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CASE STUDY

# Merbatty Boat Case

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## Market overview

The developing luxury boat building industry is one with a growing customer base of wealthy, successful individuals and corporate clients. The industry is mostly concentrated in Europe and the USA, although new boat building companies have recently entered the market in Australia and some areas of Asia. Classification of the market and its products can be done in different ways, but the most common are by boat length, engine performance or by hull type. In 2012, the luxury boat building industry generated approximately \$5.5bn in revenues and delivered nearly 3,600 engine-powered boats globally.

The material in this case is confined to boats powered by engines and does not include sailing yachts, which is a completely separate segment of the market.

There are a number of major international builders of luxury boats, which together produce a range of over 180 different models. Most luxury boats have living accommodation and crew quarters. The selling prices for these luxury boats range from around \$0.4m to over \$9m. Each boat type has a choice of different cost options, depending on customers' specifications and engine size.

Boat building companies typically appoint agents to secure sales from the end customer. The sales agent is the ongoing link with the customer from initial contact until delivery of the boat. Most boat building companies have agents in a wide variety of places globally, in order to secure sales, even though they have boat building facilities in only one or two locations. Completed boats are tested, then inspected and then delivered to wherever customers want, with the sales agent fully involved.

The individuals and corporate customers who buy these luxury boats are successful, wealthy individuals who expect the highest standards of quality and customer care. As the market has become more competitive, the need to live up to *'what the customer wants, the customer gets'* has become even more important. Boat building companies are facing the difficult task of balancing the need to deliver customer choice and a high specification at a price that is competitive. In addition, boat building companies need to generate sufficient profitability to invest in research for future designs in order to stay competitive and to give a return for their shareholders.

## Merbatty

Merbatty was formed 33 years ago by its current Chairman and is based in a northern European country. Merbatty has enjoyed rapid growth in sales and profitability in recent years. Despite the recession of the period Merbatty became listed on a European stock exchange in November 2012.

It currently has two boat building facilities, one at its head office base in Europe and a second on the West Coast of the USA. It has sales offices at the two boat building locations, staffed by Merbatty employees. The majority of Merbatty sales worldwide are secured through sales agents appointed by Merbatty.

Sales revenue is paid to Merbatty in three instalments. A deposit of 20% is paid by the customer on signing a binding contract for a boat as specified by the customer. A second instalment of 30% is paid when the boat's engines are delivered to the boat building facility. The final 50% is paid on completion of the boat only after inspection by the customer. Delivery to the customer's choice of location is at an extra cost. Merbatty's price list is in Euros for European sales. Due to pressure from customers in the USA, sales there are priced in US Dollars. Sales to other parts of the world are in either Euros or US Dollars.

Merbatty currently has a range of 15 boats varying in price from between €0.4m for a 5 metre boat to over €4m for a 35 metre boat. The selling prices of Merbatty's range of boats are shown in **Appendix 1** and relate to the basic model specification, as prices may vary depending on the customer's own selection of the specification for interior design and accommodation facilities.

Customers usually choose from a range of additional features, to enable them to make the boat very individual to personal requirements. To facilitate this choice, Merbatty offers a full interior design service. In 2012 these additional features generated €50m of additional revenues. This represents a further 11% on top of basic selling prices.

The operating profit achieved for Merbatty's current range of boats in 2012 was as follows:

	<i>Small boats (up to and including 24 metres)</i>	<i>Large boats (25 metres and over)</i>	<i>Additional features selected by customers</i>	<i>Total 2012 operating revenues and costs</i>
Number of boats	223	57	-	280
	<i>€m</i>	<i>€m</i>	<i>€m</i>	<i>€m</i>
Revenue	256	196	50	502
Operating costs (including allocated overhead costs)	222	163	41	426
Operating profit	34	33	9	76
Operating profit %	13.3%	16.8%	18.0%	15.1%

During 2012, Merbatty commenced production on a record number of 280 boats, representing a global market share of around 8%. Merbatty's statistics for boat construction are based on the number of boats **commenced** in a year.

Depending on the model and the size of the boat, the time taken to build a boat varies from three months to ten months. This time represents the period from the date of the customer signing the order contract to delivery of the completed boat. The boat is only delivered to a customer after successful completion of its sea trials and subsequent inspection by the customer.

The geographical analysis of sales according to the home base of the customer in 2012 and by the target markets for 2017, is shown in **Appendix 2**.

