



3 March 2014

**TRISTEL plc**  
**("Tristel" or the "Company")**

### **Unaudited Interim Results for the six months ended 31 December 2013**

Tristel plc (AIM: TSTL), the manufacturer of infection prevention, contamination control and hygiene products, announces its interim results for the six months ended 31 December 2013.

Tristel's lead technology is a proprietary Chlorine dioxide formulation and the Company addresses three distinct markets:

- The Human Healthcare market (hospital infection prevention – via the Tristel brand)
- The Contamination Control market (control of contamination in critical environments – via the Crystel brand)
- The Animal Healthcare market (veterinary practice infection prevention – via the Anistel brand)

#### **Financial highlights**

- Revenue up 46% to **£6.4m** (2012: £4.4m)
- Gross margin increase to **70%** (2012: 64%)
- Pre-tax profit of **£0.7m** (2012: adjusted\* pre-tax loss £0.6m)
- International sales up 45% to **£2m** (2012: £1.4m)
- Basic EPS of **1.03p** (2012: 4.73p loss)
- Interim dividend of **0.36p** per share (2012: 0.08p)
- Strong cash flow with **£1.6m** generated from operations (2012: outflow of £0.5m)
- Net cash of **£1.5m** (2012: net borrowings £0.4m)

\*Adjusted for non-recurring items of £2.02m

#### **Commenting on current trading, Paul Swinney, Chief Executive of Tristel, said:**

*"We report a profit of £0.7m for the first half in marked contrast to an adjusted loss of £0.6m last year. The progress that we have made during the first half is a continuation of the recovery that started in the second half of last financial year and reflects the reshaping of the business that we have undertaken over the past two years. Revenue growth has been achieved in all areas and the progress made in the first six months has continued, with a strong start to 2014."*

The Company will be hosting an investor results presentation on Tuesday, 4 March 2014. This event is open to all investors and will be held from 16:30 at the Black Bar, Rocket, 6 Adams Court, EC2N 1DX followed by drinks and canapés. To register to attend this event please email: [tristel@walbrookpr.com](mailto:tristel@walbrookpr.com).

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## **Chairman's Statement**

Eighteen months ago we undertook a detailed review of our business to effect its transformation from one that had been almost exclusively dependent upon Tristel's declining legacy products used in endoscopy departments in UK hospitals, to a more broadly diversified business focussed on a number of key growth markets and geographies. We also sought to reduce our cost base and achieve positive cash flow in all our overseas operations.

The key to this transformation remains our unique Chlorine dioxide technology that differentiates us from our competitors. The first half performance to 31 December 2013 is an indication that the transformation is being executed successfully. As a result, Tristel is now in a much stronger position, with a diverse portfolio of profitable interests that span a number of infection and contamination control markets in targeted geographies.

First half revenue increased by 46% to £6.4m (2012: £4.4m) and profit before tax of £0.7m compares to an adjusted loss before tax of £0.6m at last year's half year stage. The first half performance represents a continuation of the progress made in the second half of last financial year and is a result of the growth in global sales of products that we launched in anticipation of the decline of our legacy endoscopy range.

### **Human Healthcare**

Sales of products used to decontaminate the smaller medical instruments that we now focus on grew by 86% to £2.2m (2012: £1.2m) in the UK and 40% to £1.5m (2012: £1.1m) in overseas markets. This growth has been led by the Tristel Wipes System which has, the Board believes, become the most widely used decontamination method in UK hospital departments such as ENT, cardiology and ultrasound. It has also gained significant footholds outside the UK, particularly in Germany, Italy and Australia. Sales of our surface disinfection products, which are unique in their use of Chlorine dioxide on hospital floors and walls, have grown globally by 91% to £0.8m (2012: £0.4m).

