factory in Devon which employs 35 staff and this is the Group's only manufacturing activity. It is a relatively small part of the Group accounting for just under 3% of sales. Although a distinct activity the furniture company is grouped with the fabric and wallpaper brands to make up the Product Division.

The Group owns an ultra luxury interior design business trading as Sibyl Colefax and John Fowler Limited. Founded in 1933 this activity is the original business from which the rest of the Group evolved and is referred to as the Decorating Division. Today it accounts for approximately 14% of Group sales. The business undertakes architectural and interior design and decoration projects primarily for high end residential customers. All projects are fully estimated and funded by customer deposits. There are five Design Directors and two Associate Directors each with their own portfolio of clients. The business is international with a broad geographical spread and the high end client base means it is quite resilient to normal economic cycles. However, the project based nature of this activity means that there can be quite significant fluctuations in profits from year to year. The Decorating Division also encompasses a decorative antiques business based at 39 Brook Street in London which complements the interior design and decoration business.

**Key Performance Indicators**

Given the size and nature of the Group's activities the Key Performance Indicators are all financial in nature:

| | **2014** | 2013 |
|---|---|---|
| Constant Currency Sales Growth | **11.2%** | 0.5% |
| Gross Profit Margin | **53.3%** | 55.4% |
| Operating Profit Margin | **6.3%** | 5.0% |
| Basic Earnings Per Share | **27.9p** | 18.2p |
| Operating Cash Flow | **£4.9m** | £6.0m |

# STRATEGIC REPORT

*Sales Growth*
Group sales increased by 10.5% to £78.04 million (2013 – £70.62 million) and by 11.2% on a constant currency basis. Over half of the sales increase amounting to £4.03 million came from the Decorating Division due to the completion of several major decorating projects during the year. In the core Fabric Division sales increased by £3.39 million or 5.5% to £64.52 million (2013 – £61.13 million) and by 6.3% on a constant currency basis. Trading conditions continued to improve in our two largest markets the US and the UK where constant currency sales increased by 6.8% and 7.8% respectively. Europe remained weak with constant currency sales up by 3.6%. The Group increased its new product spend by approximately 10% in response to improving market conditions but the benefit was partly neutralised by a significant increase in the amount of product launched by competitors. This oversupply remains an ongoing challenge for suppliers, distributors and customers with adverse implications for return on investment, inventory levels and cash flow.

*Gross Profit Margin*
The Group's gross profit margin decreased by 2.1% to 53.3%. The decrease was mainly due to a higher proportion of lower margin Decorating Division sales during the year but also a weaker US dollar which averaged $1.61 compared to $1.57 last year. The US dollar exchange rate is one of the biggest external risks facing the Group. Fabric Division sales in the US are invoiced in US dollars but the goods sold are mainly sourced in Sterling or Euros. The exchange rate therefore directly affects gross profit margins in the US where Fabric Division sales account for 43% of total Group sales. Every one cent change in the US dollar rate versus Sterling impacts gross profit by approximately £85,000. Although the average exchange rate during the year was $1.61 this conceals a dramatic decline in the dollar from $1.52 at the end of July 2013 to $1.69 at the end of April 2014. The Group does not have any significant exposure to the Euro Sterling exchange rate as there is a natural hedge between Euro costs and revenues.

The average and closing US dollar and Euro rates were as follows:

| | **2014** | 2013 | % change |
|---|---|---|---|
| US dollar average | **1.61** | 1.57 | -2.5% |
| US dollar closing | **1.69** | 1.56 | -8.3% |
| Euro average | **1.19** | 1.22 | 2.5% |
| Euro closing | **1.22** | 1.18 | -3.4% |

*Operating Profit Margin*
Group operating profit increased by 39% to £4.92 million (2013 – £3.55 million) representing an operating profit margin of 6.3% (2013 – 5.0%). The improvement is mainly due to a strong performance from the Decorating Division where profits increased to £985,000 from £54,000. In the core Fabric Division operating profit increased by 14.6% to £3.91 million (2013 – £3.41 million) on sales growth of 5.5%. Fabric Division profits are highly operationally geared but in the second half of the year the progressive weakening of the US Dollar reduced profits by approximately £250,000 compared to our budgeted rate for the year of $1.60. The US dollar rate has continued to weaken since the year end and currently shows no sign of improvement. If this continues it will have an adverse impact on profits for the current year.

*Basic Earnings Per Share*
Basic earnings per share increased by 53.3% to 27.9p (2013 – 18.2p). This compares to a 43.6% increase in profits after tax and the difference is mainly due to a 6.4% reduction in the weighted average number of shares in issue during the year. On 13 February 2014 the Group completed a Tender Offer which resulted in the purchase and cancellation of 1.06 million shares equating to 8.6% of the Group's issued share capital at a cost of £4.25 million or £4 per share.

The Board remains committed to a policy of returning surplus cash to shareholders by way of share buybacks provided it enhances shareholder value. Following resolutions passed at the AGM held on 11th September 2012 the Group has authority to make annual purchases up to a maximum of 4,774,004 shares over five years. The maximum number of shares that can still be purchased under this authority is 2,328,758 or 20.7% of the issued share capital.

Earnings per share also benefited from a 2.8% reduction in the effective Group tax rate from 34.2% to 31.4%. This was mainly due to a lower proportion of Group profits made in the US where corporate tax rates are significantly higher than in the UK.

# STRATEGIC REPORT

*Operating Cash flow*
The Group's operating cash flow was £4.87 million (2013 – £6.04 million) compared to profit before tax of £4.89 million. Inventory increased by a relatively modest £503,000 during the year despite a 5.5% increase in Fabric Division sales and a 10% increase in new product investment. Debtors increased by £380,000 and creditors reduced by £1.25 million mainly due to a reduction in decorating deposits. Overall there was a working capital increase of £2.13 million compared to a net reduction of £452,000 in the prior year. Depreciation amounted to £2.08 million (2013 – £2.04 million) compared to relatively low capital expenditure of £1.58 million (2013 – £2.18 million).

**Principal Risks and Uncertainties**
The Group has put in place controls to identify, monitor and manage the principal risks and uncertainties faced by the Group. Risks are ranked according to their potential financial impact and probability and a Group Risk Assessment Report is presented bi-annually to the Audit Committee. The Group's Executive Directors provide input into the risk assessment process where relevant.

The principal risks can be summarised into business risks, financial risks and operational risks.

*Business risks*
The main internal business risk relates to the market reaction to new product investment. The risk is mitigated by employing talented and experienced design studio staff together with tight budgetary controls over new product investment and regular feedback and financial analysis.

The main external business risk is a downturn in the high end housing market. The business is not immune to economic cycles and in particular it tends to lag changes in the strength of the housing market. Both the number of high end transactions and the level of price inflation are important. The main control for responding to changes in the housing market is the amount of new product investment. However, the Fabric Division is highly operationally geared with relatively high gross profit margins and relatively fixed staff and premises costs. As a result, operating profit is very sensitive to relatively small fluctuations in sales.

*Financial risks*
There are two major financial risks facing the Group. The first financial risk is uncertainty over the US Dollar exchange rate against Sterling because every one cent movement in the exchange rate impacts Group profits by approximately £85,000. This is because 53% of Fabric Division sales are made in the US and invoiced in US Dollars but the goods sold are mainly sourced in Sterling or Euros. The Group seeks to mitigate fluctuations in the US Dollar exchange rate by taking out forward contracts to sell US dollars at rates close to or better than the annual budgeted rate. However, the very rapid and continued deterioration in the US Dollar from $1.52 in July 2013 to $1.69 at 30th April 2014 meant that all outstanding forward contracts had been utilised at the year end and the Group had not put any forward cover in place for the current year.

The second major financial risk relates to obsolete inventory. Each fabric brand consists of hundreds of individual fabric and wallpaper options and as a result the largest component of the balance sheet is finished goods stock amounting to approximately £13.4 million. There are substantial fluctuations in inventory levels during the year relating to the timing of new product launches. Fabric and wallpaper is not perishable but obsolete stock arises due to surpluses resulting from supplier minimum orders, sales declines through the product life cycle and product discontinuations. Some obsolete inventory is an inevitable feature of the business but the Board seeks to mitigate the risk of obsolete inventory through tight purchasing controls and budgetary controls over new product investment.

*Operational risks*
There are two main operational risks. The first relates to the loss or failure of the Group's IT system in the UK or the US. The nature of the Fabric Division business is that it involves large numbers of stock items, large numbers of customers and large numbers of transactions. As a result, the Group is highly dependent on its IT systems and the main way that the Group mitigates this risk is through real-time backup procedures in the US and the UK. In addition, the Group has full business interruption insurance.

The second main operational risk relates to loss or damage to the Group's warehouse and operations facilities in the US and the UK including loss or damage to inventory. The risk is spread by having 3 warehouse sites in the UK and one in the US. The main way that the Group mitigates this risk is by having alarm systems and disaster recovery plans as well as full inventory insurance and business interruption insurance.

The above report was approved by the Directors on 16th July 2014 and signed on its behalf by

R. M. Barker

R. M. Barker BSc ACA
Group Finance Director

# DIRECTORS, BANKERS AND ADVISERS

**Directors**

D. B. Green, *Chairman and Chief Executive*
R. M. Barker BSc ACA, *Finance Director*
W. Nicholls, *Decorating Managing Director*
K. Hall, *Chief Executive Officer – USA*
A. K. P. Smith, *Non-Executive Director*

**Secretary and Registered Office**

R. M. Barker BSc ACA
39 Brook Street, London W1K 4JE

Registered in England No. 1870320

**Nominated Advisers and Stockbrokers**

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Moor House
120 London Wall
London EC2Y 5ET

**Auditors**

BDO LLP
55 Baker Street
London W1U 7EU

**Solicitors**

King & Wood Mallesons SJ Berwin
10 Queen Street Place
London EC4R 1BE

**Bankers**

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31 Holborn
London EC1N 2HR

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452 Fifth Avenue
New York
NY 10018
U.S.A.

JP Morgan Chase Bank
270 Park Avenue
41st Floor
New York
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**Registrars and Transfer Office**

Computershare Investor Services PLC
The Pavilions
Bridgwater Road
Bristol BS99 6ZY

# DIRECTORS' REPORT

The Directors submit their report and Group financial statements for the year ended 30th April 2014.

**Principal Activities**
The principal activities of the Group are the design, marketing, distribution and retailing of furnishing fabrics, wallpapers, trimmings, related products and upholstered furniture in the UK and overseas and the sale of antiques, interior and architectural design, project management, decorating and furnishing for private and commercial clients.

**Review of the Business and Future Developments**
Details of the Group's activities during the year, key performance indicators and future plans are contained in the Chairman's Statement on pages 2 and 3, and in the Strategic Report on pages 4 to 6.

**Share Capital**
At the forthcoming Annual General Meeting, certain resolutions are to be proposed relating to the allotment of shares.

Resolution Number 6, proposed as an ordinary resolution, would authorise the Directors to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum of one third of the issued share capital of the Company for a period expiring on the date of the next Annual General Meeting or 15 months after the passing of the resolution, whichever occurs first.

In addition, Resolution Number 6 would also authorise the Directors to allot equity securities in connection with a rights issue up to a maximum of one third of the issued share capital of the Company for a period expiring on the date of the next Annual General Meeting or 15 months after the passing of the resolution, whichever occurs first.

Resolution Number 7, proposed as a special resolution, would authorise the Directors to allot shares for cash, on rights issues and other issues to existing shareholders in proportion to their existing holdings and also allows issues or sales other than to existing shareholders in respect of a maximum of 5% of the existing issued share capital of the Company, for a period again expiring on the date of the next Annual General Meeting or 15 months after the passing of the resolution, whichever occurs first.

**Purchase of Own Shares**
The Board is committed to a strategy of utilising surplus cash for share buybacks provided they enhance shareholder value through their effect on earnings per share, net assets per share and return on capital employed. On 13th February 2014 the Company completed a Tender Offer to purchase and cancel 1,063,518 ordinary shares, representing 8.6% of the issued share capital at the start of the year. The shares, which had a nominal value of 10 pence each, were repurchased for an aggregate consideration of £4,254,000, or 400 pence per share. Costs associated with the Tender Offer were £108,000.

