



Quadnetics Group plc

Interim results for the six months ended 31 May 2011

Quadnetics Group plc, a leader in advanced video surveillance technology and security networks, reports its unaudited interim results for the six months ended 31 May 2011.

Highlights

- Revenue £34.0 million (2010: £32.9 million)
- Underlying profit* £1.8 million (2010: £2.2 million)
- Profit before tax £1.7 million (2010: £1.3 million)
- Diluted underlying EPS 8.4p (2010: 10.7p)
- Basic EPS 8.0p (2010: 6.5p)
- Strong cash generation: net cash at 31 May £6.0 million (30 November 2010: £3.3 million; 31 May 2010: £4.8 million)
- Interim dividend maintained at 2.5p per share
- Healthy order book of £26.1 million (2010 : £27.7 million)
- Significant contract wins in banking, prisons, critical national infrastructure and oil & gas
- New product launches secured significant first orders for VeeCam, COEX3000 camera and T800 mobile recorder
- Acquisition of German leader in transport surveillance market post period end

Commenting on the results, John Shepherd, Chief Executive, said:

“It is pleasing that our results are ahead of the Board’s expectations, which puts us in a good position to meet our targets for the full year.

“We have maintained the promised increased pace of innovation and, as a result, three new products: the VeeCam™ ultra-rugged personal digital video recorder for police and armed forces; the COEX3000 explosion-rated camera family for oil and gas applications and the T800 8-channel rugged mobile video recorder for transport operators have all secured important contract wins. It is also good to report that an increasing proportion of our revenue is being generated by our award-winning Synergy™ command and control software.

“In line with our stated strategy of expanding our geographical reach in our chosen market niches, we have successfully concluded a deal to acquire a leading German competitor in the integrated transport and surveillance market, which will also give us the platform to expand our entire system solution portfolio into the European market.

“We have been able to maintain our order book at a high level due to the specialist nature of our end markets and the technical superiority of our systems-led integrated product offering, which underpins our continuing confidence for the rest of 2011 and beyond.”

*that is profit before tax, exceptional reorganisation costs and share-based payments charge.

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Chairman's Statement

Introduction

Quadnetics' results for the six months to 31 May 2011 were ahead of the Board's expectations and represent a solid performance against a market background that remained subdued in some areas, though relatively strong in others. The Group has demonstrated tangible benefits from the restructuring undertaken over the past two years, and continues to make good progress towards its financial and strategic goals.

Results

Group revenue for the first half year was £34.0 million, compared with £32.9 million in the corresponding period of 2010. Consolidated underlying profit (that is, profit before tax, exceptional reorganisation costs and share-based payments) was £1.8 million (2010: £2.2 million). There were no exceptional reorganisation costs (2010: £0.8 million). After charging share-based payments of £92,000 (2010: £66,000), the Group produced a profit before tax for the first half of £1.7 million (2010: £1.3 million). Fully-diluted underlying earnings per share were 8.4 pence (2010: 10.7 pence).

Although underlying profits for the half year were lower than in the comparable period in 2010, the decline included the negative impact of two elements: a net difference on foreign exchange of £(0.3) million on the Group's loan to its US subsidiary, and £(0.4) million from additional research and development charged to profit and loss.

Excluding those items, the overall trading performance of our businesses was slightly ahead of the same period last year. In broad terms, the Group's performance in the first half of 2010/11 was characterised by project delays in the defence area and a difficult UK retail market for our managed services activities, more than offset by strong performances from Synectics' Industrial Systems and Network Systems divisions.

The closing order book at 31 May 2011 was £26.1 million (31 May 2010: £27.7 million).

Cash generation in the first half of this financial year was healthy, reflecting good control of operating capital across the Group. At 31 May 2011, Quadnetics had consolidated net cash balances of £6.0 million (31 May 2010: £4.8 million).

Dividend

The Board has declared an unchanged interim dividend of 2.5 pence per share, payable on 23 September 2011 to shareholders on the register as at 26 August 2011.

