Notice of AGM

Released : 20 Jun 2013

RNS Number : 4301H
Acal PLC
20 June 2013

FOR RELEASE
20 JUNE 2013

ACAL plc

("Acal" or "the Group")

ANNUAL REPORT AND ACCOUNTS 2013
NOTICE OF ANNUAL GENERAL MEETING 2013

Acal plc (LSE : ACL), the European specialist provider of advanced technology solutions, has today issued to its shareholders its Annual Report and Accounts for the Group for the year ended 31 March 2013, together with the Notice of Annual General Meeting ('AGM') and shareholder proxy form. The AGM will be held at Acal's head office at 2 Chancellor Court, Occam Road, Surrey Research Park, Guildford, Surrey GU2 7AH on Friday 26 July 2013 at 11.00am.

Copies of the Notice of AGM, the proxy form and the Annual Report and Accounts for the Group for the year ended 31 March 2013 will be available on Acal's website (www.acalplc.co.uk).

Acal plc will also submit a copy of each of the documents mentioned below to the National Storage Mechanism and they will shortly be available for inspection at www.hemscott.com/nsm.do :

a) Annual Report and Accounts;
b) Notice of AGM and ancillary document; and
c) Proxy form to shareholders.

The Group announced its preliminary results for the year ended 31 March 2013 on 4 June 2013. Today, it provides the following additional regulated information, in relation to the Annual Report and Accounts, in full unedited text as required to be made public under the Disclosure and Transparency Rules. This announcement should be read together with the preliminary results announcement.

A condensed set of financial statements was attached to the Group's preliminary results announcement, which included an indication of important events that occurred during the year under review. The Annual Report and Accounts also contains information regarding the Group's principal risks and uncertainties and a Directors' responsibilities statement relating to its content, an extract of which is provided below as required under the Disclosure and Transparency Rules. The preliminary results, together with the information set out below, constitute the material required by Disclosure and Transparency Rule 6.3.5 to be communicated to the media in unedited full text through a Regulatory Information Service.

This announcement is not a substitute for reading the full Annual Report and Accounts.

Principal risks and uncertainties
The performance of the Group and the implementation of its strategy are subject to a number of risks and uncertainties. The Board continually monitors the key business risks and uncertainties and oversees the development of processes to ensure that these risks are managed appropriately and that operational management implements any mitigating actions in a timely and consistent manner. The Group's risk management framework covers identification, impact assessment, likelihood of occurrence and mitigating actions.

The Group's principal risks and uncertainties and mitigating actions are described below.

Risk	Mitigating action
Economic environment The key external risk affecting the Group remains the impact of the continuing challenging macroeconomic and market conditions, especially in Europe. These conditions, which are underpinned by slow economic growth and sovereign debt problems, could impact the Group in a number of ways including: • Operations of the Group may be adversely affected by a slowdown in orders due to the lack of end user demand and lack of visibility into the foreseeable future. This could ultimately affect the Group's profitability through a reduction in sales. • Fundraising conditions may become more challenging, which could impact on the Group's ability to raise funds for value adding acquisitions, a core part of the Group's stated strategy.	▪ Transition into a differentiated specialist supplier should help reduce exposure to major shocks in the economic environment; ▪ Diversification into different markets, locations and product offerings; ▪ Identifying and completing value adding and earnings enhancing acquisitions.
Business acquisitions The Group considers acquisitions as part of its growth strategy. The risk to the Group is that the acquisitions do not realise the expected benefits, either in terms of the performance of the acquired business or retention of key employees.	▪ Detailed due diligence on target businesses; ▪ Seek appropriate warranties and indemnities from vendors; ▪ Use of earn out structures, where possible, to retain key management; ▪ Continuous monitoring of the acquired business against budgeted performance.
Liquidity The Group's ability to operate depends on access to short and medium-term funding. From time to time, such funding requires refinancing, the success of which depends on the financial condition of the Group and the risk appetite of the lending market.	▪ Central Treasury function to oversee the Group's cash resources and financing requirements; ▪ Ongoing review of headroom against committed facilities and financial covenants; ▪ Working capital controls and monitoring of key working capital metrics.
Major business disruption The Group has a number of warehouses, other operational premises and systems in the UK, Europe, South Africa and the Far East. Major damage to any of these facilities from fire, malicious damage or natural disaster would adversely affect the business.	▪ Disaster recovery and business continuity plans; ▪ Insurance cover.
Foreign currency The Group's main foreign exchange exposures relate to the translation of results and net assets denominated in foreign currencies into sterling (translational exposure), and the occurrence of transactions in currencies other than the operational currency of the transacting company (transactional exposure).	▪ Use of forward currency contracts to hedge transactional exposure for committed sales and purchases in foreign currency; ▪ Currency borrowings as a natural hedge against same currency assets; ▪ Oversight of foreign currency exposures by the Central Treasury function.
Retirement benefit obligations The funding position of the Group's legacy post-retirement defined benefit scheme (the Sedgemoor Scheme - see note 33 to the Group Financial Statements) may be adversely affected by poor investment performance, changes in interest and inflation rates, improved mortality rates and changes in the regulatory environment. Such changes could increase the charge to the income statement and/or the level	▪ The Sedgemoor Scheme was closed to new members in 1999 and, shortly thereafter, future service benefits ceased to accrue to existing members; ▪ Deficit recovery plans are agreed with the Trustee of the Scheme based on actuarial advice and the results of scheme valuations.