### **Contamination Control**

In 2011 we invested in a state of the art clean room manufacturing facility at our Newmarket headquarters. This capability has allowed us to enter the market for the control of microbial contamination in pharmaceutical manufacturing environments, hospital aseptic units and laboratories. Sales of the product range that we have created for this application, branded Crystel, have increased by 54% for the half year to £0.6m (2012: £0.2m) and we anticipate further growth.

### **Animal Healthcare**

Having established a market leading position with our Anistel brand of disinfectants in the UK veterinary market, we now offer the Chlorine dioxide technology that we provide for human healthcare to veterinary surgeries. We believe that the unique advantages provided by Chlorine dioxide will create growth opportunities within the animal healthcare sector of our business both in the UK and overseas, although the characteristics of this market probably limits its future potential compared to human healthcare.

### **Future developments**

The Group's brands, Tristel, Crystel and Anistel are now established in many of the key healthcare markets in Europe, the Middle East, Asia and Australasia. The opportunity remains for further growth through the current product range and via further product innovation. Reflecting our commitment to innovation we received 37 new patent grants in 2013 and 72% of first half Group revenues derived from products that enjoy patent protection. Examples of new developments which extend the life cycle of our Chlorine dioxide products and their application include:

- Tristel Trace. This new version of our Wipes System provides barcoding and electronic traceability which will add to the product's appeal and extend its intellectual property protection.
- Tristel Revolver. It is anticipated that this new delivery system for Chlorine dioxide will revolutionise the use of disinfectants in aseptic units.

## **Dividend**

As a statement of confidence in the Group's future prospects we are declaring an interim dividend of 0.36p (2012: 0.08p) payable on 14 April 2014 to shareholders on the register at 28 March 2014. The corresponding ex-dividend date is 26 March 2014.

## **Outlook**

Whilst it is relatively early days in Tristel's return to a sustainable growth trajectory, we are pleased with the progress that has been made and believe that we have established a stronger, broader and more resilient base from which to move forward. The results for the first half of this year are encouraging but do not reflect the ambition we have for the Group. They represent, in our view, the early shoots of the success we believe is to come.

Christopher Samler  
*Non-Executive Chairman*

3 March 2014

**CONDENSED CONSOLIDATED INCOME STATEMENT**  
**RESULTS FOR THE SIX MONTHS ENDED 31 DECEMBER 2013**

	6 months ended 31-Dec-13 (unaudited) £'000	6 months ended 31-Dec-12 (unaudited) £'000	Year ended 30-Jun-13 (audited) £'000
<b>Revenue</b>	<b>6,442</b>	4,402	10,558
Cost of sales	<b>(1,952)</b>	(1,584)	(3,544)
<b>Gross profit</b>	<b>4,490</b>	2,818	7,014
Other income	-	1	38
Administrative expenses – share based payments	<b>(22)</b>	(38)	(16)
Administrative expenses – depreciation & amortisation	<b>(449)</b>	(576)	(1,026)
Administrative expenses – other	<b>(3,296)</b>	(2,838)	(5,517)
Non-recurring items	-	(2,028)	(2,231)
<b>Total administrative expenses</b>	<b>(3,767)</b>	(5,480)	(8,790)
<b>Operating profit/(loss)</b>	<b>723</b>	(2,661)	(1,738)
Finance income	<b>2</b>	1	6
Finance costs	<b>(6)</b>	(9)	(20)
Results from equity accounted associate	<b>5</b>	(1)	2
<b>Profit/(loss) before taxation</b>	<b>724</b>	(2,670)	(1,750)
Taxation	<b>(155)</b>	779	438
<b>Profit/(loss) for the period</b>	<b>569</b>	(1,891)	(1,312)
<b>Attributable to:</b>			
Non-controlling interests	<b>156</b>	(38)	(48)
Equity holders of the parent	<b>413</b>	(1,853)	(1,264)
	<b>569</b>	(1,891)	(1,312)
<b>Earnings per share from continuing operations attributable to equity holders of the parent</b>	<b>1.03</b>	(4.73)	(3.16)
Basic (pence)	<b>1.03</b>	(4.73)	(3.16)
Diluted (pence)	<b>1.03</b>	(4.73)	(3.16)

Note 5

All amounts relate to continuing operations.

**CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**  
**FOR THE SIX MONTHS ENDED 31 DECEMBER 2013**

	6 months ended 31-Dec-13 (unaudited) £'000	6 months ended 31-Dec-12 (unaudited) £'000	Year ended 30-Jun-13 (audited) £'000
<b>Operating profit/(loss) for the period</b>	569	(1,891)	(1,312)
<b>Other comprehensive income</b>			
<b>Items that will not be reclassified subsequently to Profit and loss</b>			
Exchange differences on translation of foreign operations	9	1	(14)
<b>Items that will be reclassified subsequently to Profit and loss</b>			
Exchange differences on translation of foreign operations	22	8	(53)
<b>Other comprehensive income for the period</b>	<b>31</b>	<b>9</b>	<b>(67)</b>
<b>Total comprehensive income for the period</b>	<b>600</b>	<b>(1,882)</b>	<b>(1,379)</b>
<b>Attributable to:</b>			
Non-controlling interests	165	(37)	(60)
Equity holders of the parent	435	(1,845)	(1,319)
	<b>600</b>	<b>(1,882)</b>	<b>(1,379)</b>

**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**  
**FOR THE SIX MONTHS ENDED 31 DECEMBER 2013**

	Share capital £'000	Share premium account £'000	Merger reserve £'000	Foreign exchange reserve £'000	Retained earnings £'000	Total attributable to owners of the parent £'000	Non- controlling interests £'000	Total equity £'000
30 June 2012	400	9,151	478	(74)	2,546	12,501	(89)	12,412
Transactions with owners								
Dividends paid	-	-	-	-	(140)	(140)	-	(140)
Share-based payments	-	-	-	-	38	38	-	38
Total transactions with owners	-	-	-	-	(102)	(102)	-	(102)
loss for the period ended 31 Dec 2012	-	-	-	-	(1,853)	(1,853)	(38)	(1,891)
Other comprehensive income:- Exchange differences on translation of foreign operations	-	-	-	8	-	8	1	9
Total comprehensive income	-	-	-	8	(1,853)	(1,845)	(37)	(1,882)
31 December 2012	400	9,151	478	(66)	591	10,554	(126)	10,428
Transactions with owners								
Dividends paid	-	-	-	-	(32)	(32)	-	(32)
Share-based payments	-	-	-	-	(22)	(22)	-	(22)
Total transactions with owners	-	-	-	-	(54)	(54)	-	(54)
Profit for the period ended 30 Jun 2013	-	-	-	-	589	589	(10)	579
Other comprehensive income:- Exchange differences on translation of foreign operations	-	-	-	(61)	-	(61)	(15)	(76)
Total comprehensive income	-	-	-	(61)	589	528	(25)	503
30 Jun 2013	400	9,151	478	(127)	1,126	11,028	(151)	10,877
<b>Transactions with owners</b>								
Dividends paid	-	-	-	-	(128)	(128)	-	(128)
Share-based payments	-	-	-	-	23	23	-	23
<b>Total transactions with owners</b>	-	-	-	-	(105)	(105)	-	(105)
Profit for the period ended 31 Dec 2013	-	-	-	-	413	413	156	569
<b>Other comprehensive income:-</b> Exchange differences on translation of foreign operations	-	-	-	22	-	22	9	31
Total comprehensive income	-	-	-	22	413	435	165	600
<b>31 Dec 2013</b>	<b>400</b>	<b>9,151</b>	<b>478</b>	<b>(105)</b>	<b>1,434</b>	<b>11,358</b>	<b>14</b>	<b>11,372</b>

