

**PRESSURE TECHNOLOGIES PLC**  
INTERIM REPORT 2014

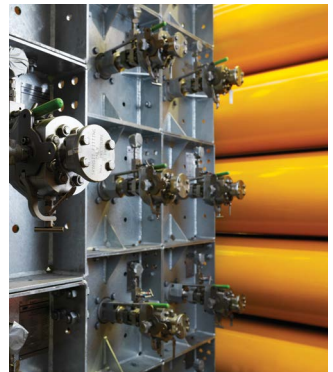
A LEADING DESIGNER AND MANUFACTURER OF ENGINEERING SOLUTIONS FOR HIGH PRESSURE MARKETS



Alternative Energy



Engineered Products



Cylinders



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A LEADING DESIGNER AND  
MANUFACTURER OF HIGH  
PRESSURE ENGINEERING  
SYSTEMS, SERVING THE GLOBAL  
ENERGY, DEFENCE AND  
INDUSTRIAL GASES MARKETS

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## HIGHLIGHTS

- Strong growth:
  - Revenue of £19.9 million (2013: £16.4 million) – up 21%
  - Underlying operating profit\* at £2.17 million (2013: £1.42 million) – up 53%
- Underlying earnings per share\* of 12.7p (2013: 9.2p) – up 38%
- Interim dividend increased to 2.8p per share (2013: 2.6p) – up 8%
- Two acquisitions and a successful £16.7 million fundraising
- Net cash of £10.5 million
- Order book growth of 59%, providing a very positive outlook for the second half
- Revenue and underlying operating profit\* for the full year expected to exceed market forecasts

\* Before acquisition costs and related amortisation

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## CHAIRMAN'S STATEMENT



“The Group has had a busy and exciting six months. We have delivered strong trading performances in all three divisions, whilst completing two acquisitions and a very successful fundraising. The prospects for further growth are very encouraging and tangible.”

I am pleased to report that all three of the Group's divisions showed strong progress and trading performances in the six months to 29 March 2014. This trend has continued into the second-half of the financial year and the Board now expects Group revenue and underlying operating profit\* for the year to 27 September 2014 to exceed current market forecasts.

The Board's focused acquisition strategy has started to bear fruit with the addition to the Group of Roota Engineering (“Roota”) in the UK and an investment in Kelley GTM Manufacturing (“Kelley GTM”) in the US during the period. Roota brings both new products and potential market and sourcing synergies and Kelley GTM gives access to new technologies and markets, which can be leveraged by other Group companies.

The Group received strong support from a number of blue chip institutional investors in the recent £16.7 million fundraising, which was well over-subscribed. This support reaffirms the attractiveness of the Group to investors and provides the Board with a solid foundation for further corporate growth activity.

### Results

Revenue for the 26 weeks to 29 March 2014 was £19.9 million (2013: £16.4 million), which returned an operating profit before acquisition costs and related amortisation of £2.2 million (2013: £1.4 million) and a corresponding return on sales of 10.9% (2013: 8.7%).

As a result of good trading, underpinned by the recent fundraising, the Group's balance sheet is very strong with £10.5 million in net cash. An increased interim dividend of 2.8p per share (2013: 2.6p) will be paid on 8 August 2014 to shareholders who are registered at the close of business on 11 July 2014.

## Cylinders

Chesterfield Special Cylinders ("CSC") continued to be the Group's largest contributor with substantial increases in sales (23%) and operating profit (23%) during the period, as well as generating impressive 24% growth in its closing order book. Increased orders for air pressure vessels for motion compensation systems on deepwater oil and gas platforms at CSC offset price reductions in this market, while growth in defence sales, particularly in the European submarine market, increased both sales and profit. As a result, the division's trading result for the full year will be better than expected with profit heavily weighted to the first half due to the phasing of defence sales.

We continue to invest in our forging capability at CSC to increase efficiency and improve product quality and the first stage of this will be completed by the end of the financial year. Our venture into in-situ cylinder retesting for the oil and gas and defence markets, which offers a unique global recertifying service that minimises interruption to business, continues to show progress and we are planning an increased sales effort in this market in the second-half.