of cash contributions required to be made to the Scheme.	
People The performance of the Group depends on its ability to continue to attract, motivate and retain staff. The Electronics industry is very competitive and the Group's employees may be targeted by other companies for recruitment.	▪ Staff development and training programmes and succession planning; ▪ Appropriate rewards for personal and business success.

Directors' responsibilities statement

Each of the Directors, as at the date of this Report, confirms to the best of his or her knowledge that:

- the financial statements, prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board and as adopted by the European Union, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company and the Group; and
- the Directors' Report includes a fair review of the development and performance of the business and the position of the Company and the Group, together with a description of the principal risks and uncertainties that it faces.

Related party transactions

During the year, the disposal of the UK Parts business was a related party transaction and received shareholder approval on 3 January 2013.

For further information:

Acal plc
Gary Shillinglaw - Group Company Secretary 01483 544500

Cubitt Consulting
Simon Brocklebank-Fowler 020 7367 5100
Gareth David
Cebuan Bliss

Notes to Editors:

Acal is a European leader in advanced technology solutions, providing marketing, engineering, design, manufacturing and other services through two divisions: Specialist Electronics and Supply Chain.

The Electronics division is a leading European specialist electronics supplier and the only such provider with an infrastructure to deliver a broad complementary range of specialist products and bespoke solutions across Europe. The Electronics division has completed five acquisitions in the last four years, more than doubling its underlying Electronics revenues. Acal's long term strategy is to gain significant, additional market share through both organic growth and acquisition and to further enhance its value- adding capabilities. The Supply Chain division provides inventory optimisation and outsource solutions to leading technology service providers.

Acal has operating companies across Europe, including the UK, Germany, France, Benelux, Italy, Poland, Spain and the Nordic region. Additionally, Acal has operating companies in Asia (China and South Korea) and Africa (South Africa).

Disclaimer:

This announcement contains a number of forward-looking statements relating to the Group with respect to, amongst others, the following: financial condition of the Group; results of operations of the Group; economic conditions in which the Group operates; the business of the Group; and management plans and objectives. The Company considers any statements that are not historical facts as "forward-looking statements". They relate to events and trends that are subject to risks and uncertainties that could cause the actual results and financial position of the Group to differ materially from the information presented in the relevant forward-looking statement. When used in this announcement the words "estimate", "project", "intend", "aim", "anticipate", "believe", "expect", "should" and similar expressions, as they relate to the Group or the management, are intended to identify such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements which speak only as at the date of this announcement. Neither the Company nor any member of the Group undertakes any obligation publicly to update or revise any of the forward-looking statements, whether as a result of new information, future events or otherwise, save in respect of any requirement under applicable laws, the Listing Rules, the Disclosure and Transparency Rules and other regulations.

No statement in this announcement is intended as a profit forecast or profit estimate and no statement in this announcement should be interpreted to mean that the earnings per share of the Group for the current or future financial periods will necessarily match or exceed the historical or published earnings per share of the Group.

This announcement has been prepared in accordance with English law, the Listing Rules and the Disclosure and Transparency Rules and information disclosed may not be the same as that which would have been prepared in accordance with the laws of jurisdictions outside England.

The announcement does not constitute an offer to sell or issue or the solicitation of an offer to buy any shares in the capital of the Company or any other securities of any company in any jurisdiction or an inducement to enter into any investment activity.

This information is provided by RNS
The company news service from the London Stock Exchange

END

NOAUKOVROVANAAR