THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the UK Financial Services and Markets Act 2000 (as amended) ("FSMA") who specialises in advising on the acquisition of shares and other securities in the UK or, if you are resident in Ireland, is duly authorised under the European Communities (Markets in Financial Instruments) Regulations 2007 (Nos. 1-3) or the Investment Intermediaries Act 1995, as amended, or otherwise duly qualified in your jurisdiction.

This Document does not constitute or include an offer to any person to sell or to subscribe for, or the solicitation of an offer to buy or to subscribe for, Ordinary Shares in any jurisdiction. This Document is not for distribution in or into the United States of America, Canada, Australia or Japan or their respective territories or possessions. The Ordinary Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "Securities Act"), or qualified for sale under the laws of any state of the United States of America or under the applicable securities laws of any province or territory of Canada, Australia or Japan and may not be offered or sold within the United States of America except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and, subject to certain exceptions, may not be offered or sold within any of Canada, Australia or Japan or to any national, resident or citizen of any of the United States of America, Canada, Australia or Japan or their respective territories or possessions.

The Ordinary Shares are being offered and sold outside the United States in reliance on Regulation S and within the United States to "qualified institutional buyers" in reliance on Rule 144A under the Securities Act ("Rule 144A"). Prospective purchasers are hereby notified that sellers of the Ordinary Shares may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A. For a description of these and certain further restrictions on offers, sales and transfers of the Ordinary Shares and the distribution of this Document, see "Additional Information—Subscription and Sale" and "Additional Information—Transfer Restrictions".

The Ordinary Shares have not been approved or disapproved by the US Securities and Exchange Commission, any State securities commission in the United States or any other US regulatory authority, nor have any of the foregoing authorities passed upon or endorsed the merits of the offering of the Ordinary Shares or the accuracy or adequacy of this Document. Any representation to the contrary is a criminal offence in the United States.

This Document has been drawn up in accordance with the AIM Rules for Companies (the "AIM Rules") and the ESM Rules for Companies ("ESM Rules"). It does not comprise a prospectus within the meaning of section 85 of FSMA and does not constitute an offer of transferable securities to the public in the United Kingdom within the meaning of section 102B of FSMA or for the purposes of the Prospectus (Directive 2003/71/EC) Regulations 2005 of Ireland. This Document comprises an admission document in relation to AIM, a market operated by the London Stock Exchange ("AIM"), and ESM, a market operated by the Irish Stock Exchange ("ESM"). It has been drawn up in accordance with the AIM Rules and the ESM Rules and has been issued in connection with the proposed admission to trading of the Ordinary Shares on AIM and the ESM. Application will be made for the Ordinary Shares ("Ordinary Shares") of Mincon Group plc ("Mincon" or the "Company") to be admitted to trading on AIM and the ESM and it is expected that dealings in the Ordinary Shares will commence on 26 November 2013.

AIM and the ESM are both markets designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. AIM and ESM securities are not admitted to the Official List of the UK Listing Authority or the Official List of the Irish Stock Exchange (together, the "Official Lists). A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser. The AIM Rules and the ESM Rules are less demanding than those of the Official Lists and it is emphasised that no application is being made for admission of the Ordinary Shares to the Official Lists.

Each AIM company is required pursuant to the AIM Rules to have a nominated adviser. The nominated adviser is required to make a declaration to the London Stock Exchange in the form set out in Schedule 2 to the AIM Rules for nominated advisers. The London Stock Exchange has not itself examined or approved the contents of this Document.

Each ESM company is required pursuant to the ESM Rules to have an ESM adviser. The ESM adviser is required to make a declaration to the Irish Stock Exchange in the form set out in Schedule 2 to the ESM Rules for advisers. The Irish Stock Exchange has not itself examined or approved the contents of this Document.

Your attention is drawn to the Risk Factors set out in Part II of this Document. The whole of the Document should be read in light of these Risk Factors.

Mincon Group plc

(Incorporated and registered in Ireland under the Companies Acts with registered number 531494)

Placing of 57,471,264 New Ordinary Shares at a price of €0.87 (£0.73) per Ordinary Share
and
Admission to trading on AIM and ESM

Nominated Adviser, ESM Adviser and Broker

Davy

ORDINARY SHARE CAPITAL IMMEDIATELY FOLLOWING THE PLACING AND ON ADMISSION

Authorised			Issued and fully paid	
Number	**Amount**		**Number**	**Amount**
496,150,000	€4,961,500	Ordinary Shares of €0.01 each	207,471,264	€2,074,713

Davy's responsibilities as the Company's nominated adviser, ESM adviser and broker under the AIM Rules and the ESM Rules are owed solely to the London Stock Exchange and the Irish Stock Exchange and are not owed to the Company or any other Director or to any person in respect of that person's decision to acquire shares in the Company in reliance on any part of this Document.

The Directors of Mincon, whose names appear on page 2 of this Document, accept responsibility, both individually and collectively, for the information contained in this Document, including responsibility for compliance with the AIM Rules and the ESM Rules. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this Document is in accordance with the facts, and this Document makes no omission likely to affect the import of such information. No representation or warranty, express or implied, is made by Davy as to the contents of this Document for which the Directors are solely responsible.

Davy, which is regulated in Ireland by the Central Bank of Ireland, has been appointed as nominated adviser (pursuant to the AIM Rules), ESM adviser (pursuant to the ESM Rules) and broker to the Company. Davy is acting exclusively for the Company in connection with arrangements described in this Document and is not acting for any other person and will not be responsible to any person for providing the protections afforded to customers of Davy or for advising any other person in connection with the arrangements described in this Document. In accordance with the AIM Rules and the ESM Rules, Davy has confirmed to the London Stock Exchange and the Irish Stock Exchange that it has satisfied itself that the Directors have received advice and guidance as to the nature of their responsibilities and obligations to ensure compliance by the Company with the AIM Rules and the ESM Rules. Davy accepts no liability whatsoever for the accuracy of any information or opinions contained in this Document or for the omission of any material information, for which it is not responsible.

Copies of this Document will be available on the Company's website at www.mincon.com from the date of Admission. Copies of this Document will be available to the public, free of charge, at the offices of Davy, Davy House, 49 Dawson Street, Dublin 2, Ireland and the offices of Davy, 13th Floor, Dashwood House, 69 Old Broad Street, London EC2M 1QD, United Kingdom, for a period of one month from Admission.

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DIRECTORS, COMPANY SECRETARY, REGISTERED OFFICE AND ADVISERS

Directors:	Peter Lynch—Non Executive Chairman (Irish) Kevin Barry—Chief Executive Officer (Irish) Joseph Purcell—Chief Technical Officer (Irish) Thomas Purcell—Sales Director (USA) Patrick Purcell—Non Executive Director (Irish) Padraig McManus—Non Executive Director (Irish)
Company Secretary:	John Doris (Irish)
Registered Office:	Smithstown Industrial Estate Shannon Co. Clare Ireland Tel: +353 61 361099
Nominated Adviser, ESM Adviser and Broker:	Davy Davy House 49 Dawson Street Dublin 2 Ireland
Legal advisers to the Company:	William Fry Fitzwilton House Wilton Place Dublin 2 Ireland
Legal adviser to the Nominated Adviser, ESM Adviser and Broker:	Maples and Calder 75 St Stephen's Green Dublin 2 Ireland
Reporting Accountants and Auditors:	KPMG 1 Stokes Place St Stephen's Green Dublin 2 Ireland
Registrar:	Computershare Investor Services (Ireland) Limited Heron House Corrig Road Sandyford Industrial Estate Dublin 18 Ireland
Principal Bank:	Allied Irish Banks plc Shannon Co. Clare Ireland
Company Website:	www.mincon.com

ADMISSION STATISTICS

Placing Price	€0.87 (£0.73)
Number of Ordinary Shares prior to the Placing	150,000,000
Number of Placing Shares	57,471,264
Placing Shares as a percentage of the Enlarged Issued Ordinary Share Capital	27.7%
Number of Ordinary Shares in issue following Admission	207,471,264
Gross proceeds of the Placing	€50.0 million (£41.9 million)
Estimated net proceeds of the Placing	€47.0 million (£39.4 million)
Market capitalisation at the Placing Price upon Admission	€180.5 million (£151.3 million)
AIM / ESM Symbol	MCON / MIO
ISIN code	IE00BD64C665

Note: For reference purposes only, the following exchange rates were prevailing on the Latest Practicable Date: €1:£0.8385.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this Admission Document	20 November 2013
Admission effective and dealings commence on AIM and ESM	26 November 2013
CREST member accounts credited (where applicable)	26 November 2013
Expected latest date for despatch of definitive share certificates (where applicable)	6 December 2013

Note: Each of the dates in the above timetable are subject to change without further notice at the discretion of the Company and Davy. All times are Dublin times unless otherwise stated.

FORWARD-LOOKING STATEMENTS

This Document includes forward-looking statements. These forward looking statements include, but are not limited to, all statements other than statements of historical fact contained in this Document, including, without limitation, those regarding the Company's future financial position and results of operations, business strategy, plans, objectives, goals and targets of management for future operations (including development plans and objectives relating to the Company's products), and future developments in the market or markets in which the Company participates or is seeking to participate.

In some cases, forward-looking statements can be identified by terminology such as "anticipate", "believe", "continue", "could", "envisaged" "estimate", "expect", "forecast", "intend", "may", "plan", "potential", "predict", "project", "should", or "will" or the negative of such terms or other comparable terminology. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements of the Company, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

Such forward-looking statements are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future. Important factors that could cause the Company's actual results, performance or achievements to differ materially from those in the forward-looking statements include, but are not limited to, those specifically described in Part II of this Document entitled *"Risk Factors"*. If one or more of these risks or uncertainties materialises, or if underlying assumptions prove incorrect, the Company's actual results may vary materially from those expected, estimated or projected. Given these risks and uncertainties, potential investors should not place any reliance on forward-looking statements.

These forward-looking statements speak only as at the date of this Document. Both the Directors and the Company expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements or risk factors contained herein to reflect any change in the Company's expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based other than as required by the AIM Rules, the ESM Rules or by the rules of any other securities regulatory authority, whether as a result of new information, future events or otherwise.

OTHER INFORMATION

NOTICE TO NEW HAMPSHIRE RESIDENTS ONLY

NEITHER THE FACT THAT A REGISTRATION STATEMENT OR AN APPLICATION FOR A LICENCE HAS BEEN FILED UNDER CHAPTER 421-B OF THE NEW HAMPSHIRE REVISED STATUTES ANNOTATED, 1955, AS AMENDED ("RSA 421-B"), WITH THE STATE OF NEW HAMPSHIRE NOR THE FACT THAT THE ORDINARY SHARES ARE EFFECTIVELY REGISTERED OR A PERSON IS LICENSED IN THE STATE OF NEW HAMPSHIRE CONSTITUTES A FINDING BY THE SECRETARY OF STATE OF THE STATE OF NEW HAMPSHIRE THAT ANY DOCUMENT FILED UNDER RSA 421-B IS TRUE, COMPLETE AND NOT MISLEADING. NEITHER ANY SUCH FACT NOR THE FACT THAT AN EXEMPTION OR EXCEPTION IS AVAILABLE FOR THE SHARES OR A TRANSACTION MEANS THAT THE SECRETARY OF STATE OF THE STATE OF NEW HAMPSHIRE HAS PASSED IN ANY WAY UPON THE MERITS OR QUALIFICATIONS OF, OR RECOMMENDED OR GIVEN APPROVAL TO, ANY PERSON, SECURITY OR TRANSACTION. IT IS UNLAWFUL TO MAKE OR CAUSE TO BE MADE, TO ANY PROSPECTIVE PURCHASER, CUSTOMER OR CLIENT ANY REPRESENTATION INCONSISTENT WITH THE PROVISIONS OF THIS PARAGRAPH.

AVAILABLE INFORMATION

The Company has agreed that, for so long as any Ordinary Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the Securities Act, the Company will, during any period in which it is neither subject to Section 13 or 15(d) of the US Securities Exchange Act of 1934 nor exempt from reporting pursuant to Rule 12g3-2(b) thereunder, provide to any holder or beneficial owner of such restricted securities or to any prospective purchaser of such restricted securities designated by such holder or beneficial owner, upon the request of such holder, beneficial owner or prospective purchaser, the information required to be provided by Rule 144A(d)(4) under the Securities Act.

ENFORCEABILITY OF JUDGMENTS

The Company is a public limited company incorporated under the laws of Ireland. All but one of the directors and executive officers of the Company are non-residents of the United States, and all or a substantial portion of the assets of the Company and such persons are located outside the United States. As a result, it may not be possible for investors to effect service of process within the United States upon the Company or such persons or to enforce against any of them in the US court judgments obtained in the US courts, including judgments predicated upon the civil liability provisions of the securities laws of the United States or any State or territory within the United States.

PART I—INFORMATION ON THE GROUP

1. INTRODUCTION

Mincon is an Irish engineering group, specialising in the design, manufacture, sale and servicing of rock drilling tools and associated products. The Company's manufacturing facilities are located in Shannon, Ireland, in Benton, Illinois in the USA and in Perth, Australia. Mincon also maintains a network of sales and distribution companies in a number of international markets to provide after sales support and service to customers. Products, comprising both Mincon manufactured products and third party products which are complementary to Mincon's own products, are sold directly to the end user or through distributors.

2. HISTORY AND BACKGROUND

Mincon was founded in 1977 by Patrick and Mary Purcell and commenced operations in Smithstown Industrial Estate, Shannon, Ireland.

In the early years of its existence Mincon manufactured a range of spare parts for rock-drilling rigs including the drilling and drill feed mechanisms, initially for the Irish mining industry. After a number of years Mincon developed a market for its products in export markets where similar rock-drilling products were used. During this early period Mincon established itself as a manufacturer of rock-drilling products.

In 1984, Mincon developed its own range of "Down-the-Hole" (DTH) Hammers and exported these to mainland Europe and North America. A "Down-the-Hole" Hammer is so called as it is a percussion mechanism, operated by compressed air, attached to the drill bit which breaks the rock. As the Hammer and Bit advances through the rock the drilled cuttings are carried back up to the surface with the aid of the exhaust air from the Hammer.

In 1999, the Company began production in the Shannon plant of a new generation of DTH Hammers which provided advantages to the rock drill industry in terms of increased drilling speeds, longer service life, greater reliability with ease of maintenance and maximum operating cost effectiveness.

In order to expand into the manufacture of Drill Bits, in 2003 Mincon purchased a strategic interest in a supplier located in Benton, Illinois, USA. At the time, the company was a supplier of Bits to Mincon and is today capable of producing Bits ranging in size from 90mm (3.5") to 560mm (22"). In 2004, Mincon increased its ownership in the Benton plant to 75% with the original owners, the Jones family, holding the remaining share. Mincon also commenced the production of Bits in its Shannon plant in 2005 for export to the European market.

In 2005, Mincon identified an opportunity to develop products for Hard Rock Horizontal Directional Drilling ("HDD"). Prototypes were developed in Shannon and commercial manufacturing commenced in Shannon and Benton, Illinois in 2006.

In 2006, following development of a prototype Reverse Circulation system in Shannon, the Company decided to establish its third manufacturing facility in Perth, Australia to avail of opportunities in that market. The plant is focused on the manufacture of Reverse Circulation DTH Hammers and Bits. In early 2012, production was moved to a new, larger facility in Perth. The new facility introduced improved automated techniques into Mincon's production process and the facility now specialises in the manufacture of Reverse Circulation products for the mining exploration industry.

In 2010, Mincon received significant publicity following the use of one of its Reverse Circulation Hammer and Bit systems to drill the initial lifeline holes in the operation to rescue 33 miners trapped in a collapsed copper-gold mine at San José, Chile. One of these lifeline holes was subsequently widened to produce a rescue shaft that allowed for the successful extraction of the miners from the mine.

3. PRODUCTS AND SERVICES

3.1 Introduction

Mincon manufactures a range of rock-drilling DTH Hammers and Bits for a variety of industries including mining exploration, mining production, oil and gas drilling, water well drilling, geothermal drilling and seismic drilling. In addition, Mincon provides a hard-rock HDD system to provide access for fibre optic cable laying and similar activities.

The Mincon Hammers and Bits are considered consumable items in the drilling industry in contrast with capital items such as truck/track-mounted drilling rigs and large air compressors. As products of a consumable nature, Mincon products have a shorter life cycle than capital goods.

Mincon products are manufactured in Mincon plants in Ireland, the United States and Australia. The Company has developed a supply chain to enable delivery of Hammers and Bits to customer sites around the world. In addition, certain Mincon sales offices sell complementary third party products, such as the Robit Rock-Drilling consumable line and CME Bit Grinding Equipment.

Mincon manufactured product can be broken down into three distinct product lines:

1. Conventional DTH product;
2. Reverse Circulation (RC) DTH product; and
3. HDD product

Each of these products then has distinct sales lines for associated parts, namely Hammers, Spares and Bits. Bits can be sold separate to the Hammer. Mincon manufactures a range of Bits to an industry standard size and can therefore be used in conjunction with Hammers manufactured by competitors.

The life of both the Hammers and Bits will vary significantly depending on the type of rock being drilled. The Hammer life can vary from less than 5,000 drill metres to more than 20,000 drill metres. When drilling in more abrasive conditions, the external parts will become worn faster and may be replaced a number of times. The Bit will also be replaced a number of times during the life of the Hammer.

The primary raw materials used in the manufacture of Mincon products are alloy steel and Tungsten Carbide. The alloy steel is cut, milled, heat treated and finished by Mincon. Tungsten Carbides are the small button-shaped inserts at the top of each drill Bit and are responsible for crushing and grinding rock during drilling. Mincon purchases both its steel and Tungsten Carbide from suppliers with whom the Company has long standing relationships.

The price of steel decreased during the first half of 2013 but has started to recover in recent months while the price of Tungsten Carbides have been steadily increasing due to market control by China, which accounts for over 80 per cent of tungsten supply and half of the world's consumption.

3.2 Mincon Products

Mincon Conventional DTH Hammers and Bits

The DTH drill is a percussion mechanism, operated by compressed air. The fast Hammer action breaks hard rock into small cuttings and dust which is then blown clear by the air exhaust from the DTH Hammer. The DTH Hammer is a very efficient way to drill hard rock.

In DTH drilling, the percussion mechanism (the Hammer) is located directly behind the drill Bit. The drillrods transmit the necessary feed force and rotation to the Hammer and Bit in addition to the compressed air or fluids for the Hammer and flushing of cuttings. The drillrods are added to the drill string successively behind the Hammer as the hole gets deeper. Within the Hammer an impact piston strikes the drill Bit directly, while the Hammer casing gives straight and stable guidance to the drill Bit.

The Mincon Conventional DTH products can be used in the following applications:

- Mining / quarrying (drill and blast holes in open pit mining, where the drill operator will drill several holes, then charge with explosives and detonate to fracture the rock, allowing access to the ore body);
- Geothermal bore holes and water wells; and
- Oil & Gas, both for exploration and production.

Mincon's Conventional DTH Hammers are solely manufactured in Shannon, Ireland, while Mincon DTH Bits are manufactured in the Shannon, Benton and Perth facilities.

Mincon Reverse Circulation (RC) Hammers and Bits

Reverse Circulation Hammers and Bits are manufactured in Perth, Australia. RC Hammers and Bits are widely used in the mineral exploration sector. During drilling, the ground rock dust and cuttings are brought up via the centre of the Hammer directly from the Bit cutting face so that they may bagged and studied/assayed for mineral content. The RC method is faster than diamond core drilling.

Mincon manufactures three models of its newer "MR" range of RC Hammers ranging in size from 121mm (4.75") to 146mm (5.75"). The new "MR" range is effectively replacing a similar series of an older model, the "MX" model.

Mincon Hard Rock HDD System

HDD product is used for drilling pilot bores in hard rock formations. HDD products are used by utility companies for "trenchless" laying of networks e.g. laying a cable or pipe under a road without having to dig up the road.

HDD product operates by combining a specially developed DTH Hammer and Bit which is equipped with a locating system. The information from the locating system is used in conjunction with the Hammer and Bit to steer the bore to its intended target location.

HDD Hammer parts are manufactured in Shannon in Ireland and shipped to Mincon Inc. in Roanoke, Virginia for assembly. HDD Bits are manufactured by Mincon Rockdrills USA Inc. in Benton, Illinois. HDD Hammers also utilise some third party product which is purchased by Mincon Inc. prior to assembly and sale. Mincon primarily manufactures four series of HDD Hammers ranging in size from 108mm (4.25") to 229mm (9").

In summary, Mincon manufactures a range of over 40 variants of DTH Hammers, covering sizes from 76mm (3") to 305mm (12") with retail selling prices ranging from €1,400 to €36,000. In 2012, Mincon sold over 6,000 DTH Hammers. Mincon manufactures over 100 variants of drill bits ranging in size from 90mm (3.5") to 560mm (22") with retail selling prices ranging from €250 to €11,000. In 2012 Mincon sold over 35,000 drill bits.

3.3 Mincon Service

In addition to the sale of Mincon products, aftermarket support for customers is another important component of the Company's business model. The Directors have pursued a strategy of providing Mincon's customers with the knowledge and skills necessary to make the most effective use of Mincon products. The Directors believe that this is achieved, in the main, through making Mincon staff available for visits to customer sites. With the consent of the customer, this may entail initial training workshops tailored to the drilling needs of the user followed by regular follow up visits to ensure the products and operations continue to be used effectively. The Directors believe that such bespoke service offerings allow the Company to foster strong relationships and help develop a reputation of strong customer service within the drilling industry.

3.4 Third Party Products

A proportion of Mincon's revenue (33% in 2012, 17% in 2011, and 22% in 2010) is achieved from the sale of third party products through Mincon's global distribution network. These products are complementary to Mincon's core product offering of Hammers and Bits and include a range of products that would be used by drillers on an active site, for example, drill rigs, mud pumps, Tungsten Carbide insert grinders and lubricants. Sales of third party products by Mincon were high by historical standards in 2012, mainly driven by a number of once-off sales of capital equipment in South Africa, Angola and the Democratic Republic of the Congo during the year.

4. COMPETITIVE STRENGTHS

The Directors believe that the key strengths of the Group are as follows:

Track record:

Mincon has a track record that demonstrates it has consistently developed products of a high-quality and which meet customer specifications. These capabilities have been developed and maintained over a significant period of time and they differentiate Mincon from many of its competitors.

Reputation:

Mincon has established a good reputation within the rock drilling community. This reputation, with both customers and suppliers, has been developed since Mincon was formed in 1977 and is reinforced by the attitudes of, and relationships maintained by, its senior management team. In particular, the Directors believe that product performance and reliability with strong technical and after sales services and stock availability in remote locations helps to enhance Mincon's reputation in the marketplace.

Management team:

Mincon has an established management team. The Directors believe that the skills required in providing quality products and services have been internally generated over Mincon's history and would be difficult for emerging competitors to develop in the short term. The senior management team also maintains key relationships with customers and suppliers.

Resource management:

Mincon has adopted a long term approach to ensure that Mincon's facilities and equipment meet the needs of future business and projects. This approach led to Mincon's timely expansion into its modern and purpose built facilities in Benton, Illinois in the USA and Perth, Australia to adequately meet the needs of customers and suppliers in these two important markets. Mincon has invested approximately €13.0 million over the last three and a half years in capital expenditure projects resulting in spare capacity for future growth and significantly lower capital expenditure being anticipated on existing facilities over the next three years.

The value chain:

Mincon fully understands the primary and secondary activities, such as production, operations, marketing and sales, procurement, human resource management and management systems that combine to produce value for the Group. Mincon also understands and works hard to maintain the linkages between these activities to ensure that its customers gain the benefit of a full and integrated service.

Vertical integration:

Mincon maintains a high level of control over the manufacturing process employed in making its products. For example, in manufacturing the Conventional DTH Hammers and Bits at its Shannon facility, Mincon manufactures all components involved in the final completed product with the exception of the Tungsten Carbide inserts and certain other minor components such as O-Ring seals and springs which are outsourced. This vertically integrated process protects Mincon to a large extent from any potential disruptions in the supply of finished components from external parties and also allows the Company to implement its own quality control procedures at various stages of the production process.

Consumable nature of Mincon's products:

Mincon's own manufactured products are consumable products used for rock drilling and as such are largely independent of the wider capital equipment expenditure cycle within the various industries which Mincon sell into.

Diverse customer base

Mincon products are sold into approximately 60 countries and to over 500 customers (end users and distributors) across a range of different industries. Over the period from 2010 to 2012, the Group's top 10 customers typically accounted for approximately 30% of its revenues.

5. OVERVIEW OF GROUP OPERATIONS

Mincon has three manufacturing sites and one assembly site:

- Shannon, Ireland, which manufactures DTH Hammers and DTH Bits. The facility was initially established in 1977 and was most recently extended in 2012 to cover a total area of 19,800 square metres. The facility had an average of 55 employees in 2012 and operates 24 hours a day over 3 shifts from Monday to Friday. The facility sells manufactured products to customers globally.

- Perth, Australia, which manufactures RC Hammers and Bits. The Company originally established operations in Perth in 2006 before purchasing a new 5,500 square metre site in the Welshpool suburb in 2010. Mincon moved operations to the new premises in 2012 following completion of a fit-out for improved automated production of RC Hammers and Bits. The Perth manufacturing site had an average of 22 employees in 2012. Mincon Australia sells its manufactured products to customers globally.
- Benton, Illinois, USA, which manufactures DTH Bits and HDD Bits. Mincon first established its operations in Benton in 2003 following its purchase of a strategic interest in a 6,700 square metre Bit manufacturing business. Mincon subsequently increased its interest in the business to 75% in 2004. The facility is exclusively dedicated to the production of Bits and does not manufacture any Hammer products. The Benton facility had an average of 30 employees in 2012. Customers of the Bits produced at Benton are located globally.
- Roanoke, Virginia, USA, which assembles the Horizontal Directional Drilling (HDD) systems for hard rock conditions. These systems comprise a Hammer and Bit together with all the hardware required to find the location and direction of the Bit during the drilling operation. The Hammer components are sourced from the Shannon facility, the Bits are sourced from Benton, and the HDD systems are then assembled in the facility using specialised machinery. The Roanoke plant had an average of 11 employees in 2012.

Each of these sites is owned by a subsidiary of Mincon.

The Company also has an international network of sales and distribution facilities to distribute both Mincon's own products and also products of third-party companies. Current sales offices are located in:

- Sweden, covering product sales into Scandinavian countries;
- South Africa, covering product sales into sub-Equatorial Africa;
- Poland, covering product sales to Central Europe;
- Senegal and Ghana, covering product sales for West Africa; and
- Peru, covering product sales for the Peruvian market.

Mincon currently classifies its revenues across the following geographic segments:

- Europe, Middle East and Africa—the entire Mincon range is sold into these territories and sales have grown strongly in this region in recent years, particularly the African market. Mincon recently bolstered its presence in the African market with the opening of a sales and distribution facility in Ghana in June 2013. Revenue for the region amounted to €40.1 million in 2012 (2011: €21.5 million and 2010: €16.5 million);
- Americas—the entire Mincon range is sold into North America with additional markets being targeted in South America following the opening in September 2013 of a sales and distribution facility in Lima, Peru. Sales amounted to €15.3 million in 2012 (2011: €13.7 million and 2010: €13.3 million);
- Australasia—the entire Mincon range is sold into the Australasian market. Sales amounted to €6.7 million in 2012 (2011: €4.7 million and 2010: €2.9 million); and
- Ireland—historically this was an important market for Mincon but is now a minor market with sales of €1.1 million in 2012 (2011: €1.3 million and 2010: €1.1 million) mainly relating to miscellaneous product sales to subcontracting engineering firms.

6. STRATEGY

The Mincon strategy is straight-forward. Mincon has a small percentage of the global rock-drilling consumables market. The aim is to increase the Mincon share of this market through organic growth and through acquisitions with the objective of becoming a "one-stop-shop" for rock drilling consumables. Controlling the supply chain from manufacture to end-user, providing a high quality customer service and receiving real-time feedback from customers to inform product development is expected to enable the Group to maximise its margins.

The Group's strategy around research and development is to:

- maintain a strong emphasis on continuing new product development of the consumable product lines;
- improve the existing product range; and
- continue to work closely with customers to design and manufacture products that better suit their specific requirements on a bespoke basis.

The Group's strategy around organic growth is to:

- expand into geographical territories adjacent to Mincon's existing geographic footprint;
- enter into joint ventures with local partners in geographic territories where it is appropriate to do so;
- open new manufacturing plants or new sales and distribution offices where it makes commercial sense to do so; and
- enter into strategic alliances with third parties which will add to Mincon's suite of products available for sale.

Mincon has identified a pipeline of acquisition targets which are designed to: (i) extend the existing product range; or (ii) defend margins or secure the supply of raw materials; or (iii) add new products which are complementary to the existing product range or which add new customers and/or new geographic markets. Preliminary discussions have taken place with a number of candidates which are well known to Mincon. These represent a good geographic spread of opportunities and consideration payable on individual acquisitions is expected to be based on enterprise value in the region of €10-30m. The Board will assess and prioritise acquisitions on an ongoing basis based on an assessment of product (technical and commercial diligence), culture (assessment of integration issues and management fit) and price (delivering a sensible return on investment and being accretive to earnings). Mincon intends to use proceeds received from the Placing to further this objective over the next 12-24 months.

Management has set the following as strategic goals to achieve by the end of 2015:

- to double the size of the Group from 2013 levels through a combination of organic growth and acquisitions designed to improve product reach and improve access to existing and potential customers;
- to complete and integrate 2 to 3 acquisitions in the rock drilling consumables space thereby substantially utilising the net proceeds from the Placing;
- to adopt a commercially sensible level of leverage;
- to expand its HDD range and upgrade its range of DTH Hammers;
- to enter new markets with sales offices in the Americas, EMEA and Australasia (depending on the footprint of acquisition targets);
- to strengthen the management team and add additional non-executive directors with appropriate skills; and
- to establish a progressive dividend policy as set out in section 19 below.

7. INDUSTRY OVERVIEW

The global mining industry is currently experiencing a period of contraction after recent years of strong growth. Metal commodity prices have fallen steadily over the past 12 months and, accordingly, many participants in the industry have started reducing their capital expenditure spending in line with this. Inventory growth for the major mining equipment manufacturers has been negative as they seek to protect their working capital position given uncertainty over the prospect of substantial capital goods orders by customers in the current environment.

The wider macroeconomic environment will also continue to have an impact on the mining equipment industry. The International Monetary Fund's update of its *World Economic Outlook* published in October 2013 shows that global growth is projected to be approximately 3 per cent in 2013. The report also highlights the importance of access to emerging markets, with growth in such countries forecast at approximately 4.5 per cent in 2013 compared to the continued subdued growth experienced in more advanced economies, which is projected to be approximately 1 per cent this year.

Despite some of the recent uncertainties as highlighted above, Mincon has been able to continue to grow its business due to a number of more specialised trends emerging in the global mining industry. Declining ore grades have now become a structural driver of the mining equipment market, especially in the consumables products space in which Mincon has particular specialisation. Complex, lower grade ore bodies lead to the requirement for more ore to be processed by miners, leading to higher utilization rates of equipment and increased wear and replacement volumes as a result.

The aftermarket service offering and spare parts and consumables supplies have become important components of mining equipment manufacturers' revenue streams and are of increasing importance in a slower industry growth scenario. Higher utilization of equipment as described above, coupled with the increase in mine supplies means that customers now demand effective service, spare parts and consumables, often in the form of contracts where availability and productivity are key criteria. The spare parts and consumables market is also less cyclical than the larger capital goods segment and can result in more stable margins for participants with service offerings in the space.

8. ENVIRONMENT AND HEALTH AND SAFETY

The Group is committed to providing a safe working environment for all of its employees and has in place procedures designed to help the Group maintain a safe environment which are reviewed and updated (as appropriate) on a regular basis. Mincon also recognises that it must take an active approach to the protection of the local environment and is committed to reducing the overall impact of the Group's operations on the environment.

9. REASONS FOR ADMISSION TO AIM AND ESM

The Directors believe that Admission will support the future development of the Company by allowing it to access the capital markets, enabling the Company to potentially raise equity to pursue future development opportunities, raise the profile and credentials of the Company with its customers and financiers and assist with the recruitment, retention and incentivisation of key employees.

10. SUMMARY FINANCIAL INFORMATION

The summary financial information set out below has been extracted without material adjustment from the historical financial information set out in Part III (B) of this Document.

	FY 2010 Audited	FY 2011 Audited	FY 2012 Audited	H1 2012 Unaudited	H1 2013 Audited
	€'000	€'000	€'000	€'000	€'000
Income statement					
Revenue	33,821	41,145	63,143	30,178	27,545
Gross profit	14,635	21,212	26,891	13,387	13,929
Operating profit	5,789	12,555	12,724	7,017	8,192
Profit before tax	6,206	11,266	13,228	7,424	7,661
Profit after tax	4,764	9,005	10,323	5,555	5,787

	FY 2010 Audited €'000	FY 2011 Audited €'000	FY 2012 Audited €'000	H1 2013 Audited €'000
	€'000	€'000	€'000	€'000
Balance Sheet				
Non current assets	15,174	14,563	17,322	17,122
Current assets	22,700	32,135	40,099	44,570
Current liabilities	5,531	7,605	7,603	8,845
Non-current liabilities	3,127	2,524	2,915	1,654
Total equity	29,216	36,569	46,903	51,193

The Group increased revenue by 86.7 per cent from 2010 to 2012 due to geographic expansion of the business. Rigorous cost control during this period helped to improve the operating profit margin from 17.1 per cent to 20.2 per cent over the same period. Expansion of the business was primarily financed through internal cash resources and the Group has operated with low levels of debt in recent years. The financial results in 2012 contain a number of once-off expenses, including payments to directors and shareholders of €3.1m, costs associated with the closure of a sales office amounting to €0.1m and provisions for inventory of €1.3m.

