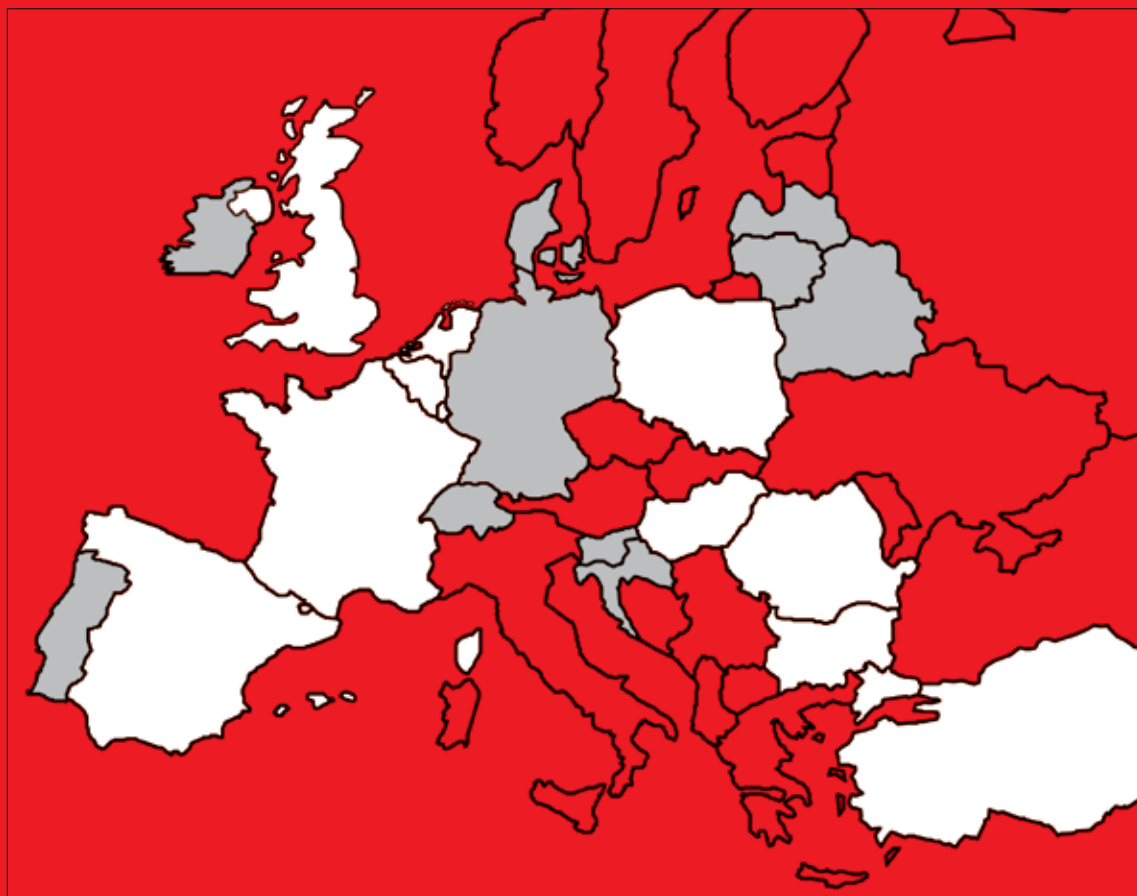


Full blossom Businessplan

Air Trade Centre International BV 2009 - 2013

The Netherlands - January 2009



Air Trade Centre Companies

■ Belgium ■ Bulgaria ■ France ■ Hungary ■ The Netherlands ■ Poland
■ Romania ■ Saudi Arabia ■ Spain ■ Turkey ■ United Kingdom

Premium distributors

■ Ireland ■ Germany ■ Slovenia ■ Denmark ■ Lithuania
■ Latvia ■ Croatia ■ Portugal ■ Switzerland ■ Belarus

Please find herewith the Air Trade Centre International Group Businessplan for the years 2009 - 2013 with the title **Full Blossom**. This plan is meant to offer transparency to all the Air Trade Centre Stakeholders, Shareholders, the management, the country managers and the colleagues employed by the new shareholder SIG Plc of the Air Trade Centre Group as well as external parties, such as banks and accountants, with regard to the short term company goals. Prior to this plan the businessplan 2007 - 2011 was issued. It had the title **The Growth** preceded by **Trimming and Blooming** 2005 - 2009.

