



**CORAL**  
P R O D U C T S P L C

**ANNUAL REPORT AND ACCOUNTS 2010**



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## Financial Highlights

	2010	2009
Revenue	£12.6m	<b>£13.6m</b>
Earnings before interest, tax and depreciation (EBITDA)	£0.94m	<b>£0.51m</b>
Operating loss	£(0.62)m	<b>£(1.33)m</b>
Loss before taxation	£(0.65)m	<b>£(1.46)m</b>
Basic loss per ordinary share (EPS)	(3.23)p	<b>(6.45)p</b>
Net assets per ordinary share	32.1p	<b>35.4p</b>



# Chairman's Statement

Turnover for the year ended 30 April 2010 amounted to £12.6 million compared to £13.6 million in 2009. Operating loss for the year was £621,000 compared with a loss of £1,327,000 last year. After interest charges of £30,000 (2009: £136,000) the loss before tax was £651,000 (2009: loss of £1,463,000). Shareholders' funds at 30 April 2010 amounted to £6.5 million (2009: £7.1 million), namely 32.1p per share (on an undiluted basis) - (2009: 35.4p).

## Dividend

Your directors are not recommending any dividend for the year (2009: nil).

## Trading performance

We had an improved performance in the first half of the year and, whilst the second half proved more difficult, we are pleased with the overall progress made following our strategic review and the decision to move into new markets. Turnover in media products was again at reduced levels due to the economic recession and the continuing trend towards digital downloading. Whilst this practice will no doubt continue we expect there to remain an active market for our products for some years and we are currently introducing more environmentally-friendly products to meet customer requirements. We anticipate demand for the environmentally-friendly products to increase and improved sales to follow.

Turnover of our trade moulded products continued to rise in line with our expectations. To these items we have added our own range of crates targeting local authorities and kerbside recycling solutions. Since the end of April, these have been complemented by the introduction of household food waste disposal containers (kitchen and kerbside caddies). The local authority sector is a new market for us but we are gaining a growing customer base and achieving steady sales growth.

We have converted existing machinery to the manufacture of recycling and trade moulded products and have further capacity available if demand grows. Our capital requirements should be minimal following the introduction of these new products and this will enable our cash requirements to diminish. We continue to regard media packaging products as our core business line, whilst recognising that recycling and trade moulded products offer greater scope for increasing sales and improved margins. We now have a good range of new products which should serve us well in the future.

## Balance Sheet and Cash Flow

The balance sheet position remains strong with net assets of £6.5m. Our cash flow during the year was affected by demands for increased working capital as new products and improvements were introduced and supplies of raw material were affected by plant closures. The economic recession has had severe effects on our customers and the overall marketplace. Our cash position is forecast to continue to decline for the first half of this year as final balances are paid and stocks increase to meet the anticipated demand. It is then forecast to reverse in the second half with little expected capital expenditure requirement. Despite the effect of the recession on our industry, our strategy has been maintained and we have kept our cash requirements within our existing facilities at all times.

## Outlook

The Directors issued an interim management statement to shareholders on 8 February 2010. This stated that sales of media based products performed ahead of expectations in the final months of 2009 but that demand had started slowly in 2010. Since then demand has remained sluggish but recently we have received growing interest in our new lightweight box with its environmental benefits. This product will be available soon and should stimulate demand. The Directors also stated that sales of household items were in line with forecast and would improve as new products came on-stream. This has been the case and we are pleased with the progress being made with these products.

With the economy still difficult, we are concentrating on maintaining good service levels and offering quality products for which we are confident demand will increase. We have a good production facility which should enable us to take full advantage of an upturn in demand.

## Geoffrey Piper

Chairman

27 July 2010



# Managing Director's Operating Review

The year to 30 April 2010 has again been marked with difficult economic conditions for businesses especially those associated with retail markets such as our own. The media industry continued to be affected by reduced demand from the ongoing move to downloading and the loss of business to our major customers from piracy. Bearing in mind these factors, it is pleasing to report that we have successfully continued with our strategic plan to move into new markets for recycling products, and we are now established as a leading player in those markets.

The continued weakness in sterling was met during the year by an even greater fall in the value of the euro and this led to a reduction in our exporting capacity. We also had to contend with increases in raw material costs primarily due to a shortage in supply from major plants with production problems, and also higher transport costs from fuel increases. We did, however, make considerable savings to the costs of power and have negotiated improved rates for the future.

Whilst turnover decreased by 7% in the year, the gross margins obtained rose by 4.6% due to the new products being less volume driven. Consequently we are developing a better mix of sales which will not be as dependent upon outside influences. We have followed our strategic plan and introduced food waste container products to a new and growing market for recycling products which are designed to limit environmental impact. This is a rapidly growing area and a high rate of plants are being rolled out across the country which have the function of converting waste food into energy through anaerobic digestion. Our order intake is continually increasing and we are all set to complete contracts for local authorities. It has taken some time to establish ourselves in the tendering processes for new contracts but our sales team has focused on this and as we stated in our latest interim management statement we have gained accreditation with the Eastern Shires and Yorkshire Purchasing Organisations to supply their range of kerbside crates, lids and dividers together with kitchen and kerbside food caddies.

## Outlook

The management team continue to work to maintain our high standards of production whilst developing these new products. Product rejection rates continue to be less than 0.1% and our customers gave us excellent scores in recent customer surveys. Our focus is to continue to attract business by offering quality products and service and whilst this will take time we will not compromise on standards.

The outlook is much better for us than for some time. We have established a good team focused on bringing in products to new markets and our order book is starting to look strong. Our return to profitability remains our key performance benchmark but we are making progress and expect this to be achieved sooner rather than later. For now we have high depreciation charges on capital items that will outlast the useful lives attributed to them in the accounts and this enables our cash flow to be positive. I would like to express my gratitude to our staff and management for their dedication and effort throughout the year.

## Warren Ferster

Managing Director

27 July 2010



# Financial Review

## Income Statement

Revenue for the year ended 30 April 2010 decreased by 7% to £12.6m (2009: £13.6m). This was the result of decreased sales prices in all product lines resulting mainly from reduced component prices. Gross margins improved at 21.8% (2009: 17.2%) as a result of a higher weighting of sales in better margin non-media products. The EBITDA for the year was a positive £940,000 (2009: £513,000). The operating loss for the business decreased to £0.62m (2009: loss of £1.33m). As such the actual trading result for the company has improved and the forecast is for further improvement this year. In the first half trading continued to be affected by the impact of high oil prices on raw materials, transport and power, although this situation did reverse in the latter months. In particular electricity costs have reduced from their exceptionally high levels and enabled the margins to improve to previous levels. Finance costs reduced to £30,000 (2009: £136,000) as a result of lower debt levels and reduced interest rates during the year.

## Taxation

The rate of tax applied for the year ended 30 April 2010 was 28.0%. (2009: 28.0%). There was no current tax charge for the year (2009: £nil).

## Cash Flow

The company had an overall negative cash flow of £0.37m (2009: negative of £0.5m) resulting from additional expenditure on investing and financing activities over and above the cash generated from operating activities. The cash inflow from operating activities for the year was £0.2m (2009: £0.4m). Capital expenditure amounted to £0.5m (2009: £0.4m) in the year, and the cash used in financing activities was £0.01m (2009: £0.4m). With our financial liabilities reducing and our capital expenditure requirements remaining modest we expect to obtain a positive cashflow for the current year.

## Current liquidity

At the year end the Company's net debt amounted to £0.9m (2009: £0.7m) and gearing was 14% (2009: 10%). The Company has an Invoice Discounting line with a ceiling facility of £1.5m and a discount rate of 3% over bank base rate. In addition, the Company has an overdraft facility of £50,000 which is at a variable rate of interest with a margin of 2.5% over the bank base rate. Hire purchase agreements are in both sterling and euros and are at both fixed and variable rates. The euro rate agreements were obtained to hedge the euro income flows from the capital assets.

## Treasury

The Company's financial instruments, other than derivatives, comprise cash investments and borrowings. The Company enters into derivative transactions to manage the currency and interest rate risks arising from the Company's operations and its sources of finance. It is the Company's policy that no speculative trading in financial instruments shall be undertaken.

## Principal Risks and uncertainties

### Finance and liquidity risk

Borrowing facilities are monitored against the Company's forecast requirements and the Company mitigates financial risk by staggering the maturity of borrowings and by maintaining undrawn committed facilities.

### Currency risk

The Company conducts business in both sterling and euros. As a result, the Company is exposed to foreign exchange risks, which will affect transaction costs and the translation of debtor and creditor balances. A significant amount of the Company's raw material purchases are in euros and this helps to provide a natural match to the exposure from sales of that currency. In addition, when forecasts indicate that sales in euros will be significantly above purchases, the Company will look to hedge foreign currency transactional exposures by taking out forward foreign exchange contracts. Further hedging has been obtained by acquiring finance lease facilities in euros which offset euro capital expenditure and income flows.

### Interest rate risk



# Financial Review

*continued*

The Company is exposed to movements in interest rates in currencies in which it has borrowings, namely sterling and euros, and this risk is controlled by managing the proportion of fixed to variable rates within limits. Interest rate swaps are used to achieve the desired mix if the board consider the proportion to be outside the limits. The Company uses a mixture of fixed and variable rate loan and finance lease facilities in order to mitigate its interest rate exposure. In addition, interest rate swaps are used in order to manage interest rate risk.