Merbatty currently has sales agents worldwide who generate sales. Most of Merbatty's agents worldwide work exclusively for Merbatty except in a few locations, where the agents also sell boats built by several other boat building companies. The agents receive a fixed percentage of the final revenue of around 4%, including any additional features that the customer orders for the boat. The agent's fee is paid in two instalments for each sale, 50% of the agent's fee at the point of signing a sales contract with the customer and the final balance on delivery of the boat to the customer. This split in the agent's fee creates an incentive for the agent to maintain close contact with both the customer and Merbatty's boat building facility in order to monitor progress and delivery details.

Market research has established that there is a growing market for luxury boats. Recent orders from both new and existing customers have supported this research. Merbatty has several customers who regularly replace their boats every few years. It also has other customers who have bought two or three boats to keep in different locations around the world. It appears that the wealthy have remained so during the tough economic times of recent years.

## Merbatty's personnel

The career histories of Merbatty's Directors are shown in **Appendix 3**.

Merbatty employs almost 2,200 employees at the two boat building facilities which are currently operational. The total staff costs were €87m in 2012. However, additional employees will need to be recruited later in 2013 when Merbatty opens its third boat building facility (see page 7).

The table below shows an analysis by function of Merbatty employees at the end of 2012:

	<i>Number of employees at 31 December 2012</i>
Skilled boat building technicians (includes supervisory staff)	1,940
Office and administration staff	188
Senior management staff	22
Sales staff (excluding external sales agents)	17
Total employees	2,167

The employee numbers shown above exclude outsourced processes. In addition to using sales agents to secure the majority of sales, Merbatty chooses to outsource several elements of its boat construction process. These include the use of an interior design service, which Merbatty uses for all interior fittings.

## Merbatty's recent history

Merbatty's sales have risen by over 10% each year for the last 12 years. The founding shareholder, Alberto Blanc, held the roles of Chairman and Chief Executive until September 2011, when the management team was strengthened in the lead up to the flotation of Merbatty in November 2012. The flotation issued 120 million new shares, each at a nominal value of €0.50 each. The flotation price was €2.80 a share and all shares were fully subscribed and generated a cash inflow to Merbatty of €336m (before issue costs) in November 2012.

At the point of flotation Merbatty repaid its then existing bank loan of €120 million and its bank overdraft, which had reached over €120 million. Andreas Acosta also renegotiated a new loan. This new loan is for €200 million, at an annual interest rate of 10%, and is secured on Merbatty's assets. This new loan, together with some of the equity raised in the listing will finance Merbatty's capital expenditure programme over the next few years, as well as finance the increase in working capital in order to achieve the growth targets planned. Raising the finance was difficult but overall financing costs fell as the new loan was cheaper than the overdraft.

To meet the growing demand, and due to capacity constraints at its boat building facility in Europe, Merbatty acquired some land in the USA in 2008 and developed a totally new purpose-built boat building facility. This has been operational since early 2010. There were some initial operational problems but Merbatty has been able to put in place experienced and committed employees who have the required skills to meet the exacting demands of Merbatty's growing customer base. The European and USA based boat building facilities both produce all 15 of the models currently offered by Merbatty, although the USA boat building facility rarely produces boats smaller than 20 metres.

Merbatty's profit, before dividends, was €40m for 2012, a record profit level, as shown in the extract from the accounts in **Appendix 4**. The country in which Merbatty is based charges tax at 35% of operating profits less finance costs.

Merbatty's Chairman, Alberto Blanc, was awarded the 'Business Person of the Year' in a European awards ceremony in 2010 and this, together with Merbatty's listing, has raised the global profile of Merbatty.

## Merbatty's current position

Merbatty had signed contracts, and received the required 20% deposits from customers, on future orders for 39 boats (building of which has not yet commenced) at the end of June 2013. The lead time from contract signing to start of construction usually averages six weeks. Sales are on target for Merbatty to meet the planned 300 boats produced in 2013.

As soon as an order is contractually placed, Merbatty will order the required supplies, such as the hull, engines and other major bought-in components for the boat. Merbatty will also allocate a specific building space within the agreed boat building facility. However, until it has undertaken around 20% of the construction work, a proportion of customers' deposits will remain in the Balance Sheet (as a current liability) and not be recognised in the income statement.

The financial statements for 2012 (included in **Appendix 4**) include a revaluation reserve in Merbatty's balance sheet to reflect an increase in the value of the non-current assets, which had been valued in 2012 prior to Merbatty's flotation.

## Merbatty's shareholders

Merbatty was listed in November 2012 when a major change in the shareholdings took place. Most executive directors acquired shares in the company. In addition, all of the executive directors have share options in order to encourage them to achieve the planned results, which would lead to growth in Merbatty's share price. The share options allow all directors to purchase up to 5 million shares each, any time up to 30 November 2018 and at a price of €5.00.