Proudly we look back to the period behind us upon the achieved results, **The Growth** seemed certainly not too ambitious and naturally the economical circumstances gave us a helping hand. The prospects and economical circumstances seem to conflict with our new title **Full Blossom**, but it is as it is, we are doing fine in a difficult world! In a difficult economy the changing circumstances and an adapted strategy will help the group further during the coming years to make our renewed ambition true. After 5 years with an average turnover growth of 23%, a period in which we positioned the group strongly and invested a lot in quality in the broadest sense of the word, we will now enter upon a poor time. Assuming that half of the recent growth has been put at cost of our competitors, our ambition for 2009, with 8% turnover growth, seems not to be too optimistic as we thought in September 2008. After preparing our budgets in September 2008 for the year 2009, all economics and other specialists tumbled over each other weekly to revise the economic forecast downwards. During the last weeks the earlier so called system crisis accumulated to further developing depths, a world-wide crisis. To revise our budgets and plans will be proven useless tomorrow, we will and won't do that, naïve or too optimistic, we will experience...

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Lets look back first:

***Trimming and Blooming** was the title of the first plan 2005. We wrote the following; by following the rules and carefully trimming the organizations in the right places, thereby allowing the sunlight to get through, automatically fast blooming will be the result.*

In short **the trimming** entailed:

- 1.** We sold the affiliated production facilities, GDK Plastics, DEC Flexible Technologies, Ductflex, Istanbul. With the new owners of the first mentioned two companies we made agreements regarding exclusive production for the Air Trade Centre Group.
- 2.** Our stake in Air Trade Centre Multiventilação was sold to Systemair.
- 3.** Air Trade Centre Denmark was closed.
- 4.** The management in the Netherlands, Poland and Hungary was replaced fully. These companies were reorganized. The Netherlands and Poland are recording profits again since the first quarter of 2006.
- 5.** We introduced a whole new corporate image with the Crane as metaphor, a fine corporate profile, a multilingual website with E-shop possibilities.

With the second businessplan **The Growth** 2007 - 2009 we have set our level of ambitions. Looking back we probably were a bit too modest however this is not our style, we assumed a turnover of 55,4 mio in 2007 and realised at least 64 mio finally. For 2008 we targeted and achieved 72 mio.

In short **The Growth** entailed:

1. Acceleration of growth from 39 mio in 2005 to 64 mio in 2007.
2. Realised office and warehouse accommodation projects, removals, renovation and new estates in Bulgaria, Turkey, Poland, Romania.
3. Current new real estate projects in the UK, Belgium and the Netherlands, planning completion starting in January 2009 for Belgium and October for the Netherlands.
4. Renewal website and E-shop for the whole Group with high-quality product selection program and datasheets in all languages of the group.
5. High productivity growth per employee, in 2005 still 292, in 2007 372.
6. Greenfield start-up in Spain, Barcelona and a take-over in the UK Swansea.

The new plan **Full Blossom** is just as ambitious as the previous, ambitions that can only be realized if shared with all managers and personnel involved.

Largely freely bound and with a strong focus on our targets as well as emphasizing our competitive edges and distinctions it should be possible to achieve the set level of ambition.

The essence of our strategy in a world of opportunities is to choose what we will not do. The group is in blossom and has all possibilities at her disposal to fulfil her **European ambition**.

Besides this European ambition, which forms a perfect match with the ambition of our new shareholder SIG Plc, the focus of the last years will be continued. In the coming years the emphasis will be on the product portfolio and the search for more **competitive edges and distinctions**.

We owe many thanks to our previous Shareholders and Advisory Board, **Mr. Rende Feitsma, Drs. Reinier van Wakeren, Luc Vermeersch and Ton van Hoorn**, for their recommendations and given privileges in the development of our Group, only with this team of advisers we achieved what we really achieved, a group in **Full Blossom**.

