

# Acquisition of Talaris Topco Limited

February 14, 2012  
GLORY LTD.

# 1. Background

## GLORY's Overseas Sales Trend



## 2. Objectives of the Acquisition

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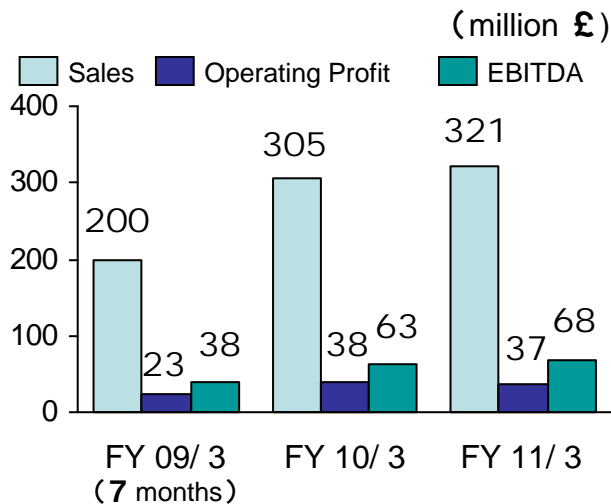
**"GLORY as the world's top brand"  
in the field of money handling machines!**

**Envisaged to accelerate overseas business growth  
by utilizing both groups' strengths**

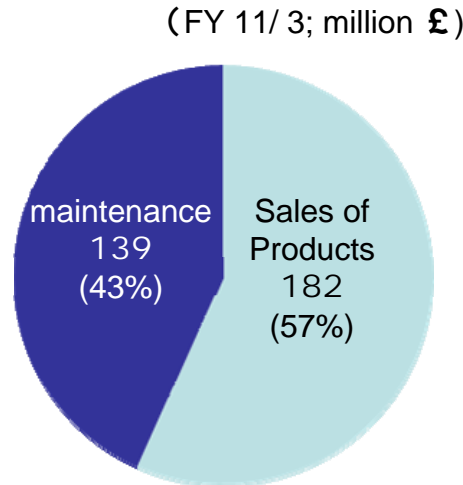
# 3. Overview of Talaris

<b>Company Name</b>	Talaris Topco Limited
<b>Location of Headquarters</b>	Basingstoke, UK
<b>Date of Incorporation</b>	September 2008 (management led buy-out from De La Rue, a UK company )
<b>Representative</b>	Tim Robinson, CEO
<b>Number of Employees</b>	About 1,900 (group total)
<b>Features</b>	<ul style="list-style-type: none"> <li>- About 200 years history including De La Rue period</li> <li>- Global expansion, especially in US/EU</li> <li>- Broad direct sales and maintenance service networks</li> <li>- Firm relationship with customers in each country</li> </ul>

## Consolidated Financial Results



## Sales Components



## Main Products



Vertera  
Teller Cash Recycler



Ntegra  
Desktop Counter



Cash Star  
ATM

# (Appendix) Financials of Talaris Group

(thousand £)	FY 09/ 3 (7 months)	FY 10/ 3	FY 11/ 3
Revenue	200,761	305,579	321,487
Operating Profit	23,428	38,356	37,522
Ordinary Profit/(loss)	▲40,920	22,898	1,438
Net Profit/(loss) for the period	▲42,974	15,988	▲8,557
EBITDA (announced base)	38,200	63,700	68,100
Total Net Assets	▲17,078	▲1,407	5,383
Total Assets	577,841	582,225	588,417

- Extraordinary loss caused by significant FX and interest rate market to market movements on third party debt

- Profit before tax includes significant gains from positive FX movements and unwinding of interest rate swaps

- Limited impact of FX and mark to market movements, with profit after tax shown after interest on debt and preference dividends

## 4. Expected Synergy



### Strengths

- High level product development capabilities
- Wide range of high quality product lineup
- Enhanced development and manufacturing systems

### Strengths

- High level solution expertise and marketing skills
- Extensive direct sales and maintenance network
- Strong organizations in US/EU



1. Maximise customer offering by combining both groups' strengths

2. Enhancement and utilization of customer base

3. Establishment of global management system

# 5-1. Maximise customer offering by combining both groups' strengths

GLORY

talaris™

## Strengths in Product Development Capability

- High level development capability supported by technical capabilities
- Sophisticated product lineup meeting customer needs
- High quality products manufactured within the Group