Alberto Blanc had previously held 90% of shares and chose to retain the same number of shares (54 million shares) but after the flotation, his shareholding was reduced to 30%. The new issue of shares brought in external investors and much needed finance in order for the company to expand. Alberto Blanc believes in the huge potential of the Merbatty brand and aims to achieve the five-year plan. He then intends to retire.

Prior to flotation, Merbatty had 60 million shares at a nominal value of €0.50 each in issue and had a total of 500 million authorised shares. At flotation in November 2012, Merbatty issued a further 120 million shares at a price of €2.80. At the end of 2012, Merbatty had 180 million shares in issue. The shareholdings at the end of 2012 were as follows:

	<i>Shareholding at 31 December 2012</i>
Directors:	
Alberto Blanc	30%
Jesper Blanc	8%
Henri Gaston	3%
Stefan Gil	3%
Andreas Acosta	3%
Tobias Houllier	2%
Lukas Dian	2%
Alain Mina	2%
Marie Lopp	1%
Bernie Ritzol	1%
Investors:	
JKL (has Board representative)	28%
Corporate fund investors	12%
Other shareholders:	
Small investors	3%
Employee-held shares	2%
Total shareholdings	100%

JKL is a listed company with a varied portfolio of investments in a range of international companies, mainly in the construction, engineering and maritime industries. At Merbatty's flotation, JKL purchased 50.4 million shares at a cost of over €140m as it considers that Merbatty's growth to date and its range of products, together with its potential for the future, will lead to a substantial return on its investment. Following discussions prior to flotation it was agreed that JKL's Investment Director, Simone Lellet, would have a seat on the Board of Merbatty and would be involved in helping Merbatty to achieve its five-year plan. Simone Lellet has been involved in some operational planning meetings and she has proved to be a useful management resource.

Merbatty's shares initially traded at €3.48 shortly after flotation and Merbatty's directors are pleased with the market's confidence in the company. By 30 June 2013 the share price had risen to €3.65.

The market sector average P/E ratio at 30 June 2013 is 15.

### **Future plans for expansion**

As a result of the company becoming listed in 2012, the Board of Merbatty was expanded with a number of new Board members. With the input of fresh ideas from the new members of the management team, a number of options have been put forward for expansion of the business. These include producing a much wider range of new models, which would enable Merbatty to offer customers a wider selection of boat sizes and engine capabilities than that currently produced.

Merbatty's five-year plan for the period up to and including 2017 is shown in **Appendix 5**. It is this five-year plan on which the prospectus forecast was based.

Currently, Merbatty produces 15 different models of boat (ranging from 15 metres to 35 metres in length). One new model is due to be introduced early in 2014 and there are possible enhancements to existing models by the middle of 2014. Lukas Dian, Technical Director – Design, believes that there is a strong opportunity to build larger boats which would be in the range of 35 to 40 metres in length. The main market for these very large boats would be in the Middle East. The press launch of Merbatty's first 38 metre boat in May 2013 had a good response and this new model will go into full production shortly.

In the past, Merbatty has always been very cautious and only produced boats when specific orders have been placed, except for a small number of boats built for demonstration purposes. However, after talking to some of Merbatty's agents in the Middle East, Jesper Blanc is confident that the demand in this region will be so great that Merbatty could sell any large boat that it builds. He has proposed that Merbatty should begin production on a range of large boats before any definite orders are placed, in order to capture sales from customers buying impulsively.

Stefan Gil is working on a proposal for Merbatty to open sales offices in over 20 locations worldwide. This would result in the termination of some sales agents' contracts. He considers that this will be needed to generate the additional sales required in order for the five-year plan to be achieved. Additionally, it would allow Merbatty to save costs, as it is anticipated that the costs of running Merbatty's own sales offices would be lower than that paid in agents' commissions.

Detailed operational plans were prepared in the form of Merbatty's current year budget for 2013, in order to ensure that the planned level of growth in sales and profitability is monitored and achieved. Merbatty is currently on target to achieve the budgeted number of 300 new boats to be commenced in 2013. This is the highest number of new boats Merbatty will have built in one year.

The company currently has two boat building facilities; one in Europe and one on the West Coast of the USA. The maximum annual capacity for these two facilities will depend on the mix of boat models ordered, as several smaller boats can be built in less time than one larger boat.

There is an increasing demand for larger boats. Based on Merbatty's current product mix during 2012, the existing two boat building facilities have a maximum space capacity, of 320 boats in total each year. As such in 2012 Merbatty is operating at a little under 94% capacity.