In December 2013, we acquired a 40% stake in Kelley GTM in Amarillo, Texas. This is an exciting prospect that will broaden our operations and give us access to new technologies and markets. Kelley GTM manufactures composite cylinders which are then built into containerised packages called gas transport modules. These are used for the transportation and storage of gases in a wide range of market applications. Early focus has been on the onshore drilling market in the USA, where there are opportunities for gas supply as an alternative to diesel fuel and also for flare gas capture, driven by increasingly severe environmental legislation.

Kelley GTM reported a small loss during the period, which was anticipated, but growth in orders has been encouraging in this highly immature market which has substantial growth potential. Kelley GTM is treated as an associate company in the interim statement. We expect the full year contribution to be ahead of break-even and Kelley GTM to deliver significant growth in 2015. The Group has the option to acquire a further 40% stake in 2015.

## Engineered Products

Engineered Products was the most improved performer during the half-year with sales up 33%, leading to a very strong increase in profits. Order intake was also highly encouraging with the order book up 84% at the half-year close.

Hydratron continued its strong trading performance, reported at the previous year-end, into the first half by posting substantially increased sales, profits and order intake. The management has revised its make or buy strategy and is now outsourcing some component manufacture in order to increase capacity and enable more focus on added value activities in pump and system assembly. The integration of Hydratron Inc in Texas under Hydratron's UK management is now complete.

Sales and profits at Al-Met increased as a result of demand from the four leading subsea tree OEMs, all of which enjoyed unprecedented order intake last year. The Group is investing further in Al-Met with the acquisition of new CNC machines to improve efficiencies and broaden the product range offered.

## CHAIRMAN'S STATEMENT CONTINUED

The Board was very pleased with the support it received from investors in raising £16.7 million to fund the acquisition of Roota in March 2014. Roota is a precision machining business serving the offshore oil and gas industry. It has several market and technology synergies with Al-Met and we are looking forward to the considerable contribution this immediately earnings enhancing acquisition will bring. Acquiring Roota balances the Group's overall business portfolio further by reducing the emphasis on Cylinders as the leading sales and profits contributor to Group results.

Order books across all three businesses and the ongoing level of sales enquiries support current market expectations for this division.

### **Alternative Energy**

Chesterfield BioGas recorded order book growth for biogas upgrading equipment of £11.0 million since last July, following the UK Government's clarification of allowable oxygen levels in biomethane for injection into the UK gas grid. It is pleasing to report that orders on hand are for four projects with four new customers. Completion of these projects is scheduled over the second-half of 2014 and the first-quarter of 2015 financial years.

Whilst the business reported a small loss during the period under review, due to the timing of revenue recognition, progress on existing contracts is proceeding to plan and the division is on track to meet market forecasts for the full year.

Enquiry levels remain high and we are confident of winning follow-on projects with our current customer base after successful completion of the first wave of projects.

### **Outlook**

Overall market conditions for our three divisions, particularly in the oil and gas market, are expected to remain positive for the foreseeable future. The price of Brent crude oil has been relatively stable during the period and the IMF predicts that the world economy will grow by 3.7% during 2014: both are positive market dynamics that encourage investment in new drilling rigs, subsea equipment and services. There has been some softening of drilling rig rates in recent months, primarily due to a supply-demand imbalance with several new rigs being commissioned, coupled with a reduction in spending by some major oil companies. Most market commentators see this as a temporary pause with some forecasting an improvement later this year. The sustained level of enquiries and positive feedback from our major customers lends credence to this view and the Board remains confident in the Group's long-term prospects in this market.

The Board places emphasis on maximising value from Group companies, by improving operating efficiency, developing our skills base, evaluating new, value enhancing technologies and developing customer and market opportunities. We continue to pursue acquisitions which offer market, customer and technology synergies and benefits, so that we can deliver growth and greater balance in the Group's business portfolio, through market diversity, and, ultimately, increasing value for our shareholders.

The Group has entered the second-half of the financial year in a strong trading position with its order book 59% ahead of the position at the 28 September 2013 financial year end.

This, combined with the general outlook in our key markets, leads the Board to expect revenue and underlying operating profit\* for the full year ending 27 September 2014 to exceed current market forecasts and the directors view the future prospects of the business with confidence.