## **Credit risk**

Cash deposits and financial transactions give rise to credit risk in the event that counterparties fail to perform under the contract. The Company regularly monitors the credit ratings of its counterparties and controls the amount of credit risk by adhering to limits set by the board. The Company has credit insurance in place to safeguard it from potential bad debt losses from customers. The Company maintains debtor levels within the insured limits unless it has strong grounds for allowing increases. As a consequence of these controls, the probability of material loss is considered to be at an acceptable level.

## **Key Performance Indicators**

The Board uses a range of financial and non-financial indicators to monitor performance in line with its business strategy. These indicators are chosen to monitor both current performance and the strength of the company that will sustain and enhance future performance.

## **Underlying revenue and operating margins**

Monitoring of revenues and operating revenues provides a measure of business growth and effectiveness of operation. Sales have declined from £13.6m in 2009 to £12.6m in 2010 but over this same period operating margins have increased to 21.8% from 17.2%.

## **Operating profit**

The underlying profit measures the result of the company's strategy. The operating loss of £1.3m in 2009 was reduced to a loss of £0.6m in 2010.

## **Earnings before interest, tax, depreciation and amortisation (EBITDA)**

The EBITDA measures the earnings for the company before the amounts required to replace the cost of fixed assets and financing. The EBITDA for 2010 was £0.94m which was an improvement over the 2009 result of £0.51m.

## **Operating cash flow**

In any business the ability to convert profitability into cash generation is important for future investment and the servicing of borrowings. The operating cash flow in 2010 was £0.24m compared to £0.50m in 2009.

## **Gearing**

Gearing is calculated as the net borrowings after cash is deducted divided by the net assets at the year-end. This is a measure of how much the assets of the company are tied in with lenders. As at 30th April 2010 the gearing level was 14% compared to 10% in 2009.

## **Capital expenditure**

The company has previously invested in a large asset base in order to provide enough capacity to meet its order book and future expectations. The level of capital expenditure indicates additional requirements for new and improved products and is subject to rigorous review to ensure it is consistent with forecast activity and will provide value for money. In 2010 capital expenditure of £0.52m was required compared to £0.43m in 2009.

## **Stephen Fletcher**

Finance Director

27 July 2010



# Directors and Advisers

## Non-executive Directors

### **Geoffrey Piper MA, FCA\***, *Chairman*

Appointed March 1995. Geoffrey, aged 67, is Chief Executive of the North West Business Leadership Team. He is a former Council Member of the Institute of Chartered Accountants and a past President of the Liverpool Society of Chartered Accountants.

### **Jonathan Lever LL.B, FCA\***, *Senior Non-executive*

Jonathan, aged 73 was the former senior partner of a North West firm of Chartered Accountants which he founded in 1965. He was appointed Finance Director on flotation in February 1995 and retired as Finance Director in 1997.

### **Kathryn Davenport BA (Hons), (Solicitor)\***, *Non-executive*

Kathryn, aged 40, is a qualified solicitor and Company Secretary with significant experience in company administration, corporate governance and UK Listing Authority compliance. Kathryn was appointed as a non-executive director of Coral Products plc in February 2010 and Abbeycrest plc in May 2010 and was previously the Company Secretary at Union plc, now Browallia Holdings Limited, from September 1997 to July 2001.

\* *Member of the audit and remuneration committees.*

## Executive Directors

### **Warren Ferster**, *Managing Director/Chief Executive*

Warren, aged 60, has been involved in the plastics industry for over thirty five years. He is involved in all aspects of the business but has particular responsibility for raw material purchasing and strategic planning. He has been a Director since September 1990.

### **Stuart Ferster**, *Production Director*

Stuart, aged 54, is involved in the day to day supervision of production and maintenance operations. He is responsible for the purchasing and introduction of new plant and equipment into the company's operations. He has been a Director since September 1990.

### **Stephen Fletcher MA, FCA**, *Finance Director and Company Secretary*

Stephen, aged 53, is a Chartered Accountant and responsible for all aspects of the finance function, together with the company's IT systems and has certain purchasing responsibilities. He joined the company in September 2002 after holding a similar position with Worthington Group plc. He was also appointed Company Secretary on 26 October 2006.

### **Martin Watson**, *Sales Director*

Martin, aged 50, is responsible for sales and marketing with emphasis on media based products. He has over 17 years experience in this field having previously been employed by Amaray. He joined the company in March 2006 and was appointed to the Board in September 2006.

## Registered Office

North Florida Road  
Haydock Industrial Estate  
Haydock  
Merseyside WA11 9TP  
UK Registered Number:  
2429784

## Auditors

Hurst & Company  
Accountants LLP  
Lancashire Gate  
21 Tiviot Dale  
Stockport  
Cheshire SK1 1TD

## Solicitors

Davies Arnold Cooper  
6-8 Bouverie Street  
London  
EC4Y 8DD

## Bankers

Barclays Bank PLC  
PO Box 4132  
5th Floor  
51 Mosley Street  
Manchester M60 1UB

## Registrars

Computershare Services PLC  
PO Box 82  
Caxton House  
Redcliffe Way  
Bristol BS99 7NH



# Directors' Report

The Directors present their annual report and financial statements for the year ended 30 April 2010.

## Results and dividends

The results for the year are set out on page 17. This shows a Company loss after taxation of £651,000 (2009: loss of £1,298,000). No dividend was paid (2009: nil) and no final dividend is proposed (2009: nil). A review of the Company's activities for the year end and its future prospects is set out in the Managing Director's Operating Review.

## Principal activity

The principal activity of the Company is the manufacture of plastic injection moulded products. The Company also operates as a trade moulder for other UK Companies. It has been in operation since 1990 and become a fully listed plc in 1995.

## Directors

Full details of the Directors of the Company are given on page 6, all of whom served throughout the period except Kathryn Davenport who served from her date of appointment.

In accordance with the Articles of Association, the Directors retiring by rotation and offering themselves for re-election are Martin Watson, Kathryn Davenport, Geoffrey Piper and Jonathan Lever.

## Directors' interests in the shares of the Company

The beneficial interest of the Directors in the shares of the Company were as follows:

	Ordinary shares of 1p each 30th April 2010 Number	Ordinary shares of 1p each 30th April 2009 Number
Warren Ferster	1,943,181	1,943,181
Stuart Ferster	2,098,367	2,098,367
Stephen Fletcher	32,000	32,000
Martin Watson	25,000	25,000
Jonathan Lever	50,000	50,000
Geoffrey Piper	9,583	9,583
	<b>4,158,131</b>	<b>4,158,131</b>

In addition to the above interests, the Coral Products Pension Scheme, of which Warren Ferster and Stuart Ferster are trustees and beneficiaries, holds 146,000 shares in the Company.

None of the above shareholdings has changed between the year end and the date of this report.

## Coral Products Approved Executive Share Option Scheme

Share options under the Coral Products plc Approved Executive Share Option Scheme are in place for the Directors as shown below:

	<i>Date of grant</i>	<i>Option price</i>	<i>Number of options</i>	<i>Exercise period</i>
Martin Watson	25/10/2006	20.0p	100,000	25/10/2009 to 25/10/2016
Stephen Fletcher	29/11/2006	18.0p	100,000	29/11/2009 to 29/10/2016

There are no performance conditions attached to the options.



# Directors' Report

continued

## Substantial interests

As at 20 July 2010 the Company had been made aware of the following interests of over 3% (other than the holdings of Directors listed above) in the ordinary shares of the Company:

	Number of shares	% of share capital
Union Discount	6,025,120	29.9
DSL Client Nominees	1,020,000	5.1
Barclayshare Nominees	809,893	4.0

## Share Capital

At the 2009 Annual General Meeting the company was granted authority to purchase up to a maximum of 15% of its own shares. The authority expires at the conclusion of the forthcoming Annual General Meeting at which a special resolution will be proposed to renew the authority for a further year. Any shares purchased in accordance with this authority will be subsequently cancelled.

## Statement of Directors' responsibilities in respect of the Annual Report & Financial Statements

The following statement, which should be read in conjunction with the report of the auditors set out on page 15, is made with a view to distinguishing for shareholders the respective responsibilities of the directors and of the auditors in relation to the Annual Report and Financial Statements.

The Directors are responsible for preparing the Annual Report and Financial Statements in accordance with applicable law, International Financial Reporting Standards (IFRSs) as adopted by the European Union and the rules of the London Stock Exchange, and for preparing the Report on Directors' Remuneration and related matters in accordance with applicable law.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with IFRSs as adopted by the EU;
- 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 its financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

The Company has a website which contains up to date information on activities and published financial results. The maintenance and integrity of this website is the responsibility of the Directors. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.



# Directors' Report

*continued*

## **Key Performance Indicators**

The Board considers that its 'Key Performance Indicators' are those that communicate the financial performance and strength of the Company to its shareholders. These would include the level of operating margins and profit, the return achieved on invested capital, the level of free cash flow, and the extent of the Company's borrowings.

Management also use a number of 'Other Performance Indicators' in running and assessing the performance of individual departments. These include indicators such as added value, manufacturing efficiency measures, labour absenteeism, and health and safety statistics.

## **Principal Risks & Uncertainties**

The management of business and execution of the Company's strategy is subject to a number of risks. The business risks affecting the Company are set out below. Risks are formally reviewed by the Board and a risk review programme is in place to monitor and mitigate these. It is possible that, if more than one event occurred, the adverse effects would be compounded on the Company.

### **Competition**

The Company operates in a competitive market. It cannot predict the pricing of its competitors or their effect on its ability to market and sell its products. In order to ensure that it remains competitive, the Company may be required to consider its pricing policy.

### **Key Individuals**

The Company's future performance depends heavily on its ability to retain and attract the services of suitable personnel. Whilst service contracts are in place for Directors and management, the loss of the services of these key individuals could have a material adverse effect on the business and prospects for the Company.