The five-year plan includes forecast capital expenditure for the opening of Merbatty's third boat building facility in September 2013. Additionally, the five-year plan includes capital expenditure that would be required for a fourth boat building facility planned to be built during 2016 and 2017. Bernie Ritzol considers that this may be located in a new target market, perhaps in Asia.

### **Planned opening of third boat building facility in Surania in 2013**

In March 2012, the Merbatty Board approved the proposal to open a third boat building facility. This is located in Surania which is a thriving country in the Middle East. The boat building facility is being constructed to meet Merbatty's exact specifications and was due to be opened in September 2013.

The decision to open a third facility was taken in preference to extending either, or both, of the existing facilities for several reasons. First, the five-year plan is based on strong growth in revenue from customers based in the Middle East, with revenue growing from €40m in 2012 to €180m in 2017. Revenues from sales generated in this region are forecast to grow from 8% of total revenue to 18% by 2017. Furthermore, there is an increasing trend for the boats ordered by customers in the Middle East to be for the larger models, so this new facility will specialise in building larger boats.

Merbatty's research also shows that skilled labour is available in Surania and also that there are sufficient skilled employees at Merbatty's existing boat building facilities who are willing to be seconded to the new facility.

Merbatty already has a sales agent located in Surania who has been selling Merbatty boats for over 15 years, who will continue to generate sales through his established reputation and contacts. In addition, Merbatty has recently appointed four additional sales agents in other countries in the Middle East region.

The Suranian boat building facility will enable Merbatty to build approximately 180 additional boats each year, depending on their size. However, if the number of large boats in the mix were to increase to a higher proportion than in the agreed five-year plan, it is estimated that the Suranian facility would only have the space to build 140 boats (albeit larger boats) each year.

### **Merbatty's development plans**

Bernie Ritzol, Global Market Development Director, would like to expand the range of models that Merbatty builds and considers that there is demand for a greater variation of designs within the range of hull sizes that are currently built. He is investigating the possibility of expanding the range of boats Merbatty builds, to have 10 new models over the next two years, instead of the planned three new models per year. He has asked Lukas Dian, Technical Director - Design, to prepare a proposal for investment in research and development needed for this expansion, for the Board meeting in February 2014.

Lukas Dian has identified the need for €10m expenditure on the design of new IT systems, including state of the art boat building CAD and CAM systems, both of which would minimise man hours and thus increase net margins. A further €15m of expenditure would be required on new boat design, particularly in the area of hull design and the building process for large boats and the new models proposed by Bernie Ritzol. This capital expenditure is included in the five-year plan which is shown in **Appendix 5**.

## **Current use of new technology**

Merbatty currently uses the latest in modern marine production technology, including Computer Numerical Controlled (CNC) machining and robotic spray systems for automated precision spray painting for maximum hydrodynamic efficiency. Investment in technology in the last two years has increased by 10% and has cost the company a total of €10m.

Merbatty has also spent over €4m on technology to apply glass re-enforced plastic onto each hull to add an external enhanced performance gel coat to increase hull durability and strength. This process was introduced in the USA boat building facility earlier in 2013 and is proving successful in speeding up the time taken at this stage of production of the boats. The previous hull coating technology was very labour intensive, requiring a number of skilled operators using hand-held machines to apply the external gel coating. The old technology is still used in the European boat building facility and for smaller boats built in the USA facility, but is being phased out in 2013.

## **Merbatty sponsorship contracts**

Merbatty has signed two different sponsorship contracts which both generate a lot of positive public relations (PR) and have helped to increase Merbatty's brand recognition. The sponsorship contracts are as follows:

- €5m per year for three years from July 2012 to June 2015 payable to a major global speedboat race organiser which generates significant publicity for Merbatty through advertising and TV coverage of the race events. The races are also sponsored by a number of other global brands, but Merbatty is the principal sponsor.
- €5m per year for five years from January 2013 to December 2017 to a global travel and high quality hotel chain. This company promotes Merbatty boats in a variety of ways, including advertising on all of its websites worldwide, and through promotional information at all of its hotels. Merbatty also works with this company to arrange travel for its customers to inspect their boats.

## **Merbatty's supplier relationships**

Merbatty has a number of key suppliers. There has been a cultural shift for more professional relationships with suppliers in Merbatty since Paul Lavie, Merbatty's new Procurement Director, joined the company earlier in 2013. Merbatty has introduced supplier rating systems and Key Performance Indicators (KPI's) for all suppliers. Paul Lavie would like to see Merbatty work more closely with a few key suppliers and to build long standing supplier relationships.

