

# Other statutory information

## Introduction

De La Rue plc is incorporated as a public limited company, is registered in England and Wales under the Companies Act 1985 with registered number 3834125 and has its registered office at De La Rue House, Jays Close, Viables, Basingstoke, Hampshire, RG22 4BS.

## Annual general meeting

The AGM will be held at 10:30am on Thursday 23 July 2015 at De La Rue House, Jays Close, Viables, Basingstoke, Hampshire, RG22 4BS.

## Dividends

An interim dividend of 8.3p was paid on 7 January 2015 in respect of the half year ended 27 September 2014 and the Board is recommending a final dividend of 16.7p per share, making a total for the year of 25.0p per share (2014/15: 42.3p per share). Dividend details are given in note 7 to the financial statements. Subject to approval of shareholders at the AGM on 23 July 2015, the final dividend will be paid on 3 August 2015 to those shareholders on the register on 3 July 2015.

## Share capital

As at 28 March 2015, there were 101,128,329 ordinary shares of 44<sup>152</sup>/<sub>175</sub>p each and 111,673,300 deferred shares of 1p each in issue.

Deferred shares carry limited economic rights and no voting rights. They are not transferable except in accordance with the articles.

The ordinary shares are listed on the London Stock Exchange.

Details of shares issued during the period are provided in note 18 to the financial statements on page 97.

## Power to issue and allot shares

At the AGM in 2014, authority was given to the Directors to allot new ordinary shares up to a nominal value of £15,066,997 equivalent to one-third of the issued ordinary share capital of the Company.

The Companies Act 2006 requires that any shares issued wholly for cash must be offered to existing shareholders in proportion to their existing holdings unless authorised to the contrary by a resolution of the shareholders. A special resolution was passed at the 2014 AGM to affect a disapplication of pre-emption rights up to the maximum nominal value of £2,260,050 representing approximately 5 per cent of the issued ordinary share capital of the Company. Authorities to renew for one year the power of Directors to allot shares without regard to the pre-emption provisions of the Companies Act 2006 will be sought from shareholders at the AGM.

## Financial instruments

Details of the Group's financial instruments are set out in note 12 to the financial statements.

## Authority to purchase own shares

At the 2014 AGM, the Company was authorised by its shareholders to purchase up to 10,074,081 of its own ordinary shares representing 10 per cent of its issued ordinary share capital either for cancellation or to be held in treasury (or a combination of these). No purchases have been made pursuant to this authority and a resolution will be put to shareholders to renew the authority for a further period of one year.

## Rights and restrictions on shares and transfers of shares

Certain restrictions, which are customary for a listed company, apply to the rights and transfers of shares in the Company. The rights and obligations attaching to the Company's ordinary and deferred shares, in addition to those conferred on their holders by law, are set out in the Company's articles of association, copies of which can be obtained from Companies House in the UK or by writing to the Company Secretary. The key points are summarised below.

## Ordinary shares

Notices of meetings must be given to every shareholder and to any person entitled to a share unless the articles of association or the rights of the shares say they are not entitled to receive them from the Company. The Board can decide that only people who are entered on the register of members at the close of business on a particular day are entitled to receive the notice. On a show of hands, each holder of shares present in person and entitled to vote has one vote and, upon a poll, each such holder who is present in person or by proxy and entitled to vote has one vote for every share held. Electronic and paper proxy appointments, and voting instructions, must be received by the Company's Registrar no later than 48 hours before a general meeting.

## Dividends and distributions to shareholders on winding up

Holders of ordinary shares may receive interim dividends approved by Directors and dividends declared in general meetings. On a liquidation and subject to a special resolution of the Company the liquidator may divide among members in specie the whole or any part of the assets of the Company and may, for such purpose, value any assets and may determine how such division shall be carried out.