Further financial information on the Group is set out in Part III of this Document. Prospective investors should read the whole of this Document and not just the information summarised above.

11. GROUP INDEBTEDNESS

Bank loans and finance leases amounted to €0.8 million as at 30 June 2013, down from €1.3 million at 31 December 2012. The Group has maintained strong operating cash flows in recent years and has consistently paid down debt and reduced its finance leases. The Group had a net cash position as at 30 June 2013 of €13.2 million. The Group's increased cash position over the historical financial period reflects increasing retained earnings, offset to an extent by investment in working capital, purchases of property, plant and equipment, and dividend payments to shareholders. On 30 August 2013, Smithstown Holdings, the former parent company of the Group, declared a final dividend amounting to €15 million to shareholders on the share register of that company as at 30 August 2013. Further pro forma details of the settlement of the dividend liability are provided in Part III(C) of this document.

12. CURRENT TRADING AND PROSPECTS

The Group's audited results for the six months ended 30 June 2013 are contained in the "Accountant's Report on Smithstown Holdings" in Part III (B) of this Document. The Mincon Group has continued to trade strongly in 2013, with profit before tax of approximately €7.7 million in the first half of the year, up 3.2% on the equivalent period in 2012.

Despite the current slowdown being experienced by some of the larger players in the mining and drilling equipment industry, Mincon profitability has remained in line with budget for 2013 to date. The Directors believe that this is due to Mincon's focus on consumable rather than capital sales. During slowdowns in the mining industry, large capital purchases are frequently put on hold by mining companies, however they must continue with revenue generating activities which results in relatively stable usage of consumable equipment. Management has also observed that there has been a growth in sales within the HDD sector in recent years due to increasing acceptance by end users of this new and innovative drilling method. This, coupled with the Company's focus on operational efficiency, investment to drive future performance and increasing market share in the markets in which it competes, has resulted in the strong performance in H1 2013.

In the period ending 30 June 2013 to the date of this Document, the Directors believe that the market for Mincon's products remains stable and the business continues to trade in line with the Board's expectations.

13. THE PLACING

Pursuant to the Placing Agreement, further details of which are provided at Section 13.1 of Part IV, Davy has agreed with the Company, on and subject to the terms set out therein and as agents for the Company, to use reasonable endeavours to procure investors to subscribe for 57,471,264 New Ordinary Shares at the Placing Price.

Subject to the fulfilment of the conditions set out in the Placing Agreement it is expected that the New Ordinary Shares will begin trading on AIM and ESM on 26 November 2013. The New Ordinary Shares issued will represent 27.7% of the Enlarged Issued Ordinary Share Capital and the Placing will raise gross proceeds of €50.0 million (€47.0 million net of estimated expenses and commissions). Settlement of the Placing is expected to occur on 26 November 2013. CREST accounts of Placing participants holding their New Ordinary Shares in uncertificated form will be credited on or around 26 November 2013. Share certificates will be despatched to Placing participants holding their New Ordinary Shares in certificated form on or around 6 December 2013. The Placing Shares will be issued credited as fully paid and will, when issued, rank *pari passu* with the Existing Issued Ordinary Share Capital, including the right to receive all dividends and other distributions thereafter declared, made or paid. Neither of the two large shareholders in the Company will be selling shares as part of the Placing and, as detailed further in section 18 of this Part I "Lock-in and Orderly Market Agreements", they have both entered into lock-in agreements (in respect of in aggregate 99.7% of the Existing Issued Ordinary Share Capital) for a two year period following Admission, with orderly market arrangements for an additional period of two years to apply to any sales thereafter.

14. USE OF PROCEEDS

The net proceeds of the Placing are expected to amount to approximately €47.0 million (being gross proceeds of €50.0 million less the estimated total expenses associated with the Placing of €3.0 million).

The net proceeds of the Placing will be used to finance the Group's development strategy as detailed in Section 6 above.

15. DIRECTORS

Following Admission, the Board of Mincon will comprise three Executive Directors and three Non-Executive Directors. Details of the Directors' terms of appointment are set out in section 9 of Part IV of this Document. Profiles of the individual Directors of Mincon are set out below:

Peter Lynch (Age 55) (Non-Executive Chairman)

Mr Lynch qualified as a Chartered Accountant with KPMG in 1985. While in KPMG he worked in audit, management consultancy and corporate finance. He joined NCB Stockbrokers when they set-up a corporate finance unit in 1985 and, after a period as finance director of a software company, joined Riada Corporate Finance in 1988. He held a number of senior positions in ABN AMRO Hoare Govett in Ireland including that of Group Operations Director, and Managing Director, ABN AMRO Stockbrokers Ltd. In 1995 Mr Lynch joined Adare Printing Group plc as finance director. From 1995 to his departure in September 2000, Adare increased turnover from circa €2.5 million to circa €200 million through some 16 acquisitions, most of which were turnaround situations.

In 2000 he joined eircom Group plc as chief financial officer. Circa €10 billion of transactions were led and executed by the team assembled by Mr Lynch during his six year tenure with eircom including the takeover by Valentia for €3 billion, a bond issue of over US$1 billion, a second initial public offering of €800 million, a rights issue of €420 million, the acquisition of Meteor Mobile Communications Limited and the sale to Babcock and Brown Infrastructure Limited for €4.4 billion, as well as a number of multi-billion euro bank refinancings. Mr Lynch led the implementation team on all of these transactions and earnings before interest, tax, depreciation and amortisation improved from circa US$460 million to US$620 million on the fixed line business during this period, and, in respect of the mobile business, from circa US$15 million to circa US$120 million. Mr. Lynch also led the in-house property company, the wholesale fixed line business, the mobile business, the IT team and chaired the capex and risk committees among others.

Mr Lynch has been executive chairman of Prime Active Capital, which is a quoted company on AIM and ESM, since May 2007 following a major restructuring of that business. Mr Lynch graduated in economics from Trinity College Dublin in 1981 and is a member of the Chartered Institute for Securities & Investment.

Kevin Barry (Age 57) (Chief Executive Officer)

Kevin commenced his career as a trainee accountant in practice in 1973. He joined Kraus & Naimer Ireland Limited as an accountant in 1977. He qualified as a Certified Public Accountant ("CPA") and began working with Mincon International Limited in 1984 as Financial Controller. He was appointed Chief Executive Officer of the Mincon Group of companies in 1991. Kevin has been responsible for expanding the Group's activities since becoming Chief Executive Officer by extending the Mincon product range through organic growth and by setting up the various overseas subsidiaries.

Joseph Purcell (Age 47) (Chief Technical Officer)

Joe qualified as a Mechanical Engineer in 1988 at University College Galway, in Ireland and since then has worked with Mincon in various capacities. DTH hammer design has been his main area of specialisation although he has extensive experience in manufacturing methods, heat treatment and process development. His hammer design work has included seven years in Perth, Australia where he developed a successful range of Reverse Circulation and Conventional DTH hammers for local and export markets. Joe was appointed as Chief Technical Officer for the Mincon Group on his return from Australia in 1998.

Thomas Purcell (Age 42) (Sales Director)

Tom Purcell studied with the Association of Chartered Certified Accountants ("ACCA") from 1989 to 1993. He worked for a year in professional practice at Vaughan & Company in Ennis, Ireland. Prior to completing his ACCA studies, he emigrated to the USA to work with Mincon on a new joint venture opportunity in the country. He worked for the Mincon Group in the dimensional stone quarrying industry during which time he was key in setting up operations in Virginia and North Carolina. In 1996, Mincon sold its investment in the quarrying entities to Marlin Group of South Africa. He worked in various positions with their USA subsidiary from Purchasing & Safety Manager of four quarrying companies, to CFO and Operations Manager for their Atlanta based operation, Stone Connection. He re-joined the Mincon Group in 1999 as president of Mincon, Inc. He continues to serve in this position in addition to his role as Group Sales Director.

Patrick Purcell (Age 75) (Non-Executive Director)

Patrick served an apprenticeship in the Irish Air Corps in the 1950s and later qualified as an accountant in Australia in 1961. When he returned to Ireland in 1967 he joined Shannon Diamond & Carbide Ltd, (later Boart Longyear) and worked in various capacities with their European Group Companies for the next 10 years. His roles with Shannon Diamond & Carbide included that of cost accountant, sales and marketing director and a period as a general manager of their manufacturing plant in Norway before becoming their director for European Sales Companies and Product Development.

Patrick set up Mincon in 1977 and developed the Group, firstly in Ireland and then into overseas areas including USA, Canada, Australia, South Africa and Sweden. Patrick remained as Executive Chairman until 2012 but continued to work with the Company as an adviser on new projects.

Padraig McManus (Age 62) (Non-Executive Director)

Padraig currently serves as Chairman of eircom, Ireland's largest telecommunications company, and was previously Chief Executive of Ireland's leading energy company, ESB, from 2002 to 2011.

In 2010, he led the Stg£1.2 billion acquisition of NIE Networks from the Bahrain-based Arcapita Bank and personally oversaw the financial, political and general stakeholder issues in integrating the business into the ESB Group.

In 2008, he led the sale of a tranche of ESB's Power Generation Portfolio to Endesa of Spain in a ground-breaking deal with trade unions and the Irish energy regulator to reduce dominance and allow competitors into the market. In 2003 he directed the first private placement fundraising package in the US of €0.9 billion on behalf of ESB.

Padraig sold ESB's electrical appliance retail business and outlets to Bank of Scotland Ireland in 2005. He previously worked as a HR Manager in ESB and was part of every major restructuring programme in ESB that reduced core staff levels below 6,000. He led projects for ESB in Ghana, Sierra Leone, Gambia, Cambodia, the Philippines and Vietnam.

Padraig is on the Council of the Irish Management Institute and is a board member of the Economic and Social Research Institute of Ireland (ESRI) and Business in the Community. He has also served on a number of other boards including The Conference Board of the US.

16. SENIOR MANAGEMENT

Mincon has a highly experienced team of senior managers that has helped to drive the development of the Group across its global locations. Brief profiles of the Mincon senior management team are set out below:

John Doris (Age 66) (Interim Chief Financial Officer and Company Secretary)

John Doris B.Sc., M.B.A., F.C.C.A. is principal of Meridian Business Advisors Limited, a Dublin based consultancy firm. He graduated from University College Dublin with a B.Sc. in experimental physics in 1969 and completed his M.B.A. in 1977. He also qualified as an ACCA in 1974. He gained broad experience in both financial and marketing roles in industry, moving into rescue banking and corporate finance. He managed the successful Riada Business Expansion Funds when he was a director of ABN Amro Corporate Finance (Ireland) Limited. John currently serves on the board of directors at Quinn Insurance Limited (under administration) and the International Convention Centre at Spencer Dock in Dublin, and is a former president of ACCA Ireland. John is widely experienced in manufacturing, distribution and corporate finance. John joined Mincon in September 2013.

John Göytil (Age 47) (Head of Scandinavian Operations)

John served an apprenticeship as a mechanical fitter and worked with Nemek, a Norwegian Drillrig manufacturer for 5 years before joining Boart Longyear in 1990. Boart Longyear distributed Mincon DTH

Hammers in the Nordic region from around 2003 until 2007 when they went through a global restructuring and closed their Swedish company. John joined Mincon as a consultant for Scandinavian operations in 2007 and has played a major role in promoting Mincon activities in the region and now serves as head of Scandinavian operations for Mincon.

Mike Jones (Age 47) (President, Mincon Rockdrills USA)

Mike Jones studied Mechanical Engineering at JALC, in Carterville, Illinois in the United States. Between 1984 and 1990, Mike worked with Dalby Tool Co, a DTH Bit manufacturer located in Benton, Illinois. While at Dalby Tool Co. Mike served in various positions with increasing responsibility, including CNC Programming, Product Development and ultimately Plant Supervisor. In 1990, Mike was instrumental in the formation of Percussion Bit and Tool, Inc. This company manufactured a range of drill Bits for both top (surface) Hammer and DTH applications. In addition, the company produced a range of specialist casing tools for the geotechnical industry. Mike worked as production manager which involved dealing with all aspects of manufacturing and product development. In 2003, Percussion Bit & Tool joined the Mincon Group and was renamed Mincon Rockdrills USA, Inc. Mike was appointed President of this company in 2004 and continues to serve in this position.

Martin Van Gemert (Age 48) (Managing Director, West Africa)

Martin completed his apprenticeship as a motor and diesel mechanic in 1987. From 1987 to 2002, he worked for various companies in the geotechnical, feasibility and mineral exploration, civils and road construction, surface drilling and blasting (including specialized controlled blasting techniques) and open cast mining industries. From 2002 to 2007, he worked in various roles including technical and management positions for companies manufacturing and selling drilling tools for the exploration and mining industries in Southern and West Africa. In January 2007, Martin served as general manager of Sandvik's newly established operations in Mali and served there until September 2010 when he started Mincon West Africa in Senegal. Martin currently holds 20% of the issued share capital of Mincon West Africa. Mincon West Africa is involved in stocking and supplying drilling equipment to the French West African market.

Jaco Scott (Age 43) (Managing Director of South African Operations)

Jaco Scott joined Mincon in 2002 and is currently responsible for the Group's market development initiatives across Southern Africa in all activities and applications, including exploration and mining, infrastructure (communication) and civil engineering, energy and other related businesses. Jaco was previously a drilling contractor and has over 25 years of experience in the mining, drilling and civil engineering Industry in Africa.

Rod Marsh (Age 48) (Managing Director, Mincon Rockdrills Australia)

Rod joined a large Australian mining company (WMC Resources) in 1998 in the logistics field, later moving to an international mining company, Alcoa. Rod's career progressed from operational and commercial roles in the early stages to supervisory and management roles while at Alcoa. He commenced working for Mincon Rockdrills as General Manager in May 2011 and became Managing Director of Mincon Rockdrills Pty Ltd in August 2011. Rod is responsible for overall management of operations in Australia including financial and operational performance, strategy development and company growth.

17. EMPLOYEES

As at Latest Practicable Date the Group had 153 full-time employees, including the Executive Directors. The Company does not have any temporary employees. The breakdown of the employees by geographic location and function for each of the financial years ended 31 December 2010, 31 December 2011 and 31 December 2012 and the six month period ended 30 June 2013 was as follows:

	Average Number of Employees			
By activity	**FY 2010**	**FY 2011**	**FY 2012**	**H1 2013**
Sales and distribution	23	32	42	43
General and administration	23	23	28	25
Manufacturing, service and development	78	84	93	94
	124	139	163	162

By geography	Average Number of Employees FY 2010	FY 2011	FY 2012	H1 2013
Ireland	52	54	58	58
Americas	37	42	47	49
Australasia	20	21	23	22
Europe, Middle East, Africa	15	22	35	33
	124	139	163	162

18. LOCK-IN AND ORDERLY MARKET AGREEMENTS

Kingbell Company and Ballybell Limited (the "Lock-in Parties") have entered into lock-in agreements with Davy and the Company, dated 4 November 2013 ("Lock-in Agreements"). These Lock-in Agreements apply in respect of an aggregate of 149,589,000 Ordinary Shares, representing approximately 99.7% of the Existing Issued Ordinary Share Capital and, following the Placing, approximately 72.1% of the Enlarged Issued Ordinary Share Capital. Pursuant to the Lock-in Agreements, the Lock-in Parties have undertaken, subject to certain exceptions, including a sale in the event of an offer for all of the Ordinary Shares in the Company, not to sell, transfer, grant any option over, or otherwise dispose of, the legal, beneficial or any interest that they have in any Ordinary Shares or other securities in the Company for a period of two years following Admission (the "Lock-in Period") without the prior written consent of Davy.

Orderly market arrangements apply for two years after the expiry of the Lock-in Period. Pursuant to the Lock-in Agreements, the Lock-in Parties are, where they decide to sell Ordinary Shares, obliged in certain circumstances to sell Ordinary Shares through Davy (or the Company's broker at that time) for the purposes of preserving an orderly market in the Ordinary Shares of the Company.

19. DIVIDEND POLICY

The Directors intend to adopt a progressive dividend policy. The first dividend expected to be paid will (subject to the Company having sufficient distributable reserves) be the interim dividend in respect of the six months to 30 June 2014 based on the trading performance of the Group in respect of that period.

In the period to 30 August 2013, the business of Mincon was conducted through Smithstown Holdings and its subsidiaries. A subsequent reorganisation resulted in the Company acquiring 100% of the issued share capital in Smithstown Holdings and a direct and/or indirect holding in its trading subsidiaries.

Following the reorganisation, the Mincon Group comprises the Company and its subsidiaries (including Smithstown Holdings) as outlined in Part IV. The consolidated financial statements of the Company will be prepared on the basis that the Company is a continuation of the Smithstown Holdings Group, reflecting the substance of the arrangement.

In accounting for this reorganisation of the Mincon Group, a debit reserve of €79.3 million was created on the separate company balance sheet of the Company (the "other reserve") in accordance with IFRS and the Companies Acts. This other reserve represented the difference between the fair value of the shares issued by the Company to acquire Smithstown Holdings and the carrying value of the investment held by Smithstown Holdings in its subsidiaries. In order for the Company to be in a position to declare and pay dividends this other reserve needs to be eliminated. In this regard the Company will shortly apply to the High Court of Ireland to reduce its share premium account by €79.3 million and eliminate this other reserve. The members of the Company passed a resolution on 1 November that, subject to the confirmation of the High Court of Ireland, the Company's share capital be reduced by the cancellation of this other reserve (or such part thereof as the High Court of Ireland may determine). The Directors believe that this application will be heard by the High Court of Ireland as soon as reasonably practical following Admission. Subject to the confirmation of this application, the Company will be capable, subject to it having distributable reserves, of declaring dividends in accordance with its dividend policy.

A debit reserve of €44.2 million was also similarly created on the balance sheet of Mincon International Limited. This company will also shortly apply to the High Court of Ireland to reduce its share premium account in eliminating this debit reserve. The Company, being the sole member of Mincon International Limited, passed a resolution on 1 November that, *inter alia*, subject to the confirmation of the High Court of Ireland, the Mincon International Limited's share capital be reduced by the cancellation of the debit reserve (or such part thereof as the High Court of Ireland may determine).

20. SHARE INCENTIVE ARRANGEMENTS

The Board believes that it is important that employees of the Group (including Executive Directors) are appropriately incentivised and rewarded, with the success of the Group dependent to a significant degree on the future performance of the executive management team. Accordingly, on 19 November 2013, the Board adopted the Plan which allows the Company to grant awards to employees over Ordinary Shares. The Plan will be administered by the Remuneration Committee. No more than 10% of the issued ordinary share capital of the Company may be issued or reserved for issuance under the Plan and any other executive or discretionary share scheme operated by the Company over any ten-year period and no more than 5% of the issued ordinary share capital of the Company may be issued or reserved for issuance under the Plan and any other executive or discretionary share scheme operated by the Company over any five-year period. The Company also intends to implement in the future an all-employee approved profit-sharing scheme ("APSS") for its employees based in Ireland, subject to approval of the Revenue Commissioners. The APSS will permit employees to apply all or part of their annual profit-share bonus towards the purchase of Ordinary Shares. Further details of the Plan and the APSS are set out in sections 10 and 11 respectively of Part IV of this Document.

21. CORPORATE GOVERNANCE

The UK Corporate Governance Code does not apply to companies quoted on AIM or ESM. The Quoted Companies Alliance has published a set of governance guidelines for AIM (the "QCA Guidelines"), which includes a code of best practice for AIM companies, comprising principles intended as a minimum standard, and recommendations for reporting corporate governance matters. However, the Directors recognise the importance of sound corporate governance and intend that the Group will comply with the main provisions of the UK Corporate Governance Code insofar as they are appropriate given the Group's size and stage of development. The Directors also intend that the Group will comply with the main principles of the QCA Guidelines. The Board is responsible for formulating, reviewing and approving the Group's strategy, budgets and corporate actions. Following Admission, the Directors intend to hold Board meetings at least quarterly and at other times as and when required. The Directors will appoint a Remuneration Committee, an Audit Committee and a Nominations Committee with effect from Admission. The Board intends to deal with matters relating to health and safety and risk through the Board (as opposed to through a separate sub-committee).

The Audit Committee will be chaired by Peter Lynch. The chief financial officer may also be invited to attend meetings of the committee. It will meet at least three times a year and will be responsible for ensuring that the financial performance of the Group is properly monitored and reported on and for meeting with the auditors and reviewing findings of the audit with the external auditor. It is authorised to seek any information it properly requires from any employee and may ask questions of any employee. It will meet with the auditors at least once a year without any members of the management being present and will also be responsible for considering and making recommendations regarding the identity and remuneration of such auditors.

The Remuneration Committee will be chaired by Padraig McManus. It will meet at least three times a year and will consider and recommend to the Board the framework for the remuneration of the chief executive officer, chairman, company secretary, chief financial officer, Executive Directors and such other officers as it is designated to consider and, within the terms of the agreed policy will, consider and recommend to the Board the total individual remuneration package of each Executive Director including bonuses, incentive payments and share awards (such as the Plan and APSS, referred to at section 20 above). It will review the design of all incentive plans for approval by the Board and Shareholders and, for each such plan, recommend whether awards are made and, if so, the overall amount of such awards, the individual awards to Executive Directors and the performance targets to be used. No Director will be involved in decisions concerning his/her own remuneration.

The Nominations Committee will be chaired by Padraig McManus. It will meet at least three times a year and will consider the selection and re-appointment of Directors. It will identify and nominate candidates for all Board vacancies and review regularly the structure, size and composition (including the skills, knowledge and experience) of the Board and make recommendations to the Board with regard to any changes.

The Company has entered into a Relationship Agreement with Kingbell Company whereby Kingbell Company has agreed, *inter alia*, to use all reasonable endeavours to ensure that no member of the Mincon

Group is prevented from carrying on its business independently of Kingbell Company or its associates. Further details in respect of this agreement are set out in section 13.4 of Part IV of this Document.

The Directors intend to comply with Rule 21 of the AIM Rules and the ESM Rules relating to share dealings by Directors of the Company, and will take all reasonable steps to ensure compliance with Rule 21 by the Company's applicable employees. The Company has adopted a share dealing code for its Directors, officers and employees to facilitate compliance with Rule 21 with effect from Admission.

22. TAXATION

Information regarding Irish and United Kingdom taxation is set out in Section 18 of Part IV of this Document. All information in relation to taxation in this Document is intended only as a general guide to the current tax position in Ireland and the United Kingdom. Shareholders should, in all cases, satisfy themselves as to their own tax position by consulting their own tax advisers.

23. TRENDS

Save as set out in this Document, there are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Group's prospects for the current financial year.

24. ADMISSION AND SETTLEMENT

Application has been made to the London Stock Exchange and the Irish Stock Exchange for the Ordinary Shares to be admitted to trading on AIM and ESM respectively. It is expected that Admission will take place, and that dealings in the Ordinary Shares on AIM and ESM will commence, at 8.00 a.m. on 26 November 2013.

25. DEALING ARRANGEMENTS

CREST is a paperless settlement system enabling securities to be evidenced otherwise than by a certificate and transferred otherwise than by way of a written instrument. The Directors have applied for the Ordinary Shares to be admitted to CREST with effect from Admission and CREST has agreed to such admission. Accordingly, settlement of transactions in Ordinary Shares following Admission will take place within the CREST system if the relevant Shareholder so wishes. The Articles provide for the transfer of shares in dematerialised form in CREST.

CREST is a voluntary system and Shareholders who wish to receive and/or retain share certificates and effect transfers by written instrument may do so.

26. FURTHER INFORMATION

Your attention is drawn to the additional information set out in Parts II to IV of this Document.

27. RISK FACTORS

The AIM and ESM markets are designed primarily for emerging or smaller companies to which a higher investment risk than that associated with larger or more established companies tends to be attached. A prospective investor should be aware of the potential risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser being, in the case of persons resident in the United Kingdom, a person authorised under FSMA and, in the case of persons resident in Ireland, a person authorised or exempted under the European Communities (Markets in Financial Instruments) Regulations 2007 (Nos. 1-3) or the Investment Intermediaries Act 1995 of Ireland.

Your attention is drawn to the Risk Factors set out in Part II of this Document.

PART II—RISK FACTORS

In addition to the other information set out in this Document, the following specific factors should be considered carefully in evaluating whether to make an investment in the Company. The investment offered in this Document may not be suitable for all of its recipients. The risks associated with holding Ordinary Shares include (but may not be limited to) the following identifiable risks which, individually or in aggregate, could have a material adverse effect on the Group and Shareholders. The value of Ordinary Shares may go down as well as up.

An investment in the Company is only suitable for investors who are capable of evaluating the risks and merits of such an investment and who have sufficient resources to bear any loss which might result from such an investment. If you are in any doubt about the contents of this Document and what action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser (being in the case of persons resident in Ireland, an organisation or firm authorised or exempted pursuant to the European Communities (Markets in Financial Instruments) Regulations 2007 (Nos. 1-3) or the Investment Intermediaries Act 1995 and, in the case of persons resident in the United Kingdom, an organisation or firm authorised pursuant to FSMA) immediately.

The risks identified below are those which the Directors believe to be material in the context of the Group but these risks may not be the only risks faced by the Group. Additional risks, including those that the Directors are unaware of or currently deem immaterial, may also result in decreased income, increased expenses or other events that could result in a decline in the value of Ordinary Shares.

RISKS RELATING TO THE GROUP

The Group's products are used in industries which are either cyclical or affected by general economic conditions

The demand for the Group's products and services is affected by changes in customers' investment plans and activity levels. Customers' investment plans could change materially in the case of a widespread financial crisis and economic downturn, such as the one experienced in 2008-2009, or in the case of an economic downturn in a particular industry, country or region. Financial crises may also have an impact on customers' ability to finance their investments. In addition, changes in the political situation in a region or country or political decisions affecting an industry or country could also materially impact on investments in consumable equipment. Also, the replacement needs of existing production capacity, new competing technologies, competitive pressures and other economic factors in its customer industries could have a material adverse effect on the Group's business, financial condition and results of operations. Although the Company believes that its sales are well diversified with customers located in disparate geographic markets, it is likely that the Group would be affected by an economic downturn in the markets in which it operates.

The Group's products are used in industries which are affected by specific market factors

The operations of the Group are subject to all of the hazards and risks normally associated with the exploration and mining industries. These include political risks, geological risks, exploration costs and delay risks as well as safety and environmental risks. Certain of these risks and hazards could result in damage to life or property, environmental damage and possible legal liability for any or all damage. While the primary liability for such activities and exposure to such risks should rest with Group's customers and the Group may obtain insurance against certain risks to which it is exposed, the nature of these risks is such that liabilities could exceed policy limits or be excluded from coverage. The potential costs associated with any liabilities and the costs of compliance with applicable laws and regulations may adversely affect the future earnings and competitive position of the Group and its financial position.

The activities of the Group's customers may be subject to prolonged disruptions due to weather conditions and any such delays may also adversely affect the operations of the Group.

Factors beyond the control of the Group may affect the marketability of the products of the Group's customers. The industry in which the Group operates is particularly susceptible to price volatility and is affected by numerous factors beyond the control of the Group. The effect of these factors and future price fluctuations on the Group and the viability of its operations cannot be accurately predicted.

The Group is dependent on the success of its business strategy

The value of an investment in the Group is dependent, inter alia, upon the Group achieving the aims set out in this Document. Although the Group has a clearly defined strategy, there can be no guarantee that its objectives will be achieved or that the Group will achieve the level of success that the Directors expect. Furthermore, the Group may decide to change aspects of its strategy described in this Document. The Group's ability to implement its business strategy successfully may be adversely impacted by factors that the Group cannot currently foresee, such as unanticipated costs and expenses or technological changes. The Group's longer term growth will depend on its ability to continue to provide a service offering and level of professional expertise which is at least in line with market needs.

If the Group fails to develop, launch and market new products, respond to technological development or compete effectively, its business and revenues may suffer

The Group's long-term growth and profitability is dependent on its ability to develop and successfully launch and market new products. The Group's revenues and market share may suffer if it is unable to successfully introduce new products in a timely fashion or if any new or enhanced products or services are introduced by its competitors that its customers find more advanced and/or better suited to their needs. While the Group continuously invests in research and development to develop products in line with customer demand and expectations, if it is not able to keep pace with product development and technological advances, including also shifts in technology in the markets in which it operates, or to meet customer demands, this could have a material adverse effect on the Group's business, results of operations and financial condition.

The markets for the Group's products are highly competitive in terms of pricing, product design, service and quality, the timing of development and introduction of new products, customer service and terms of financing. The Group faces intense competition from significant competitors and to a lesser extent small regional companies. If it does not compete successfully in all of its business areas and does not anticipate and respond to changes in evolving market demands, including for new products, it will not be able to compete successfully in its markets, which could have a material adverse effect on the Group's business, results of operations and financial condition.

The planning and implementation of the Group's business operations seeks to take into account market opportunities and opportunities to acquire new businesses. The Group's long-term development is affected by business development risks that are related to unanticipated changes in market situations and the introduction of new products. Any failure in the Group's business development could have a material adverse effect on the Group's business, results of operations and financial condition.

If the Group's manufacturing and production facilities are damaged, destroyed or closed for any reason, its ability to distribute its products will be significantly affected

The Group has three manufacturing facilities located in Ireland, Australia and the United States and an assembly facility in the United States. Should any of these facilities be destroyed or closed for any reason, or the equipment in the facilities is significantly damaged, or there are severe interruptions in its productions, the Group is likely to face setbacks in its ability to manufacture and distribute its products to customers. Such circumstances, to the extent that it is not possible to find an alternative manufacturing and production facility, or transfer manufacturing to other Group facilities or repair the damaged facilities or damaged equipment in a timely and cost-efficient manner, could have a material adverse effect on the Group's business, results of operations and financial condition. In addition, the availability of manufacturing components is dependent on suppliers to the Group and, if they suffer interruptions or if they do not have sufficient capacity, this could have an adverse effect on the Group's business and results of operations. The Group is also directly and indirectly exposed to raw material prices, which often coincide with strong end-customer demand. While the Group holds property and business interruption insurances in amounts the Company believes to be appropriate, there can be no assurances that the Group will be able to fully recover losses or that recovered amounts will be sufficient to cover the Group's losses.

The Group is dependent on the efficiency of its distribution network

The Group distributes its products primarily through distributors and also directly to end customers. Should the distribution network be subject to disruptions, it could have a material adverse effect on the Group's revenues and results of operations.

Any difficulties the Group encounters relating to the integration of future acquisitions could have a material adverse affect on the Group's business, results of operations and financial condition

In addition to organically growing the Group's business, the Group is evaluating potential value added acquisitions in the core areas of its business to complement its existing product portfolio, to gain access to new markets and to create synergies. The process of coordinating and integrating acquired businesses with the Group's own business, and making them operate as one business, will require managerial and financial resources. In addition, the integration process could also cause the interruption to, or a loss of momentum in, the activities of its business, which could have a material adverse effect on the Group's operations.

The management of integration of the businesses, systems and culture of any acquired business requires, among other things, the continued development of its financial and management controls, including the integration of information systems and structure, the integration of product offerings and customer base and the training of new personnel, all of which could disrupt and place a strain on the Group's management resources as well as require significant expenditure. Any significant diversion of the Company's management's attention and other resources or any major difficulties encountered in the integration of an acquired business could have a material adverse effect on the Group's business, financial condition and results of operations.

In agreeing to acquire new businesses, the Company makes certain assumptions and determinations on, among other things, future sales and need for capital expenditures, based on its investigation of the respective businesses and other information then available. While the Company believes it is well positioned to assess the opportunities and risks associated with these acquisitions, the Company cannot provide assurance that its assumptions and determinations will prove to be correct and liabilities, contingencies or losses, if realised, could have a material adverse effect on the Group's business, results of operations and financial condition.

Rapid expansion of the Group

The Group has experienced a period of substantial growth in its business. As the scale of its operation grows, the Group will have to grow existing management resources and to develop systems to ensure that it has available the appropriate management structure, operating assets, financial systems, procedures and controls and workforce required to meet the demands of its expanded business. The Group will also need to maintain its relationships with its current customers and suppliers and to develop relationships with new customers and suppliers. The Company's growth plans may place a significant strain on the Company's management and operational, financial and personnel resources. Therefore the Company's future growth and prospects will depend on its ability to manage this expansion. There can be no assurance that the Group will be able to achieve any or all of the above successfully.

Future Revenues

The Group relies on the ability to secure orders with new customers as well as maintain relationships with existing customers to generate most of its revenue. Investors should not rely on period to period comparisons of revenue as an indicator of future performance.

Dependence on key management personnel and technical staff

The operations of the Group are largely dependent upon the continuing employment by the Group of a number of key management personnel and the Executive Directors. The future results of the Group depend significantly upon the efforts and expertise of such individuals. Whilst it has entered into contractual arrangements with the aim of securing the Executive and Non-Executive Directors, the retention of their services and the maintenance of the Group's customer base cannot be guaranteed. The loss of the service of any key management personnel could have a material adverse effect on the business of the Group. The Group's future also depends on its ability to attract, employ and retain skilled and experienced employees to support any expansion plans of the Group. Failure of the Group to do so, the risk of which may be greater in instances where the Group does not have written employment contracts or employees have short notice periods, may have a material adverse impact on the Group's operation and business.

The Group does not currently have a full-time Chief Financial Officer

As at the date of Admission, the Group does not have a full-time Chief Financial Officer. A service agreement between the Company and Meridian Business Advisors Limited ("Meridian") in respect of the provision by Meridian (through Mr. John Doris) of consultancy services relating to the Group Finance function was entered into on 1 September 2013 and is effective for a fixed term of six months, subject to earlier termination by the Company by giving one month's written notice. This is an interim arrangement pending the Company making an appointment into the Group Chief Financial Officer role. The Company is currently considering candidates in this regard. Failure by the Group to appoint a Chief Financial Officer on a full-time basis within a reasonable timeframe following Admission may have a material adverse impact on the Group's operation and business and the implementation of the Group's strategy as described in section 6 of Part I of this Document.