The Air Trade Centre International Businessplan consists of 10 parts, i.e.:

1. Summary of qualitative goals and mission
2. Measurable/Quantitative goals
3. Finance
 - a. Introduction
 - b. Graph 2003-2008 results
 - c. Historic Results
 - d. Budget 2009
 - e. Turnover and profitability
 - f. Cash flow and Borrowings
 - g. Productivity
4. Background
5. The company and the organization
6. The market
7. ERP, IT and E-shop ambitions as fertilizer for next season
8. The Air Trade Centre International management
9. The Strategy
10. Organizational chart of the Air Trade Centre Group per January 2009

And some photographs of the teamplayers and the new building activities of offices and warehouse facilities.



- Crane
- Grue cendrée
- Kranich
- Kraanvogel

1. Summary of qualitative goals and mission

We have set a number of qualitative goals. Goals that will make an important contribution to the continuity of our group and will help us achieve our mission.

Our Mission:

Together with an international group of motivated employees we will offer durable HVAC solutions to end-users and purchasers in- and outside Europe. This compass will lead to a high customer- and employee satisfaction, shareholder value and expansion **(in specifically that order!)**.

In order to achieve the mission we have set a number of qualitative goals:

- We as Air Trade Centre International management will:
 - show trust
 - work in a task-setting way
 - inspire
 - listen
 - monitor and control processes and process development
 - introduce quality systems within business processes
 - be open to and stimulate change
 - be an example: i.e. attitude, initiative, integrity, flexibility etc. etc.
 - react quick and effective
 - and of course be successful

- We will have Central Planning and Control for the group, transparent, understandable, coaching and guiding of the local country managers with regard to financial matters.

- We will focus on the markets of the current Air Trade Centre countries and future countries:
 - market development of the new Air Trade Centre countries by the Export Department in Belgium, by meaning of getting the trade name in the market and create a position for the ATC label.
 - the today focus countries for SIG are the focus countries for the Air Trade Centre Group, UK, Germany, Czech Republic and later most likely Poland and France. France has a special position by the presence of a HVAC company of SIG which should allow expansion to be achieved by close co-operation. Immediately after the take-over by SIG, meetings with the management of AVIVAIR have been inaugurated and especially for AVIVIAR it should give a lot of purchase advantages because of the fact that this company had/has a whole French orientation regarding purchase.
 - new start-up, Greenfield and/or takeovers are planned in Germany, study by the *SIG European New Business Development Department*, Mr. Dr. Philipp Hufenbecher, Head of this Department.
 - in 2008, meetings took place with companies in Switzerland, Austria, Italy, UK, Ireland, Portugal and Slovenia, sometimes with support of *SIG European New Business Development*, Mr Eric Thamin.
 - start-up of a network of agents in North Africa via the Export department Belgium.

- We will maintain and optimize a strategic product portfolio within the HVAC market by means of:
 - maintenance of Key Supply contracts with our main suppliers. Central aspects to these contracts will be:
 - attractive price/quality level:
 - price increases of the last years have to be reversed because of energy and transport costs.
 - our loyalty to our KS has to be rewarded.
 - own ATC label.
 - de-central supply and no price discrimination, small and large ATC companies must have the same price.
 - the target is to have Key Suppliers taking care of 85% of our purchase volumes with the best conditions as a result!
 - we will optimize and innovate together with producers in a way that we will create competitive edges and **distinctive** products for the whole Air Trade Centre Group. All Air Trade Centre Group companies will be stimulated to offer the products and devices exclusively to the market. The technical **distinctions** will need to be further developed.
 - the product portfolio should be accessible to all Air Trade Centre countries.

- Clear and uniform market approach:
 - behavior and market communication will be visualized distinctively, in a customer-sensitive way, functionally, pro-actively and in a **renewing** way.
 - the route taken on 2005 with the new communication guidelines has proven to be the right one and should be maintained and followed up at all times.
 - the corporate profile and company DVD was part of the new style but needs a new design and style in 2009.
 - beginning 2009 the production of multilingual datasheets will be completed for 99% after which we will pay more attention to product documentation and brochures.
 - End 2008, harmonization to an automated library will offer the opportunity to all countries to manufacture almost automated Technical PriceLists. Then all information can be collected from an electronic ATC datasheet library.
 - stimulating role to be given to the E-shop (sales to existing customers) whereby the level of the different ERP systems will going to take a lot of thoughts.
 - Air Trade Centre International BV presents itself with an appealing but modest stand at large exhibitions since some years. In 2009 this will be done again in Germany. When we will succeed to start a company in Italy this one shall participate in the large HVAC exhibition in Milan in 2010, in case we will not take over a company in Italy, most probably we will not participate in that exhibition with ATCI. It is very expensive to build and maintain our reputation over there and rarely visitors from our strongest areas visit this exhibition. The Air Trade Centre countries are supposed to show the European attendance of the Group, for the time being the Group will be present itself on the ISH in Germany. Besides the ISH, we will examine the Middle East, the Big Five Exhibition in Dubai has our interest for 2010! (see remarks at ATC Saudi Arabia).