Operating Review

Integration & Managed Services

Revenue	£17.6 million (2010: £17.6 million)
Operating Profit	£0.8 million (2010: £0.8 million)
Operating Margin	4.4% (2010: 4.5%)

Quadnetics' IMS division is one of the leading UK providers of design, integration, turnkey supply, monitoring and management of large-scale electronic security systems. Its main markets are in critical infrastructure, public space and multi-site systems. Its capabilities include a nationwide network of service engineers, UK government security-cleared personnel and facilities, and an in-house 24-hour monitoring centre and help desk. The IMS division supplies proprietary products and technology from other Quadnetics divisions as well as from third parties.

The strategy of the division is to steadily improve its operating margin and revenue base through increased concentration on its specialised critical infrastructure customer sector, better exploitation of marketing synergies with other divisions and greater use of the in-house technology they provide.

The UK security integration activities did a commendable job in growing revenue and profits despite difficult markets in the government sector. Significant new business was won and delivered in the prisons and financial services areas, where the division has a strong market presence.

Important contract wins in the period included investment banking security system upgrades totalling £0.8 million, prison system upgrades totalling £0.8 million, and a large nuclear power station system.

The primary customers for the division's managed services activities are UK multi-site retailers where, in a difficult retail environment, new business has been slower to achieve than planned. Nonetheless, some significant new multi-year contracts were won. Efforts to expand the business into managed security services in wider commercial and government areas, where we can demonstrate real cost savings to clients, have gained momentum.

Important recent wins in the managed services area included several three-year, and one five-year, retail security management contracts totalling £4.4 million.

Overall, the IMS division looks well positioned to achieve a result for the year in line with its plan.

Synectics Network Systems

Revenue	£7.6 million (2010: £6.9 million)
Operating Profit	£1.9 million (2010: £1.4 million)
Operating Margin	24.7% (2010: 20.1%)

Synectics Network Systems provides specialist video-based electronic surveillance systems and technology globally to end customers with large scale high security requirements, particularly for critical infrastructure protection. It is co-located with the Group Technology Centre, which provides R&D, products and systems expertise to each of the other divisions.

Revenue grew by 10% compared with the first half of 2010 which, together with reduced overheads and greater software sales content, produced a 35% increase in operating profit for the division. The other primary factors responsible were a return to profit in the division's Middle East operations, and a strong result for the US gaming surveillance operations.

Synectics Networks in the UK secured an important command and control software solution contract valued at over £0.4 million.

In the US gaming sector, contracts worth more than \$9 million were won with existing and significant new end-customers. We believe Synectics has made solid recent gains in market share in this area, as a result of continued improvements in its product suite and technical solutions, adapted very specifically for the gaming market.

The SNS division is expecting a further good performance in the second half.

Synectics Mobile Systems

Revenue	£5.1 million (2010: £6.1 million)
Operating Profit	£0.1 million (2010: £0.8 million)
Operating margin	1.3% (2010: 12.6%)

Synectics Mobile Systems provides specialist ruggedised surveillance systems and products for bus, haulage, rail and defence customers.

The SMS division suffered in the first half from a combination of a slowdown in the UK new bus market and continued lengthening of procurement cycles in defence, which have been exacerbated by the ongoing disruptions in various Middle Eastern territories. We expect this situation to improve, though timing is obviously uncertain. We are currently finalising the development of our Chili man-portable RF detection systems, with formal launch scheduled for the DSEi exhibition in September.

The acquisition of Persides was completed in the period, with all staff and facilities now moved to our Tewkesbury facility. We achieved the first significant volume order for the VeeCam™ product from a major defence contractor for supply to a European army. There is considerable market interest in using the VeeCam™ to stream live and recorded video via military secure radio networks. Several significant contract bids are currently underway but it is at the moment unclear whether these will come to fruition in time to contribute to results this financial year.

In the transport sector, there were clear signs of an improvement in the UK bus market towards the end of the period, particularly in the new build segment, and a stronger performance is expected in the second half.

Synectics Industrial Systems

Revenue	£4.3 million (2010: £3.2 million)
Operating Profit	£0.8 million (2010: £0.4 million)
Operating Margin	17.8% (2010: 11.3%)

Synectics Industrial Systems designs, manufactures and supplies turnkey surveillance systems for extreme or hazardous environments. Applications mainly include offshore and onshore oil & gas facilities, ships and industrial process control.