Merbatty's ability to work closer with its key suppliers has also been facilitated by the recent development of an online order tracking and processing system between Merbatty and two of its key suppliers, which are MNE and Marinatron (see below). This system allows Merbatty to place specific orders for standard engines and satellite control panels to be delivered to Merbatty's boat building facilities and to track the orders right through from the early stages of the boat building process to delivery and installation.

Marinatron is Merbatty's key supplier of radar and satellite navigation systems. This USA based company supplies over 30% of the market for marine satellite navigation systems and they are used in all of Merbatty's boat models. It also supplies to a number of Merbatty's competitors in the USA.

Topcrest is a manufacturer of boat hulls and is based in the same European country as Merbatty's European boat building facility. Merbatty has been a long standing customer of Topcrest and has built up a very strong relationship with Topcrest's design and manufacturing team. Topcrest has a reputation as one of the top three hull manufacturers in the world. Demand for its hulls (ranging from 12 metres to over 40 metres long) has been growing rapidly in the last five years. Merbatty is a key customer of Topcrest and both companies recognise the



importance of working closely together on future designs. The lead time for hulls varies from two to six weeks depending on the size of the hull and the design specifications.

Sea Safety Equipment (SSE) is a European based company, which supplies most of the on board safety equipment such as inflatable life boats and life jackets.

MNE Engines, based in Europe, is a large manufacturer of nautical engines for both commercial and military purposes and it supplies engines worldwide to a wide range of customers. MNE is one of only five specialised nautical engine manufacturers in Europe. MNE supplies all of the diesel engines for all models of Merbatty boats. The order value of engines in 2012 was approximately €38m.

Aqua Designs is an internationally renowned firm of interior designers which specialises in the design and interior fittings for luxury boats. This includes all of the teak wood panelling to cabins and decks, air conditioning, interior furnishings, on board entertainment systems, satellite telephone systems and underwater lighting facilities. All Merbatty boats have a standard specification for interior design but customers can opt to add to this specification from a vast range of options provided by Aqua Designs. These additional internal specifications can add around 11% to the price of a boat, depending on the customers' preferences. Aqua Designs operates throughout Europe and the USA, but it does not have operations in the Middle East. Aqua Designs has declined all requests from Merbatty to provide the same interior design service for Merbatty's new Suranian boat building facility. Merbatty is currently finalising alternative arrangements for its interior design service for boats to be built in Surania.

### **Merbatty's investment in new IT systems**

In 2012, Merbatty invested in a newly released 'off the shelf' state-of-the-art production management software system. This software system is designed to improve productivity and increase resource utilisation. Its most significant advantage is that it enables areas for improvement in labour efficiency and workforce allocation to be easily identified. In addition, the real time information provided can be used to manage production more effectively by providing clear information on work in progress. The result has been on-time delivery of all boats, with no penalties for late delivery of boats to customers, since this new IT system has been operational.

This software allows Merbatty's management team to respond quickly to minimise potential, and actual, disruptions to production by providing real-time data on workforce utilisation and shop floor processes, material delays, machine downtime and employee idle time. This has resulted in increased productivity. This software has been installed at both the European and USA facilities and it is intended that it will also be installed within the new Suranian facility.