- We will stimulate knowledge sharing and exchange, make engineering part of the mature Air Trade Centre companies (turnover > EUR 2 Mio) and realize a good mix of projects and cash & carry:
 - spending a fixed percentage of turnover on education will form part of this. The individual technical training and language courses have particular attention in most of the Air Trade Centre countries. This aspect has had not enough attention in the past years in most countries, but deserves particular attention.
 - mature Air Trade Centre companies will move up from being a supplier of products to a supplier of products together with know-how.
 - cash and carry, not to be taken literally or as a definition, but relates to products sold from stock to installers and not necessarily over the counter. As a group we would like to see the ideal mix of 40/60 for projects/cash and carry whereby the mixes per country will differ due to the local market situation and the background of the management locally. The deviation should be limited to 20% allowing situations of 30/70 and 70/30 for mainly the immature Air Trade Centre companies.

- We will define clearly what we see as a Project; we treat a job like a project when the order value is at least EUR 30,000 and the goods are not delivered from stock.

- We will have fine offices and warehouse accommodation:
 - The Air Trade Centre International Head office of the group in Tholen, "WaterfrontHouse" meets expectations regarding the unique presentation of the group and provides guests with a warm welcome.
 - Bulgaria, office and warehouse building, on land owned by the company, will be offered for sale and leaseback in 2009 latest.
 - Belgium, in December 2008 the whole organization moved to a beautiful new building in a modern design and well equipped.
 - The Netherlands, too much office space, not enough warehouse space and too costly accommodation are the reasons for moving to a newly built office and warehouse in October 2009.
 - UK, Swansea, the transfer of shares delayed the realization of an existing plan to accommodate our UK organization again, this plan has been picked up and realization and moving is expected a.s.a.p. in 2009.

- Dividend decisions on a country level will depend on the short-term and long-term country plans:
 - the minimum solvability for an Air Trade Centre country will be 40% in the first three years and 30% thereafter.

2. Measurable/Quantitative goals on a group level

	2003	2006	2007	2008	2009	2010	2011	2012
Turnover Group*	27.0	49.2	64.8	72.5	77.6	86.5	98.0	110
RoNAE**	25.8%	38.2%	34%	>30%	>30%	>30%	>35%	>35%
Productivity employee Group	262	312	370	370	370	370	410	450
Stock turnover rate on sales	5.5	6.1	7.8	7.9	7.2	7.5	7.5	7.5
Permanent education of management and personnel as percentage of turnover	0.2	0.4	0.4	0.3	0.3	0.3	0.2	0.2
E-shop countries, implementation		1	1	2	4	6	8	10
Electronic library Datasheets in all languages of the group		5%	26%	47%	75%	90%	99%	99%
Implemented Quality systems in countries			2	3	8	10	11	11
Procurement percentage with Key Suppliers		45%	61%	64%	70%	75%	75%	75%
Number of Air Trade Centre countries	8	9	11	11	13	14	15	16
Competition Law Policy, implemented in countries*					5	9	12	15
Whistleblowing Policy, implemented in countries*					5	9	12	14
Ethics Policy implemented in countries*					5	9	12	15

* The Group board will present a specific Group document for each of these subjects during the next Directors meeting to be held May 28th and 29th 2009.

* **Excluding take-overs**

** **Return on Net Assets Employed; RoNAE;** The Earnings Before Interest and Tax (EBIT) are measured here over Net Assets Employed (NAE). The Net Assets Employed are defined as fixed assets plus stock, accounts receivable and other current assets less current liabilities (or short term payables, accounts payable; corrected for irregular inter-company accounts payable, the norm being 60 days for all payables including inter-company payables). The average of the Net Assets Employed between the two past year ends and the middle of the year will be the divider for the RoNAE calculation.

