

# Other statutory information

## Introduction

De La Rue plc is incorporated as a public limited company and 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.

The Directors present their annual report for the period ended 30 March 2013, which includes the business review, corporate governance report and audited financial statements for the period. Pages 1 to 58 inclusive of this annual report comprise a Directors' report which has been drawn up and presented in accordance with English law and the liabilities of the Directors in connection with that report are subject to the limitations and restrictions of such law. This Directors' report also represents the management report for the purpose of compliance with DTR 4.1.5R of the UK Listing Authority disclosure rules.

The business review contains certain forward looking statements which are subject to assumptions, risks and uncertainties; actual future results may differ materially from those expressed in or implied in such statements. Many of these assumptions, risks and uncertainties relate to factors that are beyond De La Rue's ability to control or estimate precisely. The forward looking statements reflect the knowledge and information available at the date of preparation of this annual report, and will not be updated during the year. Nothing in this annual report should be construed as a profit forecast.

## Payments to suppliers

As the Company is a holding company and does not trade, it owed no amounts to trade creditors at 30 March 2013 and therefore the number of creditor days required to be shown in this report to comply with the provisions of the Companies Act 2006 is nil.

The Group subscribes to the policies in the UK Government's Prompt Payment Scheme and undertakes to pay suppliers on time, give clear guidance and encourage good practice. More details can be found on the Group's website.

## 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 £200m 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 year. The Company will propose to shareholders at this year's AGM that the precautionary authority granted at the 2012 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.

### 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 International Financial Reporting Standards (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 and applicable law (UK Generally Accepted Accounting Practice).

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 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 management report represented by the Directors' report includes 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

### Provision 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.

### Auditors

Our auditors, KPMG Audit Plc have instigated an orderly transfer of its business to its parent company, KPMG LLP. The Board has decided to put KPMG LLP forward to be appointed as auditors and a resolution concerning their appointment will be put to the forthcoming AGM of the Company.

By order of the Board

**Edward Peppiatt**  
Company Secretary  
29 May 2013