**Results and Dividends**
The Group's profit after tax was £3,353,000 (2013 – £2,334,000). An interim dividend of 2.00p (2013 – 1.90p) per share was paid to shareholders on 9th April 2014. The Directors recommend the payment of a final dividend of 2.20p (2013 – 2.10p) per share to be paid on 9th October 2014 to shareholders on the register at the close of business on 12th September 2014. The proposed final dividend has not been accrued for because the dividend was declared after the year end and is yet to be approved at the Annual General Meeting. The total dividend for the year is 4.20p (2013 – 4.00p) per share and the total of the interim and proposed final dividend is £470,000 (2013 – £490,000).

**Employees**
The Group values the involvement of its employees and keeps them informed on matters affecting them and on factors affecting the performance of the Group. Information is given at formal and informal meetings throughout the year.

The Group believes in a policy of equal opportunities. Recruitment and promotion are undertaken on the basis of merit, regardless of gender, race, age, marital status, sexual orientation, religion, nationality, colour and disability.

**Disabled Persons**
It is the policy of the Group to employ disabled persons wherever appropriate. Such disabled employees are given the same opportunities for training and promotion as other employees. In the event of members of staff becoming disabled, every effort is made to ensure that their employment with the Group continues.

# DIRECTORS' REPORT

**Events after the Reporting Date**
No significant events have occurred since 30th April 2014 at the date of approval of these financial statements.

**Freehold Property**
The Group's freehold property was last valued on 28th April 2011 on an open market value basis by qualified valuers from Drew Pearce, an independent firm of chartered surveyors. The valuation was carried out in accordance with guidance issued by the Royal Institution of Chartered Surveyors. The market value determined under this basis was £850,000.

The net book value of the Group's freehold property, on an historical cost basis, was £169,000 at 30th April 2014 (2013 – £172,000).

**Directors**
The Directors listed on page 7 have held office throughout the year to 30th April 2014.

In accordance with Article 14.1 of the Company's Articles of Association, W. Nicholls will retire by rotation at the Annual General Meeting. Resolution 5 proposes her re-election as Director. W. Nicholls has a service contract which is terminable by one year's notice by either the Company or the Director.

**Non-Executive Directors**
A. K. P. Smith was appointed as non-executive Director in February 1994.

**Directors' Remuneration**

| | Salary and fees £'000 | Bonus £'000 | Benefits in kind £'000 | Pension contributions £'000 | **2014 Total £'000** | 2013 Total £'000 |
|---|---|---|---|---|---|---|
| Executive Directors: | | | | | | |
| D. B. Green | 625 | 47 | 38 | – | **710** | 697 |
| R. M. Barker | 200 | 15 | 9 | 20 | **244** | 239 |
| W. Nicholls | 178 | 28 | 23 | – | **229** | 204 |
| K. Hall | 259 | 13 | – | 10 | **282** | 296 |
| Non-executive Directors: | | | | | | |
| A. K. P. Smith | 25 | – | – | – | **25** | 24 |
| | 1,287 | 103 | 70 | 30 | **1,490** | 1,460 |

**Substantial Shareholdings**
Interests amounting to 3% or more in the issued share capital of the Company were as follows as at 16th July 2014:

| | Number of shares | % |
|---|---|---|
| D. B. Green | **4,048,681** | 36.0 |
| Rights and Issues Investment Trust | **2,050,000** | 18.2 |
| Schroder plc | **1,938,234** | 17.2 |
| Discretionary Unit Fund Managers | **480,000** | 4.3 |
| Hunter Hall Investment Management | **456,479** | 4.1 |

**Directors' Interests**
The Directors' interests in the share capital of the Company at the end of the financial year were as follows:

| | Ordinary shares of 10p each | |
|---|---|---|
| | **2014** | 2013 |
| D. B. Green | **4,048,681** | 4,458,862 |
| R. M. Barker | **232,687** | 255,700 |
| W. Nicholls | **100,000** | 148,776 |
| K. Hall | **183,365** | 201,500 |
| A. K. P. Smith | **70,000** | 70,000 |

No Director has interests in the shares of any subsidiary company. On 13th February 2014, the following Directors and their connected persons sold shares through a Tender Offer process: D. B. Green (400,181), R. M. Barker (23,013), W. Nicholls (48,776) and K. Hall (18,135).

# DIRECTORS' REPORT

**Share Options**
There are no options outstanding in respect of the Colefax Group plc Employee Share Ownership Plan Trust.

The market price of the Company's shares at 30th April 2014 was 392.5p. The range of market prices during the financial year was between 227.5p and 407.5p.

**Corporate Governance**
As the Company is listed on the Alternative Investment Market it is not formally required to comply with the UK Corporate Governance Code. However, the Board seeks to apply the principles of good corporate governance wherever practical given the confines of a smaller company. The whole Board acts as a Nomination Committee. The Board has identified the principal business and financial risks facing the Group and documented the key control procedures that are in place to manage these risks. This document is subject to review by the Audit Committee and updated on a regular basis.

**Auditors**
All of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the Company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware.

A resolution to reappoint BDO LLP as auditors will be put to the members at the Annual General Meeting.

**By order of the Board**

R. M. Barker

R. M. Barker BSc ACA
Secretary
16th July 2014

# STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

**Directors' responsibilities**
The directors are responsible for preparing the annual report and 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 group and company financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and company and of the profit or loss of the group and company for that period. The directors are also required to prepare financial statements in accordance with the rules of the London Stock Exchange for companies trading securities on the Alternative Investment Market.

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;
- state whether they have been prepared in accordance with IFRSs as adopted by the European Union, subject to any material departures disclosed and explained in the financial statements;
- 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 requirements of 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.

**Website publication**
The directors are responsible for ensuring the annual report and the financial statements are made available on a website. Financial statements are published on the company's website in accordance with legislation in the United Kingdom governing the preparation and dissemination of financial statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the company's website is the responsibility of the directors. The directors' responsibility also extends to the ongoing integrity of the financial statements contained therein.

# INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF COLEFAX GROUP PLC

We have audited the financial statements of Colefax Group plc for the year ended 30th April 2014 which comprise the group income statement and statement of comprehensive income, the group and company statement of financial position, the group and company statement of cash flows, the group and company statement of changes in equity and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union and, as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

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

**Respective responsibilities of directors and auditors**
As explained more fully in the statement of directors' responsibilities, 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 Financial Reporting Council's Ethical Standards for Auditors.

**Scope of the audit of the financial statements**
A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

**Opinion on financial statements**
In our opinion:

- the financial statements give a true and fair view of the state of the group's and the parent company's affairs as at 30th April 2014 and of the group's profit for the year then ended;
- the group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union;
- the parent company's financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union and as applied in accordance with provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

**Opinion on other matters prescribed by the Companies Act 2006**
In our opinion the information given in the strategic report and directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

**Matters on which we are required to report by exception**
We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

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

Scott McNaughton (senior statutory auditor)
For and on behalf of BDO LLP, statutory auditor
London, United Kingdom
16th July 2014

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

## GROUP INCOME STATEMENT
For the year ended 30th April 2014

| | Notes | 2014 £'000 | 2013 £'000 |
|---|---|---|---|
| **Revenue** | 3 | **78,035** | 70,619 |
| Cost of sales | | **36,418** | 31,518 |
| **Gross profit** | | **41,617** | 39,101 |
| Operating expenses | 5 | **36,695** | 35,554 |
| **Profit from operations** | 6 | **4,922** | 3,547 |
| Finance income | | **4** | 1 |
| Finance expense | | **(41)** | (1) |
| | 8 | **(37)** | – |
| **Profit before taxation** | | **4,885** | 3,547 |
| Tax expense | | | |
| – UK | | **(875)** | (554) |
| – Overseas | | **(657)** | (659) |
| | 9 | **(1,532)** | (1,213) |
| **Profit for the year attributable to equity holders of the parent** | | **3,353** | 2,334 |
| Basic earnings per share | 11 | **27.9p** | 18.2p |
| Diluted earnings per share | 11 | **27.9p** | 18.2p |

*The notes on pages 20 to 39 form part of these Consolidated financial statements.*

## GROUP STATEMENT OF COMPREHENSIVE INCOME

For the year ended 30th April 2014

| | Notes | **2014 £'000** | 2013 £'000 |
|---|---|---|---|
| **Profit for the year** | | **3,353** | 2,334 |
| **Other comprehensive (expense)/income:** | | | |
| Exchange differences on translation of foreign operations | | **(797)** | 517 |
| Cash flow hedges: | | | |
| Gains/(losses) recognised directly in equity | | **135** | (50) |
| Transferred to profit and loss for the year | | **(171)** | (181) |
| Tax on components of other comprehensive income | 18 | **248** | (77) |
| **Total other comprehensive (expense)/income** | | **(585)** | 209 |
| **Total comprehensive income for the year attributable to equity holders of the parent** | | **2,768** | 2,543 |

*The notes on pages 20 to 39 form part of these Consolidated financial statements.*

## GROUP STATEMENT OF FINANCIAL POSITION

At 30th April 2014

| | Notes | **2014 £'000** | 2013 £'000 |
|---|---|---|---|
| **Non-current assets:** | | | |
| Property, plant and equipment | 12 | **6,810** | 7,699 |
| Deferred tax asset | 18 | **590** | 499 |
| | | **7,400** | 8,198 |
| **Current assets:** | | | |
| Inventories and work in progress | 14 | **13,526** | 13,176 |
| Trade and other receivables | 15 | **10,055** | 9,995 |
| Cash and cash equivalents | 16 | **4,298** | 7,630 |
| | | **27,879** | 30,801 |
| **Current liabilities:** | | | |
| Trade and other payables | | **12,526** | 13,785 |
| Current corporation tax | | **425** | 666 |
| | 17 | **12,951** | 14,451 |
| **Net current assets** | | **14,928** | 16,350 |
| **Total assets less current liabilities** | | **22,328** | 24,548 |
| **Non-current liabilities:** | | | |
| Pension liability | 24 | **117** | 265 |
| **Net assets** | | **22,211** | 24,283 |
| **Capital and reserves attributable to equity holders of the Company:** | | | |
| Called up share capital | 20 | **1,125** | 1,231 |
| Share premium account | 21 | **11,148** | 11,148 |
| Capital redemption reserve | 21 | **1,749** | 1,643 |
| ESOP share reserve | 21 | **(113)** | (113) |
| Share based payment reserve | 21 | **–** | – |
| Foreign exchange reserve | 21 | **1,065** | 1,622 |
| Cash flow hedge reserve | 21 | **–** | 28 |
| Retained earnings | 21 | **7,237** | 8,724 |
| **Total equity** | | **22,211** | 24,283 |

The financial statements were approved by the board of directors and authorised for issue on 16th July 2014.

**D. B. Green** Director
**R. M. Barker** Director

*The notes on pages 20 to 39 form part of these Consolidated financial statements.*

*Company No. 1870320*

# COMPANY STATEMENT OF FINANCIAL POSITION

At 30th April 2014

| | Notes | **2014 £'000** | 2013 £'000 |
|---|---|---|---|
| **Non-current assets:** | | | |
| Investments | 13 | **27,093** | 27,593 |
| **Current assets:** | | | |
| Trade and other receivables | 15 | **4,882** | 2,558 |
| | | **4,882** | 2,558 |
| **Current liabilities:** | | | |
| Trade and other payables | 17 | **3,314** | 1,898 |
| **Net current assets** | | **1,568** | 660 |
| **Net assets** | | **28,661** | 28,253 |
| **Capital and reserves attributable to equity holders of the Company:** | | | |
| Called up share capital | 20 | **1,125** | 1,231 |
| Share premium account | 21 | **11,148** | 11,148 |
| Merger reserve | 21 | **10,762** | 10,762 |
| Capital redemption reserve | 21 | **1,749** | 1,643 |
| Share based payment reserve | 21 | **–** | – |
| Retained earnings | 21 | **3,877** | 3,469 |
| **Total equity** | | **28,661** | 28,253 |

The financial statements were approved by the board of directors and authorised for issue on 16th July 2014.