### **Charitable work**

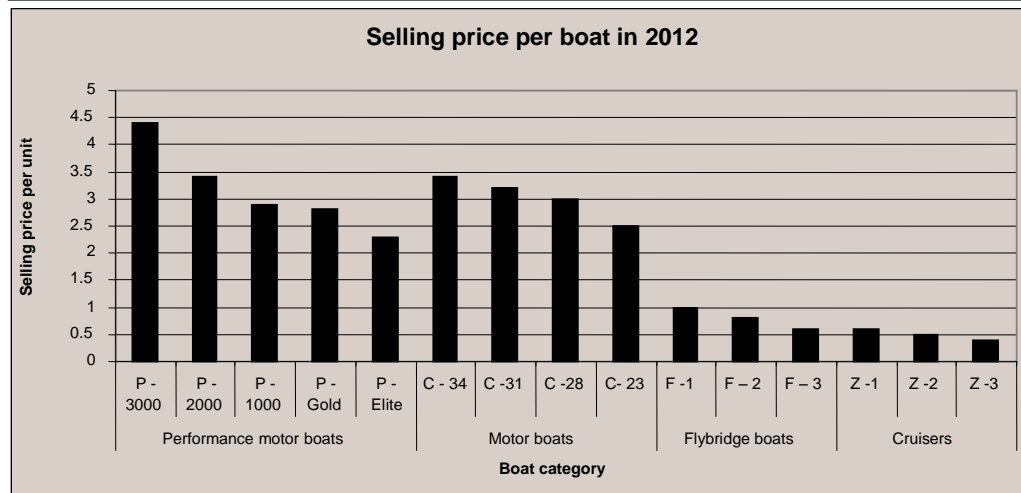
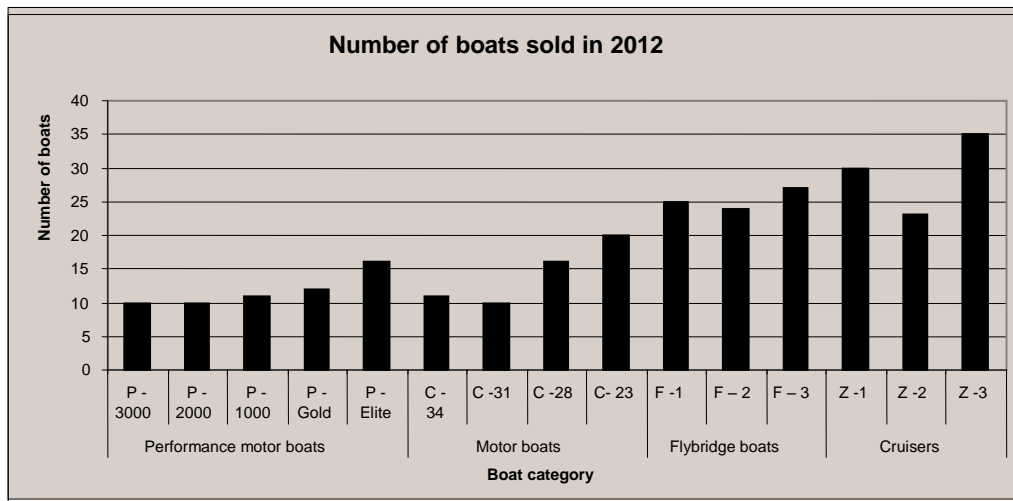
Alberto Blanc has been involved in charitable work for many years and feels strongly that Merbatty should continue to support a range of charities.

Merbatty financially supported a number of fund-raising events throughout the USA in 2012, which raised \$4m as a contribution towards a new hospital wing. Additionally, the company made donations totalling €0.5m towards a European Child Poverty Prevention Charity.

Alberto Blanc spends much of his spare time advising and working for charitable organisations in Europe, as he strongly believes that those who are as fortunate as he is should do as much as possible to help those less fortunate. Merbatty receives good publicity from Alberto Blanc's charitable work and every employee is encouraged to spend two to six months seconded from Merbatty, on full pay, to undertake a range of short assignments for charitable organisations. Every member of staff is eligible to participate in one charitable assignment every four years.

Analysis of Merbatty's range of boats

Model	Length (metres)	Maximum speed (knots)	2012 standard selling price €m	Units sold in 2012	Units sold in 2011
<b>Performance motor boats: P Series</b>					
P- 3000	35	40	4.4	10	-
P- 2000	25	38	3.4	10	8
P- 1000	20	38	2.9	11	10
P- Gold	19	35	2.8	12	19
P - Elite	18	31	2.3	16	21
<b>Motor boat: C Series</b>					
C- 34	34	31	3.4	11	-
C- 31	31	31	3.2	10	10
C -28	28	31	3.0	16	13
C -23	23	30	2.5	20	29
<b>Flybridge range</b>					
F -1	22	30	1.0	25	22
F- 2	20	30	0.8	24	24
F- 3	16	32	0.6	27	27
<b>Cruisers</b>					
Z - 1	18	34	0.6	30	24
Z - 2	16	32	0.5	23	20
Z - 3	15	30	0.4	35	26



## Sales revenue analysed by home base of customers

	<i>Sales revenue 2012 €m</i>	<i>Planned sales revenue 2017 €m</i>
		<i>Note: All figures shown are based on 2012 prices</i>
Europe	219	420
USA	148	240
Middle East	40	180
Asia	45	65
Australia	30	60
South America	18	29
Africa	2	6
Total revenue	502	1,000

## Merbatty's key personnel

### ***Alberto Blanc - Chairman***

Alberto Blanc, now 62, had an interest in boats from an early age, when he used to spend his summer holidays at his uncle's boat building facility. Having a keen eye for design and a love of the ocean, he went to marine college in 1971 and became a marine engineer in 1974. He started Merbatty after his uncle gave up his business in 1980 and passed the boat building facility onto Alberto. He plays an active role in the business and is often seen in the European boat building facility, talking to and advising design and technical staff. He believes in a 'hands on' management style and that the best way to learn what is happening in the business is to see the boats actually being built. He is also a strong believer in the importance of charity work.