\* before acquisition costs and related amortisation

**Alan Wilson**

Chairman

10 June 2014

## CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the 26 weeks ended 29 March 2014

	Note	Unaudited 26 weeks ended 29 March 2014 £'000	Unaudited 26 weeks ended 30 March 2013 £'000	Audited 52 weeks ended 28 September 2013 £'000
<b>Revenue</b>	2	<b>19,870</b>	16,412	34,383
Cost of sales		<b>(13,894)</b>	(11,691)	(24,088)
<b>Gross profit</b>		<b>5,976</b>	4,721	10,295
Administration expenses		<b>(3,802)</b>	(3,301)	(7,012)
<b>Operating profit pre acquisition costs and related amortisation</b>		<b>2,174</b>	1,420	3,283
Acquisition costs and related amortisation	3	<b>(718)</b>	(93)	(407)
<b>Operating profit post acquisition costs and related amortisation</b>		<b>1,456</b>	1,327	2,876
Finance income		<b>5</b>	5	11
Finance cost		<b>(9)</b>	(5)	(9)
Share of loss of associate	4	<b>(140)</b>	—	—
<b>Profit before taxation</b>		<b>1,312</b>	1,327	2,878
Taxation	5	<b>(505)</b>	(356)	(678)
<b>Profit for the financial period</b>		<b>807</b>	971	2,200
Other comprehensive income		<b>24</b>	69	19
Total comprehensive income for the period		<b>831</b>	1,040	2,219
<b>Earnings per share – basic</b>	6	<b>6.9p</b>	8.5p	19.4p
<b>Earnings per share – diluted</b>	6	<b>6.7p</b>	8.5p	19.2p
<b>Earnings per share – adjusted</b>	6	<b>12.7p</b>	9.2p	22.6p



## CONDENSED CONSOLIDATED BALANCE SHEET

For the 26 weeks ended 29 March 2014

	Note	Unaudited 29 March 2014 £'000	Unaudited 30 March 2013 £'000	Audited 28 September 2013 £'000
<b>Non-current assets</b>				
Goodwill		7,081	1,964	1,964
Intangible assets		7,523	1,350	1,221
Property, plant and equipment		6,694	4,623	4,767
Deferred tax asset		124	111	138
Trade and other receivables		2,249	157	163
Investment in associate	4	166	—	—
		<b>23,837</b>	8,205	8,253
<b>Current assets</b>				
Inventories		8,808	6,795	7,206
Trade and other receivables		14,774	9,550	8,705
Cash and cash equivalents		10,490	2,689	4,044
Derivative financial instruments		50	—	71
		<b>34,122</b>	19,034	20,026
<b>Total assets</b>		<b>57,959</b>	27,239	28,279
<b>Current liabilities</b>				
Trade and other payables		(16,009)	(8,824)	(9,236)
Derivative financial instruments		—	(127)	—
Current tax liabilities		(1,264)	(501)	(448)
		<b>(17,273)</b>	(9,452)	(9,684)
<b>Non-current liabilities</b>				
Other payables		(4,943)	(633)	(593)
Deferred tax liabilities		(1,971)	(593)	(538)
		<b>(6,914)</b>	(1,226)	(1,131)
<b>Total liabilities</b>		<b>(24,187)</b>	(10,678)	(10,815)
<b>Net assets</b>		<b>33,772</b>	16,561	17,464
<b>Equity</b>				
Share capital		713	568	568
Share premium account		21,281	5,387	5,387
Translation reserve		49	75	25
Profit and loss account		11,729	10,531	11,484
<b>Total equity</b>		<b>33,772</b>	16,561	17,464

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the 26 weeks ended 29 March 2014