**D. B. Green** Director
**R. M. Barker** Director

*The notes on pages 20 to 39 form part of these Consolidated financial statements.*

*Company No. 1870320*

# GROUP STATEMENT OF CASH FLOWS

For the year ended 30th April 2014

| | Notes | 2014 £'000 | 2013 £'000 |
|---|---|---|---|
| **Operating activities** | | | |
| Profit before taxation | | **4,885** | 3,547 |
| Finance income | | **(4)** | (1) |
| Finance expense | | **41** | 1 |
| Depreciation | 12 | **2,078** | 2,036 |
| **Cash flows from operations before changes in working capital** | | **7,000** | 5,583 |
| Increase in inventories and work in progress | | **(503)** | (880) |
| Increase in trade and other receivables | | **(380)** | (1,189) |
| (Decrease)/increase in trade and other payables | | **(1,250)** | 2,521 |
| **Cash generated from operations** | | **4,867** | 6,035 |
| **Taxation paid** | | | |
| UK corporation tax paid | | **(660)** | (610) |
| Overseas tax (paid)/received | | **(967)** | 130 |
| | | **(1,627)** | (480) |
| **Net cash inflow from operating activities** | | **3,240** | 5,555 |
| **Investing activities** | | | |
| Payments to acquire property, plant and equipment | 12 | **(1,583)** | (2,178) |
| Receipts from sales of property, plant and equipment | | **17** | 56 |
| Interest received | | **4** | 1 |
| **Net cash outflow from investing** | | **(1,562)** | (2,121) |
| **Financing activities** | | | |
| Purchase of own shares | 20 | **(4,362)** | (4,000) |
| Interest paid | | **(29)** | (1) |
| Equity dividends paid | 10 | **(478)** | (478) |
| **Net cash outflow from financing** | | **(4,869)** | (4,479) |
| **Net decrease in cash and cash equivalents** | | **(3,191)** | (1,045) |
| Cash and cash equivalents at beginning of year | | **7,630** | 8,519 |
| Exchange (losses)/gains on cash and cash equivalents | | **(382)** | 156 |
| **Cash and cash equivalents at end of year** | 16 | **4,057** | 7,630 |

*The notes on pages 20 to 39 form part of these Consolidated financial statements.*

## COMPANY STATEMENT OF CASH FLOWS

For the year ended 30th April 2014

| | Notes | **2014 £'000** | 2013 £'000 |
|---|---|---|---|
| **Operating activities** | | | |
| Profit before taxation | | **5,405** | 1,258 |
| Dividend income for the year | | **(5,800)** | (1,252) |
| Provision against investment | 13 | **500** | – |
| Finance income | | **(141)** | (174) |
| Finance expense | | **20** | 1 |
| **Cash flows from operations before changes in working capital** | | **(16)** | (167) |
| Decrease in trade and other receivables | | **166** | 2,081 |
| Increase in trade and other payables | | **12** | 15 |
| **Cash generated from operations** | | **162** | 1,929 |
| **Taxation paid** | | | |
| UK corporation tax paid | | **(660)** | (610) |
| **Net cash (outflow)/inflow from operating activities** | | **(498)** | 1,319 |
| **Investing activities** | | | |
| Interest received | | **141** | 174 |
| Dividends received from subsidiaries | | **3,800** | 3,252 |
| **Net cash inflow from investing** | | **3,941** | 3,426 |
| **Financing activities** | | | |
| Purchase of own shares | 20 | **(4,362)** | (4,000) |
| Interest paid | | **(7)** | (1) |
| Equity dividends paid | 10 | **(478)** | (478) |
| **Net cash outflow from financing** | | **(4,847)** | (4,479) |
| **Net (decrease)/increase in cash and cash equivalents** | | **(1,404)** | 266 |
| Cash and cash equivalents at beginning of year | | **(1,883)** | (2,149) |
| **Cash and cash equivalents at end of year** | 16 | **(3,287)** | (1,883) |

*The notes on pages 20 to 39 form part of these Consolidated financial statements.*

## GROUP STATEMENT OF CHANGES IN EQUITY

For the year ended 30th April 2014

| | Share capital £'000 | Share premium account £'000 | Capital redemption reserve £'000 | ESOP share reserve £'000 | Share based payment reserve £'000 | Foreign exchange reserve £'000 | Cash flow hedge reserve £'000 | Retained earnings £'000 | Total equity £'000 |
|---|---|---|---|---|---|---|---|---|---|
| At 1st May 2013 | 1,231 | 11,148 | 1,643 | (113) | – | 1,622 | 28 | 8,724 | 24,283 |
| Profit for the year | – | – | – | – | – | – | – | 3,353 | 3,353 |
| Foreign exchange | – | – | – | – | – | (797) | – | – | (797) |
| Cash flow hedges: | | | | | | | | | |
| Gains | – | – | – | – | – | – | 135 | – | 135 |
| Transfers | – | – | – | – | – | – | (171) | – | (171) |
| Tax on other comprehensive income | – | – | – | – | – | 240 | 8 | – | 248 |
| Share buybacks | (106) | – | 106 | – | – | – | – | (4,362) | (4,362) |
| Dividends paid | – | – | – | – | – | – | – | (478) | (478) |
| **At 30th April 2014** | **1,125** | **11,148** | **1,749** | **(113)** | **–** | **1,065** | **–** | **7,237** | **22,211** |
| At 1st May 2012 | 1,391 | 11,148 | 1,483 | (96) | 19 | 1,238 | 203 | 10,868 | 26,254 |
| Profit for the year | – | – | – | – | – | – | – | 2,334 | 2,334 |
| Foreign exchange | – | – | – | – | – | 517 | – | – | 517 |
| Cash flow hedges: | | | | | | | | | |
| Losses | – | – | – | – | – | – | (50) | – | (50) |
| Transfers | – | – | – | – | – | – | (181) | – | (181) |
| Tax on other comprehensive income | – | – | – | – | – | (133) | 56 | – | (77) |
| Share buybacks | (160) | – | 160 | – | – | – | – | (4,000) | (4,000) |
| Share options lapsed | – | – | – | (17) | (19) | – | – | – | (36) |
| Dividends paid | – | – | – | – | – | – | – | (478) | (478) |
| At 30th April 2013 | 1,231 | 11,148 | 1,643 | (113) | – | 1,622 | 28 | 8,724 | 24,283 |

## COMPANY STATEMENT OF CHANGES IN EQUITY

For the year ended 30th April 2014

| | Share capital £'000 | Share premium reserve £'000 | Merger reserve £'000 | Capital redemption reserve £'000 | Share based payment reserve £'000 | Retained earnings £'000 | Total equity £'000 |
|---|---|---|---|---|---|---|---|
| At 1st May 2013 | 1,231 | 11,148 | 10,762 | 1,643 | – | 3,469 | 28,253 |
| Profit for the year | – | – | – | – | – | 5,248 | 5,248 |
| Share buybacks | (106) | – | – | 106 | – | (4,362) | (4,362) |
| Dividends paid | – | – | – | – | – | (478) | (478) |
| **At 30th April 2014** | **1,125** | **11,148** | **10,762** | **1,749** | **–** | **3,877** | **28,661** |
| At 1st May 2012 | 1,391 | 11,148 | 10,762 | 1,483 | 19 | 6,863 | 31,666 |
| Profit for the year | – | – | – | – | – | 1,084 | 1,084 |
| Share buybacks | (160) | – | – | 160 | – | (4,000) | (4,000) |
| Share options lapsed | – | – | – | – | (19) | – | (19) |
| Dividends paid | – | – | – | – | – | (478) | (478) |
| At 30th April 2013 | 1,231 | 11,148 | 10,762 | 1,643 | – | 3,469 | 28,253 |

*The notes on pages 20 to 39 form part of these Consolidated financial statements.*

# NOTES TO THE ACCOUNTS

For the year ended 30th April 2014

**1. Accounting policies**

**General Information**

Colefax Group Plc is a public limited company incorporated and domiciled in the United Kingdom. The principal activity of the Company is to act as a holding company for the Group's trading subsidiaries. The address of its registered office and principal place of business are disclosed on page 7. The principal activities of the Group are the design, marketing, distribution and retailing of furnishing fabrics, wallpapers, trimmings, related products and upholstered furniture in the UK and overseas and the sale of antiques, interior and architectural design, project management, decorating and furnishing for private individuals and commercial firms.

**Basis of Preparation**

The principal accounting policies adopted in the preparation of the financial statements are set out below. The policies have been consistently applied to all the years presented, unless otherwise stated. The policies have been applied to the Group and Company, unless otherwise stated.

These financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs and IFRIC interpretations) issued by the International Accounting Standards Board (IASB) as adopted by the European Union ("EU adopted IFRS") and with those parts of the Companies Act 2006 applicable to companies preparing their financial statements in accordance with IFRS.

**Changes in Accounting Policies**

The following standards and interpretations, issued by the IASB or the International Financial Reporting Interpretations Committee (IFRIC), are effective for the first time in the current financial year and have been adopted by the Group with no significant impact on its consolidated results or financial position for the current reporting period:

– *Amendment to IAS1 'Presentation of Items of Other Comprehensive Income'* (effective for accounting periods beginning on or after 1st July 2012). This amendment has been endorsed for use in the EU.

– *IFRS 13 'Fair Value Measurement'* (effective for accounting periods beginning on or after 1st January 2013). This interpretation has been endorsed for use in the EU.

– *IAS 19 'Employee Benefits'* (effective for accounting periods beginning on or after 1st January 2013). This interpretation has been endorsed for use in the EU.

– *Amendment to IFRS 7 'Disclosures – Offsetting Financial Assets and Financial Liabilities'* (effective for accounting periods beginning on or after 1st January 2013). This amendment has been endorsed for use in the EU.

– *Annual Improvements to IFRSs (2009-2011 Cycle)* – Minor amendments to various accounting standards, effective for periods beginning on or after 1st January 2013 onwards. These amendments have been endorsed for use in the EU.

– *Amendments to IFRS 10, IFRS 11 and IFRS 12 'Consolidated Financial Statements, Joint Arrangements and Disclosure of Interests in Other Entities: Transition Guidance'* (effective for accounting periods beginning on or after 1st January 2013). These amendments have been endorsed for use in the EU.

The following standards and interpretations issued by the IASB or IFRIC have not been adopted by the Group as these are not effective for the current year. The Group is currently assessing the impact these standards and interpretations will have on the presentation of its consolidated results in future periods:

– *IFRS 10 'Consolidated Financial Statements'* (effective for accounting periods beginning on or after 1st January 2013). This interpretation has been endorsed for use in the EU (the mandatory effective date for the EU-endorsed version is 1st January 2014).

– *IFRS 11 'Joint Arrangements'* (effective for accounting periods beginning on or after 1st January 2013). This interpretation has been endorsed for use in the EU (the mandatory effective date for the EU-endorsed version is 1st January 2014).

– *IFRS 12 'Disclosure of Interests in Other Entities'* (effective for accounting periods beginning on or after 1st January 2013). This interpretation has been endorsed for use in the EU (the mandatory effective date for the EU-endorsed version is 1st January 2014).

– *IAS 27 'Separate Financial Statements'* (effective for accounting periods beginning on or after 1st January 2013). This interpretation has been endorsed for use in the EU (the mandatory effective date for the EU-endorsed version is 1st January 2014).

– *IAS 28 'Investments in Associates and Joint Ventures'* (effective for accounting periods beginning on or after 1st January 2013). This interpretation has been endorsed for use in the EU (the mandatory effective date for the EU-endorsed version is 1st January 2014).

– *Amendment to IAS 32 'Offsetting Financial Assets and Financial Liabilities'* (effective for accounting periods beginning on or after 1st January 2014). This amendment has been endorsed for use in the EU.