### **Supply Agreement**

The Company has obtained a 10 year licence to produce and supply a Red Tag security box to mitigate the financial risk of losing this key product.

### **Financial Risk Management**

The Company's activities expose it to a variety of financial risks concerning its markets, credit and liquidity. The risk management programme seeks to minimise potential adverse effects of the Company's financial performance. The Company uses derivative financial instruments to hedge against certain financial risk exposures. The Company operates in European markets and is exposed to foreign exchange risk from commercial transactions in Euros. It is the Company's policy to use natural hedging, where possible to limit the exposure to currency risk and remove the requirement for financial instruments.

### **Insurance**

The Company has in place a Directors and Officers liability insurance policy that provides appropriate cover in respect of legal action brought against its Directors.

### **Relevant Audit Information**

As at 27 July 2010, so far as each Director is aware, there is no relevant audit information of which the auditors are unaware and each Director has taken all steps that he ought to have taken as a Director in order to make himself aware of any relevant audit information and to establish that the auditors are aware of that information.

### **Going concern**

After making enquiries, the Directors have formed a judgement at the time of approving the financial statements that there is a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the financial statements.

### **Charitable and political contributions**

Contributions made by the Company during the year for charitable purposes were £nil (2009: £250). These were principally to local charities serving the community in which the Company operates. Political contributions amounted to £nil (2009: £nil).

### **Creditor payment policy**

The policy of the Company is to agree the terms of payment with suppliers when agreeing the conditions of supply of goods and services. Suppliers are made aware of the terms of payment and payments are made in accordance with terms agreed between the two parties.

The number of days purchases in trade creditors at the year end amounted to 42 days (2009: 62 days).



# Directors' Report

*continued*

## **Shareholder relations**

The importance of maintaining good relations with individual and institutional investors is recognised by the Board. This includes meetings on a regular basis between the executive Directors and institutional and private investors at relevant times. The Company encourages shareholder attendance at the annual general meeting, at which the Chairman and Board of Directors are available to answer any questions on the previous year's results and on current year trading.

## **Health and safety**

It is Company policy to protect the health and safety of its employees and any other parties involved in its business operations. Systems are in place to define and eliminate health and safety risks.

## **Corporate social responsibility**

The Company is committed to responsible business practices, good corporate governance and sound risk management. Terms of payment are agreed with suppliers when agreeing the conditions of supply of goods and services. Payments are made in accordance with terms agreed between the two parties.

## **Employment and human rights**

The Company is an equal opportunities employer and applies employment policies which are fair and equitable. Appointments, training and career development are determined solely by application of job criteria, personal ability and competence regardless of gender, race, disability, age, sexual orientation or religious or political beliefs.

Where suitable opportunities exist, full and fair consideration is given to the possibility of employing a disabled person. Where an employee becomes disabled whilst in employment, every effort is made to find continuing employment. Policies are in place which aim to deter acts of harassment and discrimination and any breach of either of these policies is met with zero tolerance.

## **Disclosure of Information to Auditors**

Each of the persons who is a Director at the date of approval of this report confirms that:

- so far as the Director is aware, there is no relevant information of which the Company's auditors are unaware;
- the Director has taken all steps that he or she ought to have taken as a Director in order to make himself or herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

## **Responsibility Statement**

Each of the persons who is a director at the date of approval of this report confirms that to the best of his or her knowledge:

- the financial statements, prepared in accordance with IFRS, give a true and fair view of the assets, liabilities, financial position and profit or loss of the issuer;
- the Directors' report on pages 7 to 10, incorporating by reference the Directors' remuneration report on pages 13 to 15, includes a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties that they face.

## **Annual General Meeting**

The AGM will be held on Wednesday, 25th August at the Haydock Thistle Hotel, Haydock, Merseyside, WA11 9SG. The Notice of Meeting is contained on pages 35 to 36 of this report.

At the meeting, resolutions will be prepared to receive the audited accounts and approve the Remuneration Report, to elect Directors and to re-appoint Hurst & Company LLP as auditors. In addition, shareholders will be asked to renew both the general authority of the Directors to issue shares and to authorise the Directors to issue shares without applying the statutory pre-emption rights. The Directors have no present intention of exercising the authority if granted, but consider it will be commercially useful to have the authority should they need to allot shares for any purpose in the future.

By order of the Board  
**S G Fletcher**  
Company Secretary

27 July 2010



# Corporate Governance Statement

The Company is committed to high standards of corporate governance. The Board is accountable to the Company's shareholders for good corporate governance. This statement describes how the principles of corporate governance are applied to the Company and the Company's compliance with the best practice provisions of the Combined Code on Corporate Governance and the Guidelines on Audit Committees, together 'the Code'. The Company has been in full compliance throughout the year with the provisions set out in the Code other than as noted below.

## The Board

The Board's role is to provide entrepreneurial leadership of the Company within a framework of prudent and effective controls which enable risk to be assessed and managed. The Board reviews the Company's strategic objectives and looks to ensure that the necessary financial and human resources are in place to achieve these objectives. The Board also sets the Company's values and standards and manages the business in a manner to meet its obligations to shareholders.

The Board currently comprises the Non-executive Chairman, the Senior Non-executive Director, the Managing Director, the Finance Director, the Sales Director and the Production Director. All of these possess a range of experience and sufficient calibre to bring independent judgement on issues of strategy, performance, resources and standards of conduct which is vital for the success of the Company. The Board are satisfied that the Non-Executive Directors are independent in character and judgement. It recognises that only half of the Board comprise of independent Non-Executive Directors but regards this as sufficient in view of its overall size and business position. The Board are also aware that certain Non-Executive Directors have served for a period longer than 6 years but considers that their knowledge and leadership are of greater benefit to its shareholders.

The roles of the Non-executive Chairman and Managing Director are clearly defined. The Chairman is responsible for the leadership of the Board and the Managing Director is responsible for the strategic direction and operational management of the Company. The Chairman ensures that the Directors receive accurate, timely and clear information.

The Board meets on a regular basis and there is a formal schedule of matters specifically reserved for its consideration. This includes approval of the annual budget, approval of the interim and year-end report and accounts, review and authorisation of significant capital expenditure, and approval of financing arrangements. Operational management are responsible for the day to day running of the Company and report on a regular basis on that performance to the Board.

The Board is responsible to shareholders for the proper management of the Company and has access to the necessary information in order to discharge its duties. All Directors are subject to election by shareholders at the first opportunity after their appointment and to re-election thereafter at intervals of not more than three years.

The Non-executive Directors have on-going dialogue with executive Directors with constructive challenges of performance and the Company's strategy. The Non-executive Directors are provided with sufficient information to allow them to monitor, assess and challenge the executive management of the Company. They meet regularly as a group and maintain contact without the Executives present. Board papers are circulated to all Directors.

All Directors have access to advice and services of the Company Secretary and a procedure has been agreed for the Directors to take independent professional advice, if necessary, at the expense of the Company.

On joining the Board there is a process for Directors to receive training if necessary as to their role and requirements.

During the year the Board met ten times and all Directors attended the full complement, apart from two absences due to prior engagements.

The Board does not undertake formal annual evaluation processes to evaluate its performance, the performance of the committees, or the performance of its individual Directors. This was because the Board believed informal reviews to be more beneficial and a review of individual performances is considered as part of the annual remuneration review process.

The Board recognises the importance of developing the skills of the Directors to run an effective Board. Directors are given the opportunity to attend relevant training courses and to acquire skills and experience which may enhance their contribution to the on-going progress of the Company.



# Corporate Governance Statement

*continued*

## **Remuneration Committee**

The Remuneration Committee consists of the Non-executive Directors together with the Managing Director. There was full attendance at the two meetings during the year. The Committee is responsible for determining the Company's policy for the remuneration of the executive Directors. It regularly considers the compensation commitments of its Directors in the event of early termination of their service contracts.

## **Nominations Committee**

The Nominations Committee consists of the Non-executive Directors together with the Managing Director. The Committee is chaired by Geoffrey Piper. It met only once in the year with full attendance. The responsibility of the Committee is to recommend to the Board the appointment or replacement of additional Directors. It is also responsible for succession planning for the Company.

## **Audit Committee**

The Audit Committee consists of the Non-executive Directors. The Committee is chaired by Geoffrey Piper. It meets on a regular basis under its terms of reference with the Finance Director and external auditors to review the financial statements and external financial announcements made by the Company. It has responsibility for reviewing and monitoring the external auditor's independence and objectivity, and reviews supplies of all non-audit services provided by the external auditors to ensure that independence and objectivity are not compromised. The Audit Committee met three times during the year and was attended by all required Directors.

## **Internal Control**

The Board is responsible for the Company's system of internal controls and for reviewing its effectiveness. In accordance with the guidance for Directors in the Turnbull Report, the Board has ensured that there is an ongoing process for reviewing the effectiveness of the system of internal control including identifying, evaluating and managing the significant risks faced by the Company. This process, which is regularly reviewed by the Board, is carried out in conjunction with business planning.

Whilst acknowledging the overall responsibility for the system of internal controls, the Board is aware that the system is designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable, but not absolute, assurance against material misstatement or loss.

The Company has established procedures which have been developed over a number of years which meet the requirements of the Turnbull Guidance. A key control procedure is the daily involvement of executive members of the Board in all aspects of the business and the attendance at management meetings where performance is reviewed against the business plan. The internal controls are considered appropriate for a company of this size. The Audit Committee has reviewed the effectiveness of the internal controls and does not consider that an internal audit function is necessary. To manage the risks facing the Company management have installed a risk management programme. This programme places responsibility on managers to identify risks facing the business units and for implementing procedures to mitigate these risks.