Insurance

While the Group holds property, including business interruption, and product liability insurance in amounts which it believes to be appropriate, there can be no assurances that the Group will be able to fully recover such amounts or that recovered amounts will be sufficient to cover the Group's losses.

Competition

The Group is subject to competition in the markets in which it operates and some of its competitors are significantly larger and have significantly greater financial resources than the Group. The Group's principal competitors are Atlas Copco AB which is headquartered in Stockholm, Sweden with a global reach spanning more than 170 countries and Sandvik AB which is also headquartered in Stockholm, Sweden with business activities in more than 130 countries. There can be no guarantee that the Group's competitors or new market entrants will not introduce superior products or a superior service offering. Such competitors may have greater development, marketing, personnel and financial resources than the Group. Such competitors may also have the resources to undercut prices in the marketplace. Should these or other competitors decide to compete aggressively with the Group on price in the markets and industries in which it operates while offering comparable or superior quality products this could have a material adverse effect on the Group's financial position, trading performance and prospects.

Customer concentration

Over the past three years, the Group's top 10 customers have accounted for approximately 30% of its revenues. If, in the future, these customers fail to meet their contractual obligations, decide not to purchase the Group's products or decide to purchase fewer products, this could disrupt the Group's business and require it to expend time and effort to develop relationships with new customers, which could have a material adverse effect on the Group's business, results of operations and financial condition. There can be no assurance that, even if the Group could find alternate customers, the Group could receive the same price for its products.

Environmental compliance

Like most industrial companies with manufacturing facilities, the Group affects the environment in its production processes, through the use of natural resources, and the generation of emissions and wastes, in the distribution of, as well as in the use and final disposal of its products. Compliance with environmental requirements is a significant factor in its operations, and substantial resources are required to maintain compliance with applicable environmental laws and regulations and to manage environmental risks. The Group is subject to a variety of environmental laws and regulations in the various jurisdictions in which it operates, in particular in relation to air emissions, waste management and the protection of natural resources. These laws and regulations, the violations of which can lead to substantial fines, injunctions or criminal penalties, have generally become more strict in recent years and may in the future become more stringent and the cost of complying with future changes may be substantial. In addition, the Group could also become subject to liabilities and claims relating to personal injury (including exposure to substances used in its production), property damage or damage to natural resources.

Although the Company believes it is in material compliance with applicable environmental laws, substantial environmental costs and liabilities are inherent in industrial operations and there can be no assurances that substantial costs and liabilities will not be incurred in the future or that the adoption of increasingly strict environmental laws, regulations and enforcement policies will not result in increased costs and liabilities in the future. Any such costs and/or liabilities could have a material adverse effect on the Group's business, results of operations and financial condition.

Hydraulic fracturing regulation

A number of Mincon's products are used for hydraulic fracturing (commonly known as "fracking"). Hydraulic fracturing can be used to increase or restore the rate at which water and hydrocarbon resources are released from subterranean natural reservoirs. Hydraulic fracturing is achieved by injecting a fluid into the rock structure, typically a slurry of water proppants and chemical additives. The process of hydraulic fracturing is currently under review by a number of governmental and non-governmental environmental agencies around the world. The results of these environmental assessments may ultimately curtail its use as an exploration and development tool to enhance recoveries which in turn may have an impact on the revenues the Group earns from sales of its products used for this purpose.

The Group may be exposed to product liability and warranty claims

The manufacture and sale of products to be used in the various industries in which the Group operates poses the potential for warranty claims and product liability. The Group typically designs its products to satisfy the needs and requirements of its customers. While the Group tests its products and raw materials to ensure that they meet the relevant specifications and regulations, operating in such an environment may increase the risk of product and warranty liability. While the Group believes that testing of its products is adequate and that its products comply with all relevant safety regulations, the Group cannot provide assurance that product liability or warranty liability will not arise despite the measures the Group takes to ensure that its products are safe and meet current safety regulations.

In addition, the Group also relies on its customers and other third parties to use its products according to the products' design. Although it is unlikely that the Group would be held liable for damages resulting from improper use by a third party, its brand name and image could be harmed from such occurrence.

While the Group believes that its insurance coverage for product liability is adequate, there can be no assurance that the amount of such insurance will be sufficient to satisfy claims made against the Group in the future. Product liability or warranty claims could result in significant litigation costs, damages awards and increased insurance premia costs, and a successful claim brought against the Group in excess of available insurance coverage, or any claim that results in significantly adverse publicity, could have a material adverse effect on the Group's business, results of operations and financial condition.

If the Group is unable to protect its intellectual property and reputation, the value of its technology and products could be adversely affected

The Group's intellectual property is important to its business, in particular, the Group's portfolio of brand names, which are an integral part of its strategy and its vision. In addition, the Group's reputation is a significant factor in the retention of existing clients and the Group's ability to secure new business. While the Group has sought to protect its trademarks by registration in each of the countries in which it has deemed it to be commercially reasonable, there can be no assurances that the Group's actions are or will be sufficient to protect its intellectual property. The Group cannot give any assurance that its competitors do not seek to utilise its trademarks and logos when they market their products thereby infringing or challenging its intellectual property rights. In addition, existing laws of some countries in which it conducts business may offer only limited protection of its intellectual property rights, if at all. If the Group's intellectual property and in particular its registered trademarks cannot be protected, for whatever reason, the Group's business could be materially and adversely affected.

Failure to obtain additional funding

In order to increase the scale of operations, the Group may need to obtain additional funding, through equity, asset finance or bank financing or through strategic third party investments or joint ventures. In addition, in the event that the Company acquires additional interests it will likely be necessary for the Company to obtain additional funding to finance such acquisitions. The Group has not received binding commitments for additional debt or equity financing. There can be no assurances that any additional financing will be available to the Group, or if available, that the terms and conditions thereof will be acceptable to the Group. Failure to obtain such financing or any enforcement of security relating to existing financing would be likely to require the Group to curtail materially, operations, and to cause investors to suffer a loss on their investment in the Ordinary Shares.

The Group is exposed to litigation risk

Notwithstanding the Group's history in relation to litigation matters, there exists the potential for litigation to be brought against the Group by any party with which it does business, from time to time. The Directors acknowledge this possibility but recognise that the extent of the impact that potential future litigation may have on the Group from both a financial and reputational standpoint cannot be determined with any certainty at this time.

Contractual Arrangements

The Group derives some of its revenue from large transactions (which may be non-recurring in nature). The Group must often negotiate complex terms and conditions in large sales transactions and in many instances contracts are of a fixed price nature. Prospective sales are subject to delays or cancellation over which the Group has little or no control and these delays could adversely affect results. Also to address the non-recurring nature of some of these transactions, the Group needs to focus on securing new lines of business on a regular basis.

A significant portion of the Group's revenue is derived from the distribution of third party products and no formal and/or written contracts exists in respect of these arrangements. As such these arrangements are not subject to a fixed term and there can be no certainty as to the continuation of these arrangements or compliance by our counterparties in the future.

The Group is also party to certain joint venture and other arrangements whereby certain stakeholders hold minority interests in our Group companies. There can be no assurance that these stakeholders will remain supportive of the Group's objectives and any termination of, or disagreement in respect of, these arrangements may have an adverse effect on our business.

The Group is exposed to fluctuations in the price of raw materials

The Group's operations give rise to risks due to changes in the price of market-quoted raw materials, mainly steel and tungsten. The prices can vary significantly during a year. If the market does not permit a transfer of the effects of changing raw material prices into the end-price of the products, this may have a material adverse effect on the Group's business, results of operations and financial condition.

The Group is exposed to the risk of currency fluctuation

The Group's financial condition and results of operations are reported in euro but a large proportion of its revenues are denominated in currencies other than euro, including the US dollar, the Australian dollar and the South African rand.

Adverse currency exchange rate movements may hinder the Group's ability to procure important materials and services from vendors and suppliers, may affect the value of its level of indebtedness, and may have a significant adverse effect on its revenues and overall financial results.

In the past, the Group has experienced gains and losses from exchange rate fluctuations, including foreign exchange gains and losses from transaction risks associated with assets and liabilities denominated in foreign currencies, including inter-company financings. Although it has introduced measures to improve its ability to respond to currency exchange rate risks, these measures may prove ineffective, and exchange rate volatility, particularly between currency pairs that have traditionally been rather stable, may develop. As a result, the Group may continue to suffer exchange rate losses, which could cause operating results to fluctuate significantly and could have a material adverse effect on the Group's business and financial condition.

The Group is exposed to risks associated with operations in emerging markets

The Group's international operations may be susceptible to political, social and economic instability and civil disturbances. Risks of the Group operating in such areas may include:

- disruption to operations, including strikes, civil actions, international conflict or political interference;
- changes to the fiscal regime including changes in the rates of income and corporation taxes;
- reversal of current policies encouraging foreign investment or foreign trade by the governments of certain of the countries in which the Group operates;
- limited access to markets for periods of time;
- increased inflation; and
- expropriation or forced divestment of assets.

Any of the above factors could result in disruptions to the Group's business, increased costs or reduced future growth opportunities. Potential losses caused by these disruptions may not be covered by insurance.

The Group operates in countries with less developed legal systems

The countries in which the Group will operate may have less developed legal systems than countries with more established economies, which may results in risks such as:

- effective legal redress in the courts of such jurisdictions, whether in respect of a breach of law or regulation or in an ownership dispute, being more difficult to obtain;
- a higher degree of discretion on the part of governmental authorities;
- a lack of judicial or administrative guidance on interpreting applicable rules and regulations;
- an inability on the part of the Group to adequately protect its assets in these jurisdictions;
- inconsistencies or conflicts between and within various laws, regulations, decrees, orders and resolutions; or
- relative inexperience of the judiciary and courts in such matters.

In certain jurisdictions, the commitment of local business people, government officials and agencies and the judicial system to abide by legal requirements and negotiated agreements may be more uncertain, creating particular concerns with respect to licences and agreements for business. These may be susceptible to revision or cancellation and legal redress may be uncertain or delayed. There can be no assurance that joint ventures, licences or other legal arrangements will not be adversely affected by the actions of government authorities or others and the effectiveness of and enforcement of such arrangements in these jurisdictions cannot be assured.

The Group may be materially and adversely affected by changes to governmental legislation and/or regulations and/or potential changes in tax legislation

As with other companies and businesses with operations that span a number of territories, the Group is subject to a variety of often complex national tax laws and compliance procedures, together with varying approaches taken by local and national taxing authorities towards transfer pricing for cross-border transactions involving goods and services. In conducting its global taxation affairs, including estimating the amounts of taxation due (both current and deferred) for the purposes of inclusion in the Group's financial statements, management relies on the exercise of judgment concerning its understanding of those laws and its compliance therewith, assisted by professional advice. Actual tax liabilities in the future may, however, differ from estimates made by management which may give rise to adjustments in the financial statements for subsequent periods which may, in turn, materially and adversely affect the Group's business, results of operations, financial condition or prospects. Different interpretations to those of management by local and national taxing authorities, as well as future changes in tax rates or tax legislation, could similarly give rise to the risk of such adjustments. Any change in the Group's taxation status, in taxation legislation or in the rates of taxation could materially and adversely affect the Group's business, results of operations, financial condition or prospects.

In addition, the industry is subject to state and local government regulation relating to health and safety in all of the jurisdictions in which it operates. Operating costs are affected by government actions that are beyond the Group's control, including increases in the minimum hourly wage requirements, worker's compensation insurance rates and other unemployment insurance and taxes. Additionally, the Group may be required to obtain a number of approvals, licences and permits to operate its business. There can be no assurance that the various supranational and governmental agencies responsible for granting such licences, approvals and permits will do so or that, once granted, they will not be revoked. The absence of such licences, approvals and permits could delay commencement of or prohibit proposed business operations. Production at the Group's manufacturing facilities requires various governmental inspections and approvals, licences and authorisations to be renewed from time to time. To the extent that such inspections are not satisfactory or that such approvals, licences and authorisations are not given or are suspended, revoked or not renewed, the facilities may not be able to operate for a period or at all, which, in either case, would materially and adversely affect the Group's business, results of operations, financial condition or prospects.

Corruption

Corruption is perceived as a problem in certain of the jurisdictions in which the Group operates. Corrupt practices may have an adverse impact on the Group's operations in these jurisdictions. Corruption may also affect the ability of the Group to enforce legal rights.

Existing and evolving regulation and changes in applicable laws relating to our business may increase our expenditures related to compliance efforts or otherwise limit the products and services that we can offer which may harm our business and adversely affect our financial condition

As our industry continues to evolve and our business expands into new territories, we are exposed to an increase in regulation and a higher compliance burden. If we fail to implement effective measures to comply with all applicable requirements, we may be subject to litigation, regulatory investigations, reputational damage or other liabilities. Moreover, if future laws and regulations limit our customers' ability to use our products and services, demand could decrease, our costs could increase and our results of operations and financial condition could be harmed.

RISKS RELATING TO THE ORDINARY SHARES

General investment/market risks

A number of factors outside the Company's control could impact on its performance and the price of its Ordinary Shares, including investor sentiment and local and international stock market conditions. Shareholders should recognise that the price of shares may fall as well as rise and that the market price of the Ordinary Shares may not reflect the underlying value of the Company.

Liquidity and possible price volatility of the Ordinary Shares

An active trading market for the Ordinary Shares may not develop and the trading price for Ordinary Shares may fluctuate significantly. Prior to the Placing, there has been no public market for any of the Ordinary Shares. The Placing Price may not be indicative of the price at which the Ordinary Shares will trade following completion of the Placing. In addition, there can be no assurance that an active trading market for the Ordinary Shares will develop, or, if it does develop, that it will be sustained following completion of the Placing, or that the market price of the Ordinary Shares will not decline below the Placing Price. The free float of the Company following Admission will be limited in light of the Lock-in Agreements in place and this may also have an impact on liquidity. Admission to AIM and ESM should not be taken as implying that there will be a liquid market for the Ordinary Shares. It may be more difficult for an investor to realise his investment in the Company than in a company whose shares are quoted on the Official Lists.

The trading price of the Ordinary Shares may also be subject to significant volatility in response to, among other factors: investor perceptions of the Group and the Group's business plans; variations in the Group's operating results; climatic conditions; announcements of new products; changes in pricing policy made by the Group, the Group's competitors; changes in senior management personnel; and general economic and other factors.

Dividends

There can be no assurance as to the level of future dividends. The declaration, payment and amount of any future dividends of the Company are subject to the discretion of the Directors; and will depend upon, among other things, the Company's earnings, financial position, cash requirements and availability of sufficient distributable reserves, the Company's ability to repatriate funds from its subsidiary companies to the parent company as well as the provisions of relevant laws or generally accepted accounting principles from time to time.

Mincon will seek High Court of Ireland approval for the elimination of certain debit reserves

Under Irish Law, dividends may only be paid and share repurchases and redemptions must generally be funded only out of "distributable reserves". As a consequence of the recent reorganisation of the Group, in accordance with Irish company law and IFRS, a debit reserve of €79.3 million was created in the balance sheet of the Company. A debit reserve of €44.2 million was also similarly created on the balance sheet of Mincon International Limited. These debit reserves need to be eliminated before the Company and its subsidiary, Mincon International Limited, will be in a position to declare and pay dividends. The elimination of these debit reserves require the approval of the High Court of Ireland and the Company and Mincon International Limited will shortly apply to the High Court of Ireland to reduce the respective share premium accounts and eliminate these other reserves. The Directors believe that this application will be heard by the High Court of Ireland as soon as reasonably possible following Admission. The Directors believe that the cancellation of the respective share premium accounts will not adversely affect or prejudice the interests of the shareholders or creditors of the respective companies. On this basis the

Company is not aware of any reason why the High Court of Ireland would not approve the elimination of these debit reserves, however, the issuance of the required orders is a matter for the discretion of the High Court of Ireland. In the event that the debit reserves in the Company and its subsidiary are not so eliminated, no distributions by way of dividends, share repurchases or otherwise will be permitted under Irish law until such time as the Company has created sufficient distributable reserves; such reserves being created from dividends received by the Company from its subsidiaries arising from their post-acquisition trading activities.

Dilution of Shareholders' interest as a result of additional equity fund raising

The Group may need to raise additional funds in the future to finance the expansion of its operations and/or the Group may elect to issue Ordinary Shares as consideration for acquisitions. If additional funds are raised through the issuance of new equity of the Group other than on a *pro rata* basis to existing Shareholders, the percentage ownership of the Shareholders may be reduced, Shareholders may experience subsequent dilution and/or such securities may have preferred rights, options and pre-emption rights senior to the Ordinary Shares.

Investment risk

An investment in shares quoted on AIM and ESM may carry a higher risk than an investment in shares quoted on the Official Lists. It may be more difficult for an investor to sell his or her Ordinary Shares and he or she may receive less than the amount paid. The market for shares in smaller public companies is less liquid than for larger public companies. Consequently the Company's share price may be subject to greater fluctuation and the shares may be difficult to buy and sell. Investors should be aware that the value of the Ordinary Shares may be volatile and may go down as well as up and investors may therefore not recover their original investment.

The market price of the Ordinary Shares may not reflect the underlying net asset value of the Company. The price at which investors may dispose of their Ordinary Shares may be influenced by a number of factors, some of which may pertain to the Group and others which are extraneous. On any disposal of their Ordinary Shares, investors may realise less than the original amount invested.

Taxation

The information contained in section 18 of Part IV of this Document relating to taxation is not exhaustive and only addresses certain limited aspects of taxation for shareholders in the UK and Ireland. The information contained in section 18 of Part IV of this Document relating to taxation may be subject to legislative change which could affect the value of the Ordinary Shares or investments held by the Group or affect the Group's ability to provide returns to and/or to alter the post-tax returns to shareholders. Shareholders who are in any doubt as to their tax position in any jurisdiction should consult their own independent tax advisers.

The current larger Shareholders in the Company will continue to hold a significant interest in the Company post Admission and may be able to exert influence over matters relating to its business

Kingbell Company, a company controlled by Patrick Purcell (a Non-Executive Director of the Company) and other members of the Purcell family (including two Executive Directors of the Company, Joseph and Thomas Purcell) and Ballybell Limited, a company controlled by Kevin Barry (Chief Executive of the Company) are interested in 119,671,200 and 29,917,800 Ordinary Shares respectively, representing approximately 79.8% and 19.9% respectively of the Existing Issued Ordinary Share Capital of the Company and will, following Admission, be interested in 119,671,200 and 29,917,800 Ordinary Shares respectively, representing approximately 57.7% and 14.4% respectively of the Enlarged Issued Ordinary Share Capital of the Company.

Kingbell Company, Ballybell Limited and the Purcell family members and the Barry family members may, as significant shareholders in the Company, be in a position to exert influence over or determine the outcome of matters requiring approval of the Shareholders, including but not limited to appointments of Directors and the approval of significant transactions. For example, Kingbell Company on an individual basis, or Kingbell Company and Ballybell Limited, should they vote together, can appoint or remove directors from the board and approve or reject ordinary resolutions. Both the Purcell and Barry family vehicles have certain nomination rights for so long as their respective shareholdings remain above certain thresholds. These rights are enshrined in the Articles of the Company as summarised in section 5.2 (viii) of Part IV of this Document.

The interests of these significant Shareholders may be different than the interests of other Shareholders. As a result the larger Shareholders' interests in the voting capital of the Company, if of sufficient individual or aggregate size, and/or if aggregated in any circumstances, may permit them to effect certain transactions without other Shareholders' support, or delay or prevent certain transactions that are in the interests of other Shareholders, including without limitation, an acquisition or other changes in control of the Company's business. This could prevent other Shareholders from receiving a premium on their Ordinary Shares. The market price of the Ordinary Shares may decline if the larger Shareholders use their influence over the Company's voting capital in ways that are or may be adverse to the interests of other Shareholders.

Mandatory Offer under the Irish Takeover Rules

Under the Irish Takeover Rules, if an acquisition of Ordinary Shares were to increase the aggregate holding of the acquirer and its concert parties to Ordinary Shares carrying 30% or more of the voting rights in the Company, the acquirer and, depending on the circumstances, its concert parties would be required (except with the consent of the Irish Takeover Panel) to make an offer for the outstanding Ordinary Shares at a price not less than the highest price paid for the Ordinary Shares by the acquirer or its concert parties during the previous 12 months. This requirement would also be triggered by an acquisition of Ordinary Shares by a person holding (together with its concert parties) Ordinary Shares carrying between 30% and 50% of the voting rights in the Company if the effect of such acquisition were to increase that person's percentage of the voting rights by 0.05% within a 12 month period. Following Admission, under the Irish Takeover Rules, certain separate concert parties (including, amongst others, Kingbell Company, Ballybell Limited and members of the Board) will be presumed to be acting in concert. The application of these presumptions may result in any of the members of the concert parties and/or members of the Board being restricted in acquiring further securities in the Company.

Lock-in arrangements

As set out in section 13.3 of Part IV this Document, certain major Shareholders, in whose holding certain Directors have an interest, have entered into lock-in arrangements with the Company and Davy. When the lock-in arrangements to which the Shareholders are subject, and the undertakings to which the Company is subject, expire, more Ordinary Shares may become available on the market. The potential increased supply of Ordinary Shares on the market may have an adverse affect on the market price of the Ordinary Shares. Similarly, Directors or significant Shareholders selling additional Ordinary Shares, or the Company issuing additional Ordinary Shares, may affect the confidence of the market in the Ordinary Shares and cause the market price of the Ordinary Shares to fall.

Sale of Stock by Significant Shareholders

The market price of Ordinary Shares may be materially adversely affected by a significant sale of stock (or the perception that such a sale could occur) by significant Shareholders such as the Purcell and Barry family vehicles following expiry of applicable lock-in periods other than in a structured manner including sufficient market demand for such stock.

Investment Suitability

Investment in the Ordinary Shares involves a high degree of risk as some of the Group's activities are in countries which may carry higher risks than those typically associated with investments in Western Europe and the United States. An investment in the Company should therefore be considered relatively speculative and long-term in nature and is suitable only for sophisticated investors who understand the risks involved.

The risks noted above do not necessarily comprise all of those faced by the Group and are not intended to be presented in any assumed order of priority.

KPMG
Chartered Accountants
1 Stokes Place
St. Stephen's Green
Dublin 2
Ireland

PART III(A) – ACCOUNTANT'S REPORT ON MINCON GROUP plc

The Directors
Mincon Group plc
Smithstown Industrial Estate
Shannon
Co. Clare
Ireland

20 November 2013

Dear Sir:

Mincon Group plc (the 'Company')

We report on the financial information set out in Part III(A) ("the financial information") as of 16 August 2013. This financial information has been prepared for inclusion in the combined ESM Admission Document and AIM Admission Document dated 20 November 2013 of the Company (the 'Document') on the basis of the accounting policies set out in Note 3 to the financial information. This report is required by paragraph (a) of Schedule Two of the ESM Rules for Companies and paragraph (a) of Schedule Two of the AIM Rules for Companies and is given for the purpose of complying with those paragraphs and for no other purpose.

Responsibilities

The Directors of the Company are responsible for preparing the financial information on the basis of preparation set out in Note 2 to the financial information.

It is our responsibility to form an opinion on the financial information and to report our opinion to you.

Save for any responsibility arising under paragraph (a) of Schedule Two of the ESM Rules for Companies and paragraph (a) of Schedule Two of the AIM Rules for Companies to any person as and to the extent there provided, to the fullest extent permitted by law, we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with Schedule Two of the ESM Rules for Companies and Schedule Two of the AIM Rules for Companies, consenting to its inclusion in the Admission Document.

Basis of opinion

We conducted our work in accordance with Standards for Investment Reporting issued by the Auditing Practices Board of the United Kingdom and Ireland. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. It also included an assessment of the significant estimates and judgments made by those responsible for the preparation of the financial information and whether the accounting policies are appropriate to the entity's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

Opinion

In our opinion, the financial information gives, for the purposes of the Document dated 20 November 2013, a true and fair view of the state of affairs of the Company as at 16 August 2013, in accordance with the basis of preparation set out in Note 2 to the financial information.

Declaration

For the purposes of Paragraph (a) of Schedule Two of the ESM Rules for Companies and Paragraph (a) of Schedule Two of the AIM Rules for Companies, we are responsible for this report as part of the Document and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Document in compliance with Schedule Two of the ESM Rules for Companies and Schedule Two of the AIM Rules for Companies.

Yours faithfully

KPMG
Chartered Accountants
Dublin, Ireland

Financial Information on Mincon Group plc

Income Statement

The Company did not trade during the period presented (being the date of incorporation on 16 August 2013) and received no income and incurred no expenditure. Consequently, during this period the Company made neither a profit nor loss.

The Company has no other recognised gains or losses, nor any cash flows during this period and accordingly no statement of changes in equity or statement of cash flows is presented.

Balance Sheet

	Note	2013
		€
As at 16 August 2013		
Current assets		
Cash and cash equivalents		38,500
		38,500
Total assets		**38,500**
Equity		
Called up share capital	4	38,500
Retained earnings		—
Total equity		**38,500**

1. Description of business

On 16 August 2013, Manrock plc was incorporated under the laws of the Republic of Ireland. Manrock plc changed its name to Mincon Group plc (the "Company") on 30 September 2013.

In the period to 30 August 2013, the business of Mincon was conducted through Smithstown Holdings and its subsidiaries. A subsequent reorganisation resulted in the Company acquiring 100% of the issued share capital in Smithstown Holdings and a direct and/or indirect holding in its trading subsidiaries. Following the reorganisation, Mincon Group plc is now the holding company of the Mincon Group.

Following the reorganisation the Mincon Group comprises the Company and its subsidiaries (including Smithstown Holdings) as outlined in Note 6. The consolidated financial statements of Mincon Group plc will be prepared on the basis that the Company is a continuation of the Smithstown Holdings group, reflecting the substance of the arrangement. The Company will present its financial information as if the reorganisation had occurred before the start of the earliest period presented.

The financial information set out below in respect of the Company on the date of incorporation (being 16 August 2013) has been prepared by the Directors on the basis set out in Note 2.

2. Basis of preparation

This financial information has been prepared in accordance with the International Financial Reporting Standards as adopted by the European Union (EU IFRS), which were effective for the reported accounting periods.

The financial information presents the financial records of the Company on the date of incorporation (being 16 August 2013).

This financial information is presented in euro, which is the functional currency of the Company and also the presentation currency for the Group's financial reporting. Unless otherwise indicated, the amounts are presented in euro.

These financial statements are prepared on the historical cost basis.

The preparation of the financial information in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The judgements, estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results could differ materially from these estimates.

The Directors believe that the Company has adequate resources to continue in operational existence for the foreseeable future and that it is appropriate to continue to prepare our financial information on a going concern basis.

As a company seeking admission, the Company is required to prepare and present in this Document the last three years (or such shorter period that the issuer has been in operation) of audited historical financial information in a form consistent with the accounting policies to be adopted by the Company's next published annual financial statements. Accordingly, the Directors have prepared financial information for the Company on the date of incorporation (being 16 August 2013) on the basis expected to be applicable, in so far as this is currently known, for the first set of consolidated financial statements of the Company expected to be prepared for the period ended 31 December 2013, except where otherwise required or permitted by IRFS 1 (First time adoption of International Financial Reporting Standards).

3. Accounting policies

Share capital

Ordinary Shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity, net of any tax effect.

New standards and interpretations not yet adopted

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after 1 January 2013, which have not been applied in preparing this financial information. Those which may be relevant to the Group are set out below. The Company does not plan to adopt these standards early and is currently in the process of considering their impact on the Company.

- IFRS 10 *Consolidated Financial Statements*
- IFRS 11 *Joint Arrangements*
- IFRS 12 *Disclosure of Interests in Other Entities*
- IAS 27 *Separate Financial Statements* (2011)
- IAS 28 *Investments in Associates and Joint Ventures* (2011)
- *Financial Instruments* (2009, and subsequent amendments 2010)*

* Not EU endorsed, so not available for adoption.

4. Share capital

On incorporation (16 August 2013) the issued share capital of the Company was €38,500 divided into 38,500 ordinary shares of €1.00 each and the authorised share capital was €1,000,000,000 divided into 1,000,000,000 ordinary shares of €1.00 each.

The changes outlined below have taken place in the share capital of the Company since 16 August 2013. Immediately after this share capital reorganisation, Mincon Group plc was ultimately owned 79.781% by Kingbell Company (a company ultimately controlled by Patrick Purcell and members of the Purcell family) and 19.945% by Ballybell Limited (a company ultimately controlled by Kevin Barry).

Authorised Share Capital

(a) On incorporation, the authorised share capital of the Company was €1,000,000,000 divided into 1,000,000,000 Ordinary Shares of €1.00 each.

(b) On 30 August 2013, 30,800 Ordinary Shares of €1.00 each held directly and indirectly by Patrick Purcell and 7,700 Ordinary Shares of €1.00 each held directly by Kevin Barry were redesignated as Subscriber Shares (having the rights attaching to those shares as set out in the Articles).

(c) On 30 August 2013, 1,196,712 Ordinary Shares of €1.00 each held by Ballycar Limited (a company controlled by Kevin Barry) were redesignated as Redeemable Ordinary Shares (having the rights attaching to those shares as set out in the Articles).

(d) On 30 August 2013, 1,196,712 Redeemable Ordinary Shares of €1.00 each held by Ballycar Limited were redeemed and cancelled and subsequently on 23 September 2013 1,196,712 Redeemable Ordinary Shares were redesignated as 1,196,712 Ordinary Shares of €1.00 each (having the rights attaching to those Shares as set out in the Articles).

(e) On 23 September 2013, 999,615,000 Ordinary Shares of €1.00 each were subdivided into 9,999,615,000 Ordinary Shares of €0.10 each.

(f) On 23 September 2013, 9,000,000,000 unissued Ordinary Shares of €0.10 each were cancelled.

(g) On 1 November 2013, 999,615,000 Ordinary Shares of €0.10 each were subdivided into 9,996,615,000 Ordinary Shares of €0.01 each.

(h) On 1 November 2013, 9,500,000,000 unissued Ordinary Shares of €0.01 each were cancelled.

(i) Accordingly, at Admission the authorised share capital of the Company will be €5,000,000 divided into 496,150,000 Ordinary Shares of €0.01 each and 38,500 Subscriber Shares of €1.00 each.

Issued Share Capital

(a) On incorporation, the issued share capital was 38,500 Ordinary Shares of €1.00 each of which 30,800 Ordinary Shares of €1.00 each were held directly and indirectly by Patrick Purcell and 7,700 Ordinary Shares of €1.00 each were held directly by Kevin Barry. The shares were issued and paid up in full.

(b) On 30 August 2013, as part of a reorganisation of the Group the following changes occurred:

(i) The Company acquired the entire issued share capital of Smithstown Holdings in consideration of the issue by the Company of 1,500,000 Ordinary Shares of €1.00 each in the capital of the Company to the shareholders of Smithstown Holdings.

(ii) Kingbell Company subscribed for 1,196,712 Ordinary Shares of €1.00 each in the capital of the Company in consideration of the issue by Kingbell Company of an undertaking to pay of €79,780,800 to the Company. The shares were issued and fully paid at par.

(iii) On 30 August 2013, 1,196,712 Ordinary Shares of €1.00 each held by Ballycar Limited (a company controlled by Kevin Barry) were redesignated as Redeemable Ordinary Shares (having the rights attaching to those shares as set out in the Articles).

(iv) The Company subsequently redeemed 1,196,712 Redeemable Ordinary Shares of €1.00 each held by Ballycar Limited (a company controlled by Kevin Barry) for €79,780,800. The redemption was made out of the proceeds of the fresh issue referred to in (ii) above. The consideration in respect of the redemption was satisfied by the endorsement by the Company in favour of Ballycar Limited of the undertaking to pay referred to in (ii) above.

(v) On 30 August 2013, 30,800 Ordinary Shares of €1.00 each held directly and indirectly by Patrick Purcell and 7,700 Ordinary Shares of €1.00 each held by Kevin Barry were redesignated as Subscriber Shares (having the rights attaching to those shares as set out in the Articles).

(c) On 10 September 2013, Ballybell Limited, a company also controlled by Kevin Barry, acquired all of the Ordinary Shares held by Ballycar Limited in the capital of the Company.

(d) On 23 September 2013, the 1,500,000 issued Ordinary Shares of €1.00 each in the capital of the Company were subdivided into 15,000,000 Ordinary Shares of €0.10 each.

(e) On 1 November 2013, the 15,000,000 issued Ordinary Shares of €0.10 each in the capital of the Company were subdivided into 150,000,000 Ordinary Shares of €0.01 each.

Subsequent to the above movements in share capital, the authorised and issued share capital of the Company was as follows:

	2013
	€
Authorised	
496,150,000 Ordinary Shares of €0.01 each	4,961,500
38,500 Subscriber Shares of €1.00 each	38,500
Allotted, called up and fully paid equity	
150,000,000 Ordinary Shares of €0.01 each	1,500,000
38,500 Subscriber Shares of €1.00 each	38,500

5. Indebtedness

As at the date of this financial information, the Company has no guaranteed, secured, unguaranteed or unsecured debt and no indirect or contingent indebtedness.