SIS enjoyed an excellent six months, producing by some way a record result. In major part the increased revenue was due to deliveries under SIS' contract, won late last year, for complete surveillance systems for the first phase of the Gorgon natural gas project in Australia. This contract illustrates the success of SIS' strategy of expanding the scope of supply of its hazardous area surveillance systems to include much wider proprietary technical content, including Synectics' Synergy command and control software. We won a further £0.8 million worth of systems orders from Alcatel Lucent and our first major order, valued at £0.3 million, for our new camera systems from Page Europa.

With a buoyant underlying global market in oil and gas and with its new COEX3000 camera station now fully on stream, SIS is looking forward to further good performance in the second half and continuing this trend into next financial year.

Research and Development

Group expenditure on technology development during the six month period totalled £0.9 million (2010: £0.6 million). Of this, £0.2 million was capitalised (2010: £0.3 million), and the remainder expensed to the profit and loss account. The majority of the increase relates to the acquisition of Persides, our joint development partner in the defence electronic surveillance area. Significant sales of the Chili and VeeCam products emerging from this development are expected by early next financial year.

Other developments currently underway include the COEX2000 marine-rated camera housing, and new product generations within Synectics' established suite of software and systems.

Outlook

In an important recent development, we announced on 18 July that Quadnetics has agreed to acquire Indanet AG, a leading German competitor in the transport surveillance market. Indanet is a fast-growing, technology-led company that has built enviable relationships with the major government rail and integrated transport customers in Germany, which research suggests will be one of the largest markets in the world for mobile transport surveillance over the next few years. The management of Indanet have an aggressive plan for growth, both in Germany and in other markets in northern and eastern Europe, through accelerated investment in its software and systems products and in sales and marketing. Indanet's skills, technology and market focus are highly complementary to those of Synectics, and we expect the acquisition to bring significant benefits in bolstering growth in Quadnetics' core market areas, in line with our stated strategy.

To support Indanet's growth, Quadnetics plans to invest €1.5 million over the first 12 months from completion, much of which will be accounted for as an expense in our consolidated income statements. While the timing of new sales resulting from this investment expenditure is inherently difficult to predict, it is likely that the net impact of the acquisition of Indanet on Quadnetics' results will be negative for the remainder of our current financial year and for at least the first half of 2011/12. We expect a significant positive contribution from 2012/13 onwards.

Trading in our current businesses collectively continues to make good progress. Quadnetics' stated financial objectives include achieving, within a reasonable time frame and given normal economic conditions, a consolidated underlying operating profit margin in the range of 8-10%. The Group's results for the first half, our expectations for the full year and the acquisition of Indanet are all consistent with the trend towards achieving that target.

David Coghlan
27 July 2011

**Condensed Consolidated Income Statement
For the 6 months ended 31 May 2011**

		Unaudited	Unaudited proforma information	Unaudited proforma information
	Notes	6 months ended 31 May 2011 £'000	6 months ended 31 May 2010 £'000	18 months ended 30 Nov 2010 £'000
			12 months ended 30 Nov 2010 £'000	
Revenue	3	33,990	32,887	91,124
Cost of sales		(23,629)	(22,320)	(62,276)
Gross profit		10,361	10,567	28,848
Operating expenses		(8,665)	(9,271)	(27,703)
Profit from operations				(18,402)
Excluding exceptional reorganisation costs and share-based payments	3	1,788	2,160	2,714
Exceptional reorganisation costs		-	(798)	(1,320)
Share-based payments charge		(92)	(66)	(249)
Total profit from operations		1,696	1,296	1,145
Finance income		160	133	441
Finance costs		(159)	(137)	(415)
Share of results of joint venture		-	4	-
Profit before tax				4
Excluding exceptional reorganisation costs and share-based payments		1,789	2,160	2,740
Exceptional reorganisation costs		-	(798)	(1,320)
Share-based payments charge		(92)	(66)	(249)
Total profit before tax		1,697	1,296	1,171
Income tax expense	4	(458)	(287)	(311)
Profit for the period attributable to equity holders of the parent		1,239	1,009	860
Basic earnings per Ordinary share		8.0p	6.5p	5.5p
Diluted earnings per Ordinary share		7.8p	6.5p	5.5p