3.g. Productivity

Headcount has risen sharply since the year 2002 keeping pace with the turnover growth.

For 2009 additional hires of 10 FTEs towards the end of the year are budgeted to catch-up with the results and growth in 2008. In the years thereafter headcount is planned to grow by 3 to 5% per year whereas turnover approximately 10% per year on average. The turnover per head should as a result increase from just over EUR 370,000 per FTE in 2007 to approximately EUR 450,000 in the year 2011.



4. Background

The Air Trade Centre group was formed in 1994. A small team of Belgian and Dutch people laid the base for the current Air Trade Centre group.

Through autonomous growth and a small take-over in the UK the group developed well. 12 companies are present in 11 countries in September 2008. A further 10 strategic alliances exist in other countries.

The group turnover has grown and will continue to grow, profitability stopped growing at the beginning of this century but the results improved again in 2003. The continuous growth caused organizational problems and financial pressure.

At the end of 2003 the first steps were done in order to bring more professionalism to the organization. The Air Trade Centre International board until then was centered around **Dany Gobert**. Together with **Jan van Rij** and some time later **Ian Scholten** a management board was formed after some time (see organizational chart of the group at the back of this plan).

In April 2008 closing of the transfer of shares of the former large shareholder to SIG plc took place.

SIG plc is an international supplier of insulation, roofing, commercial interiors and Specialist Construction Products, with an ambition in the HVAC market. It is the ambition of the board of SIG which has stimulated them already for many years, to keep up the development of Air Trade Centre and to start the negotiations end of 2007 with a take-over as outcome in April 2008.

Air Trade Centre International (ATCIB = Air Trade Centre International Board) reports to and resorts under the new division of SIG plc "special markets".

This new division is headed by **Mr. Richard Burnley**.

5. The company and the organization

The organization is commercially managed primarily on a country level. Mainly the small Air Trade Centre companies (turnover below EUR 2 mln/annum) will typically focus on commerce. Mature Air Trade Centre companies (turnover above EUR 2 mln/annum) are more independent and are expected to contribute more to the group by participating in so-called product group teams. An Air Trade Centre manager/directors most important task is to ensure that his/her Economic Geographical Area develops well. This EGA is not necessarily defined by country borders in many cases. Air Trade Centre International has the task of setting criteria for Air Trade Centre companies. Ideally the management of an Air Trade Centre company will consist of a Managing Director, a Commercial Director and a Controller. Only in Turkey for the reason that Air Trade Centre Turkey is strong in very large projects the company also has a Technical Director.

Air Trade Centre International (Board) has the main task to set criteria for the Air Trade Centre countries and the whole organization.



The following tasks are central Air Trade Centre *International* tasks:

- Strategy development and implementation
- Agree budgets and monitor/review performance ongoing
- Specific areas of ICT
- Co-ordination of product portfolio, stimulate the right product portfolio
- Entering into and maintaining Key Supply contracts
- Run and maintain Managers Directives
- Initiate and control uniform corporate and product communication:
 - support in the areas of communication
 - public relations
 - marketing
 - lead the way for presentation of documentation, visuals
 - co-ordinate exhibitions
 - visuals and maintenance website

6. The market

The HVAC market is very large. Air Trade Centre is active only in one area of HVAC. Ventilation has our one and only priority. There is no such thing as the Air Trade Centre market. Although the customer or end-user is easily defined, the areas in which Air Trade Centre operates are many. Europe has companies everywhere that are similar to Air Trade Centre. Only a few companies can compete with Air Trade Centre geographically in Europe. Among them are larger companies than Air Trade Centre, however these are very much focused on their home markets and/or production. The Air Trade Centre home market is Europe. The Eastern European countries are typical growth markets. These are countries where the Air Trade Centre product program has given new aspects. The market in Western Europe is very crowded out and in bad shape starting from mid 2008. Growth in this market is only possible by operating more efficient, smarter and cheaper. Accelerated growth in Western Europe seems only to be possible by means of acquisition. Organic growth will be slower in 2009 and hopefully pick up in 2010, the building sector in the UK and Ireland is in bad shape. The outlook for continental Europe for 2009 is also not good, Central Europe is very uncertain and opinions differ also very much by country of operation.