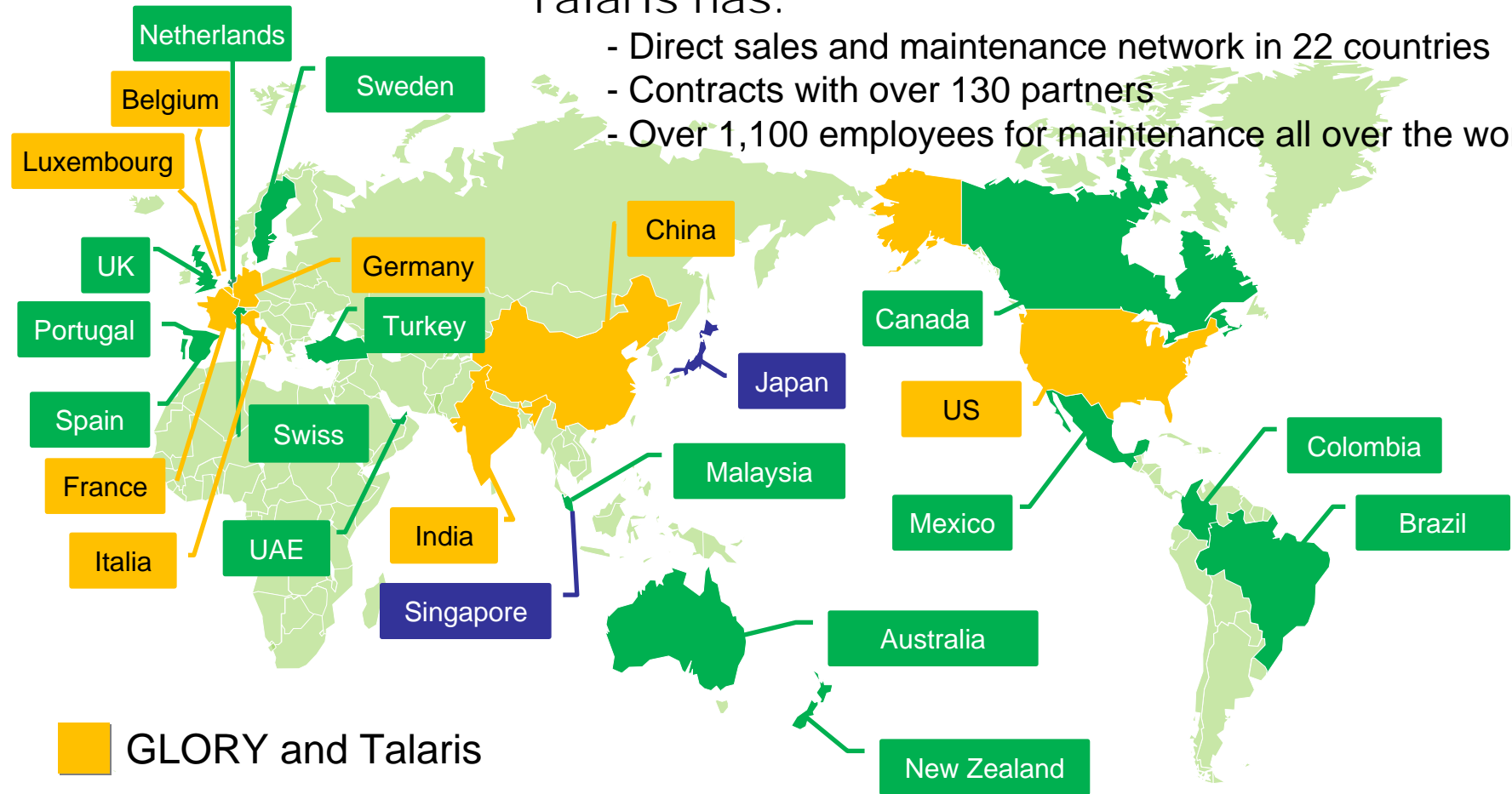
## Strengths in System Solution Capability

- Overall solution including operational consultation and advice for business optimization
- High level marketing capability utilizing extensive customer base
- Broad direct sales and maintenance network

## 5-2. Enhancement and Utilization of Customer Base

Talaris has:

- Direct sales and maintenance network in 22 countries
- Contracts with over 130 partners
- Over 1,100 employees for maintenance all over the world



GLORY and Talaris

Talaris only

GLORY only



## 5-3. Establishment of Global Management System

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Establishment of human resources who have high experiences and skills of global business

Utilization of established organization, system and managerial methods in US/EU

Acceleration of global human resource development

## 6. Overview of the Acquisition

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### Consideration for Acquisition

- **£ 650 million (about 80 billion yen)**  
Notes: 1. Exchange rate is £ 1=123 yen in this document.  
2. Includes the refinancing of Talaris' existing interest-bearing debts
- Type of consideration: cash only

### Closing Condition

- Subject to
  - (i) acceptance of the offer by Talaris' shareholders and execution of SPA
  - (ii) receipt of relevant regulatory approvals