**Condensed Consolidated Statement of Comprehensive Income
For the 6 months ended 31 May 2011**

	Unaudited 6 months ended 31 May 2011 £'000	Unaudited proforma information 6 months ended 31 May 2010 £'000	18 months ended 30 Nov 2010 £'000
Profit for the period	1,239	1,009	860
Exchange differences on translation of foreign operations	(34)	84	13
Actuarial gains/(losses)	-	-	104
Effect of not recognising the pension scheme surplus	-	-	(104)
Total comprehensive income for the period attributable to equity holders of the parent	1,205	1,093	873

Condensed Consolidated Statement of Financial Position
31 May 2011

	Unaudited 31 May 2011	Unaudited proforma information 31 May 2010	30 Nov 2010
	£'000	£'000	£'000
Non-current assets			
Property, plant and equipment	1,525	1,635	1,503
Intangible assets	17,324	17,407	17,292
Deferred tax asset	147	394	176
	18,996	19,436	18,971
Current assets			
Inventories	5,430	5,913	5,897
Trade and other receivables	21,382	22,579	22,511
Cash and cash equivalents	5,955	4,811	3,349
	32,767	33,303	31,757
Total assets	51,763	52,739	50,728
Current liabilities			
Trade and other payables	(18,749)	(19,792)	(18,256)
Tax liabilities	(604)	-	(535)
Current provisions	-	(707)	(112)
	(19,353)	(20,499)	(18,903)
Non-current liabilities			
Non-current provisions	(25)	(75)	(25)
	(25)	(75)	(25)
Total liabilities	(19,378)	(20,574)	(18,928)
Net assets	32,385	32,165	31,800
Equity attributable to equity holders of parent company			
Called up share capital	3,514	3,514	3,514
Share premium account	15,719	15,719	15,719
Merger reserve	9,565	9,565	9,565
Other reserves	(3,486)	(3,486)	(3,486)
Currency translation reserve	83	178	117
Retained earnings	6,990	6,675	6,371
Total equity	32,385	32,165	31,800

**Condensed Consolidated Statement of Changes in Equity
For the 6 months ended 31 May 2011**

	Called up share capital £'000	Share premium account £'000	Merger reserve £'000	Other reserves £'000	Currency translation reserve £'000	Retained earnings £'000	Total £'000
At 1 December 2009	3,514	15,719	9,565	(3,486)	94	5,897	31,303
Profit after tax for the year	-	-	-	-	-	1,009	1,009
Dividends paid	-	-	-	-	-	(297)	(297)
Credit in relation to share-based payments	-	-	-	-	-	66	66
Currency translation adjustment	-	-	-	-	84	-	84
At 31 May 2010	3,514	15,719	9,565	(3,486)	178	6,675	32,165
Profit after tax for the period	-	-	-	-	-	(15)	(15)
Dividends paid	-	-	-	-	-	(392)	(392)
Credit in relation to share-based payments	-	-	-	-	-	103	103
Currency translation adjustment	-	-	-	-	(61)	-	(61)
At 30 Nov 2010	3,514	15,719	9,565	(3,486)	117	6,371	31,800
Profit after tax for the period	-	-	-	-	-	1,239	1,239
Dividends paid	-	-	-	-	-	(712)	(712)
Credit in relation to share-based payments	-	-	-	-	-	92	92
Currency translation adjustment	-	-	-	-	(34)	-	(34)
At 31 May 2011	3,514	15,719	9,565	(3,486)	83	6,990	32,385