	Share capital £'000	Share premium account £'000	Profit and loss account £'000	Translation reserve £'000	Total equity £'000
Balance at 29 September 2013 (audited)	<b>568</b>	<b>5,387</b>	<b>11,484</b>	<b>25</b>	<b>17,464</b>
Dividends	—	—	<b>(591)</b>	—	<b>(591)</b>
Share based payments	—	—	<b>29</b>	—	<b>29</b>
Shares issued	<b>145</b>	<b>15,894</b>	—	—	<b>16,039</b>
Transactions with owners	<b>145</b>	<b>15,894</b>	<b>(562)</b>	—	<b>15,477</b>
Profit for the period	—	—	<b>807</b>	—	<b>807</b>
Exchange gains arising on retranslation of foreign operations	—	—	—	<b>24</b>	<b>24</b>
<b>Balance at 29 March 2014 (unaudited)</b>	<b>713</b>	<b>21,281</b>	<b>11,729</b>	<b>49</b>	<b>33,772</b>

For the 26 weeks ended 30 March 2013

	Share capital £'000	Share premium account £'000	Profit and loss account £'000	Translation reserve £'000	Total equity £'000
Balance at 30 September 2012 (audited)	568	5,378	10,103	6	16,055
Dividends	—	—	(568)	—	(568)
Share based payments	—	—	25	—	25
Shares issued	—	9	—	—	9
Transactions with owners	—	9	(543)	—	(534)
Profit for the period	—	—	971	—	971
Exchange differences arising on retranslation of foreign operations	—	—	—	69	69
Balance at 30 March 2013 (unaudited)	568	5,387	10,531	75	16,561

For the 52 weeks ended 28 September 2013

	Share capital £'000	Share premium account £'000	Profit and loss account £'000	Translation reserve £'000	Total equity £'000
Balance at 30 September 2012 (audited)	568	5,378	10,103	6	16,055
Dividends	—	—	(863)	—	(863)
Share based payments	—	—	44	—	44
Shares issued	—	9	—	—	9
Transactions with owners	—	9	(819)	—	(810)
Profit for the period	—	—	2,200	—	2,200
Exchange differences arising on retranslation of foreign operations	—	—	—	19	19
Balance at 28 September 2013 (audited)	568	5,387	11,484	25	17,464

## CONDENSED CONSOLIDATED CASH FLOW STATEMENT

For the 26 weeks ended 29 March 2014

	Unaudited 26 weeks ended 29 March 2014 £'000	Unaudited 26 weeks ended 30 March 2013 £'000	Audited 52 weeks ended 28 September 2013 £'000
<b>Cash flows from operating activities</b>			
Profit after taxation	807	971	2,200
Adjustments for:			
Depreciation	381	326	646
Finance costs/(income) – net	4	—	(2)
Amortisation of intangible assets	201	128	257
(Profit)/loss on disposal of fixed assets	(1)	6	8
Share option costs	29	25	44
Taxation expense recognised in income statement	505	356	678
Loss/(profit) on derivative financial instruments	21	104	(71)
Foreign exchange movement	49	69	—
Share of losses in associate	140	—	—
(Increase)/decrease in inventories	(429)	127	(284)
Increase in trade and other receivables	(4,279)	(2,298)	(1,448)
Increase in trade and other payables	4,955	1,153	1,516
Cash generated from operations	2,383	967	3,544
Finance costs paid	—	(5)	(8)
Income tax paid	(454)	(103)	(558)
<b>Net cash from operating activities</b>	<b>1,929</b>	<b>859</b>	<b>2,978</b>
<b>Cash flows from investing activities</b>			
Purchase of property, plant and equipment	(709)	(301)	(776)
Proceeds from sale of fixed assets	17	3	9
Cash outflow on purchase of subsidiary	(10,673)	—	—
Cash acquired on purchase of subsidiary	2,848	—	—
Cash outflow on investment in associate	(306)	—	—
Cash outflow on loan made to associate	(2,108)	—	—
<b>Net cash flow used in investing activities</b>	<b>(10,931)</b>	<b>(298)</b>	<b>(767)</b>
<b>Cash flows from financing activities</b>			
Repayment of borrowings	—	(6)	(6)
Shares issued	16,039	9	9
Dividends paid	(591)	(568)	(863)
<b>Net cash used for financing activities</b>	<b>15,448</b>	<b>(565)</b>	<b>(860)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>6,446</b>	<b>(4)</b>	<b>1,351</b>
Cash and cash equivalents at beginning of period	4,044	2,693	2,693
<b>Cash and cash equivalents at end of period</b>	<b>10,490</b>	<b>2,689</b>	<b>4,044</b>