6. Subsidiary and Associate Undertakings

Subsequent to the reorganisation described in note 1, the Company had the following subsidiary undertakings:

Company	Nature of Business	Group Share %	Registered Office & Country of Incorporation
Smithstown Holdings	Holding company	100%	Smithstown, Shannon, Co. Clare, Ireland
Mincon International Limited	Manufacturer of rock drilling equipment	100%	Smithstown, Shannon, Co. Clare, Ireland
Mincon Microcare Limited	Holding company	100%*	Smithstown, Shannon, Co. Clare, Ireland
Castle Heat Treatment Limited	Holding company	100%*	Smithstown, Shannon, Co. Clare, Ireland

Company	Nature of Business	Group Share %	Registered Office & Country of Incorporation
Mincon Mining Equipment Inc .	Trading company	100%	19789-92a Avenue, Langley, British Columbia V1M3B3, Canada
Mincon Inc	Trading company	100%	603 Centre Avenue, N.W. Roanoke, VA 24016, USA
Mincon Rockdrills USA Inc . . .	Manufacturer of rock drilling equipment	75%*	107 Industrial Park, Benton, IL 62812, USA
Mincon Rockdrills PTY Ltd . . .	Manufacturer of rock drilling equipment	100%	8 Fargo Way, Welshpool, WA 6106, Australia
Mincon Sweden AB	Trading company	100%	Industrivagen 2-4, 61202 Finspang, Sweden
DDS-SA (Proprietary) Ltd	Trading company	100%	1 Northlake, Jetpark 1469, Gauteng, South Africa
Mincon West Africa SARL	Trading company	80%	Villa TF 4635 GRD, Almadies, Dakar B.P. 45534, Senegal
Mincon Poland	Trading company	100%	ul.Mickiewicza 32, 32-050 Skawina, Poland
Mincon Finance BV	Group finance company	100%	Claude Debussylaan 24, 1082 MD, Amsterdam, Holland
Lotusglade Limited	Holding company	100%*	Smithstown, Shannon, Co. Clare, Ireland
Floralglade Company	Holding company	100%*	Smithstown, Shannon, Co. Clare, Ireland
Mincon Rockdrills Ghana Limited	Trading company	80%	P.O. Box CT5105, Accra Ghana
Mincon SAC	Trading company	100%**	Calle La Arboleda, Manzana K, Lote 6, urbanizacion La Planicie, La Molina, Lima, Peru
Mincon International Shannon (formerly Mincon International)	Dormant company since the reorganisation	100%*	Smithstown, Shannon, Co. Clare, Ireland

Mincon Equipment Inc. was incorporated on 13 June 2013. This company is owned 50:50 by Mincon and the Gaudet family. This company did not trade in the period presented.

* Indirectly held shareholding.

** Direct and indirectly held shareholding.

7. Related Party Disclosures

As at 19 November 2013 (being the Latest Practicable Date prior to the issue of this Document), the share capital of Mincon Group plc is 79.781% owned by Kingbell Company, a company ultimately controlled by Patrick Purcell and members of the Purcell family. Patrick Purcell is also a director of the Company. A further 19.945% of the share capital in Mincon Group plc is owned by Ballybell Limited, a Company ultimately controlled by Kevin Barry, Chief Executive of the Company.

8. Post Balance Sheet Events

Other than the share capital movements outlined in Note 4, there were no other material post balance sheet events between 16 August 2013 and 20 November 2013.

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Ireland

PART III(B) – ACCOUNTANT'S REPORT ON SMITHSTOWN HOLDINGS

The Directors
Mincon Group plc
Smithstown Industrial Estate
Shannon
Co Clare

20 November 2013

Dear Sirs:

Smithstown Holdings and its subsidiary undertakings (together the "Group")

We report on the consolidated historical financial information set out in this Part III(B) for the three years and six months ended 30 June 2013 ('the historical financial information'). This historical financial information has been prepared for inclusion in the combined ESM Admission Document and AIM Admission Document dated 20 November 2013 of Mincon Group plc (the 'Document') on the basis of the accounting policies set out in Note 3 to the historical financial information. This report is required by paragraph (a) of Schedule Two of the ESM Rules for Companies and paragraph (a) of Schedule Two of the AIM Rules for Companies and is given for the purpose of complying with those paragraphs and for no other purpose. We have not audited or reviewed the financial information for the six months ended 30 June 2012 which has been included for comparative purposes only, and accordingly do not express an opinion thereon.

Responsibilities

The Directors of Mincon Group plc are responsible for preparing the historical financial information in accordance with International Financial Reporting Standards as adopted by the European Union.

It is our responsibility to form an opinion on the historical financial information and to report our opinion to you.

Save for any responsibility arising under paragraph (a) of Schedule Two of the ESM Rules for Companies and paragraph (a) of Schedule Two of the AIM Rules for Companies to any person as and to the extent there provided, to the fullest extent permitted by law, we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with Schedule Two of the ESM Rules for Companies and Schedule Two of the AIM Rules for Companies, consenting to its inclusion in the Admission Document.

Basis of opinion

We conducted our work in accordance with Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom and Ireland. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. It also included an assessment of the significant estimates and judgments made by those responsible for the preparation of the historical financial information and whether the accounting policies are appropriate to the entity's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the historical financial information is free from material misstatement whether caused by fraud or other irregularity or error.

Opinion

In our opinion, the historical financial information gives, for the purposes of the Document dated 20 November 2013, a true and fair view of the state of affairs of the Group as at 31 December 2010, 2011, 2012 and as at 30 June 2013 and of its profits, cash flows, other comprehensive income, and changes in equity for the years ended 31 December 2010, 2011 and 2012 and the six months ended 30 June 2013 in accordance with International Financial Reporting Standards as adopted by the European Union.

Declaration

For the purposes of Paragraph (a) of Schedule Two of the ESM Rules and Paragraph (a) of Schedule Two of the AIM Rules for Companies, we are responsible for this report as part of the Document and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Document in compliance with Schedule Two of the ESM Rules for Companies and Schedule Two of the AIM Rules for Companies.

Yours faithfully

KPMG
Chartered Accountants
Dublin, Ireland

Financial Information on Smithstown Holdings

Consolidated Income Statements
For the Period Ended

		Half year		Full year		
	Notes	Audited 6 months 30 June 2013	Unaudited 6 months 30 June 2012	Audited 12 months 31 December 2012	Audited 12 months 31 December 2011	Audited 12 months 31 December 2010
		€'000	€'000	€'000	€'000	€'000
Continuing operations						
Revenue	4	27,545	30,178	63,143	41,145	33,821
Cost of sales	6	(13,616)	(16,791)	(36,252)	(19,933)	(19,186)
Gross profit		**13,929**	**13,387**	**26,891**	**21,212**	**14,635**
Selling and distribution expenses	6	(2,474)	(2,212)	(5,807)	(4,341)	(3,545)
General and administrative expenses	6	(3,263)	(4,158)	(8,360)	(4,316)	(5,301)
Operating profit		**8,192**	**7,017**	**12,724**	**12,555**	**5,789**
Finance cost	8	(578)	(82)	(110)	(512)	(393)
Finance income	8	47	274	399	106	680
Gain/(loss) on joint venture investments, net of tax	11	—	215	215	(883)	130
Profit before tax		**7,661**	**7,424**	**13,228**	**11,266**	**6,206**
Income tax expense	9	(1,874)	(1,869)	(2,905)	(2,261)	(1,442)
Profit for the period		**5,787**	**5,555**	**10,323**	**9,005**	**4,764**
Profit attributable to:						
– owners of the Parent		5,550	5,307	9,970	8,946	4,727
– non-controlling interests		237	248	353	59	37
Earnings per Ordinary Share						
Basic earnings per share, €	18	3.04	2.91	5.47	4.90	2.58
Diluted earnings per share, €	18	3.04	2.91	5.47	4.90	2.58

The accompanying notes are an integral part of this financial information.

Consolidated Statements of Comprehensive Income
For the Period Ended

	Half year		Full year		
	Audited 6 months 30 June 2013	Unaudited 6 months 30 June 2012	Audited 12 months 31 December 2012	Audited 12 months 31 December 2011	Audited 12 months 31 December 2010
	€'000	€'000	€'000	€'000	€'000
Profit for the period	**5,787**	**5,555**	**10,323**	**9,005**	**4,764**
Other comprehensive income/(loss):					
Items that are or may be reclassified subsequently to profit or loss:					
Foreign currency translation — foreign operations	(1,497)	1,058	11	(119)	2,048
Other comprehensive income/(loss) for the year	(1,497)	1,058	11	(119)	2,048
Total comprehensive income for the year	**4,290**	**6,613**	**10,334**	**8,886**	**6,812**
Total comprehensive income attributable to:					
– owners of the Parent	4,290	6,613	10,334	8,886	6,812
– non-controlling interests	—	—	—	—	—

The accompanying notes are an integral part of this financial information.

Consolidated Statements of Financial Position
As at

	Notes	Audited 30 June 2013	Audited 31 December 2012	Audited 31 December 2011	Audited 31 December 2010	Audited 1 January 2010
		€'000	€'000	€'000	€'000	€'000
Non-Current Assets						
Goodwill	10	1,698	1,948	2,075	2,483	2,059
Property, plant and equipment	12	14,918	14,701	11,612	11,647	7,383
Investments in joint ventures	11	—	—	580	849	555
Deferred tax asset	9	9	143	296	195	120
Other non-current assets		497	530	—	—	—
Total Non-Current Assets		**17,122**	**17,322**	**14,563**	**15,174**	**10,117**
Current Assets						
Inventory	13	19,005	20,377	15,869	10,175	10,430
Trade and other receivables	14	10,870	10,394	7,482	7,005	5,111
Other current assets		714	613	508	504	332
Cash and cash equivalents		13,981	8,715	8,276	5,016	3,896
Total Current Assets		**44,570**	**40,099**	**32,135**	**22,700**	**19,769**
Total Assets		**61,692**	**57,421**	**46,698**	**37,874**	**29,886**
Equity						
Ordinary share capital	17	2,317	2,317	2,317	2,317	2,323
Redeemable preference share capital	17	—	—	—	—	222
Treasury shares		—	—	—	—	(258)
Capital redemption reserve		990	990	990	990	762
Foreign currency translation reserve		443	1,940	1,929	2,048	—
Non controlling interests		971	734	381	322	285
Retained earnings		46,472	40,922	30,952	23,539	19,271
Total Equity		**51,193**	**46,903**	**36,569**	**29,216**	**22,605**
Non-Current Liabilities						
Loans and borrowings	15	—	866	1,054	1,455	1,656
Deferred tax liability	9	747	1,104	1,104	922	376
Other liabilities	16	907	945	366	750	450
Total Non-Current Liabilities		**1,654**	**2,915**	**2,524**	**3,127**	**2,482**
Current Liabilities						
Loans and borrowings	15	779	453	540	452	498
Trade and other payables		4,977	4,303	4,128	2,473	2,593
Accrued and other liabilities	16	1,784	2,190	2,005	2,001	1,361
Taxation liabilities		1,305	657	932	605	347
Total Current Liabilities		**8,845**	**7,603**	**7,605**	**5,531**	**4,799**
Total Liabilities		**10,499**	**10,518**	**10,129**	**8,658**	**7,281**
Total Equity and Liabilities		**61,692**	**57,421**	**46,698**	**37,874**	**29,886**

The accompanying notes are an integral part of this financial information.

Consolidated Statements of Cash Flows
For the Period Ended

	Half year		Full year		
	Audited 6 months 30 June 2013	Unaudited 6 months 30 June 2012	Audited 12 months 31 December 2012	Audited 12 months 31 December 2011	Audited 12 months 31 December 2010
	€'000	€'000	€'000	€'000	€'000
Operating activities:					
Profit for the period	5,787	5,555	10,323	9,005	4,764
Adjustments to reconcile profit to net cash provided by operating activities:					
Depreciation	899	702	1,708	1,422	1,244
Share of (profit)/loss of joint venture	—	(215)	(215)	883	(130)
Interest cost	43	82	110	214	393
Interest income	(47)	(274)	(198)	(106)	(186)
Income tax expense	1,874	1,869	2,905	2,261	1,442
Other non cash movements	(208)	(290)	480	196	708
	8,348	7,429	15,113	13,875	8,235
Changes in trade and other receivables	(476)	(3,687)	(2,937)	(477)	(1,894)
Changes in prepayments and other assets	302	236	(115)	(88)	(122)
Changes in inventory	1,372	(2,894)	(4,508)	(5,694)	255
Changes in trade and other payables	674	4,634	175	1,655	(120)
Changes in accrued and other liabilities	(406)	—	70	4	640
Cash provided by operations	9,814	5,718	7,798	9,275	6,994
Interest received	47	274	198	106	186
Interest paid	(43)	(82)	(110)	(214)	(393)
Income taxes paid	(1,852)	(1,488)	(2,995)	(1,743)	(946)
Net cash provided by operating activities	**7,966**	**4,422**	**4,891**	**7,424**	**5,841**
Investing activities					
Purchase of property, plant and equipment	(1,848)	(3,115)	(5,050)	(1,399)	(4,679)
(Investment in)/proceeds from joint venture investments	33	128	251	(614)	(164)
Net cash provided by/(used in) investing activities	**(1,815)**	**(2,987)**	**(4,799)**	**(2,013)**	**(4,843)**
Financing activities					
Dividends paid	—	—	—	(1,553)	(201)
Payment on finance lease obligations	(440)	17	(67)	—	(102)
Directors loans	(38)	—	540	(420)	300
Repayment of loans	(100)	(239)	(169)	(277)	(145)
Drawdown of loans	—	—	—	—	—
Net cash provided by/(used in) financing activities	**(578)**	**(222)**	**304**	**(2,250)**	**(148)**
Effect of foreign exchange rate changes on cash	(307)	501	43	99	270
Net increase in cash and cash equivalents	5,266	1,714	439	3,260	1,120
Cash and cash equivalents at the beginning of the period	8,715	8,276	8,276	5,016	3,896
Cash and cash equivalents at the end of the period	**13,981**	**9,990**	**8,715**	**8,276**	**5,016**

The accompanying notes are an integral part of this financial information.

Consolidated Statements of Changes in Equity
As at

	Share Capital	Capital Redemption Reserve	Treasury Shares	Foreign Currency Translation Reserve	Non-controlling interests	Retained Earnings	Total Equity
	€'000	€'000	€'000	€'000	€'000	€'000	€'000
Balances at 1 January 2010	2,545	762	(258)	—	285	19,271	**22,605**
Comprehensive income/(loss):							
Profit for the year	—	—	—	—	37	4,727	**4,764**
Other comprehensive income:							
Foreign currency translation	—	—	—	2,048	—	—	**2,048**
Total comprehensive income	—	—	—	2,048	37	4,727	**6,812**
Cancellation of treasury shares	(228)	228	258	—	—	(258)	**—**
Dividends	—	—	—	—	—	(201)	**(201)**
Balances at 31 December 2010	**2,317**	**990**	**—**	**2,048**	**322**	**23,539**	**29,216**
Comprehensive income/(loss):							
Profit for the year	—	—	—	—	59	8,946	**9,005**
Other comprehensive income:							
Foreign currency translation	—	—	—	(119)	—	—	**(119)**
Total comprehensive loss	—	—	—	(119)	59	8,946	**8,886**
Dividends	—	—	—	—		(1,533)	**(1,533)**
Balances at 31 December 2011	**2,317**	**990**	**—**	**1,929**	**381**	**30,952**	**36,569**
Comprehensive income/(loss):							
Profit for the year	—	—	—	—	353	9,970	**10,323**
Other comprehensive income:							
Foreign currency translation	—	—	—	11	—	—	**11**
Total comprehensive income	—	—	—	11	353	9,970	**10,334**
Dividends	—	—	—	—	—	—	**—**
Balances at 31 December 2012	**2,317**	**990**	**—**	**1,940**	**734**	**40,922**	**46,903**
Comprehensive income/(loss):							
Profit for the year	—	—	—	—	237	5,550	**5,787**
Other comprehensive income:							
Foreign currency translation	—	—	—	(1,497)	—	—	**(1,497)**
Total comprehensive income	—	—	—	(1,497)	237	5,550	**4,290**
Dividends	—	—	—	—	—	—	**—**
Balances at 30 June 2013	**2,317**	**990**	**—**	**443**	**971**	**46,472**	**51,193**

Notes to the Consolidated Financial Information

1. Description of business

The consolidated financial information of Smithstown Holdings (also referred to as the "Parent") comprises the Parent and its subsidiaries (together referred to as "the Group") and the Group's interest in joint ventures.

The Group is an Irish engineering group, specialising in the design, manufacturing, sale and servicing of rock drilling tools and associated products. Smithstown Holdings is domiciled in Shannon, Ireland.

On 16 August 2013, Manrock plc was incorporated under the laws of the Republic of Ireland. Manrock plc changed its name to Mincon Group plc (the "Company") on 30 September 2013.

In the period to 30 August 2013, the business of Mincon was conducted through Smithstown Holdings and its subsidiaries. On 30 August 2013, pursuant to a reorganisation Mincon Group plc acquired 100% of the issued share capital in Smithstown Holdings and acquired (directly or indirectly) the shareholdings previously held by Smithstown Holdings in each of its subsidiaries. Following the reorganisation, Mincon Group plc is now the holding company of the Mincon Group.

Following the reorganisation the Mincon Group comprises Mincon Group plc and its subsidiaries (including Smithstown Holdings) as outlined in Note 19. The consolidated financial statements of Mincon Group plc will be prepared on the basis that the Company is a continuation of the Smithstown Holdings group, reflecting the substance of the arrangement. Mincon Group plc will present its financial information as if the reorganisation had occurred before the start of the earliest period presented.

2. Basis of Preparation

This consolidated financial information has been prepared in accordance with the International Financial Reporting Standards as adopted by the European Union (EU IFRS), which were effective for the reported accounting periods. These are the Group's first consolidated financial information prepared in accordance with EU IFRS.

The accounting policies set out in note 3 have been applied in preparing the financial information for the years ended 31 December 2010, 31 December 2011 and 31 December 2012, for the six-month periods ended 30 June 2012 and 30 June 2013 and for the opening IFRS balance sheet as at 1 January 2010 (the Group's date of transition).

In preparing its opening IFRS balance sheet, the Group has adjusted amounts reported previously in financial statements prepared in accordance with Generally Accepted Accounting Practice in Ireland (Irish GAAP). An explanation of how the transition from Irish GAAP to EU IFRS has affected the financial position, financial performance and cash flows of the Group is as follows:

Foreign currency translation exemption:

In accordance with IFRS 1, the Group has elected to deem all foreign currency translation differences that arose prior to the date of transition in respect of all foreign operations to be nil at the date of transition. The impact arising from the change is to reduce retained earnings by €687,000 at 1 January 2010 and 31 December 2012.

Business combination exemption:

The Group elected to apply EU IFRS retrospectively to all business combinations that occurred on or after 1 January 2009. The acquisition of DDS SA (Pty) Ltd described in Note 10 has been accounted for in accordance with IFRS 3 (revised 2008).

In addition, and as a condition under IFRS 1 for applying this exemption, goodwill was tested for impairment at the date of transition. No impairment arose at the date of transition.

This consolidated financial information is presented in euro, which is the functional currency of the Parent and also the presentation currency for the Group's financial reporting. Unless otherwise indicated, the amounts are presented in thousands of euro.

These consolidated financial statements are prepared on the historical cost basis.

The preparation of the consolidated financial information in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The judgements, estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results could differ materially from these estimates. The areas involving a high degree of judgement and the areas where estimates and assumptions are critical to the Consolidated Financial Information are discussed in Note 3.

The directors believe that the Group has adequate resources to continue in operational existence for the foreseeable future and that it is appropriate to continue to prepare our consolidated financial information on a going concern basis.

3. Significant accounting principles, accounting estimates and judgements

The accounting principles as set out in the following paragraphs have, unless otherwise stated, been consistently applied to all periods presented in the consolidated financial information and for all entities included in the consolidated financial information.

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, net of sales taxes, goods returned, and discounts and other similar deductions. Revenue from sale of goods is recognised when the significant risks and rewards of ownership have been transferred to the buyer, which in most cases occurs on delivery. Revenue is recognised when recovery of the consideration is considered probable and the revenue and associated costs can be measured reliably. No revenue is recognised if there are significant uncertainties regarding the possible return of goods.

Financial income and expenses

Interest income and interest expense respectively are included in profit or loss using the effective interest method. See Note 8 for additional information.

Segment reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenue and incur expenses, and for which discrete financial information is available. The operating results of all operating segments are reviewed regularly by the CEO, the chief operating decision maker, to make decisions about allocation of resources to the segments and also to assess their performance. See note 5 for additional information.

Income taxes

Income taxes include both current and deferred taxes in the consolidated financial information. Income taxes are reported in profit or loss unless the underlying transaction is reported in other comprehensive income or in equity. In those cases, the related income tax is also reported in other comprehensive income or in equity.

A current tax liability or asset is recognised for the estimated taxes payable or refundable for the current or prior years.

Deferred tax is recognised using the statement of financial position liability method. The calculation of deferred taxes is based on either the differences between the values reported in the statement of financial position and their respective values for taxation, which are referred to as temporary differences, or the carry forward of unused tax losses and tax credits. Temporary differences related to the following are not provided for: the initial recognition of goodwill, the initial recognition (other than in business combinations) of assets or liabilities that affect neither accounting nor taxable profit, and differences related to investments in subsidiary companies to the extent that they will not reverse in the foreseeable future.

The measurement of deferred tax reflects the tax consequences that would follow the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised. In the calculation of deferred taxes, enacted or substantively enacted tax rates are used for the individual tax jurisdictions.

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

Foreign currency

Foreign currency transactions

Functional currency is the currency of the primary economic environment in which an entity operates. Transactions in foreign currencies (those which are denominated in other than the functional currency) are translated at the foreign exchange rate ruling at the date of the transaction. Receivables/statement of financial position liabilities and other monetary items denominated in foreign currencies are translated using the foreign exchange rate at the statement of financial position date. Exchange gains and losses related to trade receivables and payables, other financial assets and payables, and other operating receivables and payables are included in "Financial income" and "Finance costs".

Exchange rate differences on translation to functional currency are reported in profit or loss, except when reported in other comprehensive income for the translation of intra-group receivables from, or liabilities to, a foreign operation that in substance is part of the net investment in the foreign operation.

Exchange rates for major currencies used in the various reporting periods are shown in note 20.

Translation of accounts of foreign entities

The assets and liabilities of foreign entities, including goodwill and fair value adjustments arising on consolidation, are translated to Euro at the exchange rates ruling at the balance sheet date. Revenues, expenses, gains, and losses are translated at average exchange rates, which approximate the exchange rate for the respective transaction. Foreign exchange differences arising on translation are recognised in other comprehensive income and are accumulated in a separate component of equity as a translation reserve. On divestment of foreign entities, the accumulated exchange differences, are recycled through profit or loss, increasing or decreasing the profit or loss on divestments.

Earnings per share

Basic earnings per share are calculated based on the profit for the year attributable to owners of the Parent and the basic weighted average number of shares outstanding. Diluted earnings per share are calculated based on the profit for the year attributable to owners of the Parent and the diluted weighted average number of shares outstanding.

Dilutive effects arise from stock options that are settled in shares or that at the employees' choice can be settled in shares or cash in the share based incentive programs. Stock options have a dilutive effect when the average share price during the period exceeds the exercise price of the options.

When calculating the dilutive effect, the exercise price is adjusted by the value of future services related to the options. If options for which employees can choose settlement in shares or cash are dilutive, the profit for the year is adjusted for the difference between cash-settled and equity-settled treatment of options and the more dilutive of cash settlement and share settlement is used in calculating earnings per share.

Business combinations and consolidation

The consolidated income statement and statement of financial position of the Group include all companies in which Smithstown Holdings, directly or indirectly, has control. Control exists when the Parent has the power, directly or indirectly, to govern the financial and operating policies of an entity, so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable or convertible are taken into account.

The consolidated financial information has been prepared in accordance with the acquisition method. According to this method, business combinations are seen as if the Group directly acquires the assets and assumes the liabilities of the entity acquired. At the acquisition date, i.e. the date on which control is obtained, each identifiable asset acquired and liability assumed is recognised at its acquisition-date fair value.

Consideration transferred is measured at its fair value. It includes the sum of the acquisition date fair values of the assets transferred, liabilities incurred to the previous owners of the acquiree, and equity interests issued by the Group. Contingent consideration is initially measured at its acquisition-date fair value. Any subsequent change in such fair value is recognised in profit or loss, unless the contingent consideration is classified as equity. In that case, there is no remeasurement and the subsequent settlement is accounted for within equity.

Transaction costs that the Group incurs in connection with a business combination, such as legal fees, due diligence fees, and other professional and consulting fees are expensed as incurred.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree, and the fair value of the Group's previously held equity interest in the acquiree (if any) over the net of acquisition-date amounts of the identifiable assets acquired and liabilities assumed. Goodwill is not amortised but tested for impairment at least annually.

Non-controlling interest is initially measured either at fair value or at the non-controlling interest's proportionate share of the fair value of the acquiree's identifiable net assets. This means that goodwill is either recorded in "full" (on the total acquired net assets) or in "part" (only on the Group's share of net assets). The choice of measurement basis is made on an acquisition-by-acquisition basis.

Earnings from the acquirees are reported in the consolidated income statement from the date of control.

Intra-group balances and transactions such as income, expenses and dividends are eliminated in preparing the consolidated financial information. Profits and losses resulting from intra-group transactions that are recognised in assets, such as inventory, are eliminated in full, but losses are only eliminated to the extent that there is no evidence of impairment.

Property, plant and equipment

Items of property, plant and equipment are carried at cost less accumulated depreciation and impairment losses. Cost of an item of property, plant and equipment comprises purchase price, import duties, and any cost directly attributable to bringing the asset to location and condition for use. The Group capitalizes costs on initial recognition and on replacement of significant parts of property, plant and equipment, if it is probable that the future economic benefits embodied will flow to the Group and the cost can be measured reliably. All other costs are recognised as an expense in profit or loss when incurred.

Depreciation

Depreciation is calculated based on cost using the straight-line method over the estimated useful life of the asset.

The following useful lives are used for depreciation:

	Years
Buildings	20-30
Leasehold improvements	3-10
Machinery and equipment	3-10
Vehicles	3-5
Computer hardware and software	3-5

The useful lives and residual values are reassessed annually. Land and goodwill with indefinite lives are not depreciated.

Leased assets

In the consolidated financial information, leases are classified as either finance leases or operating leases. A finance lease entails the transfer to the lessee of substantially all of the economic risks and benefits associated with ownership. If this is not the case, the lease is accounted for as an operating lease.

For the lessee, a finance lease requires that the asset leased is recognised as an asset in the balance sheet. Upon initial recognition, the leased asset is measured at an amount equal to the lower of its fair value and the present value of the future minimum lease payments. Initially, a corresponding liability is recorded.

Fixed assets under finance leases are depreciated over their estimated useful lives, while the lease payments are reported as interest and amortisation of the lease liability. For operating leases, the lessee does not account for the leased asset in its balance sheet. In profit or loss, the costs of operating leases are recorded on a straight-line basis over the term of the lease.

Inventories

Inventories are valued at the lower of cost or net realizable value. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and selling expenses. The cost of inventories is based on the first-in, first-out principle and includes the costs of acquiring inventories and bringing them to their existing location and condition. Inventories manufactured by the Group and work in progress include an appropriate share of production overheads based on normal operating capacity. Inventories are reported net of deductions for obsolescence.

Provisions

A provision is recognised in the balance sheet when the Group has a legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the outflow can be estimated reliably. The amount recognised as a provision is the best estimate of the expenditure required to settle the present obligation at the balance sheet date. If the effect of the time value of money is material, the provision is determined by discounting the expected future cash flows at a pre-tax rate that reflects the current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

A provision for restructuring is recognised when the Group has approved a detailed and formal restructuring plan and the restructuring has either commenced or been announced publicly. Future operating losses are not provided for.

Employee benefits

Defined contribution plans

A defined contribution pension plan is a post-employment benefit plan under which the Group pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an employee benefit expense in profit or loss when employees provide services entitling them to the contributions.

Financial assets and liabilities

Recognition and derecognition

Financial assets and liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument.

Purchases and sales of financial assets are accounted for at trade date, which is the day when the Group contractually commits to acquire or dispose of the assets. Trade receivables are recognised on delivery of product. Liabilities are recognised when the other party has performed and there is a contractual obligation to pay.

Derecognition (fully or partially) of a financial asset occurs when the rights to receive cash flows from the financial instruments expire or are transferred and substantially all of the risks and rewards of ownership have been removed from the Group. The Group derecognizes (fully or partially) a financial liability when the obligation specified in the contract is discharged or otherwise expires.

A financial asset and a financial liability are offset and the net amount presented in the balance sheet when there is a legally enforceable right to set off the recognised amounts and there is an intention to either settle on a net basis or to realize the asset and settle the liability simultaneously.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or a financial liability and of allocating the interest income or interest expense over the relevant periods. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument, or when appropriate a shorter period, to the net carrying amount of the financial asset or financial liability. The calculation includes all fees and points paid or received between parties to the contract that are an integral part of the effective interest rate, transaction costs, and all other premiums or discounts.

Borrowing costs

All borrowing costs are expensed in accordance with the effective interest rate method.

Impairment of financial assets

Financial assets are assessed at each reporting date to determine whether there is any objective evidence that they are impaired. A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

Equity

Shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity, net of any tax effect.

Contingent liabilities

A contingent liability is a possible obligation or a present obligation that arises from past events that is not reported as a liability or provision, as it is not probable that an outflow of resources will be required to settle the obligation or that a sufficiently reliable calculation of the amount cannot be made.

New standards and interpretations not yet adopted

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after 1 January 2013, which have not been applied in preparing this consolidated financial information. Those which may be relevant to the group are set out below. The Group does not plan to adopt these standards early and is currently in the process of considering their impact on the Group.

- IFRS 10 *Consolidated Financial Statements*
- IFRS 11 *Joint Arrangements*
- IFRS 12 *Disclosure of Interests in Other Entities*
- IAS 27 *Separate Financial Statements* (2011)
- IAS 28 *Investments in Associates and Joint Ventures* (2011)
- *Financial Instruments* (2009, and subsequent amendments 2010)*

* Not EU endorsed, so not available for adoption.

IFRS 10

IFRS 10 establishes a new control-based model for consolidation that replaces the existing requirements of both IAS 27 *Consolidated and Separate Financial Statements* and SIC-12 *Consolidation–Special Purpose Entities.* Under the new requirements an investor controls an investee when (i) it has exposure to variable returns from that investee (ii) it has the power over relevant activities of the investee that affect those returns and (iii) there is a link between that power and those variable returns. The standard includes specific guidance on the question of whether an entity is acting as an agent or principal in its involvement with an investee. Also it is worth noting that the assessment of control is based on all facts and circumstances and is reassessed if there is an indication that there are changes in those facts and circumstances. IFRS 10 is effective for annual periods beginning on or after 1 January 2014.

IFRS 11

IFRS 11 replaces IAS 31 *Interests in joint ventures* and SIC-13 *Jointly-controlled entities—nonmonetary contributions by venturers*. IFRS 11 classifies joint arrangements as either joint operations or joint ventures and focuses on the nature of the rights and obligations of the arrangement. The predecessor standard, IAS 31, focused to a greater extent on the legal form to determine the presence of 'jointly controlled entities' (JCEs) which would then have been equity accounted or proportionately consolidated. IFRS 11 may result in some of these JCEs instead being seen as joint operations which will be subject to (as at present) line-by-line accounting of the underlying assets and liabilities, when additional factors (other than legal form) are taken into account. All investee entities determined under the new criteria to be 'joint ventures' will be equity accounted for, with the option for the investor to proportionally consolidate being removed from the new standard. IFRS 11 is effective for annual periods beginning on or after 1 January 2014.

IFRS 12

IFRS 12 sets out more comprehensive disclosures relating to the nature, risks and financial effects of interests in subsidiaries, associates, joint arrangements and unconsolidated structured entities. Interests are widely defined as contractual and non-contractual involvement that exposes an entity to variability of returns from the performance of the other entity or operation. IFRS 12 is effective for annual periods beginning on or after 1 January 2014. IFRS 11 is effective for annual periods beginning on or after 1 January 2014.

IAS 27 (2011)

IAS 27 carries forward the existing accounting and disclosure requirements for separate financial statements; the requirements of IAS 28 and IAS 31 for separate financial statements have been incorporated into IAS 27. IAS 27 (2011) is effective for annual periods beginning on or after 1 January 2014.

IAS 28 (2011)

IAS 28 previously discussed how to apply equity accounting to associates in consolidated financial statements. The revised IAS 28 continues to include that guidance but it is now extended to also apply that accounting to entities that qualify as joint ventures under IFRS 11. IAS 28 (2011) is effective for annual periods beginning on or after 1 January 2014.

IFRS 9

In November 2009 the IASB issued the first phase of the IAS 39 replacement project, relating to the classification and measurement of financial assets. The approach depends on a combination of the business model (how the entity manages its financial instruments) and the contractual cash flow characteristics of the financial assets, thus resulting in two basic measurement categories: fair value through profit or loss and amortised cost. However, the requirements also allow, by election, the fair valuation of equities to instead be presented through other comprehensive income. There is no longer an ability to take a 'split' approach and separate out any embedded derivatives from financial assets; financial assets with embedded derivatives are likely to require measurement in full at fair value through profit or loss. There is an ongoing project that proposes the expanded use of the fair value through other comprehensive income for certain basic loan assets.

In 2010, further revisions were added into IFRS 9 as follows:

- The measurement of financial liabilities, with one exception discussed below, remains similar to the current IAS 39 requirements with financial liabilities being measured at amortised cost or fair value; and where a financial liability includes an embedded derivative feature that can be separated and fair valued through profit or the entire instrument can be measured at fair value through profit or loss.
- The main difference in financial liability accounting that arises under the revised standard relates to the accounting for any fair value changes where liabilities are measured at fair value. Unlike IAS 39, the fair value changes attributable to changes in own credit risk will usually be presented in other comprehensive income (OCI) instead of being reflected through profit or loss.
- In addition the new IFRS 9 carries forward without amendment the current IAS 39 requirements in relation to derecognition of financial assets and financial liabilities.

Future amendments to IFRS 9 are expected, in relation to impairment of financial assets and also both general hedging and macro hedging. IAS 39 will at that point be completely replaced.

Critical accounting estimates and judgements

The preparation of financial information requires management's judgement and the use of estimates and assumptions that affect the amounts reported in the consolidated financial information and accompanying notes. These estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the prevailing circumstances. Actual results may differ from those estimates.

The estimates and assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates are recognised in the period in which they are revised and in any future periods affected.