### ***Henri Gaston - Chief Executive***

Henri Gaston is a 35 year old MBA graduate who joined Merbatty in September 2011. He has previously worked for one of Merbatty's major overseas rivals and has a number of contacts throughout the industry.

### ***Stefan Gil - Sales Director***

Stefan Gil, who is 52, has worked for Merbatty for 14 years and was previously a sales director of one of the main engine suppliers, where he worked for ten years. He has a very strong technical knowledge and previously spent five years in the Middle East as an engineer. He is a keen sailor and has recently sailed single-handed across the Atlantic for charity. His main challenge since joining Merbatty has been to create a strong brand image for Merbatty in order to appeal to the wealthy European and American customer base. He is a great asset to Merbatty.

### ***Andreas Acosta - Finance Director***

Andreas Acosta, aged 45, joined Merbatty in 2006. He previously worked as a management consultant for a large international firm of auditors. It was during this time he developed a keen interest in the boat building industry after being in charge of an international investigation of the industry. His main concern is the management of cash and the potential costs involved in overseas developments. Andreas leads a team of ten accountants in the European office and a further eight in the USA office.

### ***Jesper Blanc - Marketing Director***

Jesper Blanc is the 30 year old son of the Chairman. He graduated from university six years ago with a degree in Media Studies and has worked in the company since then. He has worked within the engineering department and in the systems and IT department for short periods but did not feel that his talents were in either area. His father initially appointed him as a marketing assistant, which he enjoyed immensely. His father later promoted him to the role of marketing director 12 months ago. Since his appointment he has visited many different countries, talking to customers and agents and establishing contacts.

### ***Tobias Houllier - Operations Director***

Tobias Houllier, now aged 50, started as a junior carpenter and has now worked for Merbatty for the last 30 years. During his time he has worked in the engineering department, the design department and he has been the European boat building facility manager. He has held the role of Operations Director for the last ten years and is probably the most experienced person in the whole company. He is very keen on training and encourages all of the designers and engineers to become qualified.

### ***Alain Mina - Technical Director - Systems and IT***

Alain Mina, aged 35, has worked for Merbatty for the last eight months. Previous to this he was a senior IT project manager for an organisation specialising in building and distributing military radar equipment. This is his first role at director level and he is finding it difficult to take a less 'hands on role' than he has previously been used to.

***Lukas Dian - Technical Director - Design***

Lukas Dian aged 36, has worked for Merbatty for five years. He started as the chief designer, however, due to his leadership and personnel management skills he was promoted to director level within one year of joining. He leads a team of over 20 designers who meet on a regular basis and he encourages an open door policy in order to create a feeling of freedom of thought and creativity.

***Marie Lopp - HR Director***

Marie Lopp, now aged 40, has worked for Merbatty for three years. She is the first HR director as previously Alberto Blanc did not believe in human resource departments. However, as the organisation expanded and staff issues and legislation became more complex, he finally agreed to appoint a HR director. Marie Lopp has a difficult job persuading Alberto Blanc of the importance of human resource issues and in particular, she struggles to get him to invest in training for staff other than the engineers and designers.

***Paul Lavie - Procurement Director***

Paul Lavie, aged 38, joined Merbatty in March 2013. He has many years of experience working for a large supplier of components to the automotive industry. He is also concerned that the procurement department had not established a close relationship with some of its major suppliers.

***Bernie Ritzol - Global Market Development Director***

Bernie Ritzol, now aged 46, joined Merbatty 12 years ago and has been responsible for a number of strategic developments including the acquisition of land in the USA and the opening of Merbatty's second boat building facility. He has also worked closely with Tobias Houllier in the development of new boat models and also with the technical director - design, since Lukas Dian was appointed to this new position four years ago. Bernie Ritzol was one of the driving forces behind Merbatty's listing, to enable the company to raise additional finance in order to fund expansion of the company. Bernie Ritzol was also instrumental in the selection of the site in Surania for Merbatty's third boat building facility.

***Simone Lellet - Investment Director, JKL***

Simone Lellet, aged 42, is JKL's Investment Director and she was appointed to the Board of Merbatty in November 2012, when Merbatty became listed and JKL bought 50.4 million shares, resulting in a holding of 28% of Merbatty's issued shares. Simone Lellet is very enthusiastic about Merbatty's five-year plan and wants to participate in the decision making process to help Merbatty achieve the goals set out when the company became listed. She has attended every Board meeting and has also been involved in some operational planning meetings, with the Board's permission.

***Non-executive directors***

Merbatty has six non-executive directors. The six non-executive directors hold various other directorships, in a variety of industries. Four of the non-executive directors are based in Europe and two hold directorships of USA listed companies and are based in the USA.