**CONDENSED CONSOLIDATED BALANCE SHEET**  
AS AT 31 DECEMBER 2013

	31-Dec-13 (unaudited) £'000	31-Dec-12 (unaudited) £'000	30-Jun-13 (audited) £'000
<b>Non-current assets</b>			
Goodwill	667	701	667
Intangible assets	5,584	5,643	5,629
Property, plant and equipment	1,159	1,244	1,096
Investments accounted for using the equity method	-	-	-
Deferred tax	306	-	307
	<b>7,716</b>	7,588	7,699
<b>Current assets</b>			
Inventories	1,836	1,871	1,868
Trade and other receivables	2,431	2,935	2,554
Cash and cash equivalents	1,621	-	627
	<b>5,888</b>	4,806	5,049
<b>Total assets</b>	<b>13,604</b>	12,394	12,748
<b>Capital and reserves attributable to the Company's equity holders</b>			
Called up share capital	400	400	400
Share premium account	9,151	9,151	9,151
Merger reserve	478	478	478
Foreign exchange reserves	(105)	(66)	(127)
Retained earnings	1,434	591	1,126
<b>Equity attributable to equity holders of parent</b>	<b>11,358</b>	10,554	11,028
Minority interest	<b>14</b>	(126)	(151)
<b>Total Equity</b>	<b>11,372</b>	10,428	10,877
<b>Current liabilities</b>			
Trade and other payables	1,955	1,455	1,683
Interest bearing loans and borrowings	55	267	65
Current tax liabilities	196	43	70
<b>Total current liabilities</b>	<b>2,206</b>	1,765	1,818
<b>Non-current liabilities</b>			
Interest bearing loans and borrowings	26	83	53
Deferred tax	-	118	-
<b>Total liabilities</b>	<b>2,232</b>	1,966	1,871
<b>Total equity and liabilities</b>	<b>13,604</b>	12,394	12,748

**CONDENSED CONSOLIDATED CASH FLOW STATEMENT**  
**FOR THE SIX MONTHS ENDED 31 DECEMBER 2013**

	6 months ended 31-Dec-13 (unaudited) £'000	6 months ended 31-Dec-12 (unaudited) £'000	Year ended 30-Jun-13 (audited) £'000
<b>Cash flows generated / (used) from operating activities</b>			
Cash generated / (used) from operating activities	1,628	(450)	759
Corporation tax paid	(28)	-	(50)
	<b>1,600</b>	<b>(450)</b>	<b>709</b>
<b>Cash flows used in investing activities</b>			
Interest received	2	1	6
Purchase of intangible assets	(197)	(189)	(345)
Purchase of property, plant and equipment	(285)	(100)	(131)
Proceeds on sale of property, plant and equipment	16	-	40
	<b>(464)</b>	<b>(288)</b>	<b>(430)</b>
<b>Cash flows used in financing activities</b>			
Loans repaid	(36)	(1)	(96)
Interest paid	(6)	(10)	(20)
Equity dividends paid	(128)	(140)	(172)
	<b>(170)</b>	<b>(151)</b>	<b>(288)</b>
Increase / (decrease) in cash and cash equivalents	966	(889)	(9)
Cash and cash equivalents at the beginning of the period	627	705	705
Exchange difference on cash and cash equivalents	28	(2)	(69)
<b>Cash and cash equivalents at the end of the period</b>	<b>1,621</b>	<b>(186)</b>	<b>627</b>



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**NOTES TO THE ACCOUNTS**

FOR THE SIX MONTHS ENDED 31 DECEMBER 2013

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**1. PRINCIPAL ACCOUNTING POLICIES****Basis of Preparation**

For the year ended 30 June 2013, the Group prepared consolidated financial statements under International Financial Reporting Standards ('IFRS') as adopted by the European Commission. These will be those International Accounting Standards, International Financial Reporting Standards and related interpretations (SIC-IFRIC interpretations), subsequent amendments to those standards and related interpretations, future standards and related interpretations issued or adopted by the IASB that have been endorsed by the European Commission. This process is ongoing and the Commission has yet to endorse certain standards issued by the IASB.