– *Amendments to IFRS 10, IFRS 12 and IAS 27 'Investment Entities'* (effective for accounting periods beginning on or after 1st January 2014). These amendments have been endorsed for use in the EU.

# NOTES TO THE ACCOUNTS

For the year ended 30th April 2014

1. **Accounting policies**

– *IFRS 9 'Financial Instruments'* (effective date to be confirmed). This amendment has not yet been endorsed for use in the EU.

– *Amendment to IAS 36 'Impairment of Assets'* (effective for accounting periods beginning on or after 1st January 2014). This amendment has been endorsed for use in the EU.

– *Amendment to IAS 39 'Financial Instruments: Recognition and Measurement'* (effective for accounting periods beginning on or after 1st January 2014). This amendment has been endorsed for use in the EU.

– *Annual Improvements to IFRSs (2010-2012 Cycle)* – Minor amendments to various accounting standards, effective for periods beginning on or after 1st July 2014. These amendments have not yet been endorsed for use in the EU.

– *Annual Improvements to IFRSs (2011-2013 Cycle)* – Minor amendments to various accounting standards, effective for periods beginning on or after 1st July 2014. These amendments have not yet been endorsed for use in the EU.

– *Amendments to IAS 16 and IAS 38 'Property, Plant & Equipment and Intangible Assets'* (effective for accounting periods beginning on or after 1st January 2016). These amendments have not yet been endorsed for use in the EU.

– *IFRS 15 'Revenue from Contracts with Customers'* (effective for accounting periods beginning on or after 1st January 2017). This amendment has not yet been endorsed for use in the EU.

The following principal accounting policies have been applied consistently in the preparation of the financial statements:

**Basis of Consolidation**

Where the Group has the power, either directly or indirectly, to govern the financial and operating policies of another entity or business so as to obtain benefits from its activities, it is classified as a subsidiary. The consolidated financial statements present the results of Colefax Group Plc and its subsidiaries as if they formed a single entity.

No income statement is presented for the Company as provided in S.408 of the Companies Act 2006. The profit dealt with in the financial statements of Company was £5,248,000 (2013 – £1,084,000). Total comprehensive income relating to the year for the Company consists of the profit for the year only.

Acquisitions are accounted for using the acquisition method. Under the acquisition method the results of subsidiary undertakings are included from the date of acquisition.

Where merger accounting was used in business combinations prior to 1st May 2006 (transition date), the investment is still recorded in the Company's statement of financial position at the nominal value of the shares issued, together with the fair value of any additional consideration paid as the Group has applied the IFRS 1 'First-time Adoption of International Financial Reporting Standards' exemption relating to business combinations.

In the Group Financial Statements, merged subsidiary undertakings are treated as if they had always been a member of the Group. Any difference between the nominal value of the shares acquired by the Group and those issued by the company to acquire them is taken to reserves.

**Goodwill**

Goodwill arising on acquisitions prior to 30th April 1998 was set off directly against reserves. Goodwill previously eliminated against reserves has not been reinstated upon transition to IFRS.

**Investments in Subsidiaries**

Investments in subsidiaries in the Company statement of financial position are stated at cost less any provision for impairment.

**Revenue Recognition**

Revenue, which excludes value added taxes, represents the amounts receivable from customers for goods and services supplied including disbursements. Sales of goods are recognised when goods are delivered and title has passed. Revenue for services is recognised in the period in which they are rendered. Where projects are ongoing at the year end, revenue is recognised on a stage of completion basis, when the Group has a right to consideration for those services.

**Property, Plant and Equipment**

Property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses. Historical cost comprises the purchase price and costs directly incurred in bringing the asset into use. The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

Depreciation is provided on all property, plant and equipment other than freehold land at rates calculated to write off the cost less estimated residual value evenly over its expected useful life, as follows:

| | |
|---|---|
| Freehold property | 50 years |
| Leasehold improvements | over the shorter of the life of the lease or the life of the asset |
| Furniture, fixtures and equipment | 5 – 10 years |
| Motor vehicles | 4 years |
| Screens and originations | 4 years |

# NOTES TO THE ACCOUNTS

For the year ended 30th April 2014

1. **Accounting policies** *continued*

**Inventories**

Inventories are initially recognised at cost, and subsequently at the lower of cost and net realisable value. Cost comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition, with the majority of inventories being valued on a weighted average cost basis. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Provision is made for obsolete and slow moving stocks.

**Work in Progress**

Work in progress is valued at cost less progress payments received and receivable. Cost includes all direct expenditure on material and external services that have been incurred in bringing the work in progress to its present location and condition. Provision is made for any losses expected to arise on completion of the work entered into at the date of the statement of financial position.

**Taxation**

Income tax expense represents the sum of the tax currently payable and deferred tax.

*Current Tax*

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the date of the statement of financial position.

*Deferred Taxation*

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

*Current and Deferred Tax for the year*

Current and deferred tax are recognised as an expense or income in the income statement, except when they relate to items credited or debited directly to other comprehensive income or equity, in which case the tax is also recognised directly in other comprehensive income or equity.

**Lease Commitments**

Leases where substantially all of the risks and rewards incidental to ownership of a leased asset are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the income statement on a straight line basis over the lease term.

**Retirement Benefits**

*Defined Contribution Schemes*

The Group operates defined contribution pension schemes which are externally administered. Payments made to the funds are charged when payable to the income statement as part of employment costs. There are no outstanding or prepaid contributions at the year end.

*Defined Benefit Schemes*

One Group company operates a defined benefit pension scheme for employees. The scheme's funds are administered by trustees and are independent of Group finances. Annual contributions are based on external actuarial advice. The scheme was closed to new members on 31st December 1997.

The difference between the fair value of the assets held in the Group's defined benefit pension scheme and the scheme's liabilities measured on an actuarial basis using the projected unit credit method are recognised in the Group's statement of financial position as a pension asset or liability as appropriate. Any related deferred tax is recognised within the Group's deferred tax asset or liability following the principles described in the deferred tax accounting policy note.

Changes in the defined benefit pension scheme asset or liability arising from factors other than cash contribution by the Group are charged to the income statement in accordance with IAS 19 'Employee Benefits'.

# NOTES TO THE ACCOUNTS

For the year ended 30th April 2014

1. **Accounting policies** *continued*

**Foreign Currency**

The individual financial statements of each Group entity are presented in the currency of the primary economic environment in which the entity operates (its functional currency). For the purpose of the consolidated financial statements, the results and financial position of each Group entity are expressed in Great British Pounds ('GBP'), which is the functional currency of the Company and the presentation currency for the consolidated financial statements.

*Group*

The assets and liabilities of overseas subsidiary undertakings are translated at the rate of exchange ruling at the date of the statement of financial position and the results of overseas subsidiaries are translated at the average rate of exchange for the year. The exchange differences arising on the retranslation of opening net assets and on loans which form part of the net investment are taken directly to translation reserves. Loans are designated as part of the net investment, when settlement is neither planned nor likely to occur in the foreseeable future.

*Company*

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies including loans to subsidiaries are retranslated at the rate of exchange ruling at the date of the statement of financial position. All differences are taken to the income statement.

**Financial Instruments**

*Cash and Cash Equivalents*

Cash equivalents are defined as including short term deposits with original maturity within 3 months. For the purposes of the statements of cash flow, cash and cash equivalents consist of cash and cash equivalents net of outstanding bank overdrafts held.

*Trade and Other Receivables*

Trade and other receivables do not carry interest and are stated at their nominal (invoiced) value as reduced by appropriate allowances for estimated irrecoverable amounts. When a trade receivable is considered uncollectable, it is written off against the allowance. Subsequent recoveries of amounts previously written off are credited against the allowance. Changes in the carrying amount of the allowance are recognised in the income statement.

*Trade and Other Payables*

Trade and other payables are initially measured at fair value and subsequently at amortised cost using the effective interest rate method.

*Forward Foreign Currency Contracts*

The Group uses forward foreign currency contracts to hedge its risk associated with foreign currency fluctuations. Such forward foreign currency contracts are stated at fair value which is calculated by reference to current forward exchange rates for contracts with similar maturity profiles.

It is the Group's policy not to hold forward foreign currency contracts for speculative purposes.

Hedge accounting can be applied to financial assets and financial liabilities only where all of the relevant hedging criteria under IAS 39 are met. The Group accounts for forward foreign currency contracts as a cash flow hedge. The effective part of the contracts designated as a hedge of the variability in cash flows of foreign currency risk arising from highly probable forecast transactions, are measured at fair value with changes in fair value recognised directly in equity (the "cash flow hedge reserve").

The cumulative gain or loss initially recognised in equity is recycled through the consolidated income statement at the same time as the hedged transaction affects the income statement, and reported within the cost of sales line of the income statement. If, at any point, the hedged transaction is no longer expected to occur, the cumulative gain or loss is recycled through the consolidated income statement immediately.

**Employee Share Option Plan (ESOP)**

The cost of the Group's shares held by the ESOP is debited to the ESOP share reserve and is deducted from shareholders' funds in the Group statement of financial position. Any cash received by the ESOP on disposal of the shares it holds is also recognised directly in shareholders' funds.

Any shares held by the ESOP are treated as cancelled for the purposes of calculating earnings per share.

**Share Based Payments**

The Group operates an equity-settled share based payment scheme for directors and employees. When shares and share options are granted to employees a charge is made to the income statement and a corresponding entry made in reserves to record the fair value of the award. This charge is spread over the period of performance relating to the grant.

# NOTES TO THE ACCOUNTS

For the year ended 30th April 2014

1. **Accounting policies** *continued*

*Company*
When shares and share options are granted to employees of subsidiary companies, the fair value of the award made is treated as a capital contribution spread over the period of performance relating to the grant. The corresponding entry is made in reserves.

**Dividends**
Dividends are recognised when they become legally payable. In the case of interim dividends to equity shareholders, this is in the year in which they are paid. Final dividends are not accrued until the proposed dividend has been approved by the shareholders at the Annual General Meeting.

**Segmental Reporting**
For internal management purposes the Group reports by 'product division' and 'decorating division'.

2. **Critical accounting estimates and judgements**

In preparation of consolidated financial statements under IFRS the Group makes estimates and assumptions regarding the future. Estimates and judgements are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

*Inventories*
The Group reviews the net realisable value of, and demand for, its inventories to provide assurance that recorded inventory is stated at the lower of cost or net realisable value. Factors that could impact estimated demand and selling prices include the success of future collections, competitor actions, supplier prices and economic trends.

*Trade Receivables*
The Group reviews its trade receivables to provide assurance that their carrying value is reduced by an appropriate allowance for irrecoverable amounts. Factors which are considered as part of that review include the age of the receivable and the creditworthiness of the customer.

*Pension Assumptions*
The costs, assets and liabilities of the defined benefit scheme operated by the Group are determined using methods relying on actuarial estimates and assumptions. Details of the key assumptions are set out in note 24. The Group takes advice from independent actuaries relating to the appropriateness of the assumptions. Changes in the assumptions used may have a significant effect on the consolidated income statement and the statement of financial position.

*Income Taxes*
The Group is subject to income tax in several jurisdictions and significant judgement is required in determining the provision for income taxes. During the ordinary course of business, there are transactions and calculations for which the ultimate tax determination is uncertain. As a result, the Group recognises tax liabilities based on estimates of whether additional taxes and interest will be due. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences will impact income tax expense in the period in which such determination is made.

*Financial Instruments*
As described in note 19, the Board use their judgement in selecting an appropriate valuation technique for financial instruments not quoted in an active market. Valuation techniques commonly used by market practitioners are applied.

For forward foreign currency contracts, assumptions are based on quoted market rates adjusted for specific features of the contract. Details of the assumptions used are provided in note 19.