The Combined Code states that the Audit Committee should review arrangements by which staff of the Company may, in confidence, raise concerns about possible improprieties in financial or other matters. Procedures are in place to enable concerns to be raised without concern of victimisation or disciplinary action.

## **Monthly financial reporting**

The Company performs an annual strategy and budgeting process, and the Board approved the annual Company budget as part of its normal responsibilities. The Company reports its results monthly with comparisons to budget. Revised forecasts for the year are produced for the Board whenever significant financial trends are identified.

## **Going Concern**

On the basis of current financial projections and facilities available, the Board considers that the Company has adequate resources to finance its activities for the foreseeable future. For this reason, the going concern basis has been adopted in preparing the financial statements.

By order of the Board

**Stephen Fletcher**

Company Secretary

27 July 2010



# Directors' Remuneration Report

## Introduction

This report has been prepared in accordance with Section 420 of the Companies Act 2006 and the applicable Listing Rules. As required by the Directors' Remuneration Report Regulations 2002 (the Regulations), a resolution to approve the report will be proposed at the Annual General Meeting. The Regulations require the auditors to report to the shareholders on the 'auditable part' of the Directors' remuneration report and to state whether in their opinion that part of the report has been properly prepared in accordance with Section 420 of the Companies Act 2006. The report has therefore been divided into separate sections for audited and unaudited information.

### *Unaudited information*

## Remuneration Committee

The Company has established a Remuneration Committee which is constituted in accordance with the recommendations of the Combined Code. The members of the committee during the year were Jonathan Lever and Geoffrey Piper who are both Non-executive Directors and Warren Ferster who is the Managing Director. Kathryn Davenport joined the committee with effect from the date of her appointment. The committee is chaired by Geoffrey Piper.

The performance measurement of the executive Directors and the determination of their annual remuneration package are undertaken by the Committee. The remuneration of the Non-executive Directors is determined by the Board. No Director plays a part in any discussions about his own remuneration.

## Remuneration Policy

Executive remuneration packages are designed to attract, motivate and retain Directors of the high calibre needed to progress and develop the Company and to reward them for enhancing value to shareholders. There are four main elements of the remuneration package for executive Directors:

- Basic annual salary and benefits
- Annual bonus payments which cannot exceed £50,000
- Pension contributions
- Share Options

The Company's policy is that the bonus proportion of the remuneration of the executive Directors should be performance related.

## Basic salary

An executive Director's basic salary is determined by the Committee prior to the beginning of each year and when an individual changes position or responsibility. In deciding appropriate levels, the Committee considers the Company as a whole and by reference to other companies in the media and manufacturing sectors. Basic salaries were reviewed in September 2009.

The Company has a policy of allowing contracts of service to be no more than one year in duration. Executive Directors' contracts of service which include details of remuneration will be available for inspection at the Annual General Meeting. In addition to basic salary, the executive Directors receive pension contributions and certain benefits-in-kind, principally medical insurance.

## Annual bonus payments

The Committee establishes the objectives that must be met for each financial year if a cash bonus is to be paid. The Committee believes that any incentive awards should be tied to the interests of the Company's shareholders and that the principal measure of those interests is the Company's profitability together with total shareholder return relative to the FTSE Small Cap Return Index. Performance targets are set annually as part of the budgeting process and performance is reviewed against those targets at the end of the financial year. The maximum performance related bonus that can be paid is 42% of basic salary which cannot exceed £50,000 for any Director.



# Directors' Remuneration Report

continued

## Pension contributions

The executive Directors have individual pension arrangements in the form of personal pension plans. The Company makes a contribution at a rate of 8% of basic salary towards funding each Director's pension plan.

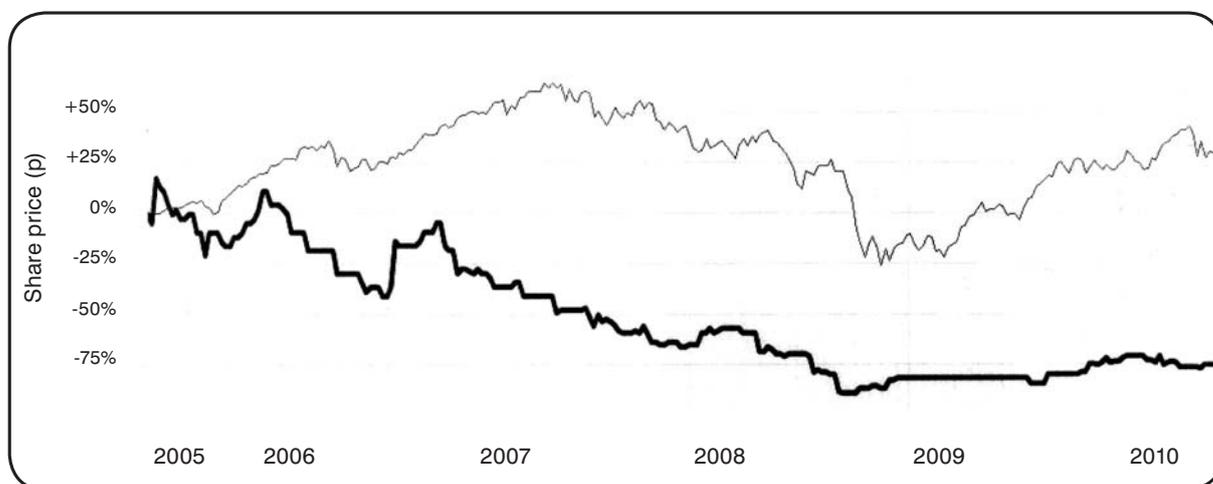
## Share options

The Board believes that share ownership strengthens the bonds between employees, Directors and shareholders. Details of share options granted to Directors to date are set out on page 7.

## Performance graph

As required by the Regulations, the graph below compares the Company's total shareholder return performance with the FTSE 250 Index for each of the past five years.

### Coral Products plc – Performance Graph



— Coral Products plc  
— FTSE 250 Index

## Directors' contracts

The Company's policy is that executive Directors should have contracts with an indefinite term providing for a maximum of one year's notice. The details of the executive Directors' contracts are summarised as follows:

	Date of contract	Notice period
Warren Ferster	March 1995	1 year
Stuart Ferster	March 1995	1 year
Stephen Fletcher	September 2002	6 months
Martin Watson	February 2006	5 months



# Directors' Remuneration Report

continued

## Non-executive Directors

The service contracts of Non-executive Directors were originally set for an initial period of three years. They are now required to submit themselves for re-election every year and the Board believes this to be appropriate in the circumstances. The Chairman, Geoffrey Piper was appointed to the Board in March 1995, Jonathan Lever was appointed in April 1995, and Kathryn Davenport was appointed in February 2010. All Non-executive Directors have specific terms of engagement and their remuneration is determined by the Board based on a review of fees paid to Non-executive Directors of similar companies and reflects the time commitment and responsibilities of each role. The current basic annual fee payable to the Chairman is £27,000, the Senior Non-executive Director is £20,000, and the other Non-executive Director is £10,000.

*Audited information*

## Directors' remuneration

The total amounts for Directors' remuneration were as follows:

	2010 Executive £'000	2010 Non-executive £'000	2010 Total £'000	2009 Total £'000
Emoluments	417	49	466	463
Pension contributions - defined contribution scheme	31	-	31	31
	<b>448</b>	<b>47</b>	<b>497</b>	<b>494</b>

## Emoluments – Executive Directors

	2010 Basic salary £'000	2010 Commission £'000	2010 Benefits-in-kind £'000	2010 Pension £'000	2010 Total £'000	2009 Total £'000
Warren Ferster	120	-	4	10	134	133
Stuart Ferster	120	-	4	10	134	134
Stephen Fletcher	80	-	2	6	88	88
Martin Watson	60	24	3	5	92	92
	<b>380</b>	<b>24</b>	<b>13</b>	<b>31</b>	<b>448</b>	<b>447</b>

## Emoluments – Non-executive Directors

	2010 £'000	2009 £'000
Geoffrey Piper	27	27
Jonathan Lever	20	20
Kathryn Davenport	2	-
	<b>49</b>	<b>47</b>

By order of the Board

**Geoffrey Piper**

Chairman of the Remuneration Committee

27 July 2010



# Independent Auditors' Report to the Shareholders of Coral Products PLC

We have audited the financial statements of Coral Products PLC for the year ended 30 April 2010 which comprise the Income Statement, the Balance Sheet, the Cash Flow Statement, the Statement of Changes in Shareholders' Equity and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRS) as adopted by the European Union.

## **Respective responsibilities of Directors and Auditors**

As explained more fully in the Statement of Directors' responsibilities on page 8, 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 the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

This report is made solely to the company's members as a body in accordance with Sections 495, 496 and 497 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.

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

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

## **Opinion on financial statements**

In our opinion, the financial statements:

- 1) give a true and fair view of the state of the company's affairs as at 30 April 2010 and of its loss for the year then ended;
- 2) have been properly prepared in accordance with IFRS's as adopted by the European Union; and
- 3) 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:

- 1) the part of the Directors Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006; and
- 2) the information given in the Directors Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

## **Notes on matters which we are required to report by exception**

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

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

Under the listing rules, we are required to review:

- the Directors' statement in relation to going concern, set out on page 8; and
- the part of the Corporate Governance statement relating to the company's compliance with the nine provisions of the 2006 Combined Code specified for our review.