## Transfers of shares

The Company's articles of association place no restrictions on the transfer of ordinary shares or on the exercise of voting rights attached to them except: (i) in very limited circumstances (such as a transfer to more than four persons), (ii) where the Company has exercised its rights to suspend their voting rights or to prohibit their transfer following the omission by their holder or any person interested in them to provide the Company with information requested by it in accordance with part 22 of the Companies Act 2006, or (iii) where the holder is precluded from exercising rights by the Financial Conduct Authority's Listing Rules, the City Code on Takeovers and Mergers or any other regulations.

## Dealings subject to the Model Code of the Listing Rules

Pursuant to the Listing Rules of the Financial Conduct Authority, Directors and other persons discharging managerial responsibilities and certain employees require the approval of the Company to deal in the ordinary shares of the Company.

## Exercise of rights of shares in employee share schemes

Awards held by relevant participants under the Company's various share plans carry no voting rights until the shares are issued. The Trustee of the De La Rue Employee Share Ownership Trust does not seek to exercise voting rights on existing shares held in the employee trust. No shares are currently held in trust.

## Shareholder agreements and consent requirements

There are no known arrangements under which financial rights carried by any of the shares in the Company are held by a person other than holders of the shares and no known agreements between the holders of shares with restrictions on the transfer of shares or exercise of voting rights.

## Additional information to shareholders

Processes for the appointment and replacement of Directors are governed by the Company's articles of association, the UK Corporate Governance Code, the Companies Act 2006 and related legislation. The articles of association may be amended by special resolution of shareholders. The powers of the Board are described in the corporate governance report on pages 30 to 38.

## Substantial share interests

As at 27 May 2015, the Company had been notified in accordance with the Financial Conduct Authority's Disclosure and Transparency Rules of the following interests in the voting rights of the Company:

Persons notifying	Date last TR1 notification made	Nature of interest	% of issued ordinary share capital held at notification date
Prudential plc group of Companies	16/04/2015	Direct	10.83
Franklin Templeton Investment Management Limited	11/02/2014	Indirect	5.74
Schroders plc	21/04/2015	Indirect	5.33
Jupiter Asset Management Limited	04/01/2013	Indirect	5.09
BlackRock, Inc.	03/07/2013	Indirect	4.13
		Contracts for difference	0.84
		Total	4.97
Ameriprise Financial, Inc.	30/06/2014	Direct	0.02
		Indirect	4.64
		Total	4.66
Nordia 1 SICAV	11/05/2015	Direct	3.03

## Change of control

### Contracts

There are a number of contracts which allow the counterparties to alter or terminate those arrangements in the event of a change of control of the Company. These arrangements are commercially sensitive and confidential and their disclosure could be seriously prejudicial to the Group.

### Banking facilities

The £250m credit facility between the Company and its key relationship banks contains a provision such that, in the event of a change of control, any lender may, if it so requires, notify the agent that it wishes to cancel its commitment whereupon the commitment of that lender will be cancelled and all its outstanding loans, together with accrued interest, will become immediately due and payable.

### Employee share plans

In the event of a change of control, automatic vesting would occur in accordance with the relevant scheme or plan rules.

## Political donations

The Group's policy is not to make any political donations and none were made during the period. The Company will propose to shareholders at this year's AGM that the precautionary authority granted at the 2014 AGM, pursuant to the Companies Act 2006, be renewed and details are included in the notice of meeting.

## Essential contracts or other arrangements

The Group has a number of suppliers of key components, the loss of which could disrupt the Group's ability to deliver on time and in full. However, none of these arrangements are so vital that their loss would affect the viability of the Group as a whole.

## Branches

The Group has established branches in a small number of different countries in which it operates. These branches are, however, not material to the Group's financial results.

Our principal subsidiaries are listed on page 106.

## Related party transactions

Related party transactions are set out in note 26 to the financial statements.