## Appendix 4

### Merbatty's balance sheet, income statement and statement of changes in equity

Note: All data in this Appendix is presented in international financial reporting format

<b><u>Balance sheet</u></b>	<b>As at</b>		<b>As at</b>	
	<b>31 December 2012</b>	<b>31 December 2011</b>	<b>31 December 2012</b>	<b>31 December 2011</b>
	<b>€m</b>	<b>€m</b>	<b>€m</b>	<b>€m</b>
<b>Non-current assets (net)</b>		535		362
<b>Current assets</b>				
Inventory (including work in progress)	165		126	
Trade receivables and accrued revenue	93		76	
Cash and short-term investments	171		7	
		429		209
<b>Total assets</b>		<b>964</b>		<b>571</b>
<b>Equity and liabilities</b>				
<b>Equity</b>				
Paid in share capital	90		30	
Share premium reserve	318		42	
Revaluation reserve	80		-	
Retained profits	133		113	
		621		185
<b>Non-current liabilities</b>				
Bank loan at 8% interest per year (repayable in 2016)	-		120	
Bank loan at 10% interest per year (repayable in 2020)	200		-	
Creditors: amounts falling due after more than one year	7		2	
		207		122
<b>Current liabilities</b>				
Bank overdraft	-		126	
Trade payables and accruals	101		112	
Customers' deposits	13		9	
Tax	22		17	
		136		264
<b>Total equity and liabilities</b>		<b>964</b>		<b>571</b>

Note: Paid in share capital represents 180 million shares of €0.50 each at 31 December 2012

<b><u>Income statement</u></b>	<b>Year ended</b>		<b>Year ended</b>	
	<b>31 December 2012</b>	<b>31 December 2011</b>	<b>31 December 2012</b>	<b>31 December 2011</b>
	<b>€m</b>	<b>€m</b>	<b>€m</b>	<b>€m</b>
Revenue	502		445	
Total operating costs	426		380	
Operating profit	76		65	
Finance costs	-14		-17	
Tax expense (effective rate is 35%)	-22		-17	
Profit for the period	40		31	

<b><u>Statement of changes in equity</u></b>	<b>Share capital</b>	<b>Share premium</b>	<b>Re-valuation reserve</b>	<b>Retained earnings</b>	<b>Total</b>
	<b>€m</b>	<b>€m</b>	<b>€m</b>	<b>€m</b>	<b>€m</b>
Balance at 31 December 2011	30	42	-	113	185
New shares issued during 2012	60	276	-	-	336
Profit for the period	-	-	-	40	40
Revaluation reserve	-	-	80	-	80
Dividends paid	-	-	-	-20	-20
<b>Balance at 31 December 2012</b>	<b>90</b>	<b>318</b>	<b>80</b>	<b>133</b>	<b>621</b>

## Appendix 5

### Extracts from Merbatty's 5 year plan

<b>Financial data</b>	<b>Actual</b>	<b>Plan</b>				
	2012 €m	2013 €m	2014 €m	2015 €m	2016 €m	2017 €m
		<i>Note: All figures shown in the financial data below are based on 2012 prices</i>				
<b>Revenue</b> (analysed by home base of customers):						
Europe	219	240	275	310	350	420
USA	148	160	170	190	210	240
Middle East	40	50	80	110	140	180
Other areas	95	105	120	130	145	160
Total revenue	502	555	645	740	845	1,000
Operating costs	426	471	552	634	725	863
Operating profit	76	84	93	106	120	137
Post tax profit for the period	40	45	51	60	69	80
Dividends	20	23	26	30	34	40
<b>Capital expenditure:</b>						
New boat building facilities	90	30	0	0	60	100
Other capital expenditure	40	25	15	20	20	25
Total capital expenditure	130	55	15	20	80	125

<b>Key business statistics</b>	<b>Actual</b>	<b>Plan</b>				
	2012 €m	2013 €m	2014 €m	2015 €m	2016 €m	2017 €m
Number of boats commenced in the year	280	300	340	385	435	500
Number of new models introduced	2	3	3	3	3	3
Satisfied customers (survey driven)	99.5%	100.0%	100.0%	100.0%	100.0%	100.0%
Staff turnover (calculated as number of staff leaving as a percentage of total employees)	20%	18%	15%	12%	12%	12%
Charity - funds donated (€ million)	0.5	0.6	0.7	0.8	0.9	1.0
- man years on secondment for charity work	3.0	4.0	5.0	6.0	7.0	8.0
Boatbuilding capacity (subject to mix) (assume third new facility operational early 2014 and fourth facility operational half way through 2017)	320	320	500	500	500	570

*End of Pre-seen material*