Helen Besant-Roberts (Senior Statutory Auditor)

*for and on behalf of*

**Hurst & Company Accountants LLP**

Chartered Accountants and Registered Auditors, Stockport

27 July 2010



# Income Statement

for the year ended 30th April 2010

	note	2010 £'000	2009 £'000
<b>Continuing operations</b>			
<b>Revenue</b>	5	<b>12,601</b>	13,567
Cost of sales		<b>(9,856)</b>	(11,230)
<b>Gross profit</b>		<b>2,745</b>	2,337
<b>Operating costs</b>			
Distribution costs		<b>(362)</b>	(440)
Administrative expenses		<b>(3,004)</b>	(3,224)
<b>Operating loss</b>		<b>(621)</b>	(1,327)
Finance costs	6	<b>(30)</b>	(136)
<b>Loss before taxation</b>	7	<b>(651)</b>	(1,463)
Taxation	9	<b>-</b>	165
<b>Loss for the financial year</b>		<b>(651)</b>	(1,298)
<b>Loss per share</b>			
Basic loss per ordinary share	10	<b>(3.23)p</b>	(6.45)p
Diluted loss per ordinary share	10	<b>(3.23)p</b>	(6.45)p

# Statement of Changes in Shareholders' Equity

for the year ended 30th April 2010

	2010 £'000	2009 £'000
<b>Opening shareholders' equity</b>	<b>7,118</b>	8,416
Loss for the financial year	<b>(651)</b>	(1,298)
Net expense recognised directly in equity	<b>(651)</b>	(1,298)
Share based payment charge	<b>-</b>	-
Changes in equity in the year	<b>(651)</b>	(1,298)
<b>Closing shareholders' equity</b>	<b>6,467</b>	7,118





# Cash Flow Statement

for the year ended 30th April 2010

	2010 £'000	2009 £'000
<b>Cash inflows from operating activities</b>	<b>222</b>	<b>498</b>
Bank interest paid	(8)	(37)
Interest element of finance lease rentals	(29)	(38)
Exchange loss on finance leases	(15)	(61)
<b>Net cash from operating activities</b>	<b>170</b>	<b>362</b>
<b>Cash flows from investing activities</b>		
Purchase of property, plant and equipment	(493)	(426)
Purchase of intangible assets	(29)	(8)
<b>Net cash used in investing activities</b>	<b>(522)</b>	<b>(434)</b>
<b>Cash flows from financing activities</b>		
Receipt from repayment of rental deposit	150	-
Repayment of bank loans	-	(85)
Proceeds of new asset finance	150	-
Finance lease principal payments	(314)	(343)
<b>Net cash used in financing activities</b>	<b>(14)</b>	<b>(428)</b>
<b>Net decrease in cash and cash equivalents</b>	<b>(366)</b>	<b>(500)</b>
Cash and cash equivalents at 1st May 2009	(149)	351
Cash and cash equivalents at 30th April 2010	(515)	(149)
<b>Cash and cash equivalents consist of:</b>		
Cash at bank	102	56
Bank overdraft	(617)	(205)
	(515)	(149)

	2010 £'000	2009 £'000
<b>Reconciliation of operating loss to net cash inflow from operating activities</b>		
Operating loss	(621)	(1,327)
Depreciation of property, plant and equipment	1,514	1,798
Amortisation of intangible assets	47	42
(Increase)/decrease in inventories	(306)	376
Decrease in trade and other receivables	262	1,256
Decrease in trade and other payables	(674)	(1,647)
<b>Cash inflows from operating activities</b>	<b>222</b>	<b>498</b>



# Notes to the Financial Statements

for the year ended 30th April 2010

## 1. GENERAL INFORMATION

Coral Products plc is a public limited company ('Company') incorporated in the United Kingdom under the Companies Act 1985. The Company's ordinary shares are traded on the London Stock Exchange. The address of the registered office is given on page 6. The nature of the Company's activities and its principle activities are set out in the Financial Review on pages 4 to 5 and the Directors Report on pages 7 to 10.

As at the date of authorisation of these financial statements, the following Standards and Interpretations, issued by the International Accounting Standards Board (IASB) and the International Financial Reporting Interpretations Committee (IFRIC), have not been adopted by the Company:

IAS24	Related Party Disclosures
IAS27	Consolidated and separate Financial Statements (revised 2008)
IAS32	Financial Instruments: Presentation
IFRS2	Group cash-settled Share Based Payment Transactions (amendment)
IFRS3	Business combinations (revised 2008)
IFRS9	Financial Instruments
IFRIC14	The Limit on Defined Benefits Asset (amendment)
IFRIC17	Distributions of Non Cash Assets to Owners
IFRIC18	Transfer of Assets from Customers
IFRIC19	Extinguishing Financial Liabilities with Equity Instruments

The Directors anticipate that the adoption of these standards and interpretations in future periods will have no material impact on the financial statements of the Company.

New standards, amendments to published standards and interpretations to existing standards effective in 2009-2010 adopted by the company

- Amendments to IAS 1 Presentation of Financial Statements. These amendments revise requirements for the presentation of the financial statements and do not affect the company's overall reported results.
- Improvements to IFRSs (2008). The amendments to IAS 1 clarify the classification of derivative financial instruments as current or non-current. This does not impact on the company's reported position.
- Amendments to IFRS 7 Financial Instruments: Disclosure. These amendments require additional disclosure of the basis of fair value measurements and liquidity risks.
- IFRS 8 Operating Segments. This standard amends the requirements for disclosure of segmental performance and does not have any effect on the company's overall reported results.
- Amendments to IAS 23 Borrowing Costs. The amendment generally eliminates the option to expense borrowing costs attributable to the acquisition, construction or production of a qualifying asset as incurred, and instead requires the capitalisation of eligible borrowing costs as part of the cost of the specific asset. There is no impact to the company's reported position.
- IFRIC 13 Customer Loyalty Programmes. This is not relevant to Coral Products Plc.
- IFRIC 15 Agreements for the Construction of Real Estate. This is not relevant to Coral Products Plc.
- IFRIC 16 Hedges of a Net Investment in a Foreign Operation. The company does not have any foreign operations.



# Notes to the Financial Statements

for the year ended 30th April 2010 continued

## 2. SIGNIFICANT ACCOUNTING POLICIES

### Basis of accounting

These financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and International Financial Reporting Interpretation Committee (IFRIC) interpretations as adopted for use in the European Union and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported period. Although these estimates are based upon management's best knowledge actual results ultimately may differ from those estimates.

A summary of the Company's principal accounting policies is set out below. These policies have been applied consistently to all the years presented.

### Going concern

The Directors have prepared the accounts on a going concern basis, which they believe to be appropriate due to the following factors:

- the Company has renewed its Invoice Discounting Line and overdraft facility extending over the next 12 months.
- the Directors have prepared financial forecasts for the forthcoming 12 months which show that the company can operate within its facilities.

### Segmental reporting

A business segment is a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different from other segments. The Directors consider the Company's operations as one business segment.

A geographical segment is engaged in providing products or services within a particular economic environment that are subject to risks and returns that are different from those of segments operating in other economic environments. The Company considers it operates in one geographical segment.

### Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods provided in the normal course of business, net of discounts, VAT and other sales related taxes.

Sales of goods are recognised when goods are shipped and title has passed.

### Foreign currencies

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Gains and losses arising on translation are included in the income statement for the period.

### Pension contributions

The Company contributes to defined contribution pension schemes and the pension charge represents the amount payable for that period. The Company has no defined benefit arrangements in place.



# Notes to the Financial Statements

for the year ended 30th April 2010 continued

## Taxation

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as 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 Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is the tax expected to be payable or recoverable 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 recognised to the extent that it is probable that taxable profits will be available against which 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 in a business combination) of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit. Deferred tax liabilities are recognised on intangible assets and other temporary differences recognised in business combinations.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the Company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

## Property, plant and equipment

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

Depreciation is charged so as to write off the cost, on a 'first in first out' basis, less residual value of the assets over their estimated useful lives, using the straight-line method, on the following bases:

Moulds	-	10-25%
Plant and machinery	-	10%
Fixtures and fittings	-	10-33%
Buildings	-	2%

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is recognised in the income statement.

## Intangible assets

Intangible assets comprise primarily licence fees paid in advance for the use of trade marks and technology. Such assets are defined as having finite useful lives and the costs are amortised on a straight-line basis over their estimated useful lives of 10 years. Intangible assets are stated at cost less amortisation and are reviewed for impairment whenever there is an indication that the carrying value may be impaired.



# Notes to the Financial Statements

for the year ended 30th April 2010 continued

## **Impairment of tangible and intangible assets excluding goodwill**

At each balance sheet date, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

## **Inventories**

Inventories are stated at the lower of cost and net realisable value. The cost of finished goods manufactured includes appropriate materials, labour and production overhead expenditure. Net realisable value is the estimated selling price less the costs of disposal. Provision is made to write down obsolete or slow-moving inventory to their net realisable value.

## **Financial Assets**

Financial assets are recognised at fair value on the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

### **Loans and receivables**

These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers, e.g. trade receivables. Trade receivables do not carry any interest and are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts.

Impairment provisions are recognised when there is objective evidence (such as significant financial difficulties on the part of the counterparty or default or significant delay in payment) that the Company will be unable to collect all of the amounts due under the terms receivable, the amount of such a provision being the difference between the net carrying amount and the present value of the future expected cash flows associated with the impaired receivable. For trade receivables, which are reported net, such provisions are recorded in a separate allowance account with the loss being recognised within administrative expenses in the income statement. On confirmation that the trade receivable will not be collectable, the gross carrying value of the asset is written off against the associated provision.