3. **Revenue**

| | **2014 £'000** | 2013 £'000 |
|---|---|---|
| Revenue arises from: | | |
| Sale of goods | **77,017** | 69,366 |
| Provision of services | **1,018** | 1,253 |
| | **78,035** | 70,619 |

# NOTES TO THE ACCOUNTS

For the year ended 30th April 2014

4. **Segmental analysis**

The Board of Colefax Group Plc manages the operations of the Group as two divisions:

Product division – This division is involved in the design and distribution of furnishing fabrics, wallpapers, upholstered furniture and related products;

Decorating division – This division is involved in interior and architectural design and decoration, primarily for private individuals.

The reportable segments are distinct business units each run by a separate management team. The financial performance of each division is reported separately to the Board and forms the basis of strategic decision making.

| | Product division | | Decorating division | | Total | |
|---|---|---|---|---|---|---|
| **Business segments** | **2014 £'000** | 2013 £'000 | **2014 £'000** | 2013 £'000 | **2014 £'000** | 2013 £'000 |
| **Revenue:** | | | | | | |
| Total revenue | **66,890** | 63,538 | **11,244** | 7,210 | **78,134** | 70,748 |
| Inter-segment revenue | **(99)** | (129) | **–** | – | **(99)** | (129) |
| **Revenue from external customers** | **66,791** | 63,409 | **11,244** | 7,210 | **78,035** | 70,619 |
| **Segment result:** | | | | | | |
| Profit from operations | **3,937** | 3,493 | **985** | 54 | **4,922** | 3,547 |
| Finance income | **4** | 1 | **–** | – | **4** | 1 |
| Finance expense | **(40)** | (1) | **(1)** | – | **(41)** | (1) |
| **Profit before taxation** | **3,901** | 3,493 | **984** | 54 | **4,885** | 3,547 |
| Tax expense | **1,288** | 1,195 | **244** | 18 | **1,532** | 1,213 |
| **Profit for the year attributable to equity holders of the parent** | **2,613** | 2,298 | **740** | 36 | **3,353** | 2,334 |
| Total assets | **30,722** | 33,451 | **4,557** | 5,548 | **35,279** | 38,999 |
| Total liabilities | **10,650** | 11,568 | **2,418** | 3,148 | **13,068** | 14,716 |
| **Net assets** | **20,072** | 21,883 | **2,139** | 2,400 | **22,211** | 24,283 |
| Capital expenditure | **1,528** | 2,068 | **55** | 110 | **1,583** | 2,178 |
| Depreciation | **1,980** | 1,940 | **98** | 96 | **2,078** | 2,036 |

Inter-segment sales are priced along the same lines as sales to external customers.

No one single external customer contributes to a significant proportion of the Group's revenues.

| | External revenue by location of customers | | Non-current assets by location of assets | |
|---|---|---|---|---|
| **Geographical segments** | **2014 £'000** | 2013 £'000 | **2014 £'000** | 2013 £'000 |
| United Kingdom | **19,359** | 17,874 | **1,709** | 2,033 |
| United States | **35,032** | 32,673 | **4,429** | 4,815 |
| Europe | **19,132** | 16,416 | **1,262** | 1,350 |
| Rest of World | **4,512** | 3,656 | **–** | – |
| | **78,035** | 70,619 | **7,400** | 8,198 |

# NOTES TO THE ACCOUNTS

For the year ended 30th April 2014

| | | 2014 £'000 | 2013 £'000 |
|---|---|---|---|
| 5. **Operating expenses** | Distribution and marketing costs | **24,498** | 23,452 |
| | Administrative costs | **12,197** | 12,102 |
| | Total operating expenses | **36,695** | 35,554 |

| | | 2014 £'000 | 2013 £'000 |
|---|---|---|---|
| 6. **Profit from operations** | This has been arrived at after charging/(crediting): | | |
| | Audit services – group | **34** | 38 |
| | Audit services – subsidiaries | **116** | 110 |
| | Non-audit services – taxation | **133** | 141 |
| | Non-audit services – corporate finance | **–** | 15 |
| | Non-audit services – pensions | **9** | 8 |
| | Depreciation of owned property, plant and equipment | **2,078** | 2,036 |
| | Operating lease rentals – land and buildings | **3,938** | 4,004 |
| | Operating lease rentals – plant and machinery | **70** | 64 |
| | Profit on the disposal of property, plant and equipment | **(15)** | (49) |
| | Exchange losses/(gains) | **119** | (190) |
| | Pension costs (see note 24) | **339** | 335 |

| | | 2014 £'000 | 2013 £'000 |
|---|---|---|---|
| 7. **Staff costs** | Staff costs, including Executive Directors, were as follows: | | |
| | Wages and salaries | **13,739** | 13,502 |
| | Social security costs | **1,719** | 1,718 |
| | Pension costs | **339** | 335 |
| | | **15,797** | 15,555 |

The average monthly number of employees during the year, including Executives Directors, was made up as follows:

| | No. | No. |
|---|---|---|
| Distribution and marketing | **281** | 282 |
| Administration | **61** | 58 |
| | **342** | 340 |

The holding Company had no employees during the year (2013 – nil).

| | 2014 £'000 | 2013 £'000 |
|---|---|---|
| Directors' (key management personnel) remuneration was as follows: | | |
| Emoluments | **1,460** | 1,422 |
| Pension contributions | **30** | 38 |
| | **1,490** | 1,460 |
| Emoluments of the highest paid director: | | |
| Emoluments | **710** | 697 |

No directors exercised share options during the year (2013 – nil).

As the directors have the authority and responsibility for planning, directing and controlling the activities of the Group they are seen to be key management.

# NOTES TO THE ACCOUNTS

For the year ended 30th April 2014

**7. Staff costs** *continued*

Two directors participated in Group defined contribution pension schemes in 2014 (2013 – two). No directors participated in Group defined benefit pension schemes in 2014 (2013 – nil).

No directors (2013 – nil) exercised options in the year and no options were granted to directors in the year (2013 – nil).

**8. Finance income and expense**

| | **2014 £'000** | 2013 £'000 |
|---|---|---|
| Finance expense: | | |
| Bank loans and overdrafts repayable within five years | **(41)** | (1) |
| Finance income: | | |
| Bank and other interest receivable | **4** | 1 |
| | **(37)** | – |

**9. Tax expense**

| | **2014 £'000** | 2013 £'000 |
|---|---|---|
| (a) Analysis of charge for the year | | |
| UK corporation tax | | |
| UK corporation tax on profits of the year | **848** | 535 |
| Adjustments in respect of previous years | **(5)** | (16) |
| | **843** | 519 |
| Overseas tax | | |
| Overseas tax on profits of the year | **524** | 247 |
| Adjustments in respect of previous years | **22** | (71) |
| | **546** | 176 |
| Total current tax | **1,389** | 695 |
| Deferred tax | | |
| Origination and reversal of temporary differences | **143** | 518 |
| Total income tax expense | **1,532** | 1,213 |

(b) Factors affecting the tax charge for the year
The tax assessed for the year is higher than the standard rate of corporation tax in the UK.

The differences are explained below.

| | **2014 £'000** | 2013 £'000 |
|---|---|---|
| Profit before taxation | **4,885** | 3,547 |
| Profit before taxation multiplied by the standard rate of corporation tax in the UK of 22.8% (2013 – 23.9%) | **1,114** | 848 |
| Effect of: | | |
| Disallowed expenses and non-taxable income | **95** | 95 |
| Adjustments in respect of prior period (current tax) | **17** | (87) |
| Adjustments in respect of prior period (deferred tax) | **(1)** | 26 |
| Reversal of previously recognised deferred tax asset | **87** | – |
| Rate differences | **220** | 331 |
| Total tax expense | **1,532** | 1,213 |

On 1st April 2014, the UK corporation tax rate reduced from 23% to 21% and as a result a hybrid rate of 22.8% (2013 – 23.9%) has been used to calculate the Group's UK corporation tax charge.

The Group's overseas tax rates are higher than those in the UK primarily because profits earned in the United States are taxed at a rate in excess of 22.8%.

The Budget 2013 announced a reduction in the main rate of UK corporation tax effective from 1st April 2015 to 20%. This reduction was substantively enacted on 3rd July 2013 and therefore UK deferred tax balances have been calculated at this rate.

# NOTES TO THE ACCOUNTS

For the year ended 30th April 2014

| | | 2014 £'000 | 2013 £'000 |
|---|---|---|---|
| 10. **Dividends** | Final (paid) of 2.10p (2012 – 2.00p) on 10th October 2013 | **257** | 245 |
| | Interim (paid) of 2.00p (2013 – 1.90p) on 9th April 2014 | **224** | 233 |
| | Out of date dividends returned | **(3)** | – |
| | | **478** | 478 |
| | Final dividend proposed for the year of 2.20p (2013 – 2.10p) | **246** | 257 |

The proposed final dividend has not been accrued for because the dividend was declared after the year end and is yet to be approved at the Annual General Meeting.

11. **Earnings per share**

Basic earnings per share have been calculated on the basis of profit on ordinary activities after tax of £3,353,000 (2013 – £2,334,000) and on 12,025,641 (2013 – 12,846,164) ordinary shares, being the weighted average number of ordinary shares in issue during the year. Shares owned by the Colefax Group Plc Employees' Share Ownership Plan (ESOP) Trust are excluded from the basic earnings per share calculation.

Diluted earnings per share have been calculated on the basis of profit on ordinary activities after tax of £3,353,000 (2013 – £2,334,000) and on 12,025,641 (2013 – 12,846,164) being the weighted average number of shares in issue during the year.

# NOTES TO THE ACCOUNTS

For the year ended 30th April 2014

**12. Property, plant and equipment**

| | Freehold property £'000 | Leasehold improvements £'000 | Furniture, fixtures and equipment £'000 | Motor vehicles £'000 | Screens and originations £'000 | Total £'000 |
|---|---|---|---|---|---|---|
| Group | | | | | | |
| Cost: | | | | | | |
| At 1st May 2013 | 231 | 7,316 | 5,865 | 466 | 5,244 | 19,122 |
| Exchange adjustment | – | (409) | (256) | – | (404) | (1,069) |
| Additions | – | 238 | 242 | 44 | 1,059 | 1,583 |
| Disposals | – | (677) | (91) | (93) | (182) | (1,043) |
| **At 30th April 2014** | **231** | **6,468** | **5,760** | **417** | **5,717** | **18,593** |
| Depreciation: | | | | | | |
| At 1st May 2013 | 59 | 3,993 | 3,772 | 216 | 3,383 | 11,423 |
| Exchange adjustment | – | (206) | (196) | – | (275) | (677) |
| Charge for the year | 3 | 538 | 515 | 99 | 923 | 2,078 |
| Disposals | – | (677) | (89) | (93) | (182) | (1,041) |
| **At 30th April 2014** | **62** | **3,648** | **4,002** | **222** | **3,849** | **11,783** |
| Net Book Value: | | | | | | |
| **At 30th April 2014** | **169** | **2,820** | **1,758** | **195** | **1,868** | **6,810** |
| At 1st May 2013 | 172 | 3,323 | 2,093 | 250 | 1,861 | 7,699 |
| | | | | | | |
| At 1st May 2012 | 231 | 7,840 | 5,521 | 456 | 4,136 | 18,184 |
| Exchange adjustment | – | 260 | 172 | – | 166 | 598 |
| Additions | – | 505 | 407 | 232 | 1,034 | 2,178 |
| Disposals | – | (1,289) | (235) | (222) | (92) | (1,838) |
| At 30th April 2013 | 231 | 7,316 | 5,865 | 466 | 5,244 | 19,122 |
| Depreciation: | | | | | | |
| At 1st May 2012 | 56 | 4,575 | 3,385 | 346 | 2,503 | 10,865 |
| Exchange adjustment | – | 132 | 116 | – | 105 | 353 |
| Charge for the year | 3 | 575 | 505 | 86 | 867 | 2,036 |
| Disposals | – | (1,289) | (234) | (216) | (92) | (1,831) |
| At 30th April 2013 | 59 | 3,993 | 3,772 | 216 | 3,383 | 11,423 |
| Net Book Value: | | | | | | |
| At 30th April 2013 | 172 | 3,323 | 2,093 | 250 | 1,861 | 7,699 |
| At 1st May 2012 | 175 | 3,265 | 2,136 | 110 | 1,633 | 7,319 |