Following are the estimates and judgements which, in the opinion of management, are significant to the underlying amounts included in the financial reports and for which there is a significant risk that future events or new information could entail a change in those estimates or judgements.

Trade and other receivables

The Group estimates the risk that receivables will not be paid and provides for doubtful accounts based on specific provisions for known cases and collective provisions for losses based on historical profit levels.

Total allowances for estimated losses as of June 30, 2013, were €0.1m for trade and other receivables with a corresponding gross amount of €10.9m.

Inventory

The Group values inventory at the lower of historical cost, based on the first-in, first-out basis, and net realizable value. Historical cost includes the costs of acquiring inventories and the costs of bringing them to their existing location and condition. Inventories manufactured by the Group and work in progress include an appropriate share of production overheads based on normal operating capacity.

The calculation of net realizable value involves management's judgement as to over-stocked articles, out-dated articles, damaged goods, and handling and other selling costs. If the estimated net realizable value is lower than cost, a valuation allowance is established for inventory obsolescence. See Note 13 for additional information.

4. Revenue

Revenue for the following periods consisted of the following:

	Half year		Full year		
	Audited 6 months 30 June 2013	Unaudited 6 months 30 June 2012	Audited 12 months 31 December 2012	Audited 12 months 31 December 2011	Audited 12 months 31 December 2010
	€'000	€'000	€'000	€'000	€'000
Product revenue:					
Sale of Mincon product	20,210	20,763	42,619	34,042	26,327
Sale of third party product	7,335	9,415	20,524	7,103	7,494
Total revenue	**27,545**	**30,178**	**63,143**	**41,145**	**33,821**

5. Operating Segments

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM). Our CODM has been identified as the Board of Directors.

Having assessed the aggregation criteria contained in IFRS 8 operating segments and considering how the Group manages its business and allocates resources, the Group has determined that it has one reportable segment. In particular the Group is managed as a single business unit that sells drilling equipment, primarily manufactured by Mincon manufacturing sites.

The CODM assesses operating segment performance based on a measure of operating profit.

Segment revenue for the half year ended 30 June 2013 of €27.5 million (H1 FY2012: €30.2 million; FY2012: €63.1 million; FY2011: €41.1 million; FY2010: €33.8 million) is wholly derived from sales to external customers.

Entity-wide disclosures

The business is managed on a worldwide basis but operates manufacturing facilities and sales offices in Ireland, Australia and the United States and sales offices in six locations including South Africa, Sweden and Senegal. In presenting information on geography, revenue is based on the geographical location of customers and non-current assets based on the location of these assets.

Revenue by region (by location of customers):

	Half year		Full year		
	Audited 6 months 30 June 2013	Unaudited 6 months 30 June 2012	Audited 12 months 31 December 2012	Audited 12 months 31 December 2011	Audited 12 months 31 December 2010
	€'000	€'000	€'000	€'000	€'000
Region:					
Ireland	648	589	1,099	1,327	1,116
Americas	6,923	7,936	15,296	13,650	13,296
Australasia	2,813	2,887	6,676	4,679	2,894
Europe, Middle East, Africa	17,161	18,766	40,072	21,489	16,515
Total revenue from continuing operations	**27,545**	**30,178**	**63,143**	**41,145**	**33,821**

Non-current assets by region (location of assets):

	Audited 30 June 2013	Audited 31 December 2012	Audited 31 December 2011	Audited 31 December 2010	Audited 1 January 2010
	€'000	€'000	€'000	€'000	€'000
Region:					
Ireland	6,039	4,875	3,904	3,669	3,467
Americas	2,770	2,902	3,074	3,590	2,307
Australasia	5,531	6,250	4,875	5,006	1,950
Europe, Middle East, Africa	2,773	3,152	2,414	2,714	2,273
Total non-current assets[(1)]	**17,113**	**17,179**	**14,267**	**14,979**	**9,997**

(1) Non-current assets exclude deferred tax assets.

Major customers

There are no customers which accounted for more than 10% of total revenue in HY 2013, FY2012, FY2011 and FY2010.

6. Cost of Sales and operating expenses

Included within cost of sales, selling and distribution expenses and general and administrative expenses were the following major components:

	Half year		Full year		
	Audited 6 months 30 June 2013	Unaudited 6 months 30 June 2012	Audited 12 months 31 December 2012	Audited 12 months 31 December 2011	Audited 12 months 31 December 2010
	€'000	€'000	€'000	€'000	€'000
Raw materials	4,742	5,087	12,217	6,950	6,041
Third party product purchases	5,215	8,124	14,967	4,610	4,868
Employee costs	2,566	2,169	5,210	4,872	4,142
Depreciation	550	557	988	1,036	927
Other	543	854	2,870	2,465	3,208
Total cost of sales	**13,616**	**16,791**	**36,252**	**19,933**	**19,186**

	Half year		Full year		
	Audited 6 months 30 June 2013	Unaudited 6 months 30 June 2012	Audited 12 months 31 December 2012	Audited 12 months 31 December 2011	Audited 12 months 31 December 2010
	€'000	€'000	€'000	€'000	€'000
Employee costs (including director emoluments)	2,801	4,584	8,866	4,031	3,793
Depreciation	349	184	720	386	317
Other	2,587	1,602	4,581	4,240	4,736
Total sales, distribution, general & administrative expenses	**5,737**	**6,370**	**14,167**	**8,657**	**8,846**

7. Employee information

	Half year		Full year		
	Audited 6 months 30 June 2013	Unaudited 6 months 30 June 2012	Audited 12 months 31 December 2012	Audited 12 months 31 December 2011	Audited 12 months 31 December 2010
	€'000	€'000	€'000	€'000	€'000
Wages and salaries	4,982	6,314	13,114	7,902	7,153
Social security costs	182	292	528	501	383
Pension costs of defined contribution plans	203	147	434	500	399
Total employee costs	**5,367**	**6,753**	**14,076**	**8,903**	**7,935**

The average number of employees was as follows:

	6 months 30 June 2013	6 months 30 June 2012	12 months 31 December 2012	12 months 31 December 2011	12 months 31 December 2010
	Number	Number	Number	Number	Number
Sales and distribution	43	39	42	32	23
General and administration	25	28	28	23	23
Manufacturing, service and development	94	89	93	84	78
Average number of persons employed	**162**	**156**	**163**	**139**	**124**

8. Net Finance Costs

	Half year		Full year		
	Audited 6 months 30 June 2013	Unaudited 6 months 30 June 2012	Audited 12 months 31 December 2012	Audited 12 months 31 December 2011	Audited 12 months 31 December 2010
	€'000	€'000	€'000	€'000	€'000
Recognised in profit or loss					
Finance cost:					
Interest on bank borrowings and finance lease costs	(43)	(82)	(110)	(214)	(393)
Net foreign exchange losses	(535)	—	—	(298)	—
Finance cost	(578)	(82)	(110)	(512)	(393)
Finance income:					
Interest income	47	138	198	106	186
Net foreign exchange gain	—	136	201	—	494
Finance income	47	274	399	106	680
Net finance income/(cost)	**(531)**	**192**	**289**	**(406)**	**287**

9. Income Tax

Tax recognised in profit or loss

	Half year		Full year		
	Audited 6 months 30 June 2013	Unaudited 6 months 30 June 2012	Audited 12 months 31 December 2012	Audited 12 months 31 December 2011	Audited 12 months 31 December 2010
	€'000	€'000	€'000	€'000	€'000
Current tax expense					
Current year	2,097	1,783	2,752	2,154	1,154
Adjustment for prior years	—	—	—	(5)	9
Total current tax expense	2,097	1,783	2,752	2,149	1,163
Deferred tax expense					
Origination and reversal of temporary differences	(223)	86	153	112	279
Recognition of previously unrecognised tax losses	—	—	—	—	—
Total deferred tax expense	(223)	86	153	112	279
Total income tax expense	1,874	1,869	2,905	2,261	1,442

Tax expenses excludes the Group's share of tax expense of the Group's interest in joint ventures (TJM Inc LLC and WVC Inc), which is included in "share of profit of joint venture, net of tax" in the income statement.

A reconciliation of the expected tax expense for continuing operations is computed by applying the standard Irish tax rate to the profit before tax and the reconciliation to the actual tax expense is as follows:

	Half year		Full year		
	Audited 6 months 30 June 2013	Unaudited 6 months 30 June 2012	Audited 12 months 31 December 2012	Audited 12 months 31 December 2011	Audited 12 months 31 December 2010
	€'000	€'000	€'000	€'000	€'000
Profit before tax from continuing operations	7,661	7,424	13,228	11,266	6,206
Irish standard tax rate (12.5%)	12.5%	12.5%	12.5%	12.5%	12.5%
Taxes at the Irish standard rate	958	928	1,654	1,408	776
Irish income at rates other than the standard rate	3	3	5	68	(73)
Foreign income at rates other than the Irish standard rate	592	492	1,069	532	468
Change in expected recovery of Deferred Taxation Assets	—	(7)	(14)	—	—
Losses creating no income tax benefit	5	5	9	20	75
Other	316	448	182	233	196
Total income tax expense	1,874	1,869	2,905	2,261	1,442

Our net deferred taxation liability was as follows:

	Audited 30 June 2013	Audited 31 December 2012	Audited 31 December 2011	Audited 31 December 2010	Audited 1 January 2010
	€'000	€'000	€'000	€'000	€'000
Deferred taxation liabilities:					
Property, plant and equipment	242	508	532	459	209
Accrued income	221	221	221	180	129
Unrealised foreign exchange gains	249	303	298	251	21
Profit not yet taxable	35	72	53	32	17
Total deferred taxation liabilities	747	1,104	1,104	922	376
Deferred taxation assets:					
Reserves/provisions, tax credits and capitalised items	9	143	121	87	120
Net operating profit	—	—	175	108	—
Total deferred taxation assets	9	143	296	195	120
Net deferred taxation liability	(738)	(961)	(808)	(727)	(256)

The movement in temporary differences during the year were as follows:

1 January 2013 – 30 June 2013	Balance 1 January	Recognised in Profit or Loss	Recognised in Equity	Balance 31 December
	€'000	€'000	€'000	€'000
Deferred taxation liabilities:				
Property, plant and equipment	508	(266)	—	242
Accrued income	221	—	—	221
Unrealised foreign exchange gains	303	(54)	—	249
Profit not yet taxable	72	(37)	—	35
Total deferred taxation liabilities	1,104	(357)	—	747
Deferred taxation assets:				
Reserves/provisions, tax credits and capitalised items	143	(134)	—	9
Total deferred taxation asset	143	(134)	—	9
Net deferred taxation liability	(961)	223	—	(738)

1 January 2012 – 31 December 2012	Balance 1 January	Recognised in Profit or Loss	Recognised in Equity	Balance 31 December
	€'000	€'000	€'000	€'000
Deferred taxation liabilities:				
Property, plant and equipment	532	(24)	—	508
Accrued income	221	—	—	221
Unrealised foreign exchange gains	298	5	—	303
Profit not yet taxable	53	19	—	72
Total deferred taxation liabilities	1,104	—	—	1,104
Deferred taxation assets:				
Reserves/provisions, tax credits and capitalised items	121	22	—	143
Net operating losses	175	(175)	—	—
Total deferred taxation asset	296	(153)	—	143
Net deferred taxation liability	(808)	(153)	—	(961)

1 January 2011 – 31 December 2011	Balance 1 January	Recognised in Profit or Loss	Recognised in Equity	Balance 31 December
	€'000	€'000	€'000	€'000
Deferred taxation liabilities:				
Property, plant and equipment	459	73	—	532
Accrued income	180	41	—	221
Unrealised foreign exchange gains	251	47	—	298
Profit not yet taxable	32	21	—	53
Total deferred taxation liabilities	922	182	—	1,104
Deferred taxation assets:				
Reserves/provisions, tax credits and capitalised items	87	3	31	121
Net operating losses	108	67	—	175
Total deferred taxation asset	195	70	31	296
Net deferred taxation liability	(727)	(112)	31	(808)

1 January 2010 – 31 December 2010	Balance 1 January	Recognised in Profit or Loss	Recognised in Equity	Balance 31 December
	€'000	€'000	€'000	€'000
Deferred taxation liabilities:				
Property, plant and equipment	209	250	—	459
Accrued income	129	51	—	180
Unrealised foreign exchange gains	21	38	192	251
Profit not yet taxable	17	15	—	32
Total deferred taxation liabilities	376	354	192	922
Deferred taxation assets:				
Reserves/provisions, tax credits and capitalised items	120	(33)	—	87
Net operating losses	—	108	—	108
Impairment of joint venture	—	—	—	—
Total deferred taxation asset	120	75	—	195
Net deferred taxation liability	(256)	(279)	(192)	(727)

Deferred Taxation Assets have not been recognised in respect of the following items:

	Audited 30 June 2013	Audited 31 December 2012	Audited 31 December 2011	Audited 31 December 2010	Audited 1 January 2010
	€'000	€'000	€'000	€'000	€'000
Net operating losses	(1,812)	(1,876)	(906)	(748)	(127)
Total	(1,812)	(1,876)	(906)	(748)	(127)

Our tax balance at period end was as follows:

	Audited 30 June 2013	Audited 31 December 2012	Audited 31 December 2011	Audited 31 December 2010	Audited 1 January 2010
	€'000	€'000	€'000	€'000	€'000
Income tax prepayments	484	81	91	175	125
Income tax payable—current	(1,305)	(657)	(932)	(605)	(347)
Total	(821)	(576)	(841)	(430)	(222)

10. Goodwill

	€'000
	€'000
Balance at 1 January 2010	2,059
Translation differences	424
Balance at 31 December 2010	2,483
Translation differences	(408)
Balance at 31 December 2011	2,075
Translation differences	(127)
Balance at 31 December 2012	1,948
Translation differences	(250)
Balance at 30 June 2013	**1,698**

Goodwill relates to the acquisition of the remaining 60% of DDS-SA Pty Limited in November 2009, at which point the Group obtained control of this business. This business was integrated with other Group operations soon after the acquisition. The Group accounted for this acquisition using the purchase accounting method as outlined in IFRS 3 *Business Combinations*. The recoverable amount of goodwill has been assessed based on estimates of value in use. Calculations of value in use are based on the estimated future cash flows using forecasts covering a five-year period (based on three year plans prepared annually). The most significant assumptions are revenues, operating profits, working capital and capital expenditure. A growth rate of 3% was applied for all periods after the three years budgeted. The pre-tax discount rate in 2012 was assumed to amount to 11% before tax and has been used in discounting the cash flows to determine the recoverable amounts.

Impairment testing (including sensitivity analyses) is performed as at each period end. Goodwill impairment testing did not indicate any impairment during any of the periods being reported. Sensitivity in all calculations implies that the goodwill would not be impaired even if discount rate increased by 1% or the long-term growth was lowered by 1%.

11. Investments in joint ventures

During certain of the periods being presented, the Group had investments in two joint venture operations, TJM Inc LLC ("TJM") and WVC Inc ("WVC"). The Group invested in TJM, a drilling equipment and supplies company based in Pennsylvania, in September 2008. The Group disposed of its investment in March 2012. The consideration for sale of the Group's shareholding was a US$700,000 interest bearing loan note repayable over 6 years (balances relating to this loan are recorded in the "other non-current assets" caption on the Statements of Financial Position). The Group invested in WVC, a rock drills hammer design and manufacture company in October 2008 and disposed of the investment during 2012. The Group's investment in WVC was impaired and written down in 2011 based on management's assessment of the performance of the company and a board decision not to invest any further capital, other than committed amounts. The Group had no material investments in joint ventures as at 31 December 2012 or thereafter. Mincon Equipment Inc. was incorporated on 13 June 2013. This company is owned 50:50 by Mincon and the Gaudet family. This company did not trade in the period presented.

The carrying amount of the investments in joint ventures for the years ended 31 December consisted of the following:

	TJM	WVC	Total
	€'000	€'000	€'000
Balance at 1 January 2010	485	70	555
Addition	—	238	238
Share of net profit of joint ventures	33	95	128
Distributions	(74)	—	(74)
Foreign exchange gain/(loss)	2	—	2
Balance at 31 December 2010	446	403	849
Addition	84	530	614
Share of net profit of joint ventures	31	—	31
Impairment of investment in joint venture	—	(921)	(921)
Foreign exchange gain/(loss)	19	(12)	7
Balance at 31 December 2011	580	—	580
Distributions	(251)	—	(251)
Receipt of loan note on divestment of joint venture investment	(544)	—	(544)
Gain on disposal of investment in joint venture	211	—	211
Foreign exchange gain/(loss)	4	—	4
Balance at 31 December 2012 and 30 June 2013	**—**	**—**	**—**

Summarised financial information of joint ventures are presented below. The balance sheet amounts are presented as at 31 December of each year.

	Audited 31 December 2011	Audited 31 December 2010	Audited 1 January 2010
	€'000	€'000	€'000
Current assets	2,631	3,537	2,358
Non-current assets	1,754	601	569
Current liabilities	(2,918)	(2,163)	(2,036)
Non-current liabilities	(923)	(1,550)	(592)
Income	7,240	7,659	7,006
Expenses	(7,708)	(7,401)	(6,958)

12. Property, Plant and Equipment

	Land &[1] Buildings	Plant & Equipment	Total
	€'000	€'000	€'000
Cost:			
At 1 January 2010	2,575	9,933	12,508
Additions	2,494	2,185	4,679
Disposals	—	(160)	(160)
Foreign exchange differences	346	856	1,202
At 31 December 2010	5,415	12,814	18,229
Additions	234	1,165	1,399
Disposals	—	(458)	(458)
Foreign exchange differences	114	101	215
At 31 December 2011	5,763	13,622	19,385
Additions	1,584	3,466	5,050
Disposals	—	(652)	(652)
Foreign exchange differences	(68)	(211)	(279)
At 31 December 2012	7,279	16,225	23,504
Additions	387	1,461	1,848
Disposals	—	—	—
Foreign exchange differences	(402)	(550)	(952)
At 30 June 2013	7,264	17,136	24,400
Accumulated depreciation:			
At 1 January 2010	**1,158**	**3,967**	**5,125**
Charged in year	64	1,180	1,244
Disposals	—	(106)	(106)
Foreign exchange differences	3	316	319
At 31 December 2010	1,225	5,357	6,582
Charged in year	66	1,356	1,422
Disposals	—	(262)	(262)
Foreign exchange differences	3	28	31
At 31 December 2011	1,294	6,479	7,773
Charged in year	100	1,608	1,708
Disposals	—	(565)	(565)
Foreign exchange differences	(2)	(111)	(113)
At 31 December 2012	1,392	7,411	8,803
Charged in year	69	830	899
Disposals	—	—	—
Foreign exchange differences	(43)	(177)	(220)
At 30 June 2013	1,418	8,064	9,482
Carrying amount: 30 June 2013	**5,846**	**9,072**	**14,918**
Carrying amount: 31 December 2012	5,887	8,814	14,701
Carrying amount: 31 December 2011	4,469	7,143	11,612
Carrying amount: 31 December 2010	4,190	7,457	11,647
Carrying amount: 1 January 2010	1,417	5,966	7,383

(1) Land and buildings include leasehold improvement assets.

The depreciation charge for property, plant and equipment is recognised in the following line items in the income statement:

	Half year		Full year		
	Audited 6 months 30 June 2013	Unaudited 6 months 30 June 2012	Audited 12 months 31 December 2012	Audited 12 months 31 December 2011	Audited 12 months 31 December 2010
	€'000	€'000	€'000	€'000	€'000
Cost of sales	550	557	988	1,036	927
Selling, and distribution expenses	82	116	188	213	226
General and administrative expenses	267	68	532	173	91
Total depreciation charge for property, plant and equipment	899	741	1,708	1,422	1,244

Finance leases

The Group leases plant and equipment under a number of finance lease arrangements. The leased equipment secures lease obligations. At 31 December 2012, the net carrying amount of leased plants and equipment was €1.2 million (2011: €1.2 million; 2010: €1.4 million). During the year, the Group acquired leased assets of nil (2011: €0.2 million).

13. Inventory

	Audited 30 June 2013	Audited 31 December 2012	Audited 31 December 2011	Audited 31 December 2010	Audited 1 January 2010
	€'000	€'000	€'000	€'000	€'000
Finished goods and work-in-progress	14,116	14,137	10,496	8,062	7,821
Raw materials	4,889	6,240	5,373	2,113	2,609
Total inventory	19,005	20,377	15,869	10,175	10,430

The write-down of inventories to net realisable value amounted to €0.1 million during the six months ended 30 June 2013 (2012: €1.3 million, 2011: €0.43 million, 2010: €nil). The write-downs are included in cost of sales.

14. Trade and other receivables

	Audited 30 June 2013	Audited 31 December 2012	Audited 31 December 2011	Audited 31 December 2010	Audited 1 January 2010
	€'000	€'000	€'000	€'000	€'000
Gross receivable	10,944	10,460	7,618	7,068	5,265
Provision for impairment	(74)	(66)	(136)	(63)	(154)
Net trade and other receivables	10,870	10,394	7,482	7,005	5,111

	Audited 6 months 30 June 2013	Unaudited 6 months 30 June 2012	Audited 12 months 31 December 2012	Audited 12 months 31 December 2011	Audited 12 months 31 December 2010
	€'000	€'000	€'000	€'000	€'000
Opening impairment allowance	(66)	(136)	(136)	(63)	(154)
Impairment loss recognised	(11)	(2)	(54)	(73)	(30)
Amounts written off	3	2	124	—	121
Closing impairment allowance	(74)	(136)	(66)	(136)	(63)

	Audited 30 June 2013	Audited 31 December 2012	Audited 31 December 2011	Audited 31 December 2010	Audited 1 January 2010
	€'000	€'000	€'000	€'000	€'000
Less than 60 days	8,541	8,220	6,146	4,545	3,902
61 to 90 days	1,039	776	785	884	691
Greater than 90 days	1,364	1,464	687	1,639	672
Gross trade and other receivables	10,944	10,460	7,618	7,068	5,265

At 30 June 2013 €2.4 million (22%) of trade receivables of our total trade and other receivables balance was past due but not impaired (2012: €2.2 million (21%), 2011: €1.5 million (20%)).

No customer accounted for more than 10% of trade and other receivables balance at any period end.

15. Loans and borrowings

	Maturity	Audited 30 June 2013	Audited 31 December 2012	Audited 31 December 2011	Audited 31 December 2010	Audited 1 January 2010
		€'000	€'000	€'000	€'000	€'000
Bank loans	2013-2018	321	695	801	824	927
Finance leases	2013-2014	458	624	793	1,083	1,227
Total Loans and borrowings		779	1,319	1,594	1,907	2,154
Current		779	453	540	452	498
Non-current		—	866	1,054	1,455	1,656

The Group has a number of bank loans and finance leases in the United States and Ireland with a mixture of variable and fixed interest rates. The Group has not been in default on any of these debt agreements during any of the periods presented. None of the debt agreements carries restrictive financial covenants. The finance leases are secured over the assets of the Group as outlined in Note 12.

16. Accrued and Other Liabilities

Accrued and other liabilities consisted of the following:

	Audited 30 June 2013	Audited 31 December 2012	Audited 31 December 2011	Audited 31 December 2010	Audited 1 January 2010
	€'000	€'000	€'000	€'000	€'000
Non-current liabilities:					
Director's loans	832	870	330	750	450
Other liabilities	75	75	36	—	
Total non-current liabilities	**907**	**945**	**366**	**750**	**450**
Current liabilities:					
Accrued and other liabilities	1,784	2,190	2,005	2,001	1,361
Total current liabilities	**1,784**	**2,190**	**2,005**	**2,001**	**1,361**

The amounts owing from directors at each period end relate to loans advanced by Patrick Purcell, Kevin Barry and Joseph Purcell (see note 25 for further details). These loans are not interest bearing and are repayable on demand.

17. Share Capital and reserves

At 30 June 2013 and at 31 December 2012, 2011, 2010 & 2009

Authorised Share Capital	Number	€000
Ordinary Shares of €1.27 each	3,000,000	3,809
Redeemable Preference Shares of €1.27 each	1,000,000	1,270
Cumulative Redeemable Preference Shares of €1.27 each	4,000	5

Number of allotted, called-up and fully paid up shares	Audited 30 June 2013	Audited 31 December 2012	Audited 31 December 2011	Audited 31 December 2010	Audited 1 January 2010
	Number	Number	Number	Number	Number
Ordinary shares of €1.27 each	1,824,456	1,824,456	1,824,456	1,824,456	1,829,456
Redeemable Preference Share of €1.27 each	—	—	—	—	175,000
Cumulative Redeemable Preference Shares at €1.27 each	—	—	—	—	—
	1,824,456	1,824,456	1,824,456	1,824,456	2,004,456

Amount of allotted, called-up and fully paid up shares	Audited 30 June 2013	Audited 31 December 2012	Audited 31 December 2011	Audited 31 December 2010	Audited 1 January 2010
	€'000	€'000	€'000	€'000	€'000
Ordinary shares of €1.27 each	2,317	2,317	2,317	2,317	2,323
Redeemable Preference shares of €1.27 each	—	—	—	—	222
Cumulative Redeemable Preference Shares at €1.27 each	—	—	—	—	—
	2,317	2,317	2,317	2,317	2,545

The holders of ordinary shares are entitled to one vote per share at meetings of the Parent entity and to receive dividends as declared from time to time.

The redeemable preference shares shall not confer on the holders thereof the right to receive notice of, attend or vote at general meetings of the Parent entity, or the right to be paid a dividend out of our profits, except for such dividends as the directors may in their absolute discretion determine.

The cumulative redeemable preference shares shall confer on the holders thereof the right to receive notice of, but not to attend or to vote at general meetings of the Parent entity. A fixed cumulative preferential cash dividend at the rate of 12% per annum is payable annually. There are currently no cumulative redeemable preference shares in issue.

In 2010, the Parent entity cancelled 5,000 ordinary shares and 175,000 redeemable preference shares which had previously been repurchased from shareholders and held as treasury shares.

18. Earnings per share

Basic earnings per share is computed by dividing the profit for the period available to ordinary shareholders by the weighted average number of Ordinary Shares outstanding during the period. Diluted earnings per share is computed by dividing the profit for the period by the weighted average number of Ordinary Shares outstanding and, when dilutive, adjusted for the effect of all potentially dilutive shares. The following table sets forth the computation for basic and diluted net profit per share for the years ended 31 December:

	Audited 6 months 30 June 2013	Unaudited 6 months 30 June 2012	Audited 12 months 31 December 2012	Audited 12 months 31 December 2011	Audited 12 months 31 December 2010
	€'000	€'000	€'000	€'000	€'000
Numerator (amounts in €'000):					
Profit available to ordinary shareholders (basic and diluted)	5,550	5,307	9,970	8,946	4,727
Denominator (amounts in millions):					
Basic and diluted weighted-average shares outstanding (in thousands)	1,824	1,824	1,824	1,824	1,829
Basic and diluted earnings per share:					
Basic	€ 3.04	2.91	5.47	4.90	2.58
Diluted	€ 3.04	2.91	5.47	4.90	2.58

There were no dilutive interests in issue at any of the period ends.

19. Subsidiary and Associate Undertakings

At 30 June 2013, the Group had the following subsidiary undertakings:

Company	Nature of Business	Group Share %	Registered Office & Country of Incorporation
Mincon International Limited	Manufacturer of rock drilling equipment	100%*	Smithstown, Shannon, Co. Clare, Ireland
Mincon Microcare Limited	Holding company	100%	Smithstown, Shannon, Co. Clare, Ireland
Castle Heat Treatment Limited	Holding company	100%	Smithstown, Shannon, Co. Clare, Ireland
Mincon Mining Equipment Inc	Trading company	100%	19789-92a Avenue, Langley, British Columbia V1M3B3, Canada
Mincon Inc	Trading company	100%	603 Centre Avenue, N.W. Roanoke, VA 24016, USA
Mincon Rockdrills USA Inc	Manufacturer of rock drilling equipment	75%*	107 Industrial Park, Benton, IL 62812, USA
Mincon Rockdrills PTY Ltd	Manufacturer of rock drilling equipment	100%	8 Fargo Way, Welshpool, WA 6106, Australia
Mincon Sweden AB	Trading company	100%	Industrivagen 2-4, 61202 Finspang, Sweden
DDS-SA (Proprietary) Ltd	Trading company	100%	1 Northlake, Jetpark 1469, Gauteng, South Africa
Mincon West Africa SARL	Trading company	80%	Villa TF 4635 GRD, Almadies, Dakar B.P. 45534, Senegal
Mincon Poland	Trading company	100%	ul.Mickiewicza 32, 32-050 Skawina, Poland
Mincon Finance BV	Group finance company	100%	Claude Debussylaan 24, 1082 MD, Amsterdam, Holland
Lotusglade Limited	Holding company	100%	Smithstown, Shannon, Co. Clare, Ireland
Floralglade Company	Holding company	100%	Smithstown, Shannon, Co. Clare, Ireland
Mincon Rockdrills Ghana Limited	Trading company	80%	P.O. Box CT5105, Accra Ghana

* Indirectly held shareholding.

See note 11 for details of joint ventures formerly entered into.

20. Financial Risk Management

We are exposed to various financial risks arising in the normal course of business. Our financial risk exposures are predominantly related to changes in foreign currency exchange rates and interest rates, as well as the creditworthiness of our counterparties.

(a) Fair values

Fair value is the amount at which a financial instrument could be exchanged in an arms-length transaction between informed and willing parties, other than in a forced or liquidation sale. The contractual amounts payable less impairment provision of trade receivables, trade payables and other accrued liabilities are assumed to approximate their fair values. Under IFRS 7, the disclosure of fair values is not required when the carrying amount is the reasonable approximation of fair value.

The carrying amounts and fair value of our financial liabilities, which are all held at amortised cost, were as follows:

	Carrying Amount	Fair Value
	€'000	€'000
At 30 June 2013:		
Bank loans	321	337
Finance leases	458	480
At 31 December 2012:		
Bank loans	695	721
Finance leases	624	655
At 31 December 2011:		
Bank loans	801	841
Finance leases	793	833
At 31 December 2010:		
Bank loans	824	865
Finance leases	1,083	1,136
At 1 January 2010:		
Bank loans	927	973
Finance leases	1,227	1,288

(1) The fair values of our debt instruments were based on credit adjusted variable rate instruments with a similar maturity.

All fair values for assets or liabilities have been based on IFRS Level 2 information.

(b) Interest Rate Risk

Interest Rate Risk on Financial Liabilities

As at 30 June 2013, the remaining long term debt was all at fixed rates; therefore we are not exposed to cash flow interest rate risk in relation to our debt.

Interest Rate Risk on cash

Our exposure to interest rate risk on cash and cash equivalents is actively monitored and managed with an average duration of less than three months. Interest rate risk on cash and cash equivalents is not considered material to the Group.

(c) Credit Risk

The majority of the Group's customers are third party distributors of drilling tools and equipment.

The maximum exposure to credit risk for trade and other receivables at 31 December by geographic region was as follows:

	Audited 30 June 2013	Audited 31 December 2012	Audited 31 December 2011	Audited 31 December 2010	Audited 1 January 2010
	€'000	€'000	€'000	€'000	€'000
Ireland	224	114	128	117	94
Americas	2,905	2,918	2,212	2,178	1,720
Australasia	991	1,090	936	1,273	517
Europe, Middle East, Africa	6,824	6,338	4,342	3,500	2,934
Total	**10,944**	**10,460**	**7,618**	**7,068**	**5,265**

(d) Foreign currency risk

The Group is a multinational business operating in a number of countries and the euro is the primary currency in which the Group conducts its business. The Group, however, does have revenues, costs, assets and liabilities denominated in currencies other than euros. Transactions in foreign currencies are recorded at the exchange rate prevailing at the date of the transaction. The resulting monetary assets and liabilities are translated into the appropriate functional currency at exchange rates prevailing at the balance sheet date and the resulting gains and losses are recognised in the income statement. The Group manages some of its transaction exposure by matching cash inflows and outflows of the same currencies. The Group does not engage in hedging transactions and therefore any movements in the primary transactional currencies will impact profitability, but continue to monitor appropriateness of the policy.

The Group's global operations create a translation exposure on the Group's net assets since the financial statements of entities with non-euro functional currencies are translated to euro when preparing the consolidated financial information. The Group does not use derivative instruments to hedge these net investments.

The principal foreign currency risks to which the Group is exposed relate to movements in the exchange rate of the euro against US dollar, South African Rand, Australian dollar.

The Group has material subsidiaries with a functional currency other than the euro, such as US dollar, Australian dollar, South African Rand and Swedish Krona.

During the periods presented average and closing exchange rates for the Group's primary currency exposures were as follows:

	30 June 2013		31 December 2012		31 December 2011		31 December 2010		31 December 2009	
Euro exchange rates	**Closing**	**Average**	**Closing**	**Average**	**Closing**	**Average**	**Closing**	**Average**	**Closing**	**Average**
US Dollar	1.30	1.31	1.32	1.29	1.29	1.39	1.33	1.33	1.43	1.39
Australian Dollar	1.42	1.30	1.27	1.24	1.27	1.35	1.30	1.44	1.60	1.77
South African Rand	12.85	12.07	11.29	10.54	10.51	10.06	8.79	9.69	10.60	11.66

The table below shows the Group's currency exposure. Such exposure comprises the monetary assets and monetary liabilities that are not denominated in the functional currency of the operating unit involved. These exposures were as follows:

Net Foreign Currency

	Functional Currency of Group Operation				
Monetary Assets/(Liabilities)	**Audited 30 June 2013**	**Audited 31 December 2012**	**Audited 31 December 2011**	**Audited 31 December 2010**	**Audited 1 January 2010**
	€'000	**€'000**	**€'000**	**€'000**	**€'000**
Euro	9,009	4,846	2,885	1,190	1,334
US Dollar	2,090	550	(741)	472	(89)
Australian Dollar	1,943	2,515	3,104	1,734	222
South African Rand	1,732	2,128	982	1,430	947
Other	1,536	799	1,011	(37)	20
Total	16,310	10,838	7,241	4,789	2,434

A 10% strengthening of the Euro against the Group's primary operating currencies at 31 December 2012 would have increased/(decreased) shareholders' equity and net profit by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

	At 31 December 2012	
	Equity	**Net Profit**
	€'000	**€'000**
US dollar	(292)	(51)
Australian dollar	(506)	(232)
South African rand	(441)	(161)

A 10% weakening of the Euro against the above currencies would have had the equal but opposite effect on the above currencies to the amounts shown above, on the basis that all other variables remain constant.