**Condensed Consolidated Cash Flow Statement
For the 6 months ended 31 May 2011**

	Unaudited 6 months ended 31 May 2011	Unaudited proforma information 6 months ended 31 May 2010	18 months ended 30 Nov 2010	Unaudited proforma information 12 months ended 30 Nov 2010
	£'000	£'000	£'000	£'000
Cash flows from operating activities				
Profit for the period	1,239	1,009	860	994
Income tax expense	458	287	311	366
Finance income	(160)	(133)	(441)	(295)
Finance costs	159	137	415	272
Depreciation and amortisation charge	621	648	1,846	1,215
Loss on disposal of non-current assets	-	1	2	5
Share-based payments charge	92	66	249	169
Operating cash flows before movement in working capital	2,409	2,015	3,242	2,726
Decrease/(increase) in inventories	462	(449)	(535)	(473)
Decrease/(increase) in receivables	1,072	(1,671)	55	(1,791)
Increase/(decrease) in payables and provisions	514	3,087	(4,407)	1,185
Cash generated from operations	4,457	2,982	(1,645)	1,647
Interest received	2	2	52	33
Tax (paid)/received	(352)	(43)	(38)	722
Net cash from/(used in) operating activities	4,107	2,941	(1,631)	2,402
Cash flows from investing activities				
Purchase of property, plant and equipment	(245)	(120)	(493)	(244)
Sale of property, plant and equipment	-	(3)	29	26
Capitalised development costs	(254)	(291)	(891)	(699)
Purchased software	(40)	(81)	(210)	(75)
Deferred consideration on acquisition made in 2005	-	-	(79)	-
Acquisition in period	(230)	-	-	-
Net cash used in investing activities	(769)	(495)	(1,644)	(992)
Cash flows from financing activities				
Interest paid	(3)	(5)	(21)	(10)
Dividends paid	(712)	(1,088)	(1,480)	(1,480)
Net cash used in financing activities	(715)	(1,093)	(1,501)	(1,490)
Effect of exchange rate changes on cash and cash equivalents	(17)	50	14	21
Net increase/(decrease) in cash and cash equivalents	2,606	1,403	(4,762)	(59)
Cash and cash equivalents at the beginning of the period	3,349	3,408	8,111	3,408
Cash and cash equivalents at the end of the period	5,955	4,811	3,349	3,349

Notes

1. General information

These consolidated interim financial statements were approved by the Board of Directors on 27 July 2011.

2. Basis of preparation

These consolidated interim financial statements of the Group are for the 6 months ended 31 May 2011.

The comparative figures for the 18 months ended 30 November 2010 are not the Group's statutory accounts for that financial year. Those statutory accounts have been reported on by the Group's auditors and delivered to the Registrar of Companies. The report of the auditors was (i) unqualified, (ii) did not include a reference to any matters to which the auditors drew attention by way of emphasis without qualifying their report and (iii) did not contain a statement under Section 498 of the Companies Act 2006.

The condensed consolidated interim financial statements do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the Group's annual financial statements as at 30 November 2010.

The condensed consolidated interim financial statements for the six months to 31 May 2010 and 12 months to 30 November 2010 have not been audited or reviewed by auditors pursuant to the Auditing Practices Board guidance on Review of Interim Financial Information.

The condensed consolidated interim financial statements for the six months to 31 May 2011 have been prepared on the basis of the accounting policies expected to be adopted for the year ending 30 November 2011. These are anticipated to be consistent with those set out in the Group's latest annual financial statements for the 18 months ended 30 November 2010. These accounting policies are drawn up in accordance with adopted International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board.

Significant accounting policies

AIM-listed companies are not required to comply with IAS 34 'Interim Financial Reporting' and accordingly the Company has taken advantage of this exemption.

3. Segmental analysis

The analysis below sets out the Group's revenue and underlying operating profit (operating profit before exceptional reorganisation costs and share-based payments charge) derived from the Group's four business segments.

	Unaudited 6 months ended 31 May 2011 £'000	Unaudited 6 months ended 31 May 2010 £'000	18 months ended 30 Nov 2010 £'000	Unaudited 12 months ended 30 Nov 2010 £'000
Revenue				
Integration & Managed Services	17,636	17,625	49,439	32,039
Network Systems	7,555	6,883	17,625	12,719
Mobile Systems	5,095	6,081	17,080	11,890
Industrial Systems	4,316	3,236	9,639	6,286
Intra-group sales	(612)	(938)	(2,659)	(1,654)
	33,990	32,887	91,124	61,280
Underlying operating profit				
Integration & Managed Services	771	790	2,125	1,333
Network Systems	1,866	1,384	2,220	1,949
Mobile Systems	68	764	1,319	1,198
Industrial Systems	770	367	1,252	747
Research & Development costs	(669)	(298)	(1,341)	(656)
Central costs	(1,018)	(847)	(2,861)	(2,019)
	1,788	2,160	2,714	2,552

4. Tax charge

The tax charge for the period is based on the estimated rate of corporation tax that is likely to be effective for the year to 30 November 2011.