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

### 1. Basis of preparation

The Group's interim results for the 26 weeks ended 29 March 2014 are prepared in accordance with the Group's accounting policies which are based on the recognition and measurement principles of International Financial Reporting Standards ("IFRS") as adopted by the EU and effective, or expected to be adopted and effective, at 27 September 2014. The principal accounting policies of the Group have remained unchanged from those set out in the Group's 2013 annual report and financial statements, with the exception of the Group's accounting policy in relation to construction contracts. The Group will be applying IAS 11, 'Construction contracts' in relation to contracts within Chesterfield BioGas Limited. Full details of this change to accounting policy will be set out in the Group's 2014 financial statements. This change in policy has had no impact on the information presented in these interim results, as a result of the early stage of completion of the current contracts. The Group's 2013 financial statements received an unqualified audit report, did not contain statements under Sections 498(2) or (3) of the Companies Act 2006 and have been filed with the Registrar of Companies. As permitted, this interim report has been prepared in accordance with the AIM rules and not in accordance with IAS34 "Interim financial reporting".

The financial information for the 26 weeks ended 29 March 2014 and 30 March 2013 has not been audited and does not constitute full financial statements within the meaning of Section 434 of the Companies Act 2006. The unaudited interim financial statements were approved by the Board of Directors on 10 June 2014.

The consolidated financial statements are prepared under the historical cost convention as modified to include the revaluation of financial instruments. The statutory accounts for the 52 weeks ended 28 September 2013, which were prepared under IFRS, have been filed with the Registrar of Companies.

### 2. Segmental analysis

#### Revenue by destination

	<b>Unaudited 26 weeks ended 29 March 2014 £'000</b>	Unaudited 26 weeks ended 30 March 2013 £'000	Audited 52 weeks ended 28 September 2013 £'000
United Kingdom	<b>6,786</b>	5,942	10,639
Other EU	<b>3,246</b>	2,995	5,690
Rest of World	<b>9,838</b>	7,475	18,054
	<b>19,870</b>	16,412	34,383

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS CONTINUED

### 2. Segmental analysis continued

#### Revenue by sector

	<b>Unaudited 26 weeks ended 29 March 2014 £'000</b>	Unaudited 26 weeks ended 30 March 2013 £'000	Audited 52 weeks ended 28 September 2013 £'000
Oil and gas	<b>16,214</b>	12,741	27,640
Defence	<b>2,272</b>	1,805	3,793
Industrial gases	<b>1,306</b>	969	1,793
Alternative energy	<b>78</b>	897	1,157
	<b>19,870</b>	16,412	34,383

#### Revenue by activity

	<b>Unaudited 26 weeks ended 29 March 2014 £'000</b>	Unaudited 26 weeks ended 30 March 2013 £'000	Audited 52 weeks ended 28 September 2013 £'000
Cylinders	<b>10,454</b>	8,468	17,306
Engineered products	<b>9,338</b>	7,047	15,942
Alternative energy	<b>78</b>	897	1,135
	<b>19,870</b>	16,412	34,383

#### Profit/(loss) before taxation by activity

	<b>Unaudited 26 weeks ended 29 March 2014 £'000</b>	Unaudited 26 weeks ended 30 March 2013 £'000	Audited 52 weeks ended 28 September 2013 £'000
Cylinders	<b>2,217</b>	1,797	3,558
Engineered products	<b>1,141</b>	308	1,562
Alternative energy	<b>(347)</b>	(85)	(480)
Unallocated central costs	<b>(837)</b>	(600)	(1,357)
Operating profit pre acquisition costs and related amortisation	<b>2,174</b>	1,420	3,283
Acquisition costs and related amortisation	<b>(718)</b>	(93)	(407)
Operating profit post acquisition costs and related amortisation	<b>1,456</b>	1,327	2,876
Finance (costs)/income	<b>(4)</b>	—	2
Share of loss of associate	<b>(140)</b>	—	—
	<b>1,312</b>	1,327	2,878

The profit before taxation by activity is stated before the allocation of Group management charges.