# NOTES TO THE ACCOUNTS

For the year ended 30th April 2014

## 13. Investments

| | Shares £'000 | Loans £'000 | Total £'000 |
|---|---|---|---|
| Company: | | | |
| At 1st May 2013 | 19,943 | 7,650 | 27,593 |
| Provision against investment in Kingcome Sofas Limited | (500) | – | (500) |
| At 30th April 2014 | **19,443** | **7,650** | **27,093** |
| At 1st May 2012 | 19,979 | 7,650 | 27,629 |
| Share options lapsed | (36) | – | (36) |
| At 30th April 2013 | 19,943 | 7,650 | 27,593 |

The principal subsidiaries of the Group, all of which have been included in these consolidated financial statements, are as follows:

| **Name of Company** | **Incorporation and Principal Country of Operation** | **Effective % of Issued Share Capital held by the Group** | **Principal Products** |
|---|---|---|---|
| Colefax and Fowler Limited* | England and Wales | 100% | Fabrics and Wallpapers |
| Sibyl Colefax and John Fowler Limited* | England and Wales | 100% | Interior and Architectural Design |
| Kingcome Sofas Limited* | England and Wales | 100% | Upholstered Furniture |
| Colefax and Fowler Holdings Limited* | England and Wales | 100% | Holding Company for Colefax and Fowler Inc |
| Cowtan & Tout Incorporated | USA | 100% | Fabrics and Wallpapers |
| Manuel Canovas SAS* | France | 100% | Fabrics and Wallpapers |
| Colefax and Fowler GmbH | Germany | 100% | Fabrics and Wallpapers |
| Colefax and Fowler Srl | Italy | 100% | Fabrics and Wallpapers |

*Owned directly by parent company

There was no movement in the number of shares held in subsidiary undertakings during the year.

At 30th April 2014, the ESOP Trust owned 60,000 (2013 – 60,000) ordinary shares of 10p in the Company at cost, with a market value of £235,500 (2013 – £136,500). Dividends on these shares have been waived.

The ESOP can provide benefits to all employees of the Group.

There were no shares under option in the ESOP at the date of the statement of financial position.

## 14. Inventories and work in progress

| | Group **2014 £'000** | Group 2013 £'000 |
|---|---|---|
| Finished goods for resale | **13,419** | 13,047 |
| Work in progress | **596** | 787 |
| Less: progress payments received and receivable | **(489)** | (658) |
| | **13,526** | 13,176 |

The cost of inventories recognised as an expense and included in cost of sales amounted to £21,789,000 (2013 – £20,682,000).

# NOTES TO THE ACCOUNTS
For the year ended 30th April 2014

**15. Trade and other receivables**

| | Group 2014 £'000 | Group 2013 £'000 | Company 2014 £'000 | Company 2013 £'000 |
|---|---|---|---|---|
| Amounts owed by subsidiary undertakings | **–** | – | **4,221** | 1,890 |
| Trade receivables | **6,754** | 6,468 | **–** | – |
| Other receivables | **1,638** | 2,160 | **397** | 552 |
| Forward foreign currency contracts | **–** | 36 | **–** | – |
| Prepayments and accrued income | **1,663** | 1,331 | **264** | 116 |
| | **10,055** | 9,995 | **4,882** | 2,558 |

As at 30th April 2014 the Group had trade receivables of £1,959,000 (2013 – £1,862,000) which were past due but not individually impaired. The ageing of these receivables is as follows:

| | 2014 £'000 | 2013 £'000 |
|---|---|---|
| Up to 3 months past due | **1,692** | 1,709 |
| 3 to 6 months past due | **213** | 85 |
| 6 to 12 months past due | **4** | 22 |
| Over 12 months past due | **50** | 46 |
| | **1,959** | 1,862 |

As at 30th April 2014 the Group had trade receivables of £258,000 (2013 – £422,000) which were past due and individually impaired. The ageing of these receivables is as follows:

| | 2014 £'000 | 2013 £'000 |
|---|---|---|
| Up to 3 months past due | **78** | 98 |
| 3 to 6 months past due | **34** | 19 |
| 6 to 12 months past due | **46** | 74 |
| Over 12 months past due | **100** | 231 |
| | **258** | 422 |

Movements in the Group provision for impairment of trade receivables is as follows:

| | 2014 £'000 | 2013 £'000 |
|---|---|---|
| At beginning of year | **447** | 546 |
| Provided during the year | **61** | 59 |
| Receivables written off as uncollectable | **(166)** | (143) |
| Unused amounts reversed | **(55)** | (26) |
| Exchange differences | **(9)** | 11 |
| At end of year | **278** | 447 |

The Group's trade receivables are denominated in the following currencies:

| | 2014 £'000 | 2013 £'000 |
|---|---|---|
| Sterling | **3,006** | 2,583 |
| Euro | **2,125** | 2,157 |
| US Dollar | **1,362** | 1,461 |
| Other | **261** | 267 |
| | **6,754** | 6,468 |

# NOTES TO THE ACCOUNTS

For the year ended 30th April 2014

## 16. Cash and cash equivalents

For the purposes of the consolidated statement of cash flows, cash and cash equivalents comprise the following:

| | Group 2014 £'000 | Group 2013 £'000 | Company 2014 £'000 | Company 2013 £'000 |
|---|---|---|---|---|
| Cash at bank and in hand | **4,298** | 7,630 | **–** | – |
| Bank overdrafts | **(241)** | – | **(3,287)** | (1,883) |
| | **4,057** | 7,630 | **(3,287)** | (1,883) |

Cash at bank earns interest at floating rates based on daily bank deposit rates. The fair value of cash and cash equivalents are considered to be their book value.

## 17. Current liabilities

| | Group 2014 £'000 | Group 2013 £'000 | Company 2014 £'000 | Company 2013 £'000 |
|---|---|---|---|---|
| Bank overdraft | **241** | – | **3,287** | 1,883 |
| Trade payables | **3,690** | 4,156 | **–** | – |
| Accruals | **3,189** | 3,264 | **27** | 15 |
| Payments received on account | **1,402** | 2,271 | **–** | – |
| Corporation tax | **425** | 666 | **–** | – |
| Other taxes and social security costs | **704** | 1,110 | **–** | – |
| Other payables | **3,300** | 2,984 | **–** | – |
| | **12,951** | 14,451 | **3,314** | 1,898 |

The Group's overdraft facilities are secured by an unlimited multilateral company guarantee and a first fixed and floating charge over all assets of the Company.

## 18. Deferred taxation

| Deferred taxation has been provided as follows: | Group 2014 £'000 | Group 2013 £'000 |
|---|---|---|
| Accelerated capital allowances on property, plant and equipment | **933** | 1,087 |
| Excess of depreciation over capital allowances on property, plant and equipment | **(116)** | (125) |
| Short-term temporary differences | **(1,407)** | (1,307) |
| Tax losses | **–** | (154) |
| | **(590)** | (499) |

Deferred tax assets have been recognised in respect of all tax losses and other temporary differences where the directors believe it is probable that the assets are recoverable.

| This is made up as follows: | | |
|---|---|---|
| Deferred taxation included in non-current assets | **(590)** | (499) |
| Deferred taxation included in non-current liabilities | **–** | – |
| | **(590)** | (499) |

| Movements in the deferred tax provision is as follows: | 2014 £'000 | 2013 £'000 |
|---|---|---|
| At 1st May | **(499)** | (1,062) |
| Charged to the income statement | **143** | 518 |
| (Credited)/charged directly to other comprehensive income | **(248)** | 77 |
| Translation adjustment | **14** | (32) |
| At 30th April | **(590)** | (499) |

# NOTES TO THE ACCOUNTS

For the year ended 30th April 2014

## 18. Deferred taxation
*continued*

The deferred income tax (credited)/charged to other comprehensive income during the year is as follows:

| | **2014 £'000** | 2013 £'000 |
|---|---|---|
| Fair value reserves in shareholders' equity: | | |
| Cash flow hedge reserve | **(8)** | (56) |
| Deferred tax on long-term loan foreign currency movements | **(240)** | 133 |
| | **(248)** | 77 |

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the date of the statement of financial position. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

## 19. Financial instruments

The financial instruments of the Group as classified in the financial statements as at 30th April 2014 can be analysed under the following IAS 39 categories:

| | Assets at fair value through profit or loss | | Loans and receivables | | Total | |
|---|---|---|---|---|---|---|
| Group | **2014 £'000** | 2013 £'000 | **2014 £'000** | 2013 £'000 | **2014 £'000** | 2013 £'000 |
| Financial assets | | | | | | |
| Trade and other receivables | **–** | – | **8,392** | 8,628 | **8,392** | 8,628 |
| Cash and cash equivalents | **–** | – | **4,298** | 7,630 | **4,298** | 7,630 |
| Forward foreign currency contracts | **–** | 36 | **–** | – | **–** | 36 |
| Total | **–** | 36 | **12,690** | 16,258 | **12,690** | 16,294 |

| | Liabilities at fair value through profit or loss | | Other financial liabilities | | Total | |
|---|---|---|---|---|---|---|
| | **2014 £'000** | 2013 £'000 | **2014 £'000** | 2013 £'000 | **2014 £'000** | 2013 £'000 |
| Financial liabilities | | | | | | |
| Trade and other payables | **–** | – | **6,879** | 7,420 | **6,879** | 7,420 |
| Bank overdraft | **–** | – | **241** | – | **241** | – |
| Total | **–** | – | **7,120** | 7,420 | **7,120** | 7,420 |

The Group's principal financial instruments comprise of cash, short-term deposits, bank overdrafts, bank loans, forward foreign currency contracts and various items such as trade and other receivables and trade and other payables that arise directly from its operations.

Forward foreign currency contracts are carried at fair value, measured using level 2 of the fair value hierarchy. The fair value hierarchy has the following levels: Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities; Level 2 – inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs). The fair value of forward foreign currency contracts is based on broker quote, derived from the quoted price of similar investments.

# NOTES TO THE ACCOUNTS

For the year ended 30th April 2014

19. **Financial instruments** *continued*

The main risks arising from the Group's financial instruments are liquidity risk, credit risk and foreign currency risk. The Board reviews and agrees policies for managing each of these risks and they are summarised below. These policies have remained unchanged.

*Liquidity Risk*

The Group's objective is to maintain an appropriate balance between continuity of funding and flexibility through the use of multi-currency overdrafts and bank loans. The Group has various borrowing facilities available to it amounting to £3.0 million (2013 – £3.0 million). The undrawn committed facilities available at 30th April 2014 in respect of which all conditions had been met at that date total £3.0 million (2013 – £3.0 million). Group borrowing facilities are reviewed annually with HSBC.

The Group's trade and short-term creditors all fall due within 60 days. At 30th April 2014 the Group's trade payables were £3.7 million (2013 – £4.2 million) and trade receivables were £6.8 million (2013 – £6.5 million) giving a ratio of 1.8 (2013 – 1.5). This, together with the Group's unused borrowing facility, constitutes a very low liquidity risk.

*Credit Risk*

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group is mainly exposed to credit risk from credit sales. It is Group policy, implemented locally, to assess the credit risk of new customers before entering contracts. Such credit ratings are taken into account by local business practices.

In the Product Division credit risk is spread over a large number of customers and historically bad debt experience has been extremely low. In the Decorating Division it is not unusual to undertake large projects which can give rise to significant debtor balances from time to time. Risk is reduced by requiring a 50% deposit at the start of the project and a further 25% deposit prior to completion.

Credit risk also arises from cash and cash equivalents and deposits with banks. For banks, only independently rated parties with minimum rating "A" are accepted.

*Foreign Currency Risk*

Due to the international nature of its operations, the Group faces currency exposures in respect of exchange rate fluctuations against sterling. The most significant of these is the US where revenue in US dollars represents 45% of Group revenue.

The majority of the US subsidiary's revenue is sourced by imports from the UK and Europe. This revenue is invoiced in US dollars. The Group minimises the currency translation exchange risk by the use of forward foreign currency contracts. There were no contracts in place at 30th April 2014.