# Notes to the Financial Statements

for the year ended 30th April 2010 continued

The Company's loans and receivables comprise trade and other receivables and cash and cash equivalents.

Cash and cash equivalents include cash in hand deposits held at call with banks. The Company has no bank overdraft at the year end.

## Financial Liabilities

Financial liabilities include the following items:

- Bank borrowings are initially recognised at fair value net of any transaction costs directly attributable to the issue of the instrument. Such interest bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the balance sheet. Interest expense in this context includes initial transaction costs and premiums payable on redemption, as well as any interest or coupon payable while the liability is outstanding;
- Trade payables and other short-term monetary liabilities, which are initially recognised at fair value and subsequently carried at amortised cost using the effective interest method.

## Equity Instruments

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

## Leased Assets

Leases for which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Assets held under finance leases and hire purchase contracts are capitalised in the balance sheet and depreciated over their expected useful lives. The amount initially recognised as an asset is the lower of the fair value of the leased asset and the present value of the minimum lease payments payable over the term of the lease. The corresponding lease commitment is shown as a liability. Lease payments are analysed between capital and interest. The interest element of leasing payments represents a constant proportion of the capital balance outstanding and is charged to the income statement over the period of the lease. The capital element reduces the balance owed to the lessor.

All other leases are regarded as operating leases and the payments made under them are charged to the income statement on a straight-line basis over the lease term.

## Cash and cash equivalents

Cash and cash equivalents comprise cash and bank balances together with bank overdrafts that are repayable on demand.

## Share based payments

The fair value of equity-settled share based payments to employees is determined at the date of grant and is expensed on a straight-line basis over the vesting period based on the Company's estimate of shares or options that will eventually vest. In the case of options granted, fair value is measured by a Black-Scholes pricing model.



# Notes to the Financial Statements

for the year ended 30th April 2010 continued

## 3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements under IFRS requires the Company to make estimates and assumptions that affect the application of policies and reported amounts. Estimates and judgements are continually evaluated and are based on historical experience and other factors including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. The estimates and assumptions, which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities, are outlined below.

### Depreciation of property, plant and equipment

Depreciation is provided so as to write down the assets to their residual values over their estimated useful lives. The selection of these estimated lives requires the exercise of management judgement.

### Inventory valuation

Inventories are valued at the lower cost and net realisable value. Net realisable value includes, where necessary, provisions for slow moving and obsolete stocks. Calculation of these provisions requires judgements to be made, which include forecast consumer demand, the promotional, competitive and economic environment, and inventory loss trends.

## 4. FINANCIAL INSTRUMENTS - RISK MANAGEMENT

The Company is exposed through its operations to one or more of the following financial risks:

- Market price risk
  - Fair value or cash flow interest rate risk
  - Foreign currency risk
- Liquidity risk
- Credit risk

Policy for managing these risks is set by the Board following recommendations from the Finance Director. The policy for each of the above risks is described in more detail below. Further quantitative information in respect of these risks is presented throughout these financial statements.

### Principal Financial Instruments

The principal financial instruments used by the Company, from which financial risk arises, are as follows:

- Trade receivables
- Cash at bank
- Trade and other payables
- Interest rate swaps
- Forward currency contracts
- Finance leases, operating leases and hire purchase agreements.

### Market Risk

Market risk arises from the Company's use of interest bearing, tradable and foreign currency financial instruments. It is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in interest rates (interest rate risk), foreign exchange rates (currency risk) or other market factors (other price risk).

### Interest rate risk

The Company is exposed to movements in interest rates in currencies in which it has borrowings, namely sterling and euros, and this risk is controlled by managing the proportion of fixed to variable rates within limits. Interest rate swaps are used to achieve the desired mix if the board consider the proportion to be outside the limits. The Company uses a mixture of fixed and variable rate loan and finance lease facilities in order to mitigate its interest rate exposure. In addition, interest rate swaps are used in order to manage interest rate risk.



# Notes to the Financial Statements

for the year ended 30th April 2010 continued

## Foreign currency risk

The Company conducts business in both sterling and euros. As a result, the Company is exposed to foreign exchange risks, which will affect transaction costs and the translation of debtor and creditor balances. A significant amount of the Company's raw material purchases are in euros and this helps to provide a natural match to the exposure from sales of that currency. In addition, when forecasts indicate that sales in euros will be significantly above purchases, the Company will look to hedge foreign currency transactional exposures by taking out forward foreign exchange contracts. Further hedging has been obtained by acquiring finance lease facilities in euros which offset euro capital expenditure and income flows.

## Liquidity Risk

Borrowing facilities are monitored against the Company's forecast requirements and the Company mitigates financial risk by staggering the maturity of borrowings and by maintaining undrawn committed facilities.

## Credit Risk

Cash deposits and financial transactions give rise to credit risk in the event that counterparties fail to perform under the contract. The Company regularly monitors the credit ratings of its counterparties and controls the amount of credit risk by adhering to limits set by the board. The Company has credit insurance in place to safeguard it from potential bad debt losses from customers. The Company maintains debtor levels within the insured limits unless it has strong grounds for allowing increases. As a consequence of these controls, the probability of material loss is considered to be at an acceptable level.

## Capital Disclosures

Capital comprises share capital, share premium and other reserves.

The Company's objective when maintaining capital is to safeguard the Company's ability to continue as a going concern so that it can provide returns to shareholders and benefits for other stakeholders. In order to maintain the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

## Sensitivity Analysis

Whilst the Company takes steps to minimise its exposure to cash flow interest rate risk and foreign exchange risk as described above, changes in interest and foreign exchange rates will have an impact on profit.

The annualised effect of a 1% increase in the interest rate at the balance sheet date on the variable rate debt carried at that date would, all other variables being held constant, have resulted in a decrease of the Company's post-tax profit for the year of £5,000.

A 1% decrease in the interest rate would, on the same basis, have increased post-tax profits by the same amount.

The Company's foreign exchange risk is dependent on the movement in the euro to sterling exchange rate. The effect of a 5% strengthening in the euro against sterling at the balance sheet date on the euro denominated debt at the date and on the annualised interest on that amount would, all other variables being held constant, have resulted in a decrease in the post-tax profit for the year of £40,000. A 5% weakening in the exchange rate would, on the same basis, have increased post-tax profit by £44,000.



# Notes to the Financial Statements

for the year ended 30th April 2010 continued

## 5. REVENUE

All production is based in the United Kingdom. The geographical analysis of revenue is shown below:

	2010 £'000	2009 £'000
Continuing operations		
UK	9,700	10,219
Rest of Europe	2,901	3,348
	<b>12,601</b>	<b>13,567</b>

## 6. FINANCE COSTS

	2010 £'000	2009 £'000
Interest payable on bank borrowings	16	35
Interest receivable on tax reclaim	(30)	-
Interest payable on other loans	-	2
Interest payable on finance leases	29	38
Exchange loss on finance leases	15	61
	<b>30</b>	<b>136</b>

## 7. LOSS BEFORE TAXATION

	2010 £'000	2009 £'000
This is stated after charging the following:		
Staff costs (note 8)	2,151	2,027
Bad debt provision – expense	(4)	4
Cost of inventories recognised as expense	7,155	7,954
Exchange rate (loss)/gain on currencies	(23)	118
<b>Depreciation of property, plant and equipment:</b>		
- owned assets	1,289	1,663
- under finance leases	225	135
Amortisation of intangibles	47	42
<b>Rentals under operating leases</b>		
- hire of plant and machinery	31	31
- land and buildings	254	313
Auditors' remuneration for statutory audit services	20	21
Auditors' fees for non-audit services-tax compliance	2	5

## 8. STAFF COSTS

	2010 £'000	2009 £'000
Average number of employees comprised:		
Production	66	66
Selling and distribution	11	11
Administration	4	4
	<b>81</b>	<b>81</b>
	2010 £'000	2009 £'000
Their aggregate remuneration comprised:		
Wages and salaries	1,915	1,800
Social security costs	183	177
Other pension costs	53	50
	<b>2,151</b>	<b>2,027</b>

Details of Directors' emoluments are shown in the Directors' Remuneration Report. Share options under the Coral Products plc Approved Executive Share Option Scheme are in place for the Directors as shown in the Directors' Report on page 7. Key management are considered the executive Directors whose remuneration is set out on page 15.



# Notes to the Financial Statements

for the year ended 30th April 2010 continued

## 9. TAXATION

The charge for taxation on the profit for the financial year is as follows:

	2010 £'000	2009 £'000
<b>Current tax</b>		
UK corporation tax at 28% (2008:30%)	-	-
Adjustment in respect of prior years	-	-
Total current tax	-	-
Deferred tax	-	(165)
Total taxation credit	-	(165)
<b>Reconciliation of tax credit</b>		
Loss on ordinary activities before tax	(651)	(1,463)
Tax on loss on ordinary activities at 28% standard rate of tax (2009: 28%)	(182)	(410)
Effects of temporary differences	182	245
Total taxation credit	-	(165)

## 10. EARNINGS PER ORDINARY SHARE

The basic earnings per share is calculated by dividing the earnings attributable to ordinary shareholders for the financial period by the weighted average number of shares in issue. In calculating the diluted profit share, share options outstanding have been taken into account.

	2010	2009
Loss for the year (£'000)	(651)	(1,298)
Weighted average number of shares (number)	20,135,609	20,135,609
Basic loss per ordinary share	(3.23)p	(6.45)p
Diluted loss per ordinary share	(3.23)p	(6.45)p

## 11. DIVIDENDS PAID AND PROPOSED

No dividend has been declared and paid during the year ended 30 April 2010 (2009: nil).