## 2. Segmental analysis continued

### Earnings before interest, taxation, depreciation, and amortisation (EBITDA)

	<b>Unaudited 26 weeks ended 29 March 2014 £'000</b>	Unaudited 26 weeks ended 30 March 2013 £'000	Audited 52 weeks ended 28 September 2013 £'000
Adjusted EBITDA	<b>2,450</b>	1,781	3,999
Acquisition costs	<b>(552)</b>	—	(220)
EBITDA	<b>1,898</b>	1,781	3,779
Depreciation	<b>(381)</b>	(326)	(646)
Amortisation of acquired businesses	<b>(166)</b>	(93)	(187)
Amortisation of other acquired assets	<b>(35)</b>	(35)	(70)
Interest	<b>(4)</b>	—	2
Profit before tax	<b>1,312</b>	1,327	2,878

Amortisation on acquired businesses as set out above consists of the amortisation charged on intangible assets acquired as a result of business combinations. Amortisation of other acquired assets consists of all other amortisation charged in the Condensed Consolidated Statement of Comprehensive Income.

### 3. Acquisition costs and related amortisation

Acquisition costs and amortisation in relation to intangible assets acquired on business combinations is shown separately in the Condensed Consolidated Statement of Comprehensive Income.

A breakdown of those costs can be seen below.

	<b>Unaudited 26 weeks ended 29 March 2014 £'000</b>	Unaudited 26 weeks ended 30 March 2013 £'000	Audited 52 weeks ended 28 September 2013 £'000
Acquisition costs	<b>552</b>	—	220
Amortisation in relation to intangible assets acquired on business combinations	<b>166</b>	93	187
	<b>718</b>	93	407

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS CONTINUED

### 4. Investment in associate

On 1 January 2014, the Group acquired 40% of the issued share capital of GTM Manufacturing, LLC, for a consideration of \$500,000 (£306,000). Following the investment, the company now trades as Kelley GTM ("KGTM"). KGTM is a manufacturer of gas transportation modules and is based in Amarillo, Texas.

As part of the initial investment, the Group acquired a call option to purchase a further 40% of the issued share capital of KGTM, at the discretion of the Group. The option can be exercised for a period of 90 days after publication of KGTM's audited accounts for the financial year ending 31 December 2014. The price at which the option can be exercised depends on the level of EBITDA achieved by KGTM in calendar years 2014 and 2015, with a minimum of \$5,000,000 and a maximum of \$16,000,000 payable by the Group. Of the consideration payable, \$500,000 is payable for the additional 40% stake, with the remainder of the consideration to be satisfied by further loans to KGTM.

The investment in KGTM is accounted for under the equity method.

The movement in the value of the investment in the period is as follows:

	£'000
Cost of investment	306
Share of losses in the period	(140)
Carrying value as at 29 March 2014	166

In addition to the investment held, loans due from KGTM with a value of £2,108,000 are held as trade and other receivables under non-current assets in the consolidated balance sheet.

### 5. Taxation

	<b>Unaudited 26 weeks ended 29 March 2014 £'000</b>	Unaudited 26 weeks ended 30 March 2013 £'000	Audited 52 weeks ended 28 September 2013 £'000
Current tax	<b>465</b>	352	756
Deferred taxation	<b>40</b>	4	(78)
Taxation charged to the income statement	<b>505</b>	356	678

The tax charge differs from the theoretical amount that would arise using the weighted average tax rate applicable to the profits of the consolidated entities. The effective tax rate as set out above is 38% in comparison to the weighted average tax rate applicable of 23%. These differences principally relate to acquisition costs incurred in the year, which are disallowable for tax purposes, and unrelieved losses on the share of the results of KGTM.



## 6. Earnings per ordinary share

The calculation of basic earnings per share is based on the earnings attributable to ordinary shareholders divided by the weighted average number of shares in issue during the year.

The calculation of diluted earnings per share for other periods is based on basic earnings per share, adjusted to allow for the issue of shares on the assumed conversion of all dilutive options.