(e) Liquidity and Capital

The Group defines liquid resources as the total of its cash and cash equivalents. Capital is defined as the Group's shareholders' equity.

The Group's objectives when managing its liquid resources are:

- To maintain adequate liquid resources to fund its ongoing operations and safeguard its ability to continue as a going concern, so that it can continue to create value for investors;
- To have available the necessary financial resources to allow it to invest in areas that may create value for shareholders; and
- To maintain sufficient financial resources to mitigate against risks and unforeseen events.

Liquid and capital resources are monitored on the basis of the total amount of such resources available and the Group's anticipated requirements for the foreseeable future. The Group's liquid resources and shareholders' equity at 31 December were as follows:

	2013	2012	2011	2010	2009
	€'000	€'000	€'000	€'000	€'000
Cash and cash equivalents	13,981	8,715	8,276	5,016	3,896
Shareholders' equity	50,222	46,169	36,188	28,894	22,320

At each period end, the Group's total cash and cash equivalents were held by subsidiaries in the following jurisdictions:

	Audited 30 June 2013	Audited 31 December 2012	Audited 31 December 2011	Audited 31 December 2010	Audited 1 January 2010
	€'000	€'000	€'000	€'000	€'000
Ireland	8,341	694	1,270	3,123	3,128
Americas	778	399	246	361	33
Australasia	1,420	1,034	2,534	544	371
Europe, Middle East, Africa	3,442	6,588	4,226	988	364
Total cash and cash equivalents	13,981	8,715	8,276	5,016	3,896

There are currently no restrictions that would have a material adverse impact on the Group in relation to the intercompany transfer of cash held by its foreign subsidiaries.

The Group continually evaluate its liquidity requirements, capital needs and availability of resources in view of, among other things, alternative uses of capital the cost of debt and equity capital and estimated future operating cash flow.

In the normal course of business, the Group may investigate, evaluate, discuss and engage in future company or product acquisitions, capital expenditures, investments and other business opportunities. In the event of any future acquisitions, capital expenditures, investments or other business opportunities, the Group may consider using available cash or raising additional capital, including the issuance of additional debt.

The maturity of the contractual undiscounted cash flows (including estimated future interest payments on debt) of the Group's financial liabilities were as follows:

	Total Carrying Value	Total Contractual Cash Flows	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
	€'000	€'000	€'000	€'000	€'000	€'000
At 30 June 2013:						
Loans and borrowings	321	378	70	140	168	—
Finance leases	458	517	341	176	—	—
Trade and other payables	4,977	4,977	4,977	—	—	—
Accrued and other financial liabilities	2,691	2,691	2,691	—	—	—
Total at 30 June 2013	8,447	8,563	8,079	316	168	—

	Total Carrying Value	Total Contractual Cash Flows	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
	€'000	€'000	€'000	€'000	€'000	€'000
At 31 December 2012:						
Loans and borrowings	695	764	283	238	180	63
Finance leases	624	704	296	408	—	—
Trade and other payables	4,303	4,303	4,303	—	—	—
Accrued and other financial liabilities	3,135	3,135	3,135	—	—	—
Total at 31 December 2012	8,757	8,906	8,017	646	180	63
At 31 December 2011:						
Loans and borrowings	801	855	256	268	197	134
Finance leases	793	907	334	573	—	—
Trade and other payables	4,128	4,128	4,128	—	—	—
Accrued and other financial liabilities	2,371	2,371	2,371	—	—	—
Total at 31 December 2011	8,093	8,261	7,089	841	197	134
At 31 December 2010:						
Loans and borrowings	824	1,005	306	290	210	199
Finance leases	1,083	1,239	333	629	277	—
Trade and other payables	2,473	2,473	2,473	—	—	—
Accrued and other financial liabilities	2,751	2,755	2,755	—	—	—
Total at 31 December 2010	7,131	7,472	5,867	919	487	199
At 1 January 2010:						
Loans and borrowings	927	1,048	256	251	251	290
Finance leases	1,227	1,385	277	554	554	—
Trade and other payables	2,593	2,593	2,593	—	—	—
Accrued and other financial liabilities	1,811	1,811	1,811	—	—	—
Total at 1 January 2010	6,558	6,837	4,937	805	805	290

21. Pension and Other Employee Benefit Plans

The Group operates various defined contribution pension plans. During the six months ended 30 June 2013, the Group recorded €0.2m (2012: €0.4m, 2011: €0.5m, 2010: €0.4m) of expense in connection with these plans.

22. Leases

Operating Leases

The Group leases certain of its facilities and equipment under non-cancellable operating lease agreements. However, annual obligations under these operating leases has not exceeded €100,000 in any of the periods presented, and is not expected to do so in the foreseeable future. The Group's policy is to purchase all material property, plant and equipment required in its operations.

Finance Leases

In 2012, the net book value of assets acquired under finance leases was €1.2 million, which included €0.7 million of accumulated depreciation. The depreciation expense related to assets under finance leases for 2012 was €0.2 million.

23. Commitments

The following capital commitments for the purchase of property, plant and equipment had been authorised by the directors at 31 December:

	Audited 30 June 2013	Audited 31 December 2012	Audited 31 December 2011	Audited 31 December 2010	Audited 1 January 2010
	€'000	€'000	€'000	€'000	€'000
Contracted for	296	—	1,630	—	—
Not-contracted for	23	48	70	—	—
Total	319	48	1,700	—	—

For information on lease commitments, refer to Note 22.

24. Litigation

The Group is not involved in legal proceedings that could have a material adverse effect on it.

25. Related Parties

As at 30 June 2013, the share capital of Smithstown Holdings was 79.781% owned by Kingbell Company which is ultimately controlled by Patrick Purcell and members of the Purcell family. Patrick Purcell is also a director of Smithstown Holdings. 19.945% was owned by Kevin Barry, Chief Executive of the Group.

The Group has a related party relationship with its subsidiary and its joint venture undertakings (see Note 19 for a list of these undertakings), directors and officers. All transactions with subsidiaries eliminate on consolidation and are not disclosed.

Key management compensation

The profit before tax from continuing operations has been arrived at after charging the following key management compensation:

	Half year		Full year		
	Audited 6 months 30 June 2013	Unaudited 6 months 30 June 2012	Audited 12 months 31 December 2012	Audited 12 months 31 December 2011	Audited 12 months 31 December 2010
	€'000	€'000	€'000	€'000	€'000
Short term employee benefits	197	198	398	387	395
Bonus and other emoluments	122	1,443	2,886	297	943
Pension contributions	9	9	18	18	18
Total	**328**	**1,650**	**3,302**	**702**	**1,356**

The key management compensation amounts disclosed above represent compensation to those people having the authority and responsibility for planning, directing and controlling the activities of the Group. This has been determined to be the directors of Smithstown Holdings for the period from 1 January 2010 to 30 June 2013, all of whom are involved in the day-to-day management of the Group.

In the 12 months ended 31 December 2011, a dividend was paid out to key management in the amount of €1.5 million (€201,000 in 2010). No dividend payments were made in 2012 or half year 2013.

Transactions with Directors

The Group has amounts owing to directors of €832,000 as at 30 June 2013 (31 December 2012: €870,000, 31 December 2011: €330,000, 31 December 2010: €750,000, 1 January 2010: €450,000).

	Audited 30 June 2013	Audited 31 December 2012	Audited 31 December 2011	Audited 31 December 2010	Audited 1 January 2010
	€'000	€'000	€'000	€'000	€'000
Patrick Purcell	832	460	330	250	150
Joseph Purcell	—	410	—	250	150
Kevin Barry	—	—	—	250	150
Total	**832**	**870**	**330**	**750**	**450**

26. Off-balance Sheet Arrangements

As at 31 December 2012 and 2011, the Group had no unconsolidated special purpose financing or partnership entities or other off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on its financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources, that are material to investors.

27. Events After the Balance Sheet Date

Loans and Borrowings

On 9 July 2013, Mincon Rockdrills Pty Limited drew down AUS$1,600,000 (circa €1.1million) on a five year fixed interest loan which is secured on assets of that company with a net book value of approximately AUS$3.1 million (circa €2.2 million).

Group Reorganisation

On 16 August 2013, Manrock plc was incorporated under the laws of the Republic of Ireland. Manrock plc changed its name to Mincon Group plc (the "Company") on 30 September 2013.

In the period to 30 August 2013, the business of Mincon was conducted through Smithstown Holdings and its subsidiaries. A subsequent reorganisation resulted in the Company acquiring 100% of the issued share capital in Smithstown Holdings and a direct and/or indirect holding in its trading subsidiaries.

Following the reorganisation, the Mincon Group comprises the Company and its subsidiaries (including Smithstown Holdings) as outlined in Part IV. The consolidated financial statements of the Company will be prepared on the basis that the Company is a continuation of the Smithstown Holdings Group, reflecting the substance of the arrangement.

Share Issuances

On 30 August 2013, as part of a reorganisation of the Group, Mincon Group plc acquired the entire issued share capital of Smithstown Holdings in consideration of the issue by the Company of 1,500,000 Ordinary Shares of €1.00 each in the capital of the Company to the shareholders of Smithstown Holdings (subsequently subdivided into 150,000,000 Ordinary Shares of €0.01 each). There was no change to the ultimate shareholders of the Group as outlined in Note 25.

Dividend

On 30 August 2013, Smithstown Holdings, the former parent company of the Group, declared a final dividend amounting to €15 million to shareholders on the share register of that company as at 30 August 2013.

Transactions with Directors

In September 2013, the amounts owing to Patrick Purcell of €832,000 were repaid.

PART III(C) – PRO FORMA FINANCIAL INFORMATION ON MINCON GROUP PLC AT 30 JUNE 2013

The following unaudited pro forma financial information of the Group has been prepared under IFRS and on the basis of the notes set out below to illustrate how (i) the settlement of the dividend liability and (ii) the net proceeds of the offering might have affected the net assets of the Group as shown in its audited financial statements for the six months to 30 June 2013 had they been undertaken at that date. The pro forma financial information has been prepared for illustrative purposes only and does not constitute statutory consolidated financial statements of the Group. Because of its nature, the pro forma financial information addresses a hypothetical situation, and therefore does not represent what the Group's actual financial position will be following completion of the Offering.

	Mincon Group plc	Smithstown Holdings	Dividend payment (i)	Proceeds of offering (ii)	Pro forma as at 30 June 2013
	€'000	€'000	€'000	€'000	€'000
Non-Current Assets					
Goodwill	—	1,698	—	—	1,698
Property, plant and equipment	—	14,918	—	—	14,918
Deferred tax asset	—	9	—	—	9
Other non-current assets	—	497	—	—	497
Total non-current assets	**—**	**17,122**	**—**	**—**	**17,122**
Current assets					
Inventory	—	19,005	—	—	19,005
Trade and other receivables	—	10,870	—	—	10,870
Other current assets	—	714	—	—	714
Cash and cash equivalents	39	13,981	(15,000)	47,000	46,020
Total current assets	**39**	**44,570**	**(15,000)**	**47,000**	**76,609**
Total assets	**39**	**61,692**	**(15,000)**	**47,000**	**93,731**
Non-current liabilities					
Deferred tax liability	—	(747)	—	—	(747)
Other liabilities	—	(907)	—	—	(907)
Total non-current liabilities	**—**	**(1,654)**	**—**	**—**	**(1,654)**
Current liabilities					
Loans and borrowings	—	(779)	—	—	(779)
Trade and other payables	—	(4,977)	—	—	(4,977)
Accrued and other liabilities	—	(1,784)	—	—	(1,784)
Taxation liabilities	—	(1,305)	—	—	(1,305)
Total current liabilities	**—**	**(8,845)**	**—**	**—**	**(8,845)**
Total liabilities	**—**	**(10,499)**	**—**	**—**	**(10,499)**
Net assets	**39**	**51,193**	**(15,000)**	**47,000**	**83,232**

The pro forma financial information is prepared on the basis set out in the notes below:

(1) The assets and liabilities of the Mincon Group plc as at 16 August 2013 and Smithstown Holdings as at 30 June 2013 have been accurately extracted without material adjustment from the audited Accountant's reports set out in part III of this document.

(2) The columns represent the adjustments to show how the dividend payment and proceeds from the offering might have affected the net assets of Mincon Group plc as shown if they had taken place as at 30 June 2013.

(i) payment of a final dividend of €15 million to the shareholders of Smithstown Holdings on record as of 30 August 2013;

(ii) a capital raise of €47.0 million (net of costs), with the proceeds included in cash; and

(iii) No account has been taken of trading results subsequent to 30 June 2013.

PART IV—ADDITIONAL INFORMATION

1. RESPONSIBILITY

The Company and the Directors, whose names and functions appear on page 2 of this Document accept responsibility for the information contained in this Document. To the best of the knowledge and belief of the Company and the Directors (who have each taken all reasonable care to ensure that such is the case), the information contained in this Document is in accordance with the facts and contains no omission likely to affect its import. All Directors accept individual and collective responsibility for compliance with the AIM Rules and the ESM Rules.

2. THE COMPANY

2.1 The Company was incorporated in Ireland with company number 531494 on 16 August 2013 as a public company limited by shares under the name Manrock plc. It subsequently changed its name to Mincon Group plc on 30 September 2013.

2.2 The principal legislation under which the Company operates is the Companies Acts and the regulations made thereunder. The liability of the Company's members is limited.

2.3 The Company is domiciled in Ireland. The registered and head office of the Company is at Smithstown Industrial Estate, Shannon, Co. Clare, Ireland (telephone number +353 61 361 099) and the Company's website is www.mincon.com.

3. SUBSIDIARIES

The Company is the holding company of the Group. The Company has the following subsidiaries, which are, except where stated to the contrary, wholly owned:

Company name	Country of incorporation	Group Share %
Mincon International Limited	Ireland	100%
Mincon Inc	United States	100%
Mincon Rockdrills USA Inc	United States	75%*
Mincon Rockdrills PTY Ltd	Australia	100%
Mincon Sweden AB	Sweden	100%
DDS-SA (Proprietary) Ltd	South Africa	100%
Mincon West Africa SARL	Senegal	80%
Mincon Poland	Poland	100%
Mincon Finance BV	Holland	100%
Mincon Rockdrills Ghana Limited	Ghana	80%
Mincon Mining Equipment Inc	Canada	100%
Smithstown Holdings	Ireland	100%
Mincon Microcare Limited	Ireland	100%*
Castle Heat Treatment Limited	Ireland	100%*
Mincon International Shannon	Ireland	100%*
Lotusglade Limited	Ireland	100%*
Floralglade Company	Ireland	100%*
Mincon SAC	Peru	100%**

* Indirectly held shareholding.

** Directly and indirectly held shareholding.

Mincon Equipment Inc is a company incorporated in Canada on 13 June 2013 and the Company indirectly holds a 50% interest in this company. This company has not traded in the period since incorporation.

The following Mincon Group companies have ceased and/or are in the process of ceasing to carry on activities and it is intended that they will be wound up or dissolved as soon as reasonably practicable following Admission:

Mincon Mining Equipment Inc
Smithstown Holdings
Mincon Microcare Limited
Castle Heat Treatment Limited

Mincon International Shannon
Lotusglade Limited
Floralglade Company

4. SHARE CAPITAL OF THE COMPANY

4.1 The issued share capital of the Company as at the close of business on 19 November 2013 (being the Latest Practicable Date prior to the publication of this Document) and as expected to be immediately following Admission (assuming 57,471,264 New Ordinary Shares are issued pursuant to the Placing) is as follows:

Class	Authorised Number	Nominal Value	Issued and paid up number	Nominal Value aggregate
At the date of this Document				
Ordinary Shares	496,150,000	€0.01	150,000,000	€1,500,000
Subscriber Shares	38,500	€1.00	38,500	€ 38,500
After Admission				
Ordinary Shares	496,150,000	€0.01	207,471,264	€2,074,713
Subscriber Shares	38,500	€1.00	38,500	€ 38,500

Between the date of incorporation of the Company and the date of this Document, there have been the following changes in the authorised and issued share capital of the Company:

Authorised Share Capital

(a) On incorporation, the authorised share capital of the Company was €1,000,000,000 divided into 1,000,000,000 Ordinary Shares of €1.00 each.

(b) On 30 August 2013, 30,800 Ordinary Shares of €1.00 each held directly and indirectly by Patrick Purcell and 7,700 Ordinary Shares of €1.00 each held directly by Kevin Barry were redesignated as Subscriber Shares (having the rights attaching to those shares as set out in the Articles).

(c) On 30 August 2013, 1,196,712 Ordinary Shares of €1.00 each held by Ballycar Limited (a company controlled by Kevin Barry) were redesignated as Redeemable Ordinary Shares (having the rights attaching to those shares as set out in the Articles).

(d) On 30 August 2013, 1,196,712 Redeemable Ordinary Shares of €1.00 each held by Ballycar Limited were redeemed and cancelled and subsequently on 23 September 2013 1,196,712 Redeemable Ordinary Shares were redesignated as 1,196,712 Ordinary Shares of €1.00 each (having the rights attaching to those shares as set out in the Articles).

(e) On 23 September 2013, 999,615,000 Ordinary Shares of €1.00 each were subdivided into 9,999,615,000 Ordinary Shares of €0.10 each.

(f) On 23 September 2013, 9,000,000,000 unissued Ordinary Shares of €0.10 each were cancelled.

(g) On 1 November 2013, 999,615,000 Ordinary Shares of €0.10 each were subdivided into 9,996,615,000 Ordinary Shares of €0.01 each.

(h) On 1 November 2013, 9,500,000,000 unissued Ordinary Shares of €0.01 each were cancelled.

(i) Accordingly, at Admission the authorised share capital of the Company will be €5,000,000 divided into 496,150,000 Ordinary Shares of €0.01 each and 38,500 Subscriber Shares of €1.00 each.

Issued Share Capital

(a) On incorporation, the issued share capital was 38,500 Ordinary Shares of €1.00 each of which 30,800 Ordinary Shares of €1.00 each were held directly and indirectly by Patrick Purcell and 7,700 Ordinary Shares of €1.00 each were held directly by Kevin Barry. The shares were issued and paid up in full.

(b) On 30 August 2013, as part of a reorganisation of the Group the following changes occurred:

(i) The Company acquired the entire issued share capital of Smithstown Holdings in consideration of the issue by the Company of 1,500,000 Ordinary Shares in the capital of the Company to the shareholders of Smithstown Holdings.

(ii) Kingbell Company subscribed for 1,196,712 Ordinary Shares of €1.00 each in the capital of the Company in consideration of the issue of by Kingbell Company of an undertaking to pay of €79,780,800 to the Company. The shares were issued and fully paid at par.

(iii) On 30 August 2013, 1,196,712 Ordinary Shares of €1.00 each held by Ballycar Limited (a company controlled by Kevin Barry) were redesignated as Redeemable Ordinary Shares (having the rights attaching to those shares as set out in the Articles).

(iv) The Company subsequently redeemed 1,196,712 Redeemable Ordinary Shares of €1.00 each held by Ballycar Limited (a company controlled by Kevin Barry) for €79,780,800. The redemption was made out of the proceeds of the fresh issue referred to in (ii) above. The consideration in respect of the redemption was satisfied by the endorsement by the Company in favour of Ballycar Limited of the undertaking to pay referred to in (ii) above.

(v) On 30 August 2013, 30,800 Ordinary Shares of €1.00 each held directly and indirectly by Patrick Purcell and 7,700 Ordinary Shares of €1.00 each held by Kevin Barry were redesignated as Subscriber Shares (having the rights attaching to those shares as set out in the Articles).

(c) On 10 September 2013, Ballybell Limited, a company also controlled by Kevin Barry, acquired all of the Ordinary Shares held by Ballycar Limited in the capital of the Company.

(d) On 23 September 2013, the 1,500,000 issued Ordinary Shares of €1.00 each in the capital of the Company were subdivided into 15,000,000 Ordinary Shares of €0.10 each.

(e) On 1 November 2013, the 15,000,000 issued Ordinary Shares of €0.10 each in the capital of the Company were subdivided into 150,000,000 Ordinary Shares of €0.01 each.

(f) On Admission 57,471,264 New Ordinary Shares will be issued. These shares represent the new shares being placed by the Company at the time of Admission.

4.2 Pursuant to the Articles adopted by the Company by shareholder resolution on 1 November 2013 the Directors were authorised:

(a) to allot and issue relevant securities (as defined by Section 20 of the Companies (Amendment) Act 1983) up to an amount equal to the authorised but as yet unissued share capital of the Company at the date of the passing of the resolution, such authority to expire immediately following Admission and the issue of the Placing Shares and thereafter to allot and issue relevant securities (as defined by Section 20 of the Companies (Amendment) Act 1983) to a maximum aggregate nominal amount which is equal to one third of the allotted and fully paid share capital of the Company immediately following Admission, such authority to expire at the close of business on the date of the first Annual General Meeting of the Company following Admission or 31 October 2015 (whichever is the earlier) unless previously renewed, varied or revoked by the Company in general meeting, save that, the Company may before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after the expiration of such authority and the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority had not expired; and

(b) to allot equity securities (as defined by Section 23 of the Companies (Amendment) Act 1983) for cash pursuant to the authority referred to at paragraph (a) above, as if Section 23 of the Companies (Amendment) Act 1983 (Pre-emption Rights) did not apply to any such allotment such power being limited to:

(i) the allotment of the Placing Shares;

(ii) the allotment of equity securities in connection with any offer of securities, open for a period fixed by the Directors, by way of rights, open offer or otherwise in favour of holders of Ordinary Shares and/or any persons having a right to subscribe for or convert securities into Ordinary Shares in the capital of the Company (including, without limitation, any person entitled to options under any of the Company's share option schemes and/or shares incentive plan for the time being) and subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to legal or practical problems under the laws of, or the requirement of any recognised body or stock exchange in, any territory;

(iii) in addition to the authority conferred by paragraphs (i)—(ii), the allotment of equity securities up to a maximum aggregate nominal value of 10% of the issued capital of the

Company immediately following Admission or, in respect of any renewal of this authority, at the close of business on the date on which such renewal shall be granted; and

(iv) in addition to the authority conferred by paragraphs (i)—(iii), the allotment of Ordinary Shares under any of the Company's equity incentive plans.

4.3 Save as disclosed in section 6 and section 10 of this Part IV, no share or loan capital of the Company is under option or agreed, conditionally or unconditionally, to be put under option.

4.4 Save for the issue of the Placing Shares pursuant to the Placing, there is no present intention to issue either, fully or partially paid up for cash or otherwise any shares in the capital of the Company or any of its subsidiaries.

4.5 No persons have preferential subscription rights in respect of any authorised but unissued share or loan capital of the Company or any of its subsidiaries.

4.6 The ISIN number of the Company's securities is IE00BD64C665

5. MEMORANDUM AND ARTICLES OF ASSOCIATION

5.1 The principal objects of the Company are to carry on business as a holding company. The objects of the Company are set out in full in clause 3 of the Memorandum of Association.

5.2 The Articles have been adopted conditional upon and with effect from Admission. The Articles contain the following provisions:

(i) Voting rights

The holders of Ordinary Shares have the right to receive notice of and attend and vote at all general meetings of the Company and they are entitled, on a poll or a show of hands, to one vote for every Ordinary Share they hold. The holders of Subscriber Shares shall not have any of these rights.

Votes at general meetings may be given either personally or by proxy. Subject to the Companies Acts and any special rights or restrictions as to voting attached to any shares, on a show of hands every member who (being an individual) is present in person and every proxy and every member (being a corporation) who is present by a representative duly authorised, shall have one vote, so, however, that no individual shall have more than one vote for every share carrying voting rights and on a poll every member present in person or by proxy shall have one vote for every share of which he is the holder.

(ii) Variation of rights

Subject to the provisions of the Companies Acts and to any special rights for the time being attached to any existing shares, any shares may be allotted or issued which have attached to them such rights or restrictions as the Company may from time to time by resolution determine.

Subject to the provisions of the Companies Acts, any share may be issued which is liable to be redeemed on such terms and in such manner as the Company may determine.

If at any time the share capital of the Company is divided into shares of different classes then, subject to the provisions of the Companies Acts, any of the rights for the time being attached to any share or class of shares in the Company be varied or abrogated with the consent in writing of the holders of not less than three quarters in nominal value of the issued shares of the class or with the sanction of a special resolution at a separate general meeting of the holders of shares of the class and may be so varied or abrogated either whilst the Company is a going concern or during the contemplation of a winding-up.

Subject to the terms on which any shares may be issued, the rights or privileges attached to any class of shares shall be deemed to be varied or abrogated by the reduction of the capital paid up on such shares or by the allotment of further shares ranking in priority for the payment of a dividend or in respect of capital or howsoever or which confer on the holders voting rights more favourable than those conferred by such first mentioned shares but shall not be deemed to be varied or abrogated by the creation or issue of any new shares ranking pari passu in all respects (save as to the date from which such new shares shall rank for dividend) with or subsequent to those already issued or by the purchase or redemption by the Company of its own shares or the Company permitting, the holding of and transfer of title to shares of that or any other class in uncertificated form by means of a relevant system in accordance with the provisions of the Companies Acts, 1996 Regulations and the Articles.

(iii) Transfer of shares

Any member may transfer all or any of his shares (i) in the case of certificated shares, by instrument, in writing in any usual or common form, or in such other form as the Board shall from time to time approve and (ii) in the case of uncertificated shares, in accordance with and subject to regulations made from time to time under the Companies Acts or in accordance with any other statutory provisions or regulations having similar effect. The Board may recognise a renunciation of the allotment of any shares by the allottee in favour of some other person.

The Directors may in their absolute discretion, without assigning any reason, refuse to register a transfer of shares including (a) in respect of a share which is not fully paid, (b) any transfer of a share to or by a minor or a person of unsound mind, provided that such does not prevent dealings in the shares from taking place on an open and proper basis. The Board may also refuse to register any instrument unless it is lodged at the registered office of the Company or at such other place as the Board may appoint and is accompanied by the certificate for the shares to which it relates (save where the transferor is a Stock Exchange Nominee) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer. The Board may also refuse to register any instrument for transfer unless it is in respect of one class of share only or which is in favour of more than four transferees or in any circumstances permitted by the 1996 Regulations.

If the Directors refuse to register a transfer then within two months after the date on which the transfer was lodged with the Company, the Board shall send a notice of the refusal to the transferee. Subject to the 1996 Regulations, the registration of transfers of shares may be suspended at such times and for such periods (not exceeding thirty days in each year) as the Directors may determine.

(iv) Dividends

Subject to the provisions of the Companies Acts, the Company may by ordinary resolution declare dividends, but no dividend shall exceed the amount recommended by the Board.

Subject to the provisions of the Companies Acts, the Board may pay such interim dividends as appear to be justified by the profits of the Company available for distribution. Should at any time the share capital of the Company be divided into different classes the Board may pay interim dividends on shares which confer deferred or non-preferred rights with regard to dividends as well as on shares which confer preferential rights with regard to dividend, subject to any restrictions (under the Articles or otherwise) relating to the application, or the priority of application, of the Company's profits available for distribution or the declaration or as the case may be the payment of dividends by the Company.

Subject to the rights of those entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid up on the shares in respect of which the dividend is paid.

The Directors may, if authorised by an ordinary resolution, offer holders of Ordinary Shares the right to elect to receive in lieu of such dividend specified by ordinary resolution (or part thereof) an allotment of additional Ordinary Shares credited as fully paid.

Any dividend which has remained unclaimed for twelve years from the date the dividend became due for payment shall, if the Directors so resolve, be forfeited and cease to remain owing by the Company. The payment by the Directors of any unclaimed dividend or other monies payable in respect of a share into a separate account shall not constitute the Company a trustee in respect thereof. Any dividend, interest or other sum payable which remains unclaimed for one year after having been declared may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed.

(v) Return of capital

Subject to the rights of any shares which are issued with special terms or conditions, if the Company is wound up, the surplus assets remaining after payment of all creditors are to be divided among the members in proportion to the capital which at the commencement of the winding up is paid up on the shares held by them respectively and, if such surplus assets are insufficient to repay the whole of the paid up capital, they are to be distributed so that as nearly as may be the losses are borne by the members in proportion to the capital paid up at the commencement of the winding up on the shares held by them respectively.

(vi) Pre-emption

Subject to the provisions of the Companies Acts relating to authority, pre-emption or otherwise in regard to the issue of new shares and to any resolution of the Company in general meeting, all unissued shares shall be at the disposal of the Directors and they may allot, grant options over, or rights to acquire, or otherwise dispose of them to such persons on such terms and conditions and at such times as they may consider to be in the best interests of the Company.

Pre-emption rights pursuant to the Companies Acts may be disapplied by shareholder resolution. Further details of certain shareholders' resolutions that have disapplied these rights in certain circumstances are provided at Section 4.2 of Part IV of this Document. Notwithstanding these resolutions, the Directors shall have the power and authority (without the need for further sanction) to allot and issue Ordinary Shares or other equity securities on a non-pre-emptive basis in certain circumstances including (a) the allotment of (i) bonus shares; (ii) equity securities to be paid up (either wholly or partly) otherwise than in cash; (iii) equity securities allotted for cash which are to be held under an employee share scheme; (iv) Ordinary Shares under any of the Company's long-term incentive plan or any other share option or equity incentive plan adopted by the Company; (v) new shares and/or equity securities pursuant to the Placing; (b) the allotment of new shares and/or equity securities for cash (i) in connection with a rights issue with a nominal value equivalent to approximately 33% of the total ordinary share capital of the Company immediately following Admission (but so that the Board may impose any limits or restrictions and make arrangements which it considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practicable problems in, or under the laws of, any territory or any other matter) and (ii) otherwise equivalent to 10% of the total issued share capital of the Company immediately following Admission, in each case without shares first being offered to existing shareholders in proportion to their existing holdings or (c) where the Directors of the Company are authorised to do so by an ordinary resolution of the Company. The power shall, in respect of paragraphs (b)(i) and (ii) only, expire at the conclusion of the Company's annual general meeting in 2014 or 18 calendar months after the date of adoption of the relevant articles of association granting such authorisation, whichever is the earlier.

(vii) General meetings

Convening

The Company shall hold in each year a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it. Not more than fifteen months shall elapse between the date of one annual general meeting and that of the next. All general meetings other than annual general meetings are referred to in this section as extraordinary general meetings. The Board may convene general meetings and extraordinary general meetings may also be convened on such requisition, or in default may be convened by such requisitionists, and in such manner as may be provided by the Companies Acts. Subject to the provisions of the Companies Acts allowing a general meeting to be called by shorter notice, an annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice and all other extraordinary general meetings shall be called by at least fourteen clear days' notice.

No business

No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Except as provided in relation to an adjourned meeting, three persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporate Member, shall be a quorum. If such a quorum is not present within five minutes (or such longer time not exceeding 30 minutes as the chairman of the meeting may decide) from the time appointed for the meeting, the meeting, if convened on the requisition of Members, shall be dissolved and in any other case, shall stand adjourned to the same day in the next week at the same time and place, or to such other time and place as the chairman of the meeting may determine.

At any general meeting, a resolution put to a vote of the meeting shall be decided on a show of hands, unless before, or on the declaration of, the result of the show of hands a poll, is duly demanded. Subject to the provisions of the Companies Acts, a poll may be demanded by (a) the chairman of the meeting; (b) at least five Members present (in person or by proxy) having the right to vote at the meeting; (c) by any Member or Members present (in person or by proxy) representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting; or (d) by a Member or Members present (in person or by proxy) holding shares in the Company concerning the right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all share conferring that right.

Any notice convening a general meeting shall specify the time and place of the meeting and, in the case of special business, the general nature of that business. It shall also give particulars of any Directors who are to retire by rotation or otherwise at the meeting of and of any persons who are recommended by the Directors for appointment or re-appointment as Directors at the meeting, or in respect of whom notice has been duly given to the Company of the intention to propose them for appointment or re-appointment a Directors at the meetings. Subject to any restrictions imposed on any shares, the notice shall be given to all members, to all persons entitled to a share by reason of the death or bankruptcy of a member and to the Directors and the Auditors. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

Admission to General Meetings

The Directors may, for the purpose of controlling the level of attendance at a place specified for the holding of a general meeting, make such arrangements as they consider in their absolute discretion to be appropriate provided that arrangements are made for the simultaneous attendance and participation at other places by members otherwise entitled to attend the general meeting.

The Company may communicate information in electronic form, whether as an electronic communication or otherwise in such a manner or form subject to the restrictions determined by the Board and subject to the Articles.

(viii) Directors

General

Unless otherwise determined by the Company in General Meeting, there shall not be more than nine and not less than two Directors.

At each Annual General Meeting of the Company one-third of the Directors shall retire from office provided that each Director shall present himself for re-election at least once every three years. A Director who retires at an Annual General Meeting may if willing to act be reappointed.

The Directors to retire will be those who wish to retire and not be reappointed to office, and then those who have been longest in office. As between those who are appointed or reappointed on the same day, those to retire (unless they otherwise agree) will be determined by lot.

The ordinary remuneration of the Directors, who do not hold executive office, for their services (excluding amounts (if any) payable under any other provisions of the Articles) shall not exceed, in aggregate, €500,000 per annum or such other amount as the Company may from time to time by ordinary resolution determine. Each such Director shall be paid a fee (which shall be deemed to accrue from day to day) at such rate as may from time to time be determined by the Directors.