## Disclosures in the strategic report

The Board has taken advantage of section 414C(11) of the Companies Act 2006 to include disclosures in the strategic report on:

- Greenhouse gas emissions on page 27
- Disabled people and employee involvement on pages 24 and 25
- The future developments, performance and position of the Group throughout pages 1 to 27
- The financial position of the Group on pages 9 to 19
- The R&D activities of the Group on page 14
- The summary of principal risks on pages 22 to 23

In addition, note 12 to the consolidated financial statements include the Group's objectives, policies and processes for financial risk management, details of its cash and cash equivalents, indebtedness and borrowing facilities and the financial instruments used for hedging liquidity, currency and interest rate risk.

## Going concern

As described on page 75, the Directors continue to adopt the going concern basis (in accordance with the guidance 'Going Concern and Liquidity Risk Guidance for Directors of UK Companies 2009' issued by the FRC) in preparing the consolidated financial statements.

## Events after the balance sheet date

Details of post balance sheet events are reported in note 27 to the financial statements.

## Disclosures required under UK Listing Rule 9.8.4

Apart from the CEO Share Award to Martin Sutherland as reported on page 49 and the allotment of shares during the period on exercise of awards under the Recruitment share award and the Retention share award respectively as reported under note 18 to the consolidated financial statements, there are no disclosures required to be made under the UK Listing Rule 9.8.4.

# Other statutory information continued

## Disclosure of information to auditors

The Directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware; and each Director has taken all the steps that he or she ought to have taken as a Director 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.

## Auditors

In accordance with Section 489 of the Companies Act 2006, a resolution for the re-appointment of KPMG LLP as auditor of the Company is to be proposed at the forthcoming AGM on 23 July 2015.

## Statement of Directors' responsibilities in respect of the annual report and the financial statements

The Directors are responsible for preparing the annual report and the Group and Parent Company financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Group and Parent Company financial statements for each financial year. Under that law they are required to prepare the Group financial statements in accordance with IFRS as adopted by the EU and applicable law and have elected to prepare the Parent Company financial statements in accordance with UK Accounting Standards.

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Parent Company and of their profit or loss for that period. In preparing each of the Group and Parent 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
- For the Group financial statements, state whether they have been prepared in accordance with IFRS as adopted by the EU

- For the Parent Company financial statements, state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the Parent Company financial statements

- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and the Parent Company will continue in business

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Parent Company's transactions and disclose with reasonable accuracy at any time the financial position of the Parent 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 Group and to prevent and detect fraud and other irregularities.

Under applicable law and regulations, the Directors are also responsible for preparing a strategic report, directors' report, directors' remuneration report and corporate governance statement that comply with that law and those regulations.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Group's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

## Directors' responsibility statement

The Directors who held office at the date of approval of this report confirm to the best of their knowledge:

- The Group financial statements, prepared in accordance with IFRS as adopted by the EU, give a true and fair view of the assets, liabilities, financial position and profit of the Company and the undertakings included in the consolidation taken as a whole
- The strategic report on pages 1 to 27 and pages 28 to 66 of the directors' report include a fair review of the development and performance of the business and the position of the Group and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face

The Directors consider the annual report and accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's performance, business model and strategy.

## Management report

The strategic report and the directors' report together are the management report for the purposes of the Disclosure and Transparency Rules 4.1.8R.

## Strategic report and directors' report

Pages 1 to 27 inclusive consist of the strategic report and pages 28 to 66 inclusive consist of the directors' report. These reports have been drawn up and presented in accordance with, and in reliance upon, applicable English company law and any liability of the Directors in connection with these reports shall be subject to the limitations and restrictions provided by such law.

Under the Companies Act 2006, a safe harbour limits the liability of Directors in respect of statements in and omissions from the strategic report and the directors' report. Under English law, the Directors would be liable to the Company, but not to any third party, if the strategic report or the directors' report contains errors as a result of recklessness or knowing misstatement or dishonest concealment of a material fact, but would not otherwise be liable.

The strategic report and the directors' report were approved by the Board on 27 May 2015.

By order of the Board

**Edward Peppiatt**  
Company Secretary  
27 May 2015