The Group's profit is reduced by approximately £85,000 for every one cent deterioration in the US dollar against Sterling. The Group has a natural hedge between Euro costs and Euro revenues but this is dependent on maintaining Euro revenue at current levels.

About 30% of Group revenue is to customers in countries other than the UK and US. Most of this revenue is invoiced in the currencies of the countries involved. The Group does not hedge currency exposures on this revenue using forward foreign currency contracts as any exchange rate risk is considered to be insignificant due to the offsetting effect of imports.

The Group has continued its policy of not hedging statement of financial position translation exposures except to the extent that overseas liabilities, including borrowings, provide a natural hedge. It is also the Group's policy not to hedge income statement translation exposures.

The statements of financial position of overseas operations are translated into sterling at the closing rates of exchange for the year and any exchange difference is dealt with as a movement in the foreign exchange reserve. The income statements of overseas business are translated at an average rate of exchange.

*Interest Rate Risk*

As the Group has net cash of £4.1 million (2013 – £7.6 million) and interest rates are at historically low levels, the Group does not consider interest rate risk to be a significant risk.

*Forward Foreign Currency Contracts*

The Group uses forward foreign currency contracts to forward-buy and sell foreign currency in order to hedge future transactions and cash flows. The Group is party to forward foreign currency contracts denominated in US dollars to eliminate transactional currency exposures on future expected revenue in the US.

At 30th April 2014, the Group had no forward foreign currency contracts in place to sell US dollars.

# NOTES TO THE ACCOUNTS

For the year ended 30th April 2014

19. **Financial instruments** *continued*

The fair value of the Group's forward foreign currency contracts at the date of the statement of financial position is as follows:

| | **2014** **£'000** | 2013 £'000 |
|---|---|---|
| Fair value of forward foreign currency contracts – asset | – | 36 |

*Capital Disclosures*

The directors consider the Group's capital to consist of its share capital and reserves.

The Group's objective when maintaining capital is to safeguard the Group's ability to continue as a going concern so that it can continue to provide returns for shareholders and benefits for other stakeholders.

To the extent that the Group considers it has surplus capital it has been Group policy to return this to shareholders through share buy backs.

*Other Financial Instruments*

The book amount for trade and other receivables, cash and cash equivalents, bank overdrafts, and trade and other payables with an expected life of 12 months or less, is considered to reflect its fair value.

The financial instruments of the Company as classified in the financial statements at 30th April 2014 can be analysed under the following IAS 39 categories:

| | Loans and receivables | | Total | |
|---|---|---|---|---|
| Company | **2014** **£'000** | 2013 £'000 | **2014** **£'000** | 2013 £'000 |
| Financial assets | | | | |
| Trade and other receivables | **4,618** | 2,442 | **4,618** | 2,442 |
| **Total** | **4,618** | 2,442 | **4,618** | 2,442 |

| | Other financial liabilities | | Total | |
|---|---|---|---|---|
| | **2014** **£'000** | 2013 £'000 | **2014** **£'000** | 2013 £'000 |
| Financial liabilities | | | | |
| Bank overdrafts | **3,287** | 1,883 | **3,287** | 1,883 |
| **Total** | **3,287** | 1,883 | **3,287** | 1,883 |

The Company acts as a holding company for the Group's subsidiaries and does not trade. Its financial instruments comprise cash, bank overdraft, amounts receivable and payable from subsidiary undertakings and other receivables and payables.

The Company faces interest rate risk on its bank overdraft and liquidity risk on managing cash flows from its subsidiary undertakings. The Company participates in a Group wide multi-currency overdraft facility of £3.0 million (2013 – £3.0 million) which is available to the UK companies in the Group.

# NOTES TO THE ACCOUNTS

For the year ended 30th April 2014

## 20. Share capital

| | Authorised 2014 | Authorised 2013 | Allotted, called up and fully paid 2014 | Allotted, called up and fully paid 2013 |
|---|---|---|---|---|
| Ordinary shares of 10p each | **£3,300,000** | £3,300,000 | **£1,124,648** | £1,231,000 |
| Number of shares | **33,000,000** | 33,000,000 | **11,246,482** | 12,310,000 |

| | Allotted, called up and fully paid | | | |
|---|---|---|---|---|
| | **2014 Number** | **2014 £** | 2013 Number | 2013 £ |
| Ordinary shares of 10p each | | | | |
| At beginning of year | **12,310,000** | **1,231,000** | 13,910,000 | 1,391,000 |
| Purchase of own shares for cancellation | **(1,063,518)** | **(106,352)** | (1,600,000) | (160,000) |
| At end of year | **11,246,482** | **1,124,648** | 12,310,000 | 1,231,000 |

Details of share options and shareholdings of Directors are shown in the Directors' Report on pages 8 to 10.

Share options over the ESOP shares are shown in note 13 on page 30.

During the year the Company purchased 1,063,518 ordinary shares for cancellation, via a Tender Offer process, for a consideration of £4,254,000, representing approximately 9% of the issued share capital at the start of the year. Costs associated with the Tender Offer process amounted to £108,000.

## 21. Reserves

The following describes the nature and purpose of each reserve within owners' equity:

| Reserve | Description and purpose |
|---|---|
| Share capital | Amount subscribed for share capital at nominal value. |
| Share premium | Amount subscribed for share capital in excess of nominal value. |
| Capital redemption | Amounts transferred from share capital on redemption of issued shares. |
| ESOP share | Weighted average cost of own shares held by the ESOP trust. |
| Share based payment | Difference between cost and fair value of ESOP options granted. |
| Merger | Premium on shares issued to fund acquisitions prior to 1999, which was used for write-off of goodwill on consolidation. |
| Retained earnings | Cumulative net gains and losses recognised in the consolidated income statement less distributions made. |
| Foreign exchange | Unrealised cumulative net gains and losses arising on the retranslation of the opening net assets and loans of overseas subsidiary undertakings. |
| Cash flow hedge | Unrealised gains and losses, net of deferred tax, arising on the revaluation of forward foreign currency contracts at the date of the statement of financial position. |

# NOTES TO THE ACCOUNTS

For the year ended 30th April 2014

## 22. Share based payment

The Group operates an equity-settled share based remuneration scheme for directors and employees. Share options vest immediately but the shares cannot be sold for a minimum of three years. The shares in this scheme are disclosed in the table below.

| | **2014 Weighted average exercise price** | **2014 Number** | 2013 Weighted average exercise price | 2013 Number |
|---|---|---|---|---|
| Outstanding at 1st May | – | – | £1 total | 15,000 |
| Lapsed during the year | – | – | £1 total | (15,000) |
| Exercised during the year | – | – | £1 total | – |
| **Outstanding at 30th April** | – | – | £1 total | – |

There were no options outstanding at the end of the year (2013 – nil).

No options lapsed during the year (2013 – 15,000). The weighted average share price of each option which lapsed during the previous year was 252.5p.

No options were exercised during the year (2013 – nil).

The Group did not enter into any share-based payment transactions with parties other than employees during the current or previous year.

## 23. Commitments under operating leases

At 30th April 2014 the Group had total commitments under non-cancellable operating leases as follows:

| | **2014** | | 2013 | |
|---|---|---|---|---|
| | **Land and Buildings £'000** | **Other £'000** | Land and Buildings £'000 | Other £'000 |
| Within one year | **3,562** | **54** | 3,554 | 60 |
| Between two and five years | **11,041** | **36** | 10,816 | 60 |
| Over five years | **7,658** | **–** | 7,795 | – |
| | **22,261** | **90** | 22,165 | 120 |

The majority of leases of land and buildings are subject to rent reviews every 5 years.

## 24. Pension commitments

Group companies make pension contributions for eligible employees to group personal pension schemes. These schemes are independently administered. The pension cost charge represents contributions payable by Group companies to the schemes during the year and amounted to £339,000 (2013 – £335,000).

The Group's US subsidiary Cowtan & Tout Incorporated operates a funded defined benefit pension scheme. This scheme relates to the acquisition of Jack Lenor Larsen on 1st July 1997. The scheme was closed to new members on 31st December 1997. Existing members' current pension contributions were transferred to a defined contribution scheme and hence all future benefits became fixed on the date the scheme was closed. The most recent actuarial valuation of the fund was on 30th April 2014 using the projected unit credit method. As the scheme is closed to new members and all benefits have been frozen, assumptions concerning inflation and the rate of increase of salaries, pensions and deferred pensions are not applicable. The rate used to discount scheme liabilities was 4% (2013 – 4%, 2012 – 5%). The market value of investments at 30th April 2014 was £762,000 (2013 – £761,000, 2012 – £699,000), all of which have an expected long term rate of return of 5% (2013 – 6½%, 2012 – 5%). Due to the nature of the investments, the actuarial value of the assets and the market value are the same. The present value of scheme liabilities at 30th April 2014 was £879,000 (2013 – £1,026,000, 2012 – £952,000), resulting in a net pension liability of £117,000 (2013 – £265,000, 2012 – £253,000). An accrual of £117,000 (2013 – £265,000, 2012 – £253,000) covering the unfunded actuarial accrued liability is included in the Group statement of financial position together with a related deferred tax asset of £47,000 (2013 – £106,000, 2012 – £101,000).

A total of £28,000 in actuarial gains (2013 – £59,000 losses) and a total of £1,000 (2013 – £2,000) in finance charges were recognised in Group operating expenses in the year.

# NOTES TO THE ACCOUNTS
For the year ended 30th April 2014

24. **Pension commitments** *continued*

The fair value of the assets in the scheme and the expected rate of return at 30th April 2014 were:

| | **2014 £'000** | 2013 £'000 | 2012 £'000 | 2011 £'000 | 2010 £'000 |
|---|---|---|---|---|---|
| Cash and cash equivalents | **–** | – | – | – | 116 |
| Fixed income | **121** | 278 | 264 | 350 | 350 |
| Equities | **641** | 483 | 435 | 349 | 275 |
| Total market value of assets | **762** | 761 | 699 | 699 | 741 |
| Present value of scheme liabilities | **(879)** | (1,026) | (952) | (940) | (1,061) |
| Net pension liability | **(117)** | (265) | (253) | (241) | (320) |

Reconciliation of plan assets:

| | **2014 £'000** | 2013 £'000 |
|---|---|---|
| At beginning of year | **761** | 699 |
| Exchange (loss)/gain | **(64)** | 32 |
| Expected return | **37** | 45 |
| Contributions by Group | **106** | 59 |
| Benefits paid | **(96)** | (92) |
| Actuarial gain | **18** | 18 |
| At end of year | **762** | 761 |

Reconciliation of plan liabilities:

| | **2014 £'000** | 2013 £'000 |
|---|---|---|
| At beginning of year | **1,026** | 952 |
| Exchange (gain)/loss | **(79)** | 42 |
| Interest cost | **38** | 47 |
| Benefits paid | **(96)** | (92) |
| Actuarial (gain)/loss | **(10)** | 77 |
| At end of year | **879** | 1,026 |

History of experience gains and losses:

| | **2014** | 2013 | 2012 | 2011 | 2010 |
|---|---|---|---|---|---|
| Actual return less expected return on scheme assets (£'000) | **18** | 18 | (23) | 40 | 81 |
| As a % of plan assets | **2.3%** | 2.3% | (3.3%) | 5.7% | 10.9% |
| Experience gains/(losses) on scheme liabilities (£'000) | **10** | (77) | (29) | (4) | (39) |
| As a % of plan liabilities | **1.1%** | 7.5% | 3.0% | 0.4% | 3.7% |

25. **Guarantees**

The Company has given an unlimited guarantee to HSBC Bank plc to secure all the present and future indebtedness and liabilities to the Bank of the Company, Colefax and Fowler Incorporated and Cowtan & Tout Incorporated. There is a cross guarantee between the Company and each of its U.K. subsidiaries in respect of their overdraft facilities. At 30th April 2014, the value of subsidiary overdrafts covered by the guarantee amounted to £nil (2013 – £nil).