No dividend has been proposed (2009: £nil).

## 12. INTANGIBLE ASSETS

	2010 £'000	2009 £'000
<b>Cost</b>		
At 1st May 2009	472	464
Additions	29	8
At 30th April 2010	501	472
<b>Amortisation</b>		
At 1st May 2009	211	169
Charge in the year	47	42
At 30th April 2010	258	211
<b>Net book value</b>		
At 30th April 2010	243	261
At 30th April 2009	261	295

Intangible assets represent the cost of licences acquired for the production of media cases.



# Notes to the Financial Statements

for the year ended 30th April 2010 continued

## 13. PROPERTY, PLANT AND EQUIPMENT

	Fixtures and Fittings £'000	Plant and equipment £'000	Total £'000
<b>Cost</b>			
At 1st May 2009	349	25,235	25,584
Additions	11	482	493
Disposals	(256)	(416)	(672)
At 30th April 2010	<b>104</b>	<b>25,301</b>	<b>25,405</b>
<b>Depreciation</b>			
At 1st May 2009	313	19,624	19,937
Charge in the year	19	1,495	1,514
Emininated on disposal	(256)	(416)	(672)
At 30th April 2010	<b>76</b>	<b>20,703</b>	<b>20,779</b>
<b>Net book value</b>			
<b>At 30th April 2010</b>	<b>28</b>	<b>4,598</b>	<b>4,626</b>
At 30th April 2009	36	5,611	5,647

The net book value of plant and equipment includes £1,165,300 (2009 : £981,800) in respect of assets held under finance leases.

	Fixtures and Fittings £'000	Plant and equipment £'000	Total £'000
<b>Cost</b>			
At 1st May 2008	341	24,817	25,158
Additions	8	418	426
At 30th April 2009	<b>349</b>	<b>25,235</b>	<b>25,584</b>
<b>Depreciation</b>			
At 1st May 2008	299	17,840	18,139
Charge in the year	14	1,784	1,798
At 30th April 2009	<b>313</b>	<b>19,624</b>	<b>19,937</b>
<b>Net book value</b>			
<b>At 30th April 2009</b>	<b>36</b>	<b>5,611</b>	<b>5,647</b>
At 30th April 2008	42	6,977	7,019

## 14. RENTAL DEPOSIT

	2010 £'000	2009 £'000
Amount held in escrow as rental deposit	<b>100</b>	250

This represents an amount held in escrow as a rental deposit over the lease of the property. This deposit is repayable to the company on the expiry of the term of the lease.

## 15. INVENTORIES

	2010 £'000	2009 £'000
Raw materials	<b>566</b>	407
Finished goods and goods for resale	<b>586</b>	439
	<b>1,152</b>	846



# Notes to the Financial Statements

for the year ended 30th April 2010 continued

## 16. TRADE AND OTHER RECEIVABLES

	2010 £'000	2009 £'000
<b>Current</b>		
Trade receivables	2,205	2,441
Less: provision for impairment of trade receivables	-	(4)
	<b>2,205</b>	<b>2,437</b>
Prepayments and accrued income	186	216
	<b>2,391</b>	<b>2,653</b>

The fair value of trade and other receivables approximates to book value at 30 April 2010 and 2009.

The Company is exposed to credit risk with respect to trade receivables due from its customers. The Company currently has around 40 customers predominantly in the manufacturing and retail sectors. Provisions for bad debts are made based on management's assessment of the risk, taking into account the credit insurance levels, the ageing profile, experience and circumstance. The Directors consider that no further credit provision is required other than the provision for impairment of nil (2009: £4,000).

As at 30th April 2010 trade receivables of £207,000 (2009: £236,000) were past due but not impaired. These relate to customers against whom no provision was considered necessary. The ageing analysis of these receivables is as follows:

	2010 £'000	2009 £'000
Up to 3 months	135	185
3 months to 6 months	72	51
	<b>207</b>	<b>236</b>

As at 30th April 2010 trade receivables of nil (2009: £4,000) were past due, impaired and provided against. There are no significant receivables included within this provision. The Company takes a prudent view in assessing the risk of non-payment and considers provision for all debts more than 3 months in arrears unless there are specific circumstances to indicate that there is little or no risk of non-payment of these older debts.

The carrying amount of the Company's trade and other receivables are denominated in the following currencies:

	2010 £'000	2009 £'000
Sterling	2,062	2,226
Euros	329	427
	<b>2,391</b>	<b>2,653</b>

Movements on the Company provision for impairment of trade receivables are as follows:

	2010 £'000	2009 £'000
At beginning of year	4	5
Provided during the year	-	-
Amounts written-off in year	(4)	(1)
At end of year	-	4

The movement on the provision for impaired receivables has been included in administrative expenses in the accounts. Other classes of financial assets included within trade and other receivables do not contain impaired assets. The maximum exposure to credit risk at the reporting date is the fair value of each class of receivable set out above. The Company did not hold any interest swaps or forward foreign exchange contracts at the year end.



# Notes to the Financial Statements

for the year ended 30th April 2010 continued

## 17. CASH AND CASH EQUIVALENTS

	2010 £'000	2009 £'000
Cash at bank	<b>102</b>	<b>56</b>

## 18. TRADE AND OTHER PAYABLES

	2010 £'000	2009 £'000
Trade payables	<b>883</b>	1,504
Other taxes and social security	<b>167</b>	130
Accruals and deferred income	<b>65</b>	177
	<b>1,115</b>	1,811

Trade payables principally comprise amounts outstanding for trade purchases and ongoing costs.

The average credit period taken for trade purchases is 42 days (2009: 62 days).

The Directors consider that the carrying amount of trade payables approximates to their fair value.

The fair value of trade and other payables approximates to book value at 30 April 2010 and 2009.

Maturity analysis of the financial liabilities, excluding loans and borrowings, classified as financial liabilities measured at amortised cost, is as follows:

	2010 £'000	2009 £'000
Up to 3 months	<b>1,115</b>	1,811

## 19. BORROWINGS

	2010 £'000	2009 £'000
<b>Current</b>		
Bank overdraft	<b>617</b>	205
Finance lease liabilities	<b>345</b>	328
	<b>962</b>	533
<b>Non-current</b>		
Finance lease liabilities	<b>70</b>	251
	<b>70</b>	251

The effective interest rates at the balance sheet date are as follows:

	2010	2009
Bank overdraft	<b>3.5%</b>	3.9%
Finance leases - sterling	<b>7.6%</b>	N/A
- euros	<b>0.8% over euribor</b>	0.8% over euribor

The bank loans and overdraft are secured by a fixed and floating charge over the Company's assets. Finance lease liabilities are secured on the assets to which the contracts relate. All borrowings are in pounds sterling apart from finance leases to the value of £289,000 (2009: £571,000) which are in euros. The Directors estimate that the fair value of the Company's borrowings is the same as the above book values as at 30th April 2010 and as at 30th April 2009.



# Notes to the Financial Statements

for the year ended 30th April 2010 continued

The maturity profile of the non-current borrowings as at 30th April 2010 is set out below:

	2010 £'000	2009 £'000
In more than one year but not more than two years:		
Finance lease liabilities	50	251
	<u>50</u>	<u>251</u>
In more than two years but not more than five years:		
Finance lease liabilities	20	-
	<u>20</u>	<u>-</u>

## Undrawn Borrowing Facilities

The company has a maximum Invoice Discounting Facility of £1.5m, subject to debtor levels and restrictions, together with a £50,000 bank overdraft facility. At the year end £0.69m of the Invoice Discounting Facility and all the overdraft facility was undrawn.

## Finance Leases

Future minimum lease payments under finance leases are as follows:

	2010 £'000	2009 £'000
Not later than one year	345	328
After one year but not more than five years	70	251
	<u>415</u>	<u>579</u>
The present value of minimum lease payments is as follows:		
Not later than one year	320	295
After one year but not more than five years	61	203
	<u>381</u>	<u>498</u>

## 20. DEFERRED TAX

Deferred tax is calculated in full on temporary differences under the liability method using a tax rate of 28%.

The movement on the deferred tax account is as follows:

	2010 £'000	2009 £'000
At 1st May 2009	-	165
Credit to profit and loss account	-	(165)
<b>At 30th April 2010</b>	<u>-</u>	<u>-</u>

## 21. SHARE CAPITAL

	2010 £'000	2009 £'000
<b>Authorised:</b>		
22,500,000 (2009: 22,500,000) ordinary shares of 1p each	<u>225,000</u>	<u>225,000</u>
<b>Allotted, called up and fully paid:</b>		
20,135,609 (2009: 20,135,609) ordinary shares of 1p each	<u>201,356</u>	<u>201,356</u>

There was no movement in the year in the allotted share capital.

## Options

Share option under the Coral Products plc Approved Executive Share Option Scheme are in place for the Directors as shown below:

	Date of grant	Option price	Number of options	Exercise period
Martin Watson	25/10/2006	20.0p	100,000	25/10/09 to 25/10/16
Stephen Fletcher	29/11/2006	18.0p	100,000	29/11/09 to 29/11/16



# Notes to the Financial Statements

for the year ended 30th April 2010 continued

## 22. RECONCILIATION OF MOVEMENTS IN EQUITY

	Ordinary shares £'000	Share premium account £'000	Capital redemption reserve £'000	Retained earnings £'000
At 1st May 2009	201	4,558	7	2,352
Accumulated loss for the year	-	-	-	(651)
At 30th April 2010	<b>201</b>	<b>4,558</b>	<b>7</b>	<b>1,701</b>
At 1st May 2008	201	4,558	7	3,650
Accumulated loss for the year	-	-	-	(1,298)
At 30th April 2009	<b>201</b>	<b>4,558</b>	<b>7</b>	<b>2,352</b>

### Capital redemption reserve

The capital redemption reserve arose when the company redeemed shares out of distributable profits.