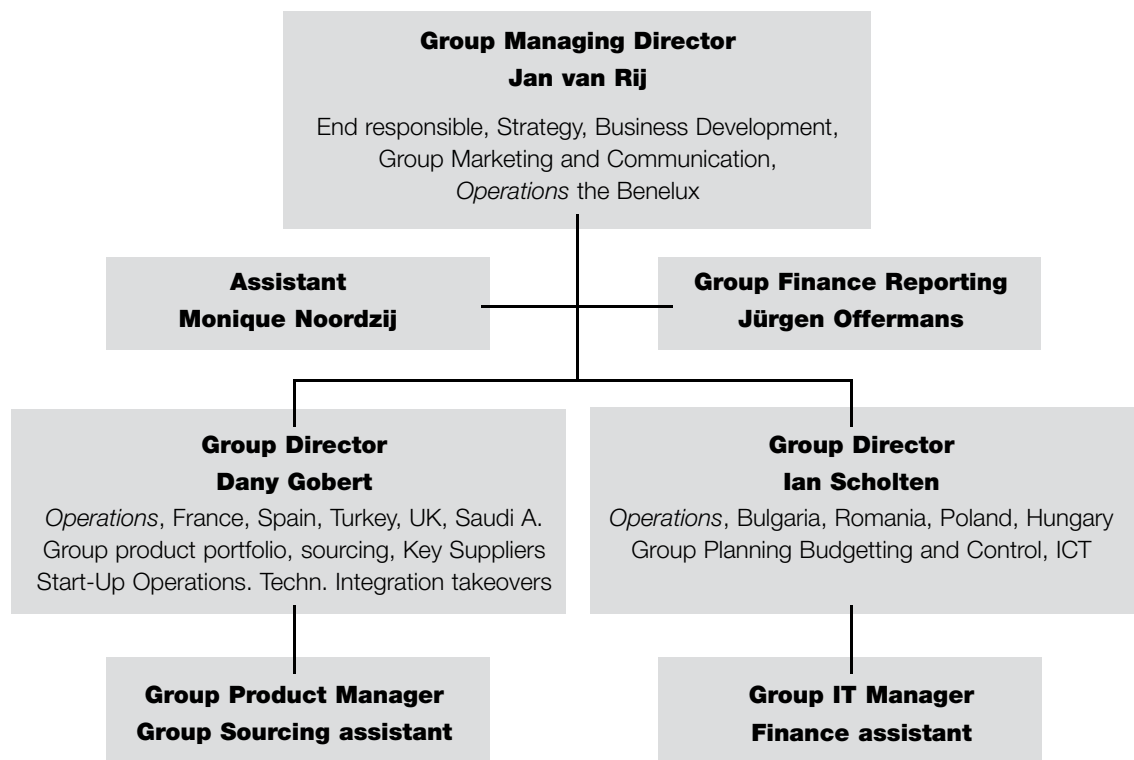
For the next years, we learned from OC & C Strategy Consultants;

*It will not be the large
that conquer the small,
but the experienced that
outwit the untested and
the courageous that
defeat the hesitant.*

8. The Air Trade Centre International Management

Until 2008 Air Trade Centre International had a three-headed management board. A Group Managing Director (CEO), a Group Operations Director (COO) and a Group Financial Director (CFO). From October 2008 we have changed the position names and responsibilities. As from October the board has two Group Directors and a Group Managing Director, for details see below.

Air Trade Centre International Board Structure and responsibilities as from October 2008