# NOTES TO THE ACCOUNTS

For the year ended 30th April 2014

## 26. Related party transactions

The Company undertook the following transactions with its subsidiary undertakings in the year:

| | **2014 £'000** | 2013 £'000 |
|---|---|---|
| Interest charged on long-term loans to Colefax and Fowler Holdings Limited | **141** | 174 |

At the year end the following amounts were owed to the Company by its subsidiaries:

| | **2014 £'000** | 2013 £'000 |
|---|---|---|
| Colefax and Fowler Holdings Limited | **7,650** | 7,650 |
| Colefax and Fowler Limited | **4,188** | 1,866 |
| Sibyl Colefax and John Fowler Limited | **16** | – |
| Kingcome Sofas Limited | **17** | 24 |
| | **11,871** | 9,540 |

## FIVE YEAR REVIEW

| | **2014 £'000** | 2013 £'000 | 2012 £'000 | 2011 £'000 | 2010 £'000 |
|---|---|---|---|---|---|
| Revenue from continuing operations | **78,035** | 70,619 | 70,399 | 77,722 | 69,188* |
| Profit from continuing operations | **4,922** | 3,547 | 3,151 | 6,448 | 4,387 |
| Profit before taxation from continuing operations | **4,885** | 3,547 | 3,148 | 6,521 | 4,388 |
| Profit attributable to shareholders | **3,353** | 2,334 | 2,195 | 4,573 | 2,376 |
| Basic earnings per share from continuing operations | **27.9p** | 18.2p | 15.8p | 33.0p | 21.6p |
| Diluted earnings per share from continuing operations | **27.9p** | 18.2p | 15.8p | 32.8p | 21.2p |
| Dividends per share | **4.20p** | 4.00p | 3.85p | 3.85p | 3.10p |
| Equity | **22,211** | 24,283 | 26,254 | 25,460 | 23,055 |
| Operating cash flow | **4,867** | 6,035 | 7,115 | 7,759 | 5,429 |
| Cash and cash equivalents | **4,057** | 7,630 | 8,519 | 6,298 | 5,472 |

* Restated to include sampling and freight income which was previously recorded in cost of sales and operating expenses

# NOTICE OF MEETING

Notice is hereby given that the 2014 Annual General Meeting of Colefax Group Plc will be held at 19-23 Grosvenor Hill, London W1K 3QD on 17th September 2014 at 11.00 a.m. to transact the following business:

**Ordinary Business**

1. To receive, and if thought fit, to adopt the audited Annual Accounts of the Company for the year ended 30th April 2014, together with the reports of the Directors and of the auditors thereon.
2. To declare a final dividend of 2.20p per ordinary share.
3. To re-appoint BDO LLP as auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next general meeting of the Company at which accounts are laid.
4. To authorise the Directors to determine the remuneration of the auditors.
5. To re-elect W. Nicholls, who retires by rotation, as a Director.

**Special Business**

To consider and, if thought fit, to pass the following resolutions of which resolution 6 will be proposed as an ordinary resolution and resolution 7 will be proposed as a special resolution.

6. THAT in place of all existing authorities (save to the extent relied upon prior to the passing of this resolution), the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "Act"):

   (a) to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum nominal amount of £374,882 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the earlier of the date falling 15 months following the date of the Annual General Meeting and the end of the next annual general meeting of the Company, save that the Company may before expiry of this authority make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after expiry of this authority and the Directors may allot shares, or grant rights to subscribe for or convert any security into shares, in pursuance of that offer or agreement as if this authority had not expired; and

   (b) in addition, to allot equity securities (within the meaning of section 560 of the Act) in connection with a rights issue in favour of holders of ordinary shares in proportion (as nearly as may be) to their respective holdings of ordinary shares (but subject to such exclusions or other arrangements as the Directors consider necessary or expedient in connection with treasury shares, fractional entitlements or any legal or practical problems arising under the laws or regulations of, or the requirements of any regulatory body or stock exchange in, any territory) up to a maximum nominal amount of £374,882 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the earlier of the date falling 15 months following the date of the Annual General Meeting and the end of the next annual general meeting of the Company, save that the Company may before expiry of this authority make an offer or agreement which would or might require equity securities to be allotted after expiry of this authority and the Directors may allot equity securities in pursuance of that offer or agreement as if this authority had not expired.

7. THAT, subject to the passing of resolution 6 above and in place of all existing powers, the Directors be generally and unconditionally authorised pursuant to section 570 of the Companies Act 2006 (the "Act") to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority granted by resolution 6 above as if section 561 of the Act did not apply to any such allotment. This power shall be limited to:

   (a) the allotment of equity securities in connection with an offer of such securities or an invitation to apply to subscribe for such securities (whether by way of rights issue, open offer or otherwise) in favour of holders of ordinary shares in proportion (as nearly as may be) to their respective holdings of ordinary shares but subject to such exclusions or other arrangements as the Directors consider necessary or expedient in connection with treasury shares, fractional

# NOTICE OF MEETING

entitlements or legal or practical issues under the laws of any jurisdiction or territory or the regulations or requirements of any regulatory or stock exchange authority in any jurisdiction or territory; and

(b) the allotment (other than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of £56,232.

This power shall expire on the earlier of the date falling 15 months following the date of the Annual General Meeting and the conclusion of the next annual general meeting of the Company, but the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the Directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired.

This power also applies in relation to a sale of treasury shares, which is an allotment of equity securities by virtue of section 560(3) of the Act as if in the first paragraph of this resolution the words "subject to the passing of resolution 6 above" and "pursuant to the authority granted by resolution 6 above" were omitted.

**By order of the Board**
R. M. Barker BSc ACA
Secretary
16th July 2014

**Registered Office**
39 Brook Street
London W1K 4JE

# NOTICE OF MEETING

*Notes:*

1. A member entitled to attend and vote at this meeting is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights to attend, to speak and, both on a show of hands and on a poll, to vote in his or her stead at the meeting. A proxy need not be a member of the company but must attend the meeting in person. The appointment of a proxy does not preclude a member from attending and voting in person at the meeting should he or she subsequently decide to do so. A form of proxy which may be used is attached.

2. A member may appoint more than one proxy in relation to a meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him or her.

3. To be valid, a form of proxy together with, if applicable, the power of attorney or other authority under which it is signed, or a certified copy thereof, must be received by Computershare Investor Services plc at The Pavilions, Bridgwater Road, Bristol, BS99 6ZY not later than 11.00 a.m. on 15th September 2014.

4. The company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered in the register of members of the company as at 6.00 p.m. on 15th September 2014 shall be entitled to attend or vote (whether on a show of hands or on a poll) at the meeting in respect of the number of shares registered in their name at the time. Changes to entries on the register after 6.00 p.m. on 15th September 2014 (or after 6.00 p.m. on the day which is two days before any adjourned meeting) shall be disregarded in determining the rights of any person to attend or vote at the meeting.

5. As at 15th July 2014 (being the last business day prior to the date of this notice) the company's issued share capital consisted of 11,246,482 ordinary shares each carrying one vote per share. Accordingly the total number of voting rights in the company as at 15th July 2014 were 11,246,482.

6. CREST members who wish to appoint a proxy or proxies for the meeting or any adjournment thereof by utilising the CREST electronic proxy appointment service may do so by following the procedures described in the CREST Manual (www.euroclear.com/CREST). CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

   In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (EUI) specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) by the latest time(s) for receipt of proxy appointments specified in this notice. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

   CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular message. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed (a) voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

   The company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

7. Any member attending the meeting has the right to ask questions.

8. If a shareholder has a general query about the Annual General Meeting or wishes to give the Company prior notification of any question he wishes to ask at the Annual General Meeting, he should call our shareholder helpline on 0870 889 3295 if calling within the United Kingdom or +44 870 889 3295 if calling from outside the United Kingdom. The Shareholder Helpline is available from 8.30 a.m. and 5.30 p.m. Monday to Friday (except public holidays). The cost of calls to the helpline vary depending on the service provider. Calls to the helpline from outside the United Kingdom will be charged at applicable international rates. Calls may be recorded and monitored for security and training purposes.

Park is an EMAS certified company and its Environmental Management System is certified to ISO 14001.

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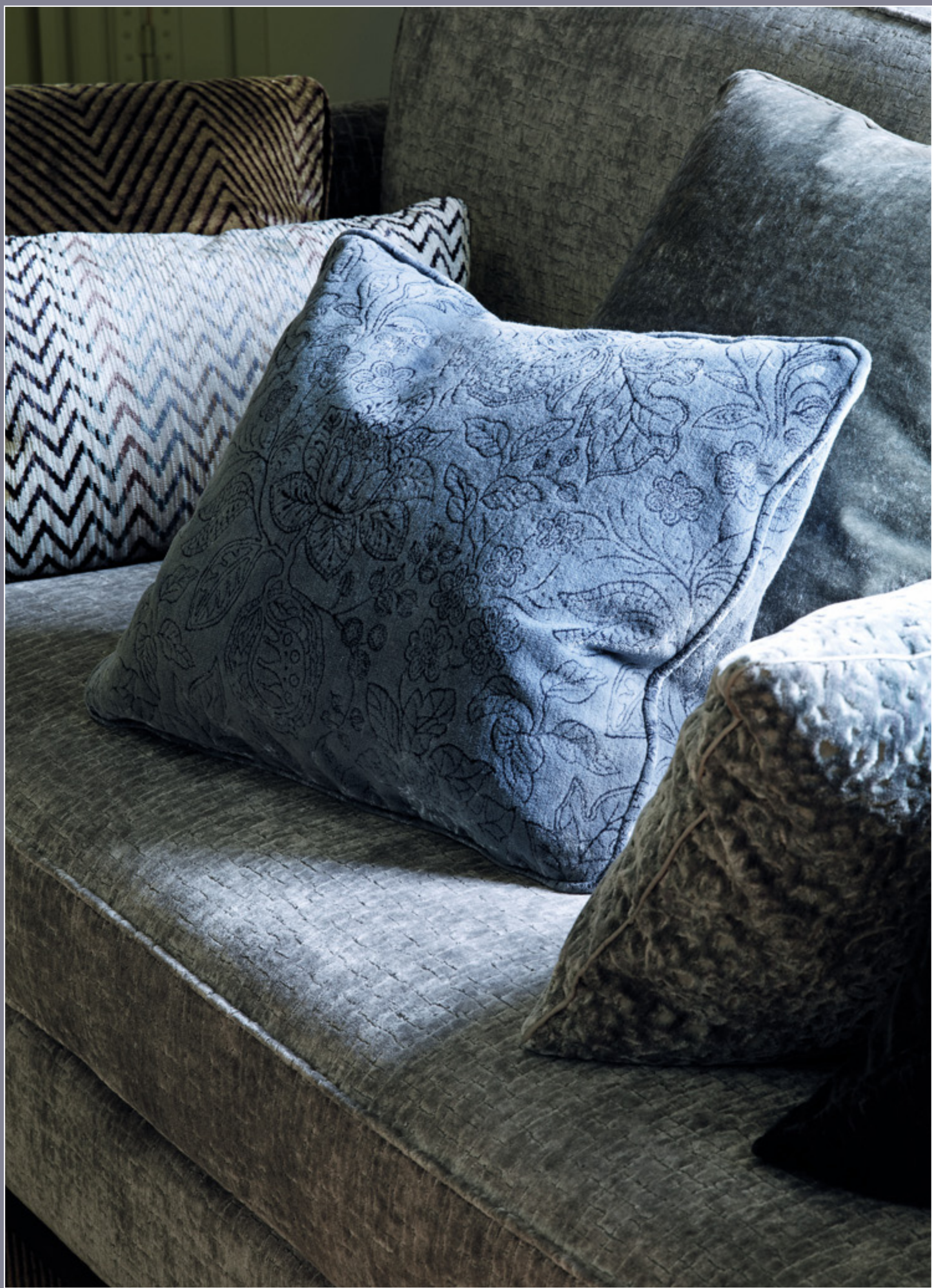

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