If any Director who does not hold executive office, and who performs extra services such as acting as chairman or deputy chairman or service on any committee, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, the Company may further remunerate such Director either by way of salary or otherwise as the Directors may determine.

The Directors may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or general meetings or separate meetings of the Holders of any class of shares or of debentures of the Company or otherwise in connection with the discharge of their duties.

Entitlement to Purchase Pensions

The Directors may provide benefits, whether by way of pensions, gratuities or otherwise, for any Director, former Director or other officer or former officer of the Company or to any person who holds or has held any employment with the Company or with any body corporate which is or has been a subsidiary or associated company of the Company or a predecessor in business of the Company or of any such subsidiary or associated company and to any member of his family or any person who is or was dependent on him and may set up, establish, support, alter, maintain and continue any scheme for providing all or any of such benefits and for such purposes any Director may accordingly be, become or remain a member of, or rejoin any scheme and receive or retain for his own benefit all benefits to which he may be or become entitled thereunder. The Directors may pay out of the funds of the Company any premiums, contributions or sums payable by the Company under the provisions of any such scheme in respect of any of the persons or class of persons above referred to who are or may be or become members thereof.

Entitlement to Purchase Insurance

The Directors shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time, directors, officers, or employees of the Company or of any other company which is its holding company or in which the Company or such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or any such other company, or who are or were at any time trustees of any pension fund in which employees of the Company, or any such other company or such subsidiary undertaking are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission when in the actual or purported execution or discharge of their duties or in the exercise or purported exercise of their powers or otherwise in relation to their duties, powers or offices in relation to the Company or any such other company, subsidiary undertaking or pension fund.

Directors' Voting

Save as otherwise provided by the Articles, a Director shall not vote at a meeting of the Directors or a committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest which is material or a duty which, in a material way, conflicts or may conflict with the interests of the Company. A Director shall not be counted in the quorum present at a meeting in relation to any such resolution on which he is not entitled to vote.

A Director shall (in the absence of some material interest other than those indicated below) be entitled to vote (and be counted in the quorum) in respect of any resolutions concerning any of the following matters, namely:

a) the giving of any security, guarantee or indemnity to him in respect of money lent by him or obligations incurred by him or any other person at the request of or for the benefit of, the Company or any of its subsidiary or associated companies;

b) the giving of any security, guarantee or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiary or associated companies for which he himself has assumed responsibility in whole or in part, and whether alone or jointly with others, under a guarantee or indemnity or by the giving of security;

c) any proposal concerning any offer of shares or debentures or other securities of or by the Company or any of its subsidiary or associated companies for subscription, purchase or exchange in which offer he is entitled to participate as a holder of securities or is to be interested as a participant in the underwriting or sub-underwriting thereof;

d) any proposal relating to of any other company in which he is interested, directly or indirectly and whether as an officer or shareholder or otherwise howsoever, provided that he is not the holder of, nor has an interest (within the meaning of the Irish Companies Act 1990) in one per cent. or more of (i) the issued shares of any class of the equity share capital of such company, or (ii) the voting rights available to such company (or a third company through which his interest is derived), any such interest being deemed for these purposes to be material in all circumstances;

e) any proposal relating to the adoption, modification or operation of a pension or superannuation fund or retirement, death or disability benefits scheme under which he may benefit in a manner similar to the benefits awarded to other employees to whom the scheme relates or which has been approved by or is subject to and conditional upon approval for taxation purposes by the appropriate Revenue authorities;

f) any proposal relating to the adoption, modification or operation of any scheme for enabling employees (including full time Executive Directors) of the Company and/or any subsidiary or associated company thereof to acquire shares in the Company or any of its subsidiary or associated companies under which he benefits or may benefit in a manner similar to the benefits awarded to other employees to whom the scheme relates or which has been approved by or is subject to and is conditional upon approval for taxation purposes by the appropriate Revenue authorities; or

g) any proposal concerning the giving of any indemnity pursuant to article 130 of the Articles or concerning insurance which the Company proposes to maintain or purchase for the benefit of Directors or for the benefit of persons including Directors.

Power to Delegate

Without prejudice to the generality of the above, the Directors may delegate any of their powers and discretions to any managing Director or any Director holding any other executive office or to any committee consisting of one or more Directors together with such other person or persons (if any) as may be appointed to such committee by the Directors provided that a majority of the members of each committee shall at all times consist of Directors and that no resolution of any such committee shall be effective unless a majority of the members of the committee present at the meeting at which it was passed are Directors. The powers or discretions which may be delegated to any such committee shall include (without limitation) any powers and discretions whose exercise involves or may involve the payment of remuneration to, or the conferring of any other benefit on, all or any of the Directors. Any such delegation may be made subject to any conditions the Directors may impose, and either collaterally with or to the exclusion of their own powers, and may be revoked. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the provisions of the Articles regulating the proceedings of Directors so far as they are capable of applying provided always that such committees shall have power, to the extent not inconsistent with the authority under which they are established, to set their own quorum and generally to regulate their own procedures.

Nomination Rights

a) For so long as the aggregate registered holdings of Ordinary Shares of the Purcell Family Members (as such term is defined in the Articles) represent 30% or more of the entire issued ordinary share capital of the Company, they may jointly nominate up to two persons for appointment as Directors provided that on the first occasion upon which the aggregate registered holdings of Ordinary Shares of the Purcell Family Members shall cease to represent 30% or more of the entire issued ordinary share capital of the Company, the Purcell Family Members shall cease to have the right to nominate two persons for appointment as a Director.

b) Following the cessation of their right to nominate two persons and for so long as the aggregate registered holdings of Ordinary Shares of Purcell Family Members (as such term is defined in the Articles) shall represent 10% or more of the entire issued ordinary share capital of the Company, they may jointly nominate one person for appointment as a Director provided that on the first occasion upon which the aggregate registered holdings of Ordinary Shares of Purcell Family Members shall cease to represent 10% or more of the entire issued ordinary share capital of the Company, the Purcell Family Members shall cease to have the right to nominate any person for appointment as a Director.

c) For so long as the aggregate registered holding of Ordinary Shares of the Barry Family Members (as such term is defined in the Articles) represents 10% or more of the entire issued ordinary share capital of the Company, it may nominate one person for appointment as a Director provided that on the first occasion upon which the aggregate registered holding of Ordinary Shares of Barry Family Members shall cease to represent 10% or more of the entire issued ordinary share capital of the Company, the Barry Family Members shall cease to have the right to nominate any person for appointment as a Director.

(ix) Borrowing powers

The Directors may exercise all of the powers of the Company to borrow money, and to mortgage or charge its undertaking, property, assets and uncalled capital or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party without limitation as to amount.

(xi) Disclosure of interest in shares

Part IV of the Irish Companies Act 1990 makes provision for the disclosure of interests in shares in Irish public limited companies. This Act requires notification of interests in, and changes in interests of, 5 per cent or more of the relevant share capital (or of any class of relevant share capital) of an Irish public limited company. The notification obligation arises where there is a change in the percentage of shares in which a person has an interest from below to above the five per cent threshold, or from above to below that threshold, or where 5 per cent is exceeded both before and after the transaction but the percentage level, in whole numbers, changes (fractions of a percentage being rounded down to the next whole number). "Relevant share capital" is defined, broadly, as issued share capital carrying full voting rights.

The obligation to notify must be performed within the period of five clear business days from the date upon which the obligation arises. The notification to the relevant company must be in writing and must specify the share capital to which it relates; the number of shares comprised in that share capital in which the person making the notification knows he was interested immediately after the time when the obligation arose, or in a case where the person no longer has a notifiable interest in shares comprised in the share capital, state that he no longer has an interest; identify the notifier and give his address and, except where the notice is stating that the notifier no longer has a notifiable interest in the shares, give details of the registered holder of the shares and the number of shares held by such holder. Where a person fails to comply with the notification requirements described above, no right or interest of any kind whatsoever in respect of the shares concerned, held by such person, shall be enforceable by such person, whether directly or indirectly, by action or legal proceeding. However, such person may apply to the High Court of Ireland to have the rights attaching to the shares concerned reinstated.

The AIM Rules and ESM Rules require an AIM or ESM company (as the case may be) to issue a notification without delay of any relevant changes, being changes to the legal or beneficial interest, whether direct or indirect, to the holding of a significant shareholder, a significant shareholder being 3 per cent or more of any class of an AIM security and five per cent or more of any class of an ESM security respectively, and any increase or decrease of such holding through any single percentage.

In addition to any other right or power under the Companies Acts, the Directors may at any time and from time to time if, in their absolute discretion, they consider it to be in the interests of the Company to do so, give a notice to any member requiring such person(s) to notify the Company in writing within such period as may be specified in such notice of full and accurate particulars of his/its interest in Ordinary Shares held by the member and the nature of such interest. The Directors may (before or after the receipt of any written particulars) require any such particulars to be verified by statutory declaration.

If any member is in default in supplying to the Company the information required by the Company within the prescribed period or if the Company determines that the member has not complied with his obligations, the Directors in their absolute discretion may at any time following 14 days from the expiry of the prescribed period serve a restriction notice on the member. The restriction notice shall direct that in respect of the Ordinary Shares in respect of which the default has occurred, the member shall not be entitled to attend, speak or vote either personally, by representative or by proxy at any general meeting of the Company or at any separate general meeting of the class of shares concerned or to exercise any other right conferred by membership in relation to any such meeting. Where the shares in respect of which there has been a default represent at least 0.25 per cent. of the class of shares concerned, the restriction notice shall additionally direct that dividends or other amount payable on such shares will be withheld by the Company and that no transfer of those shares shall be registered until the default is rectified. A restriction notice shall may cancelled in certain circumstances by the Directors.

(xii) Reduction of capital

The Company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner and with and subject to any incident authorised, and consent required, by law.

(xiii) Subscriber Shares

The following provisions shall apply to the Subscriber Shares:

a) Attendance/Voting at General Meeting: The holders of the Subscriber Shares shall not be entitled to receive notice of or to attend or vote at any general meeting of the Company.

b) Dividends: The holders of the Subscriber Shares shall not be entitled to the payment of any dividend or distribution of any kind.

c) Repayment of Capital: The holders of the Subscriber Shares shall not have any rights to participate in a return of capital of the Company.

d) Transfer: Save with the consent of the Board, the Subscriber Shares shall not be transferable.

e) Redemption of Subscriber Shares: The Company may at any time (subject to the provisions of the Companies Acts) redeem all of the Subscriber Shares then in issue by paying in aggregate to the holders of the Subscriber Shares the sum of the paid up share capital in respect of the Subscriber Shares (being in aggregate €38,500), such sum to be divided among the holders of the Subscriber Shares proportionate to their respective holdings of Subscriber Shares.

f) No Pre-Emption Rights: For the avoidance of doubt the Subscriber Shares shall not confer on the holders thereof any pre-emption rights and for the avoidance doubt right shall not confer on the holders thereof any rights to subscribe pursuant to the provisions of the Articles for any new shares of whatever kind in the capital of the Company.

6. DIRECTORS' AND OTHER INTERESTS

6.1 The interests of the Directors and the persons connected with them (all of which are beneficial save where otherwise stated) in the issued share capital of the Company as at the Latest Practicable Date and as expected to be immediately following Admission (assuming 57,471,264 Ordinary Shares are issued pursuant to the Placing) are as follows:

Name	Subscriber Shares at date of this Document	Ordinary Shares held at date of this Document	Percentage of Existing Issued Ordinary Share Capital	Ordinary Shares held following Admission	Percentage of Enlarged Issued Ordinary Share Capital
Patrick Purcell	30,800[1]	119,671,200[2]	79.781%	119,671,200	57.681%
Kevin Barry	7,700[3]	29,917,800[4]	19.945%	29,917,800	14.420%
Joseph Purcell	—	119,671,200[2]	79.781%	119,671,200	57.681%
Thomas Purcell	—	119,671,200[2]	79.781%	119,671,200	57.681%

(1) Patrick Purcell holds, directly and indirectly, 30,800 Subscriber Shares of €1.00 each in the capital of the Company

(2) Kingbell Company, a company controlled by Patrick Purcell and members of the Purcell family (including Joseph Purcell and Thomas Purcell) holds 119,671,200 Ordinary Shares of €0.01 in the capital of the Company

(3) Kevin Barry holds 7,700 Subscriber Shares of €1.00 each in the capital of the Company

(4) Ballybell Limited, a company controlled by Kevin Barry holds 29,917,800 Ordinary Shares of €0.01 in the capital of the Company.

6.2 Save as disclosed in paragraph 6.1 and 6.2 of this Part IV, no Director has any interest in the Company's share capital. No Director or member of a Director's family has a related financial product referenced to the Company's share capital.

6.3 As at 19 November 2013 (being the Latest Practicable Date prior to publication of this Document) and save as disclosed in paragraph 8 of this Part IV, the Directors are not aware of any person or persons who, directly or indirectly, jointly or severally, exercise or could exercise control over the Company.

6.4 There are no outstanding loans granted or guarantees provided by any company in the Group to or for the benefit of any of the Directors.

6.5 Save as disclosed in section 11 of Part I of this Document, no Director has any interest, whether direct or indirect, in any transaction which is or was unusual in its nature or conditions or significant to the business of the Group taken as a whole and which was effected by the Company or any other member of the Group during the current or immediately preceding financial year, or during any earlier financial year which remains in any respect outstanding or unperformed.

6.6 In so far as is known to the Company there are no arrangements the operation of which may, at a date subsequent to the date of this Document, result in a change of control of the Company.

7. ADDITIONAL INFORMATION ON THE DIRECTORS

7.1 The details of those companies and partnerships outside the Group of which the Directors are directors are or have been a member of the administrative, management or supervisory bodies at any time within the five years prior to the date of this Document, are as follows:

Director	Current	Previous
Peter Lynch	Irish Telecommunications Investments plc	None
	Prime Active Capital plc	
	Prime Active Capital (Services) Limited	
	Cellular Center Holdings, LLC	
	Express Business Service, LLC	
	ServicePoint, LLC	
	SecuriPAC, LLC	
	Colormaster (Essex) Limited	
	Copperstar Limited	
	Oakhill (Glasgow) Limited	
	Oakhill (Lochaber) Limited	
	Oakhill Labels Holdings Limited	
	PAC Digimedia (Holdings) Limited	
	PAC Digimedia Limited	
	PAC Telemedia, LLC	
	Plasboard Holdings Limited	
	Print Permanising Limited	
	Speedprint (Horsforth) Limited	
Kevin Barry	Ballycar Limited	Clare Local
	Ballybell Limited	Development Company
	Obair Childcare Services Limited	
	Obair Newmarket-on-Fergus Limited	
	Perforoc Limited	
Patrick Purcell	Kingbell Company	None
Joseph Purcell	Kingbell Company	None
Thomas Purcell	None	None
Padraig McManus	Business in the Community Ireland	AMM Construction Limited
	The Economic and Social Research Institute	The Conference Board
	Eircom Ireland	ESB
	Eircom Finance Limited	
	Eircom Holdings (Ireland) Limited	
	Eircom Holdco SA Luxembourg	
	Irish Management Institute	
	Kildare Sports & Leisure Facilities Limited	
	National Maternity Hospital Foundation	
	The Photonomi Group	

7.2 Save as disclosed in paragraph 7.3 below, as at the date of this Document none of the Directors has:

(a) any unspent convictions in relation to indictable offences;

(b) had any bankruptcy order made against him or entered into any individual voluntary arrangements;

(c) been a director of a company which has been placed in receivership, compulsory liquidation, creditors' voluntary liquidation, administration, been subject to a voluntary arrangement with its creditors generally or any class of its creditors whilst he was a director of that company or within the 12 months after he ceased to be a director of that company;

(d) been a partner in any partnership which has been placed in compulsory liquidation, administration or been the subject of a partnership voluntary arrangement whilst he was a partner in that partnership or within the 12 months after he ceased to be a partner in that partnership;

(e) been the owner of any assets or a partner in any partnership which has been placed in receivership whilst he was a partner in that partnership or within the 12 months after he ceased to be a partner in that partnership;

(f) been publicly criticised by any statutory or regulatory authority (including recognised professional bodies); or

(g) been disqualified by a court from acting as a director of any company or from acting in the management or conduct of the affairs of a company.

7.3 Padraig McManus was appointed as a director of AMM Construction Limited on 29 April 2004. On 2 March 2009 a liquidator was appointed to this company which was put into creditors' voluntary liquidation. There was a deficiency to creditors of €265,217.

8. SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date and in so far as is known to the Company, the following persons are, directly or indirectly, interested in 3% or more of the issued share capital of the Company and (assuming 57,471,261 Ordinary Shares are issued pursuant to the Placing) will be interested in 3% or more of the Enlarged Issued Ordinary Share Capital following Admission:

Shareholder	Ordinary Shares as at the date of this Document	Percentage of Existing Issued Ordinary Share Capital	Ordinary Shares following Admission	Percentage of Enlarged Issued Ordinary Share Capital
Kingbell Company[1]	119,671,200	79.781%	119,671,200	57.681%
Ballybell Limited[2]	29,917,800	19.945%	29,917,800	14.420%
Setanta Asset Management Ltd	—	—	12,068,965	5.817%

Notes

(1) Kingbell Company, a company controlled by Patrick Purcell and members of the Purcell family (including Mary, Joseph, Thomas, James and Frank Purcell) holds 119,671,200 Ordinary Shares of €0.01 in the capital of the Company.

(2) Ballybell Limited, a company controlled by Kevin Barry holds 29,917,800 Ordinary Shares of €0.01 in the capital of the Company.

None of the Company's major shareholders, as listed above, have different voting rights attaching to Ordinary Shares held by them in the Company. Both the Purcell and Barry family vehicles have certain nomination rights for so long as their respective shareholdings remain above certain thresholds. These rights are summarised in section 5.2(viii) of Part IV of this Document.

9. DIRECTORS' SERVICE CONTRACTS AND LETTERS OF APPOINTMENT

9.1 Executive Directors' service contracts

At the date of this Document, there are three Executive Directors, each of whom is employed by the Company or a Group Company. The terms of the Executive Director's service contracts are summarised below:

Name	Title	Contract Date	Salary	Notice by Mincon
Kevin Barry . .	Chief Executive Officer	4 November 2013	€175,000	12 months except as provided below
Joseph Purcell .	Chief Technical Officer	4 November 2013	€150,000	12 months except as provided below
Thomas Purcell .	Group Sales Director	4 November 2013	€150,000	12 months except as provided below

A service agreement was entered into between the Company and Mr. Kevin Barry on 4 November 2013 pursuant to which Mr. Barry was appointed Group Chief Executive Officer. Employment is terminable by either party giving twelve months' notice. Mr. Barry is entitled to a base salary of €175,000 per annum and is eligible to be paid a discretionary annual bonus as determined by the Remuneration Committee and subject to terms and conditions imposed by the Company. The service agreement allows the Company to terminate Mr. Barry's employment by making a lump sum payment in lieu of notice consisting of the base salary that would have been payable during his contractual notice period. This amount would be payable in circumstances where Mr. Barry secures alternative employment during what would have been his notice period. Standard 'cause' provisions are included which allow the Company to terminate without notice or the obligation to make a payment in lieu of notice. Mr. Barry's service agreement includes post-termination restrictions on competing activity and on solicitation of customers or employees which are effective for a period of six months after termination. Upon a change in control of the Company as a result of which there is a material relocation of the business, a material diminution of Mr. Barry's package (a reduction of 15% or more) or a material change in the scope of his duties, he is entitled to resign by giving one month's notice and will be entitled to a payment of one year's base salary.

A service agreement was entered into between the Company and Mr. Joseph Purcell on 4 November 2013 pursuant to which Mr. Purcell was appointed Group Technical Director. Employment is terminable by either party giving twelve months' notice. Mr. Purcell is entitled to a base salary of €150,000 per annum and is eligible to be paid a discretionary annual bonus as determined by the Remuneration Committee and subject to terms and conditions imposed by the Company. The service agreement allows the Company to terminate Mr. Purcell's employment by making a lump sum payment in lieu of notice consisting of the base salary that would have been payable during his contractual notice period. This amount would be payable in circumstances where Mr. Purcell secures alternative employment during what would have been his notice period. Standard 'cause' provisions are included which allow the Company to terminate without notice or the obligation to make a payment in lieu of notice. Mr. Purcell's service agreement includes post-termination restrictions on competing activity and on solicitation of customers or employees which are effective for a period of six months after termination. Upon a change in control of the Company as a result of which there is a material relocation of the business, a material diminution of Mr. Purcell's package (a reduction of 15% or more) or a material change in the scope of his duties, he is entitled to resign by giving one month's notice and will be entitled to a payment of one year's base salary.

A service agreement was entered into between Mincon Inc. and Mr. Thomas Purcell on 4 November 2013 pursuant to which Mr. Purcell was appointed Group Sales Director. Employment is terminable by either party giving twelve months' notice. Mr. Purcell is entitled to a base salary of €150,000 per annum (payable in dollars) and is eligible to be paid a discretionary annual bonus as determined by the Remuneration Committee and subject to terms and conditions imposed by the Company. The service agreement allows the Company to terminate Mr. Purcell's employment by making a lump sum payment in lieu of notice consisting of the base salary that would be payable during his contractual notice period. This amount would be payable in circumstances where Mr. Purcell secures alternative employment during what would have been his notice period. Standard 'cause' provisions are included which allow the Company to terminate without notice or the obligation to make a payment in lieu of notice. Mr. Purcell's service agreement includes post-termination restrictions on competing activity and on solicitation of customers or employees which are effective for a period of six months after termination.

9.1.1 Termination Provisions

Other than entitlement to notice and a payment in lieu of notice, the Executive Directors are not entitled to compensation on termination of their respective contracts.

9.1.2 Change of Control

Kevin Barry and Joe Purcell are entitled to a payment of one year's base salary, subject to one month's written notice of resignation, in the event of a change of control as a consequence of which there is a material change in location, material reduction in pay or material change in the scope of duties.

9.1.3 Benefits

Under the terms of the service contracts with each of the Executive Directors, Mincon must pay an amount equivalent to 15 per cent. of the relevant Director's annual basic salary into a pension scheme nominated by the Director.

Each of the Executive Directors is eligible to participate in any bonus scheme which the Board may in its sole discretion from time to time adopt based on performance. Any bonus scheme is entirely discretionary on the part of Mincon and may be terminated unilaterally, without notice or cause by Mincon at any time. Any bonus shall be subject to satisfactory performance by Mincon and by the relevant Director.

Each of the Executive Directors is entitled to additional standard benefits such as private medical insurance and life assurance cover and a car allowance. Executive Directors are also eligible for participation in the Plan.

9.1.4 Restrictive Covenants

The Executive Directors' service contracts contain: (i) six month post termination restrictive covenants against competing with Mincon or any of Mincon's associated companies; and (ii) six month post termination restrictive covenants against soliciting, employing or engaging (or seeking to employ or engage) any person who is, at the date of termination of his employment, an officer, executive, manager, employee of or consultant to the Group or any of Mincon's associated companies.

9.2 Non-Executive Directors letters of appointment

At the date of this Document, there are three Non-Executive Directors. The terms of the Non-Executive Directors' letters of appointment are summarised below:

Name	Title	Appointment letter date	Fee per annum
Peter Lynch	Non-Executive Chairman	4 November 2013	€45,000
Patrick Purcell	Non-Executive Director	4 November 2013	€40,000
Padraig McManus	Non-Executive Director	4 November 2013	€40,000

A letter of appointment in respect of the appointment of Mr. Peter Lynch as a Non-Executive Director and Chairman of the Company was entered into on 4 November 2013. The appointment is terminable by either party giving the other one month's notice, by the Company without notice for cause or otherwise in accordance with the Company's articles of association. Mr. Lynch is expected to spend approximately 12 days per annum in fulfilling the requirements of his office. The annual fee payable is €45,000 which is inclusive of compensation payable to Mr. Lynch for sitting on committees of the Board.

A letter of appointment in respect of the appointment of Mr. Patrick Purcell as a Non-Executive Director of the Company was entered into on 4 November 2013. The appointment is terminable by either party giving the other one month's notice, by the Company without notice for cause or otherwise in accordance with the Company's articles of association. Mr. Purcell is expected to spend approximately 12 days per annum in fulfilling the requirements of his office. The fee payable is €40,000 which is inclusive of compensation payable to Mr. Purcell for sitting on committees of the Board.

A letter of appointment in respect of the appointment of Mr. Padraig McManus as a Non-Executive Director of the Company was entered into on 4 November 2013. The appointment is terminable by either party giving the other one month's notice, by the Company without notice for cause or otherwise in accordance with the Company's articles of association. Mr. McManus is expected to spend approximately 12 days per annum in fulfilling the requirements of his office. The fee payable is €40,000 which is inclusive of compensation payable to Mr. McManus for sitting on committees of the Board.

9.2.1 Termination Provisions

Mincon may elect to terminate the appointment of each Non-Executive Director immediately and make a payment of fees in lieu of any applicable period of notice. Otherwise, the Non-Executive Directors are not entitled to compensation on termination of their appointments.

9.2.2 Change of Control

The letters of appointment of the Non-Executive Directors do not contain any change of control provisions.

9.3 Chief Financial Officer Agreement

A service agreement between the Company and Meridian Business Advisors Limited ("Meridian") in respect of the provision by Meridian (through Mr. John Doris) of consultancy services relating to the Group Finance function was entered into on 1 September 2013 and is effective for a fixed term of six months, subject to earlier termination by the Company by giving one month's written notice. Meridian is entitled to fees of €15,000 per month in respect of the services, subject to a time commitment by Meridian of 12 days per month. This is an interim arrangement pending the Company making an appointment into the Group Chief Financial Officer role. The Company is currently considering candidates in this regard.

10. LONG TERM INCENTIVE PLAN

Overview

The Plan was approved by the Board of Directors and shareholders on 19 November 2013. It allows the Company to grant equity awards over its Ordinary Shares to the executive team and other key employees. Vesting of awards will generally be conditional on the Company attaining specified performance targets over a period of at least three financial years. Those targets will be aligned with the Company's long term business strategy.

The Plan is designed to retain talented executives and incentivise them to contribute to the growth of the Company's business. The Board believes that awards made under the Plan will align the interests of the Company's executive team and key employees with the interests of its shareholders.

Administration

The Remuneration Committee of the Board will administer the Plan. It will select the individuals who are to receive awards under the Plan and the terms of each award.

Eligibility

The Remuneration Committee may grant awards to Executive Directors, managers and key employees of the Group. An individual to whom an award is granted is referred to in this summary as a "participant".

Awards

Awards made under the Plan may be in the form of any of the following, as determined by the Remuneration Committee taking into account the tax treatment of each type of award in the participant's jurisdiction and other relevant factors:

- *Share Awards:* share awards will entitle the holder to receive up to a specified maximum number of Ordinary Shares, for payment of no more than the nominal value per Ordinary Share;
- *Share Options:* share options will have an exercise price equal to the market price of the Ordinary Shares on the option grant date and will have a maximum term of 10 years; or
- *Restricted Shares:* shares will be issued to the participant on grant of the award, upon payment of the nominal value per Share, but will be subject to forfeiture or compulsory transfer by the participant, at the subscription price paid per share, if he or she leaves the Company before the end of the vesting period established for the award or to the extent that applicable performance targets are not met.

Share awards may also be implemented as "nil-cost options", which will have an exercise price equal to the nominal value of the Ordinary Shares and must be exercised within six months after the Remuneration Committee has determined that the applicable performance targets have been met.

Timing of Award Grants

Awards may not be granted during a period in which directors and other insiders of the Company are restricted from dealing in the Company's securities.

Overall Share Limits

No more than 10% of the issued ordinary share capital of the Company may be issued or reserved for issuance under the Plan and any other executive or discretionary share scheme operated by the Company over any ten-year period and no more than 5% of the issued ordinary share capital of the Company may be issued or reserved for issuance under the Plan and any other executive or discretionary share scheme operated by the Company over any five-year period.

Individual Annual Limit

After Admission, no individual may be granted awards having a market value as at the award date in excess of 150% of his or her base salary in any 12-month period. However, the Remuneration Committee may permit a limit of 200% in the case of an award granted to a newly-hired executive or in other circumstances which it considers exceptional.

Vesting/Performance Conditions

For each award, the Remuneration Committee will determine the Company performance condition or conditions that must be satisfied in order for the award to vest. Performance conditions will be measured over a period of at least three financial years. Awards will normally vest no earlier than the third anniversary of the award grant date.

Performance conditions will be challenging and aligned with the interests of the Company's shareholders. Generally, vesting of any award shares will be conditional upon a threshold level of attainment of the applicable performance condition(s). Full vesting will be conditional upon exceptional performance.

Awards will be conditional upon achievement of a minimum level of growth in the Company's earnings per share of CPI plus 5% per annum, compounded, over three consecutive financial years, in respect of shares having a value of up to 100% of the Participant's salary. Vesting of awards in respect of shares having a value in excess of 100% of the Participant's salary will be conditional upon achievement of a minimum level of growth in the Company's earnings per share of CPI plus 10% per annum, compounded, over three consecutive financial years.

Cessation of Employment

Generally, an award will lapse immediately if the participant's employment with the Group ends. However, if the reason for the employment ending is death, injury or disability, redundancy, retirement, the company by which the participant is employed ceasing to be a member of the Group, the transfer of the undertaking or part-undertaking in which the participant is employed to an entity other than a member of the Group, or any other exceptional circumstances at the discretion of the Remuneration Committee, then the award will continue and the Remuneration Committee will determine at the end of the applicable performance period the extent to which the award has vested, based on the satisfaction of the applicable performance condition(s). The Remuneration Committee will pro-rate the number of vested award shares to the proportion of the performance period that had elapsed at the date of the participant's cessation of employment.

Alternatively, the Remuneration Committee may determine the number of award shares to vest at the time of the participant's cessation of employment, based on the satisfaction of the applicable performance condition(s) as of that date.

Takeover

If there is a takeover of the Company or a voluntary winding up, all performance conditions will lapse and unvested awards will automatically become fully vested immediately prior to the takeover event or winding up.

Dividend Equivalent Payment

The Remuneration Committee may determine with respect to any share award that upon vesting of the award, the participant will be entitled to receive a payment, in cash or shares, equal to the value of the dividends that would have been paid on the number of vested award shares during the period from the award grant date to the date the award vested.

Clawback/Malus

If (i) a material restatement of the Company's accounts is required and the Remuneration Committee determines that a participant was fully or partially responsible for the accounts that required such restatement, (ii) a participant is found guilty of or pleads guilty to fraud or other serious malfeasance in relation to the Company or (iii) a participant otherwise causes irreparable harm to the reputation or business of the Company, the Committee will be entitled to reduce the number of award shares that would otherwise vest under an award that is not yet vested and/or to demand the return from the participant of shares already acquired by him under the Plan or the repayment of the proceeds of the sale of any such shares. The Company's right to demand such repayment will lapse two years after the vesting date of the award.

Adjustment of Awards on a Variation of Share Capital

If there is a variation of the Company's share capital, the number and/or class of Shares subject to an award, the applicable performance conditions, any other conditions or limitations and/or the price payable upon exercise of the award may be adjusted in such manner as the Remuneration Committee considers fair and reasonable.

Awards not Transferable

Awards are generally not transferable.

Alternative Award Structures

The Remuneration Committee will have discretion to approve the grant of awards under the Plan in overseas jurisdictions which are, as determined by the Remuneration Committee, substantially equivalent to the awards described in this summary but implemented in a manner that facilitates local taxation or securities law or other regulatory provisions.

Concert-Party Restrictions under the Takeover Rules

In the event that any participant and other individuals or entities connected to the Company are "persons acting in concert" as defined in the Irish Takeover Rules, the grant and vesting of awards made under the Plan to such participant will be conditional upon compliance with those rules.

Source of Shares

Shares delivered to participants on the vesting of an award may be newly issued shares or shares acquired in the market by an employee benefit trust established in connection with the Plan.

Amending the Plan

The Board may amend the Plan in its sole discretion, provided that the prior approval of the Company in general meeting must be obtained for any amendment to the Plan rules relating to:

(i) the limits on the total number of Shares that may be the subject of awards under the Plan and any other employee share scheme over any ten-year or five-year period;

(ii) the maximum entitlement of any one participant;

(iii) eligibility;

(iv) the basis for determining a participant's entitlement to, and the terms of, the Ordinary Shares to be acquired; and

(v) the adjustment of awards in the event of a variation of capital;

that would be to the material advantage of existing or future participants. An amendment that would materially adversely affect a participant with respect to an award already granted to him, as determined in the sole discretion of the Remuneration Committee, will be subject to the participant's prior consent.

Termination of the Plan

The Plan will terminate ten years after the date its adoption by the Board.

11. APPROVED PROFIT SHARING SCHEME

The Company intends to implement in the future an all-employee approved profit-sharing scheme ("APSS") for its employees based in Ireland, subject to approval of the Revenue Commissioners.

The APSS will permit employees to apply all or part of their annual profit-share bonus towards the purchase of Ordinary Shares. Shares will be acquired in the market by a trust established for purposes of the APSS and generally must be held by that trust on behalf of each employee for a period of three years in order for the employee to obtain the most favourable tax treatment for his shares. Employees may also elect to forego up to 7.5% of their gross salary and direct that it be applied towards the acquisition of additional APSS shares. Employees may acquire APSS shares each year up to the maximum value permitted under the APSS legislation, currently €12,700.

12. RELATED PARTY TRANSACTIONS

Details of related party transactions entered into by members of the Group during the period covered by the historical financial information are set out in note 25 to the Accountant's Report contained in Part III(B) of this Document. Furthermore, in the period since 30 June 2013 to the Latest Practicable Date, the Group has not entered into any material transactions with related parties other than the transactions on arm's length terms described below.

On 30 August 2013, Smithstown Holdings, the former parent company of the Group, declared a final dividend amounting to €15 million to shareholders on the share register of that company as at 30 August 2013. Further pro forma details of the settlement of the dividend liability are provided in Part III(C) of this Document.

In September 2013, the amounts owing to Patrick Purcell of €832,000 were repaid.