5. Dividends

An interim dividend of 2.5p per share, totalling approximately £439,000 will be paid on 23 September 2011 to shareholders on the register as at 26 August 2011.

6. Earnings per share

Earnings per Ordinary share are as follows:

	Unaudited 6 months ended 31 May 2011 £'000	Unaudited 6 months ended 31 May 2010 £'000	18 months ended 30 Nov 2010 £'000	Unaudited 12 months ended 30 Nov 2010 £'000
Basic earnings	1,239	1,009	860	994
Exceptional reorganisation costs	-	798	1,320	1,050
Impact of exceptional reorganisation costs on tax charge for the year	-	(193)	(370)	(292)
Share-based payments charge	92	66	249	169
Impact of share-based payments charge on tax charge for the period	-	(18)	-	23
Underlying earnings	1,331	1,662	2,059	1,944
Basic earnings – diluted	1,239	1,009	860	994
Underlying earnings – diluted	1,331	1,662	2,059	1,944
	'000	'000	'000	'000
Weighted average number of Ordinary shares – basic calculation	15,529	15,529	15,529	15,529
Dilutive potential Ordinary shares arising from share options	310	1	83	85
Weighted average number of Ordinary shares – diluted calculation	15,839	15,530	15,612	15,614
	'000	'000	'000	'000
	Unaudited 6 months ended 31 May 2011 p	Unaudited 6 months ended 31 May 2010 p	18 months ended 30 Nov 2010 p	Unaudited 12 months ended 30 Nov 2010 p
Basic earnings	8.0	6.5	5.5	6.4
Exceptional reorganisation costs	-	5.2	8.5	6.8
Impact of exceptional reorganisation costs on tax charge for the year	-	(1.2)	(2.3)	(1.9)
Share-based payments charge	0.6	0.4	1.6	1.1
Impact of share-based payments charge on tax charge for the period	-	(0.2)	-	0.1
Underlying earnings	8.6	10.7	13.3	12.5
Basic earnings – diluted	7.8	6.5	5.5	6.4
Underlying earnings – diluted	8.4	10.7	13.2	12.5
	'000	'000	'000	'000
Weighted average number of Ordinary shares – basic calculation	15,529	15,529	15,529	15,529
Dilutive potential Ordinary shares arising from share options	310	1	83	85
Weighted average number of Ordinary shares – diluted calculation	15,839	15,530	15,612	15,614

7. Acquisition

On 22 December 2010 Synectic Systems Group Limited ("SSGL") acquired the entire issued share capital of Persides Technology Limited ("PTL") for a total consideration of £230,000 in cash and the trade and assets of PTL were hived up to SSGL at fair value.

PTL specialises in advanced battlefield electronic monitoring systems (EMS) and ruggedized hand-held digital video systems (VEEcam®) for use in extreme environments, and was a technology partner to the Group's defence business, playing an important role in the development of Synectics' latest generation radio frequency detection system, Chili.

The consideration paid of £230,000 compared with the estimated fair value of net assets acquired of £49,000 resulted in a provisional value for goodwill of £181,000.

8. Post Balance Sheet Event

On 15 July 2011 Quadnetics Group plc ("Quadnetics") agreed to acquire 100% of the issued share capital of Indanet AG ("Indanet"), a leading German provider of integrated surveillance and security management systems to the transport industry, for a maximum total consideration of €10 million. Consideration of €2 million in cash was paid on completion for an initial tranche of shares equivalent to 51% of Indanet's issued share capital. Further consideration of between €1 million and €8 million for the remaining 49% of Indanet will be payable in three tranches between 2013 and 2015, dependent on Indanet's profits for the period from completion to 31 May 2015.

Due to the proximity of the acquisition to the period end the fair value exercise has not yet been completed.

9. Copies of this statement will be sent to shareholders and will be available on the Group's website (www.quadnetics.com) and from Quadnetics Group plc, Haydon House, 5 Alcester Road, Studley, Warwickshire B80 7AN.

- Ends -