Adjusted earnings per share shows earnings per share, adjusting for the impact of acquisition costs and the amortisation charged on intangible assets acquired as a result of business combinations, and for the estimated tax impact, if any, of those costs. Adjusted earnings per share is based on the profits as adjusted divided by the weighted average number of shares in issue.

	<b>Unaudited 26 weeks ended 29 March 2014 £'000</b>	Unaudited 26 weeks ended 30 March 2013 £'000	Audited 52 weeks ended 28 September 2013 £'000
Profit after tax for basic and diluted earnings per share	<b>807</b>	971	2,200
Profit after tax for adjusted earnings per share:			
Profit after tax as above	<b>807</b>	971	2,200
Acquisition costs	<b>552</b>	—	220
Amortisation in relation to intangible assets acquired on business combinations	<b>166</b>	93	187
Tax movement thereon	<b>(38)</b>	(22)	(44)
Profit after tax for adjusted earnings per share	<b>1,487</b>	1,042	2,563
	<b>Number of shares</b>	Number of shares	Number of shares
Weighted average number of shares in issue	<b>11,749,495</b>	11,360,232	11,361,221
Dilutive effect of options	<b>236,270</b>	35,543	78,069
Diluted weighted average number of shares	<b>11,985,765</b>	11,395,775	11,439,290
Earnings per share – basic	<b>6.9p</b>	8.5p	19.4p
Earnings per share – diluted	<b>6.7p</b>	8.5p	19.2p
Adjusted earnings per share	<b>12.7p</b>	9.2p	22.6p

## NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS CONTINUED

### 7. Business combinations

On 5 March 2014, the Group acquired 100% of the issued share capital of Roota Engineering Limited ("Roota") for an initial £10,673,000, plus contingent consideration with an undiscounted value of £4,500,000, as reflected in the consolidated statement of cash flows. Subsequent to the half year end, the initial consideration has been adjusted to £10,478,000 to reflect the finalisation of the completion accounts. The difference between these amounts of £195,000 is held as a receivable within current assets in Pressure Technologies plc.

In calculating goodwill below, the contingent consideration is held at fair value of £4,364,000. This has been estimated using the income approach. The fair value estimate is based on a discount rate of 2% and assumes all profit targets will be met.

Roota specialises in the manufacture of bespoke engineered products for the oil and gas industry, such as components for high added value ball valves, mandrels, connectors and well-head cleaning tools and is based in Rotherham. The transaction has been accounted for by the acquisition method of accounting.

The table below summarises the consideration paid for Roota Engineering Limited and the provisional fair value of the assets and liabilities acquired.

	Book value £'000	Intangible assets recognised on acquisition £'000	Fair value uplift on acquisition £'000	Fair value £'000
Recognised amounts of identifiable assets acquired and liabilities assumed				
Property plant and equipment	1,424	—	191	1,615
Intangible assets	—	6,503	—	6,503
Inventories	1,173	—	—	1,173
Trade and other receivables	1,583	—	—	1,583
Cash and cash equivalents	2,848	—	—	2,848
Trade and other payables	(1,792)	—	—	(1,792)
Current tax liabilities	(798)	—	—	(798)
Deferred tax liabilities	(68)	(1,301)	(38)	(1,407)
	4,370	5,202	153	9,725
Goodwill				5,117
Total consideration				14,842
Satisfied by:				
Cash				10,478
Deferred cash consideration				4,364
				14,842
Net cash outflow arising on acquisition				
Initial cash consideration				10,673
Cash and cash equivalents acquired				(2,848)
				7,825

The intangible assets acquired with the business comprise £6,503,000 in relation to non-contractual customer relationships.

## 8. Dividends

The final dividend for the 52 weeks ended 29 September 2012 of 5.0p per share was paid on 8 March 2013.

The interim dividend for the 52 weeks ended 28 September 2013 of 2.6p per share was paid on 8 August 2013.

The final dividend for the 52 weeks ended 28 September 2013 of 5.2p per share was paid on 7 March 2014.

An interim dividend for the 52 weeks period ending on 27 September 2014 of 2.8p per share will be paid on 8 August 2014 to shareholders on the share register at the close of business on 11 July 2014.

## Design and Production

[www.carrkamasa.co.uk](http://www.carrkamasa.co.uk)



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