Section 6 of Part IV of this Document sets out the interests of the Directors in the share capital of the Company as at 19 November 2013 (being the Latest Practicable Date prior to publication of this Document).

13. MATERIAL CONTRACTS

The following contracts, not being contracts entered into in the ordinary course of business, are all of the contracts that have been entered into by the Company and its subsidiaries in the two years immediately preceding the date of this Document and which are, or may be, material to Group, or are all of the contracts which have been entered into by the Company and its subsidiaries and contain any provisions under which any member of the Group has any entitlement which is material to the Group:

13.1 Placing Agreement

The Company has entered into a Placing Agreement with Davy whereby Davy has agreed to use reasonable endeavours to procure subscribers for up to 57,471,264 Ordinary Shares to be issued by the Company at the Placing Price. The Company, Kingbell Company and Ballybell Limited have given warranties and representations to Davy subject to limitations as to the amount that can be recovered. Under the Placing Agreement, Davy will receive an advisory commission of €200,000 and a commitment commission equal to 2.5 per cent. of the aggregate value at the Placing Price of the Placing Shares. The Company has agreed to pay all other costs, charges, fees and expenses of, or incidental to, the satisfaction of the conditions under the Placing Agreement, the Placing, the application for Admission and the issue of the Placing Shares and related arrangements (together with any VAT chargeable thereon). If Admission has not occurred by 8.00 a.m. on 31 December 2013 the agreement will cease to have any further force or effect. In addition, Davy can rescind the agreement prior to completion of the Placing in certain circumstances, including a material breach of the warranties given by the Company, Kingbell Company and Ballybell Limited.

13.2 Nominated Adviser, ESM Adviser and Broker Agreement

On 20 November 2013, the Company and Davy entered into a Nominated Advisor, ESM Adviser and Broker Agreement pursuant to which Davy has agreed to act as Nominated Advisor, ESM Adviser and Broker to the Company for the purposes of the AIM Rules, the ESM Rules and following Admission. Pursuant to the agreement, Davy will receive a retainer fee of €50,000 per annum (exclusive of VAT). Either party may terminate the agreement forthwith in the event of the material breach by the other party of its obligations under the agreement. The Company shall be entitled to terminate the agreement in certain circumstances, including if Davy shall cease to be registered as a nominated adviser or broker.

13.3 Lock-in and Orderly Market Agreements

Kingbell Company and Ballybell Limited (the "Lock-in Parties") have entered into lock-in agreements with Davy and the Company, dated 4 November 2013 ("Lock-in Agreements"). Pursuant to the Lock-in Agreements, the Lock-in Parties have undertaken, subject to certain exceptions, including a sale in the event of an offer for all of the Ordinary Shares in the Company, not to sell, transfer, grant any option over or otherwise dispose of the legal, beneficial or any interest that they have in any Ordinary Shares or other securities in the Company for a period of two years following Admission (the "Lock-in Period") without the prior written consent of Davy.

Orderly market arrangements apply for two years after the expiry of the Lock-in Period. Pursuant to the Lock-in Agreements, the Lock-in Parties are, where they decide to sell Ordinary Shares, obliged in certain circumstances to sell Ordinary Shares through Davy (or the Company's broker at that time) for the purposes of preserving an orderly market in the Ordinary Shares of the Company.

13.4 Relationship Agreement

The Company has entered into a Relationship Agreement with Kingbell Company whereby Kingbell Company has agreed to use all reasonable endeavours to ensure that no member of the Mincon Group is prevented from carrying on its business independently of Kingbell Company or its associates. Kingbell Company has agreed that it will use its reasonable endeavours to ensure that directors connected with it (i.e. members of the Purcell family) shall not vote on transactions in which it (or its associates which includes family members of Patrick Purcell) has an interest. Furthermore, Kingbell Company has agreed that it will not vote on any shareholder resolution in respect of such matters. The agreement shall terminate, *inter alia,* where Kingbell Company ceases to be a Controlling Shareholder (as such term is defined therein) or where, subject to prior consultation with Davy in its capacity as Nominated Advisor and ESM Adviser, the independent board of the Company decides it is in the best interests of the Company.

13.5 SGG Indemnity

The Company have entered into an Indemnity Agreement with Heather Louise Hewitt ("Managing Director") and SGG Management (Netherlands) B.V. ("SGG"), dated 4 November 2013 (the "Indemnity Agreement"). Pursuant to the Indemnity Agreement, the Company has requested that the Managing Director be appointed as managing director of Mincon Finance B.V, a subsidiary of the Company. The Managing Director has accepted the appointment on the terms set out in the Indemnity Agreement which provide, inter alia, that the Company shall during the terms of the Indemnity Agreement indemnify and hold the Managing Director and SGG harmless, from and against any and all claims, suits (whether instituted by the Company and/or any third parties), costs of defence and expenses against any claims and/or suits, damages, taxes, penalties, liabilities, costs and expenses incurred, suffered or made by the Managing Director and/or SGG, acting or having acted as a managing director of the Company and, in such capacity, doing or failing to do any acts.

14. LITIGATION

No member of the Group is or has been engaged in any governmental, legal or arbitration proceedings (including any such proceedings, which are pending or threatened, of which the Board is aware), during the 12 months preceding the date of this Document, which may have, or have had in the recent past, a significant effect on the financial position or profitability of the Group.

15. WORKING CAPITAL

The Directors are of the opinion that, having made due and careful enquiry, the working capital available to the Group will be sufficient for its present requirements, that is, for at least 12 months from Admission.

16. SUBSCRIPTION AND SALE

The Ordinary Shares have not been and will not be registered under the Securities Act and, subject to certain exceptions, may not be offered or sold within the United States.

The Ordinary Shares are being offered and sold outside of the United States in reliance on Regulation S. The Placing Agreement provides that Davy may directly or through its US broker-dealer affiliates arrange for the offer and resale of Ordinary Shares within the United States only to qualified institutional buyers in reliance on Rule 144A.

In addition, until 40 days after the commencement of the offering of the Ordinary Shares an offer or sale of Ordinary Shares within the United States by any dealer (whether or not participating in the offering) may violate the registration requirements of the Securities Act if such offer or sale is made otherwise than in accordance with Rule 144A.

17. TRANSFER RESTRICTIONS

Each purchaser of Ordinary Shares within the United States pursuant to Rule 144A, by accepting delivery of this Document, will be deemed to have represented, agreed and acknowledged that:

1. It is (a) a qualified institutional buyer within the meaning of Rule 144A (a **"QIB"**), (b) acquiring such Ordinary Shares for its own account or for the account of a QIB and (c) aware, and each beneficial owner of such Ordinary Shares has been advised, that the sale of such Ordinary Shares to it is being made in reliance on Rule 144A.
2. It understands that such Ordinary Shares have not been and will not be registered under the Securities Act and may not be offered, sold, pledged or otherwise transferred except (a) in accordance with Rule 144A to a person that it and any person acting on its behalf reasonably believe is a QIB purchasing for its own account or for the account of a QIB, (b) in an offshore transaction in accordance with Rule 903 or Rule 904 of Regulation S or (c) pursuant to an exemption from registration under the Securities Act provided by Rule 144 thereunder (if available), in each case in accordance with any applicable securities laws of any State of the United States.
3. It understands that such Ordinary Shares (to the extent they are in certificated form), unless otherwise determined by the Company in accordance with applicable law, will bear a legend substantially to the following effect:

   THIS ORDINARY SHARE HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE US SECURITIES ACT OF 1933 (THE **"SECURITIES ACT"**) OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) IN ACCORDANCE WITH RULE 144A UNDER THE SECURITIES ACT (**"RULE 144A"**) TO A PERSON THAT THE HOLDER AND ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVE IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A PURCHASING FOR ITS OWN ACCOUNT OR FOR THE ACCOUNT OF A QUALIFIED INSTITUTIONAL BUYER, (2) IN AN OFFSHORE TRANSACTION IN ACCORDANCE WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE SECURITIES ACT OR (3) PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT PROVIDED BY RULE 144 THEREUNDER (IF AVAILABLE), IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES. NO REPRESENTATION CAN BE MADE AS TO THE AVAILABILITY OF THE EXEMPTION PROVIDED BY RULE 144 UNDER THE SECURITIES ACT FOR RESALES OF THIS ORDINARY SHARE. NOTWITHSTANDING ANYTHING TO THE CONTRARY IN THE FOREGOING, THE ORDINARY SHARE MAY NOT BE DEPOSITED INTO ANY UNRESTRICTED DEPOSITARY RECEIPT FACILITY IN RESPECT OF THE ORDINARY SHARE ESTABLISHED OR MAINTAINED BY A DEPOSITARY BANK.
4. The Company, the Registrar, Davy and its affiliates, and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements. If it is acquiring any Ordinary Shares for the account of one or more QIBs, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of each such account.

Prospective purchasers are hereby notified that sellers of the Ordinary Shares may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A.

18. TAXATION

Irish Taxation

The following is a general summary of the main Irish tax considerations applicable to certain Shareholders who are the owners of Ordinary Shares. It is based on existing Irish law and our understanding of the practices of the Irish Revenue Commissioners on the date of this document. Legislative, administrative or judicial changes may modify the tax consequences described below.

The statements do not constitute tax advice and are intended only as a general guide. Furthermore, this information applies only to Ordinary Shares that are held as capital assets and does not apply to all categories of shareholders, such as dealers in securities, trustees, insurance companies, collective investment schemes or shareholders who have, or who are deemed to have, acquired their shares by virtue of an office or employment. This summary is not exhaustive and Shareholders and prospective investors should consult their own tax advisors as to the tax consequences in Ireland, or other relevant jurisdictions of this offering, including the acquisition, ownership and disposition of our shares.

18.1 Capital Gains Tax ("CGT")

The Shares constitute chargeable assets for Irish CGT purposes and, accordingly, Shareholders who are resident or ordinarily resident in Ireland, depending on their circumstances, may be liable to Irish tax on capital gains on a disposal of Shares. The Irish CGT rate is currently 33 per cent. An Irish resident individual, who is a Shareholder who ceases to be an Irish resident for a period of less than five years and who disposes of Ordinary Shares during that period, may in certain circumstances be liable, on a return to Ireland, to CGT on any gain realised.

A Shareholder which is a company may qualify for the participation exemption from Irish CGT if certain conditions are satisfied.

18.2 Taxation of Dividends

Irish resident Shareholders who are individuals will be subject to income tax, social security and the universal social charge depending on their circumstances on the aggregate of the net dividend received and the withholding tax deducted. The withholding tax deducted (currently at 20%) will be available as a credit against the individual's income tax liability. A Shareholder may claim to have the withholding tax refunded to him to the extent that it exceeds his income tax liability. An Irish resident Shareholder which is a company will not be subject to Irish corporation tax on dividends received from the Company and tax will not be withheld at source by the Company provided the appropriate declaration is validly made. A company which is a close company, as defined under Irish legislation, may be subject to a corporation tax surcharge on such dividend income to the extent that it is not distributed within the appropriate time frame; however, it may be possible for the Company and the Shareholder company to make a joint election to ignore the dividend for close company purposes. Shareholders who are Irish approved pension funds or Irish approved charities are generally exempt from tax on their dividend income and will not have tax withheld at source by the Company from dividends, provided the appropriate declaration is validly made.

UK resident Shareholders (including both individuals and companies) should not be subject to Irish tax on dividends received. Irish withholding taxes should not be deducted from dividends paid to UK resident Shareholders provided the appropriate declarations are validly made. However, UK resident corporate Shareholders who are controlled by Irish residents, or UK resident individual Shareholders who remain ordinarily resident in Ireland, may continue to be taxed in Ireland.

18.3 Irish Capital Acquisitions Tax

Capital Acquisitions Tax (CAT) covers both gift tax and inheritance tax. Irish CAT may be chargeable on an inheritance or a gift of Shares as such shares would be considered Irish property, notwithstanding that the gift or inheritance is between two non-Irish resident and non-ordinarily Irish resident individuals. The current rate of CAT is 33 per cent. Shareholders should consult their tax advisors with respect to the CAT implications of any proposed gift or inheritance of Shares.

18.4 Stamp Duty

Transfers or sales of Shares are currently subject to ad valorem stamp duty. This is generally payable by the purchaser. The Irish rate of stamp duty on shares is currently 1 per cent of the greater of the market value of, or consideration paid for, the shares.

As part of policy changes included in the 2014 Budget, an exemption from stamp duty is being introduced in respect of the transfer of shares admitted to trading on the ESM market of the Irish Stock Exchange. This change is subject to a commencement order before it comes into effect.

UK Taxation

This summary only covers the principal UK tax consequences for the absolute beneficial owners of Ordinary Shares and any dividends paid in respect of them, in circumstances where the dividends paid are regarded for UK tax purposes as that person's own income (and not the income of some other person), and who are resident in the UK for tax purposes. In addition, the summary (i) only addresses the tax consequences for holders who hold the Ordinary Shares as capital assets; (ii) does not address the tax consequences which may be relevant to certain other categories of holders, for example, dealers, charities, registered pension schemes, insurance companies, or collective investment schemes; (iii) assumes that the holder does not control or hold directly or indirectly, either alone or together with one or more associated or connected persons, 10 per cent. or more of the Ordinary shares and/or voting power of the Company; (iv) assumes that there will be no register in the United Kingdom in respect of the Ordinary Shares and that the sole register will be maintained in Ireland; and (v) assumes that the Ordinary Shares will not be paired with shares issued by any company incorporated in the United Kingdom.

The following paragraphs are intended as a general guide only, do not constitute tax advice and are based on the Company's understanding of current UK tax law and HM Revenue & Customs practice, each of which is subject to change, possibly with retrospective effect.

Prospective investors who are in doubt about their tax position should consult their own appropriate independent professional adviser.

18.5 Taxation of Chargeable Gains

A disposal of Mincon Ordinary Shares by a Shareholder who is resident in the UK may, subject to the Shareholders, circumstances and any available exemption or relief, give rise to a chargeable gain (or allowable loss) for the purposes of UK taxation of chargeable gains.

UK resident Shareholders within the charge to corporation tax on chargeable gains will be subject to UK corporation tax (current rate 23%, reducing to 21% with effect from 1 April 2014) on the proceeds received less the sum of the base cost of their Shares plus indexation allowance and incidental selling expenses.

For UK resident Shareholders who are subject to capital gains tax, such as individuals, trustees and personal representatives, an annual exemption is available, such that capital gains tax is chargeable only on gains arising from all sources during the tax year in excess of this figure. The annual exemption is Stg£10,900 for individuals for the tax year 2013-2014. Capital gains tax chargeable will be at the current rate of 18 per cent (for basic rate taxpayers) and 28 per cent (for higher and additional rate taxpayers) during the tax year 2013-2014.

A Shareholder who is not UK resident will not be subject to UK tax on a gain arising on a disposal of Mincon Shares unless (i) the Shareholder carries on a trade, profession or vocation in the UK through a branch, agency or permanent establishment and, broadly, holds the Mincon Shares for the purposes of the trade, profession, vocation, branch, agency or permanent establishment or (ii) the shareholder falls within the anti-avoidance rules applying to individuals who are temporarily not resident in the UK.

Similar to the position with UK dividends, a UK resident Shareholder who is UK resident but non-UK domiciled may elect to be taxed on the capital gain only when it is remitted to the UK. Detailed UK tax advice should be obtained before considering whether to adopt the remittance basis of UK taxation.

18.6 Dividends

No UK tax will be withheld by the Company when it pays a dividend.

A UK resident individual Shareholder who is liable to income tax at the basic rate will be subject to tax on the gross dividend at the rate of 10 per cent.

A UK resident individual Shareholder who is a higher rate taxpayer will be liable to income tax on the gross dividend at the rate of 32.5 per cent. Shareholders subject to the additional rate of tax will be liable to income tax on the gross dividend at the rate of 37.5 per cent.

A UK resident individual Shareholder who holds less than 10 per cent of the issued shares in the Company will be entitled to a tax credit, currently at the rate of 1/9th of the cash dividend paid (equal to 10 per cent of the aggregate of the net dividend and related tax credit). The individual is treated as receiving for tax purposes gross income equal to the cash dividend plus the tax credit. The tax credit is set against the individual's tax liability on that gross income. After taking account of any available tax credit, a basic rate taxpayer's liability will be eliminated (since the 10 per cent tax credit is deemed to cover all that is due for a basic rate taxpayer), a higher rate taxpayer will pay tax at an effective rate of 25 per cent and an additional rate taxpayer will pay tax at an effective rate of 30.56 per cent.

UK resident Shareholders who do not pay income tax or whose liability to income tax on the dividend and related tax credit is less than the tax credit (including pension funds, charities and certain individuals) are not entitled to claim repayment of any part of the tax credit associated with the dividend from HM Revenue & Customs.

UK resident individual Shareholders who hold their shares in an Individual Savings Account are exempt from tax on dividends paid by the Company.

A UK resident corporate Shareholder will in principle be subject to corporation tax on any dividend received from the Company, currently 23 per cent for companies paying the main rate of corporation tax, but subject to possible exemption under the rules for the taxation of corporate distributions depending on whether the dividend falls within qualifying exempt classes. Shareholders are advised to seek specific tax advice on this when completing UK corporation tax returns.

UK resident Shareholders will not have any Irish tax withheld from dividends paid by the Company (whether individual or corporate shareholders) provided relevant declarations are validly made.

A UK resident individual Shareholder who is non-UK domiciled can elect to be taxed on the dividend only when it is remitted to the UK. This is a complex area of UK taxation and specific detailed advice should be obtained before taking any action in this regard. For example, if you are regarded as a "long-term" resident (ie resident in the UK for 7 of the last 9 tax years) you will be required to pay an annual charge of Stg£30,000 to enable the remittance basis of taxation to be used (this increases to Stg£50,000 for those who have been UK resident for at least 12 of the previous 14 years).

18.7 UK Stamp Duty and Stamp Duty Reserve Tax ("SDRT")

No stamp duty or SDRT will be payable by a Shareholder on the allotment, issue or registration of Mincon Shares.

Since the Company is incorporated outside of the UK no SDRT should apply to agreements to transfer the Mincon Shares provided that the Mincon Shares will not be registered on any register kept in the UK and are not paired with shares issued by a body corporate incorporated in the UK.

Legal instruments transferring the Mincon Shares should not be within the scope of UK stamp duty provided that such instruments are executed outside of the UK and do not relate to any matter or thing done or to be done in the UK. Where such an instrument is chargeable to stamp duty in both the UK and Ireland and has been duly stamped in one of those countries it is deemed to be stamped in the other country up to the amount of duty it bears but must be stamped for any excess.

The above comments are intended as a guide to the general UK stamp duty and SDRT position. Special rules apply to persons such as market intermediaries, charities, persons connected with depositary arrangements or clearance services and to certain sale and repurchase and stock borrowing arrangements.

19. MANDATORY BIDS, SQUEEZE-OUT AND BUY-OUT RULES

19.1 Mandatory bids

Following Admission, the Company will be a public limited company incorporated in Ireland and its Ordinary Shares will be admitted to trading on AIM and ESM. As a result, Mincon will be subject to the provisions of the Irish Takeover Rules. The Irish Takeover Rules regulate acquisitions of the Company' securities.

Rule 5 of the Irish Takeover Rule prohibits the acquisitions of securities or rights over securities in a company, such as the Company, in respect of which the Irish Takeover Panel has jurisdiction to supervise, if the aggregate voting rights carried by the resulting holding of securities the subject of such rights would amount to 30% or more of the voting rights of that company. If a person holds securities or rights over securities which in aggregate carry 30% or more of the voting rights, that person is also prohibited from acquiring securities carrying 0.05% or more of the voting rights, or rights over securities, in a 12 month period. Acquisitions by and holdings of concert parties must be aggregated. The prohibition does not apply to purchases of securities or rights over securities by a single holder of securities (including persons regarded as such by under the Irish Takeover Rules) who already holds securities, or rights over securities, which represent in excess of 50% of the voting rights.

Rule 9 of the Irish Takeover Rule provides that where a person acquires securities which, when taken together with securities held by concert parties, amount to 30% of more of the voting rights of a company, that person is required under Rule 9 to make a general offer—a "mandatory offer"—to the holders of each class of transferable, voting securities of the Company to acquire their securities. The obligation to make a Rule 9 mandatory offer is also imposed on a person (or persons acting in concert) who holds securities conferring 30% or more of the voting rights in a company and which increases that stake by 0.05% or more in any 12 month period. Again, a single holder of securities (including persons regarded as such under the Irish Takeover Rules) who holds securities conferring in excess of 50% of the voting rights in a company may purchase additional securities without incurring an obligation to make a Rule 9 mandatory offer. There have been no mandatory takeover bids nor any public takeover bids by third parties in respect of the share capital of the Company in the last financial year or in the current financial year to date.

19.2 Squeeze-out and buy-out rules

Under the Companies Acts, if an offeror were to acquire 80 per cent of the issued share capital of a company within four months of making a general offer to shareholders, it could then compulsorily acquire the remaining 20 per cent. In order to effect the compulsory acquisition, the offeror would send a notice to outstanding shareholders telling them that it would compulsorily acquire their shares. Unless determined otherwise by the High Court of Ireland, the offeror would execute a transfer of the outstanding shares in its favour after the expiry of one month. Consideration for the transfer would be paid to the company, which would hold the consideration on trust for the outstanding shareholders.

Where an offeror already owned more than 20 per cent of the Company at the time that the offeror made an offer for the balance of the shares, compulsory acquisition rights would only apply if the offeror acquired at least 80 per cent of the remaining shares that also represented at least 75 per cent in number of the holders of those shares.

The Companies Acts also give minority shareholders a right to be bought out in certain circumstances by an offeror who has made a takeover offer. If a takeover offer related to all of the issued share capital, and at any time before the end of the period within which the offer could be accepted, the offeror held or had agreed to acquire not less than 80 per cent of the issued share capital, any holder of shares to which the offer related who had not accepted the offer could, by a written communication to the offeror, require it to acquire those shares. The offeror would be required to give any shareholders notice of their right to be bought out within one month of that right arising.

19.3 Concert parties

Following Admission, under the Irish Takeover Rules, Kingbell Company, Ballybell Limited and the Board will be presumed to be acting in concert. The application of this presumption may result in any of these concert parties and/or members of the Board being restricted in acquiring further securities in the Company. Following Admission, the Company may consult with the Irish Takeover Panel in respect of the application of this presumption and the restrictions on the acquisitions of further securities.

20. NO SIGNIFICANT CHANGE

There has been no significant change in the financial or trading position of the Group since 30 June 2013, being the date to which the last audited financial information has been published (see Part III)

21. CONSENTS

KPMG has given and has not withdrawn its consent to the issue of this Document and the inclusion herein of its reports in Part III of this Document and the references to such reports and to its name in the form and context in which they appear.

Davy, which is regulated in Ireland by the Central Bank of Ireland, has given and has not withdrawn its written consent to the issue of this Document with the inclusion herein of the references to its name in the form and context in which it appears.

22. GENERAL

22.1 The total costs and expenses relating to Admission and payable by the Company are estimated to amount to approximately €3.0 million excluding value added tax.

22.2 The Ordinary Shares are in registered form and the liability of members of the Company is limited to the amount, if any, unpaid on their shares held by them in the capital of the Company.

22.3 Save as disclosed in this Document, the Directors are unaware of any exceptional factors which have influenced the Company's activities.

22.4 Save as disclosed in this Document, the Directors are not aware of any patents or other intellectual property rights, licenses or particular contracts which are or may be of fundamental importance to the Company's business.

22.5 There are no investments by the Group in progress which are significant.

22.6 KPMG, Chartered Accountants, whose registered address is 1 Stokes Place, St. Stephen's Green, Dublin 2, a partnership whose members are Chartered Accountants, is Mincon's auditor and audited the accounts of Mincon for the financial years ended 31 December 2010, 31 December 2011 and 31 December 2012 and the six months ended 30 June 2013.

22.7 Save as disclosed in this Document, no person (excluding the Company's professional advisers to the extent disclosed elsewhere in this Document and trade suppliers) in the 12 months preceding the Company's application for Admission received, directly or indirectly, from the Company or has entered into any contractual arrangements to receive, directly or indirectly, from the Company on or after Admission any of the following:

(a) fees totalling either Stg£10,000, €14,000 or more;

(b) securities in the Company with a value of either Stg£10,000, €14,000 or more; or

(c) any other benefit with a value of either Stg£10,000, €14,000 or more at the date of Admission.

22.8 This Document has not been approved by the Central Bank of Ireland or the Financial Conduct Authority of the UK.

22.9 No New Ordinary Shares are being made available, in whole or in part, to the public in conjunction with the application for Admission.

22.10 Ordinary Shares will be in registered form, and capable of being held in uncertificated form, and will be admitted to trading on AIM and ESM.

22.11 There is no fixed date on which any Shareholders' entitlements to dividends arises.

Dated: 20 November 2013

DEFINITIONS

The following definitions apply throughout this Document, unless the context requires otherwise:

"Admission"	admission of the Ordinary Shares to trading on AIM and ESM becoming effective in accordance with the AIM Rules and the ESM Rules respectively;
"Admission Document" or "the Document"	this document dated 20 November 2013;
"AIM"	the market of that name operated by the London Stock Exchange;
"AIM Rules"	the rules for AIM companies and their nominated advisers, issued by the London Stock Exchange in relation to AIM traded securities;
"Articles" or "Articles of Association"	the articles of association of the Company from time to time;
"Audit Committee"	the Audit Committee of Mincon as described in paragraph 21 of Part I of this Document;
"Board" or "Directors"	the board of directors of the Company, whose names are set out on page 2 of this Document including a duly constituted committee of the Directors;
"Business Day"	a day, other than a Saturday, Sunday or public holiday when banks are normally open for the transaction of normal banking business in Dublin and London;
"certificated" or "in certificated form"	a share which is not in uncertificated form;
"Companies Acts"	the Companies Acts 1963 to 2012 (as amended), all enactments which are to be read as one with, or construed or read together as one with, the Companies Acts and every statutory modification and re-enactment thereof for the time being in force;
"Computershare" or "Registrars"	Mincon's registrars, being Computershare Investor Services (Ireland) Limited, at Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18;
"CPI"	the Consumer Price Index, published by the Central Statistics Office, Ireland;
"CREST"	the system of paperless settlement of trades in securities and the holding of uncertificated securities operated by CRESTCo in accordance with the CREST Regulations;
"CRESTCo"	Euroclear UK & Ireland Limited;
"CREST Regulations" or "1996 Regulations"	the Companies Act 1990 (Uncertificated Securities) Regulations 1996, (S.I. No 68 of 1996) including any modification thereof or any regulations in substitution therefor or in addition thereto made under Section 239 of the Companies Act 1990 or otherwise and for the time being in force or other legislative provisions dealing with the transfer of shares in dematerialised or electronic form and title to shares transferred in such manner;
"Davy"	J&E Davy, trading as Davy, including its affiliate Davy Corporate Finance and other affiliates, or any of its subsidiary undertakings;

"Enlarged Issued Ordinary Share Capital"	the Existing Issued Ordinary Share Capital together with the Placing Shares, being in aggregate 207,471,264 Ordinary Shares;
"ESM"	the Enterprise Securities Market operated and regulated by the Irish Stock Exchange;
"ESM Rules"	the rules for ESM companies and their ESM advisers, issued by the Irish Stock Exchange in relation to ESM traded securities;
"EU"	the European Union;
"Executive Director"	an executive Director of the Company;
"Existing Issued Share Capital"	150,000,000 Ordinary Shares being the number of fully paid up Ordinary Shares and 38,500 Subscriber Shares being the number of fully paid up Subscriber Shares in issue as at 19 November 2013 (being the Latest Practicable Date prior to the publication of this Document);
"Existing Issued Ordinary Share Capital"	150,000,000 Ordinary Shares being the number of fully paid up Ordinary Shares as at 19 November 2013 (being the Latest Practicable Date prior to the publication of this Document);
"FSMA"	Financial Services and Markets Act 2000 (UK);
"Group" or "Mincon Group" or where the context requires Smithstown Holdings and its subsidiaries	the Company and its subsidiaries;
"IFRS"	International Financial Reporting Standards as adopted by the EU;
"Ireland"	the island of Ireland excluding Northern Ireland, and the word "Irish" shall be construed accordingly;
"Irish Stock Exchange"	the Irish Stock Exchange Limited;
"Irish Takeover Rules"	the Irish Takeover Panel Act 1997, Takeover Rules, 2007 (as amended);
"ISIN"	International Security Identification Number;
"Issued Share Capital"	such Ordinary Shares and Subscriber Shares as are in issue from time to time;
"Latest Practicable Date"	19 November 2013, being the latest practicable date prior to the publication of this Document;
"Lock-in Agreements"	the lock-in agreements entered into by the Lock-in Parties with Davy dated 4 November 2013;
"Lock-in Parties"	Kingbell Company and Ballybell Limited;
"Lock-in Period"	a period of two years following Admission during which time the Lock-in Agreements are in effect;
"London Stock Exchange" or "LSE"	London Stock Exchange plc;
"Memorandum" or "Memorandum of Association"	the memorandum of association of the Company;
"Mincon" or "the Company"	Mincon Group plc;
"Nominations Committee"	the Nominations Committee of Mincon as described in paragraph 21 of Part I of this Document;
"Non-Executive Director"	a non-executive Director of the Company;

"Official List(s)"	the official list maintained by the UKLA and/or the official list maintained by the Irish Stock Exchange, as the context may require;
"Ordinary Shares"	the ordinary shares of nominal value €0.01 each in the capital of the Company;
"Placing"	the conditional placing by Davy of 57,471,264 New Ordinary Shares described in section 13 of Part I of this Document;
"Placing Agreement"	the conditional agreement dated 20 November 2013 between Davy, the directors and the Company, relating to, *inter alia*, the Placing, details of which are set out in section 13.1 of Part IV of this Document;
"Placing Price"	the price €0.87 (£0.73) per Placing Share;
"Placing Shares" or "New Ordinary Shares"	the 57,471,264 new Ordinary Shares to be allotted and issued by the Company pursuant to the Placing;
"Plan"	the Mincon Group plc 2013 Long Term Incentive Plan;
"Remuneration Committee"	the Remuneration Committee of Mincon as described in paragraph 21 of Part I of this Document;
"Shareholders"	holders of Ordinary Shares;
"Subscriber Shares"	the subscriber shares of €1.00 each in the capital of the Company;
"UK" or "United Kingdom"	the United Kingdom of Great Britain and Northern Ireland;
"UK Corporate Governance Code"	the UK Corporate Governance Code published by the Financial Reporting Council in June 2010 (as amended);
"UKLA"	UK Listing Authority, which is the Financial Conduct Authority acting in its capacity as the competent authority pursuant to Part VI, FSMA;
"uncertificated" or "in uncertificated form"	shares recorded on the register of members of the Company as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of an instruction issued in accordance with the rules of CREST; and
"USA" or "United States"	the United States of America, its territories and possessions, any state of the United States of America, the District of Columbia and all other areas subject to the jurisdiction of the United States of America.

GLOSSARY OF TECHNICAL TERMS

The following definitions apply in this Document, unless the context otherwise requires :

"air compressor"	a device that converts power into kinetic energy by compressing and pressurizing air;
"aquifer"	any water-bearing formation encountered while drilling;
"Artesian water"	a confined aquifer containing groundwater under positive pressure;
"Bit" or "Drill Bit"	a device attached to the end of a hammer and drill string that breaks apart cuts or crushes the rock formations when drilling a well bore such as those drilled to extract water gas or oil;
"bore hole"	a generalised term for any narrow shaft bored in the ground, either vertically or horizontally for many different purposes, including the extraction of water or other liquid (such as petroleum) or gases (such as natural gas), as part of a geotechnical investigation, environmental site assessment, mineral exploration, temperature measurement or as a pilot hole for installing piers or underground utilities. Also boreholes can be made for geothermal installations;
"closed-loop system"	an automatic control system in which an operation, process or mechanism is regulated by feedback;
"Conventional DTH"	a drilling method in which the cuttings are pumped up and out of the drill rod;
"cuttings"	the broken bits of solid material removed from a bore hole during drilling;
"Directional Drilling"	the drilling of non-vertical wells;
"diamond drilling"	drilling method using a drill with a hollow, cylindrical Bit set with diamonds, which is used for obtaining cores of rock samples;
"Down-the-Hole Hammer" or "DTH Hammer"	a percussion mechanism, operated by compressed air, attached to a drill Bit which breaks the rock;
"drill rig"	a machine for drilling rock or unconsolidated formations. Also called a rotary drill;
"drill rod"	the rod used to support the drill or boring tool and to connect it with the motor at the surface;
"drill string"	a column or string of drill pipe that transmits drilling fluid to the drill bit, which is comprised of a number of pipes, tools and a drill bit;
"geothermal"	of, relating to, or produced by the internal heat of the earth;
"Hammer"	a rock drill operated by compressed air in which the boring bit is not attached to the reciprocating piston;
"jack hammer"	a hand-held machine for drilling rock, operated by compressed air;
"O-Ring"	a gasket, consisting of a flat ring of rubber or plastic, used to seal a joint against high pressure;

"open pit mining"	extraction of metal ores and minerals that lie near the surface by removing the overlying material and breaking and loading the ore;
"pilot bore"	first pass of any boring operating which later requires back-reaming or other enlargement;
"quarrying"	the surface exploitation and removal of stone or mineral deposits from the earth's crust;
"Reverse Circulation" or "RC"	a variation on the conventional drilling method in which the cuttings are pumped up and through an internal dual wall drill string for retrieval at the surface;
"seismic"	pertaining to, of the nature of, or caused by an earthquake or vibration of the earth, whether due to natural or artificial causes;
"Spares"	components of a Hammer which are available for sale on an individual basis;
"strata"	a bed or layer of sedimentary rock having approximately the same composition throughout; and
"Tungsten Carbide"	a very hard, black or grey compound of tungsten and carbon, used in the manufacture of cutting and abrasion tools.