## 23. RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET DEBT

	2010 £'000	2009 £'000
Net decrease in cash and cash equivalents	(366)	(500)
Repayment of bank loans	-	85
Proceeds of new asset finance	(150)	-
Finance lease principal payments	314	343
Movement in net debt for the period	(202)	(72)
Net debt at beginning of period	(728)	(656)
Net debt at end of period	(930)	(728)

## 24 . OPERATING LEASE COMMITMENTS

Future minimum rentals payable under non-cancellable operating leases are as follows:

	Land and buildings		Plant and machinery	
	2010 £'000	2009 £'000	2010 £'000	2009 £'000
- within one year	152	301	31	31
- in the second to fifth year	965	730	47	77
- after five years	2,947	-	-	-
	<b>4,064</b>	<b>1,031</b>	<b>78</b>	<b>108</b>

The company is a lessee of both land and buildings and plant and machinery. During the year the company agreed a new 15 year operating lease over the rental of its land and buildings. Lease payments recognised in the Income Statement in the year are shown in note 7 on page 27.



# Five Year Record

	2010 IFRS £'000	2009 IFRS £'000	2008 IFRS £'000	2007 IFRS £'000	2006 IFRS £'000
<b>Turnover</b>	<b>12,601</b>	13,567	14,389	14,291	16,360
<b>Profit</b>					
Operating (loss)/profit	(621)	(1,327)	(781)	(2,090)	(769)
Net interest payable	(30)	(136)	(222)	(126)	(208)
(Loss)/profit before taxation	(651)	(1,463)	(1,003)	(2,216)	(977)
Taxation	-	165	500	720	246
(Loss)/profit after taxation	(651)	(1,298)	(503)	(1,496)	(731)
Interest cover (times)	(20.7)	(9.8)	(3.5)	(16.6)	(3.7)
Profit before tax to sales (%)	(5.2)	(10.8)	(7.0)	(15.5)	(6.0)
Diluted earnings per share (pence)	(3.23)	(6.45)	(2.50)	(7.43)	(3.63)
Dividend per share (pence)	nil	nil	nil	nil	nil
<b>Assets employed</b>					
Fixed assets	4,969	6,158	7,564	11,170	12,943
Other net assets/(liabilities)	1,498	960	852	(2,246)	(2,508)
	6,467	7,118	8,416	8,924	10,435
<b>Financed by</b>					
Share capital	201	201	201	201	201
Reserves	6,266	6,817	8,215	8,723	10,234
Shareholder's funds	6,467	7,118	8,416	8,924	10,435
Gearing (%)	14	10	8	38	33
Net assets per share (pence)	32	35	42	44	52
Return on capital (%)	(10)	(18)	(6)	(17)	(7)



# Notice of the Annual General Meeting

**Notice is hereby given** that the seventeenth Annual General Meeting of the Company will be held at the Haydock Thistle Hotel, Haydock, Merseyside, WA11 9SG, on Wednesday 25 August at 12.00pm for the following purposes:

## **Ordinary business**

Resolutions 1 to 8 will be proposed as Ordinary Resolutions, to be passed with more than half of the votes in favour of the resolution. Resolution 9 will be proposed as a Special Resolution, to be passed with at least three-quarters of the votes in favour of the resolution.

## **Ordinary resolutions**

- 1 To receive and adopt the audited accounts for the year ended 30th April 2010, together with the Reports of the Directors and Auditors.
- 2 To re-elect Martin Watson who retires by rotation as a Director of the Company.
- 3 To re-elect Kathryn Davenport who retires by rotation as a Director of the Company.
- 4 To re-elect Geoffrey Piper who retires by rotation as a Director of the Company.
- 5 To re-elect Jonathan Lever who retires by rotation as a Director of the Company.
- 6 To re-appoint Hurst & Company Accountants LLP as auditors of the Company to hold office until the conclusion of the next Annual General Meeting at which accounts are laid before the Company and that the Directors be authorised to fix their remuneration.
- 7 To approve the Board Report on Directors' Remuneration.
- 8 That the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006 (the "2006 Act") to exercise all the powers of the company to allot shares or grant rights to subscribe for or to convert any security into shares up to a nominal amount of £20,136, such authority to apply in substitution for all previous authorities pursuant to section 80 of the Companies Act 1985 and to expire at the end of the Annual General meeting in 2011 or on 31 October 2011 whichever is the earlier but, in each case, so that the Company may make offers and enter into agreements during the relevant period 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 the authority ends. The authorities granted by resolution 8 replace and are in substitution for all existing authorities to allot shares granted to the Directors of the company.

## **Special resolution**

- 9 That subject to the passing of Resolution 8 above, the Directors be empowered to allot equity securities (as defined in Section 560(1) of the 2006 Act) wholly for cash pursuant to the authority given in Resolution 8 above or where the allotment constitutes an allotment of equity securities by virtue of Section 563(3) of the 2006 Act, in each case:

(i) in connection with a pre-emptive offer: and

(ii) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £10,068;

such power to expire at the end of the Annual General meeting in 2011 or on 31 October 2011 whichever is the earlier but so that the Company may make offers and enter into agreements during this period which would, or might, require equity securities to be allotted after the power ends.

For the purposes of this Resolution "pre-emptive offer" means an offer of equity securities open for acceptance for a period fixed by the Directors to holders on the register on a record date fixed by the Directors of ordinary shares in proportion to their respective holdings but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient.

## **Special business**

Resolutions 10 to 11 will be proposed as Special Resolutions, to be passed with more than three-quarters of the votes in favour of the resolution.



# Notice of the Annual General Meeting

*continued*

## **Special resolution**

- 10 That the Company be generally and unconditionally authorized for the purposes of Section 701 of the 2006 Act to make market purchases (within the meaning of Section 693 (4) of that Act) of ordinary shares of 1 pence each in the Company in such manner and upon such terms as the Directors may from time to time determine, provided that:
- (a) the maximum number of ordinary shares which may be purchased is 3,020,000;
  - (b) the minimum price which may be paid for an ordinary share is 1 pence (being the nominal value of the ordinary share) exclusive of expenses;
  - (c) the maximum price which may be paid for an ordinary share is equal to the higher of (i) 105 per cent of the average of the middle market quotations for an ordinary share derived from the London Stock exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased and (ii) the higher of the price of the last independent trade and the highest current bid as stipulated by Article 5(1) of Commission Regulation (EC) 22 December 2003 implementing the Market Abuse Directive as regards exemptions for buy-back programmes and stabilization of financial instruments; and
  - (d) the authority to purchase hereby conferred shall expire at the end of the next Annual general Meeting in 2011 or on 31 October 2011, whichever is the earlier,
- save that the Company may make a contract to purchase ordinary shares under this authority before the expiry of the authority which will or may be completed wholly or partly thereafter and a purchase of shares may be made in pursuance of any such contract.
- 11 That a general meeting of the Company other than an Annual General Meeting may be called on with not less than 14 clear days' notice.

By order of the Board  
**Stephen Fletcher**  
Company Secretary

27 July 2010

*Registered Office*  
North Florida Road  
Haydock Industrial Estate  
Haydock  
Merseyside WA11 9TP

## **Notes**

A member of the company entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote on a poll on their behalf. The proxy need not be a member of the company. A form of proxy is included with the Annual Report for the use of members who are unable to attend the meeting. Completion of a form of proxy will not preclude a member from attending and voting at the meeting in person. To be effective this must be delivered to Coral Products plc, North Florida Road, Haydock Industrial Estate, Merseyside WA11 9TP (together with the power of attorney or other written authority, if any, under which it is signed or a notarially certified or office copy therefor) not later than 48 hours before the meeting or any adjourned meeting.

Any corporation which is a member of the Company may authorise a person (who need not be a member of the Company) to act as its representative to attend, speak and vote (on a show of hands or a poll) on its behalf.

Pursuant to Regulation 41 of the Uncertified Securities Regulations 2001, only those holders of ordinary shares who are registered on the Company's share register as at 12 noon on 4 August 2010 shall be entitled to attend and vote at the Annual General Meeting and vote in respect of the number of shares registered in their names at that time. Changes to entries on the share register after 12 noon on 4 August 2010 shall be disregarded in determining the rights of any person to attend and/or vote at the Annual General Meeting.

## **Documentation on Display**

There will be available for inspection at the registered office of the company during usual business hours and on the day of the Annual General Meeting at the place of the meeting for 15 minutes prior to its commencement and until its conclusion, copies of all contracts of service between Directors and the company.

The Register of Directors' Interests shall be produced at the commencement of the Annual General Meeting and shall remain open and accessible during the continuance of the meeting to any person attending the meeting.



# Financial Calendar

**Annual General Meeting**

**25 August 2010**

**Provisional - Interim results**

**December 2010**



## Shareholder Information

Coral Products shareholders register is maintained by Computershare Investor Services PLC who are responsible for updating the register, including details of Shareholders' addresses. If you have a query about your shareholding in Coral Products, you should contact Computershare by telephone on 0870 889 3298 or in writing to PO Box 82, The Pavilions, Bridgwater Road, Bristol, BS13 8AE.

## Website

The Coral Products website at [www.coralproducts.com](http://www.coralproducts.com) provides news and details of the Company's activities plus information for Shareholders. The investor section of the website contains real time and historical share price data as well as the results and announcements.