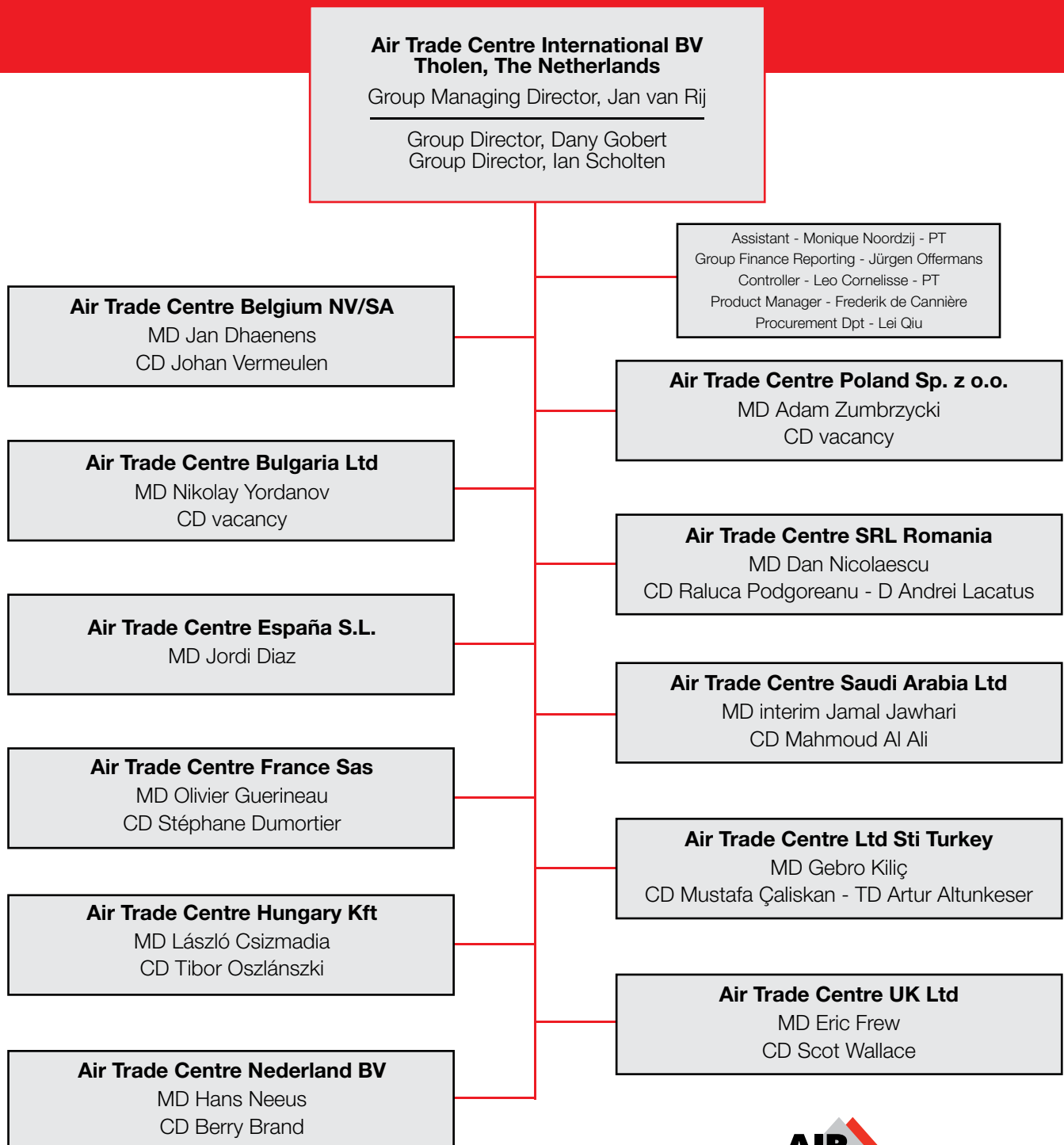


Reasons for this organization and task adjustments are:

- Cost savings by outsourcing an important part of the activities, mainly Financial Reporting of the current Group Financial Director to SIG Special Markets. Work was already outsourced largely and has increased significantly since the takeover
- Cost saving by less collective trips to the several Air Trade Centre countries, split up tasks
- Focus of current Group Operations Director more on purchase and product selection
- To avoid further growth of the holding company which is undesirable and would not be efficient
- To allow for better support, clearer responsibilities and more attention on an ATC country basis.

Besides the three directors, Air Trade Centre International also has a part-time assistant (2/5 FTE), an IT-manager (1/2 FTE) and a controller (2/5 FTE). The IT-manager works from Belgium/Zaventem, the controller has his offices at Air Trade Centre Nederland and the assistant works virtually.

10. Organizational chart of the Air Trade Centre Group as per January 2009





*Artist impression office and warehouse facility
Air Trade Centre Nederland BV
as per October 2009.*



*Office and warehouse facility
Air Trade Centre Belgium NV/SA*



*Office and warehouse facility
Air Trade Centre Bulgaria Ltd.*



*Senior Management
meeting 2008,
held at the Group
Head Office
WaterfrontHouse,
in The Netherlands.*