These condensed consolidated interim financial statements (the interim financial statements) have been prepared under the historical cost convention. They are based on the recognition and measurement principles of IFRS in issue as adopted by the European Union (EU) and which are, or are expected to be, effective at 30 June 2014. They do not include all of the information required for full annual financial statements, and should be read in conjunction with the consolidated financial statements of the Group for the year ended 30 June 2013. The interim financial statements have been prepared in accordance with the accounting policies adopted in the last annual financial statements for the year to 30 June 2013. The accounting policies have been applied consistently throughout the Group for the purposes of preparation of these condensed consolidated interim financial statements.

**Accounting Policies**

The interim report is unaudited and has been prepared on the basis of IFRS accounting policies.

The accounting policies adopted in the preparation of this unaudited interim financial report are the same as the most recent annual financial statements being those for the year ended 30 June 2013.

**2 PUBLICATION OF NON-STATUTORY ACCOUNTS**

The financial information for the six months ended 31 December 2013 and 31 December 2012 has not been audited and does not constitute full financial statements within the meaning of Section 434 of the Companies Act 2006.

The financial information relating to the year ended 30 June 2013 does not constitute full financial statements within the meaning of Section 434 of the Companies Act 2006. This information is based on the Group's statutory accounts for that period. The statutory accounts were prepared in accordance with International Financial Reporting Standards ("IFRS") and received an unqualified audit report and did not contain statements under Section 498(2) or (3) of the Companies Act 2006. These financial statements have been filed with the Registrar of Companies.

### 3 NON-RECURRING ITEMS

Non-recurring items disclosed for prior periods are costs which are separately disclosed within profit and loss by virtue of their size or incidence in order to enable full understanding of the Group's financial performance. Transactions which may have given rise to non-recurring costs include restructuring costs, provisions for write down and impairments. Further information for the costs incurred in prior periods can be found within the annual financial statements for the year ended 30 June 2013, or in the table below:

	<b>6 months ended</b>	<b>6 months ended</b>	<b>Year ended</b>
	<b>31-Dec-13</b>	<b>31-Dec-12</b>	<b>30-Jun-13</b>
	<b>(unaudited)</b>	<b>(unaudited)</b>	<b>(audited)</b>
	<b>£'000</b>	<b>£'000</b>	<b>£'000</b>
Redundancy costs	-	81	100
Impairment of intangibles	-	1,124	1,045
Impairment of investments	-	45	46
Impairment of goodwill	-	78	112
Impairment of property, plant & equipment	-	103	103
Provision against bad debts	-	212	395
Provision against obsolete inventory	-	385	430
	-	2,028	2,231

#### **4 SEGMENTAL ANALYSIS**

The Board considers the Group's revenue lines to be split into three operating segments, which span the different Group entities. The operating segments consider the nature of the product sold, the nature of production, the class of customer and the method of distribution. The Group's operating segments are identified from the information which is reported to the chief operating decision maker.

The first segment concerns the manufacture, development and sale of infection control and hygiene products which incorporate the Company's chlorine dioxide chemistry, and are used primarily for infection control in hospitals ("Human Health"). This segment generates approximately 86% of Group revenues.

The second segment, which constitutes 5% of the business activity, relates to manufacture and sale of disinfection and cleaning products, principally into veterinary and animal welfare sectors ("Animal Health").

The third segment addresses the pharmaceutical and personal care manufacturing industries ("Contamination Control"). This activity has generated 9% of the Group's revenue for the period.

Within the hospital community, different aspects of infection control can be categorised into "vectors" or "routes of transmission" of infection. References to these "vectors" are made within the Chairman's statement. However, the Group does not report separately upon the vectors within its internal management information, and does not consider them to be separate sectors for the purposes of IFRS 8.

The operation is monitored and measured on the basis of the key performance indicators of each segment, these being revenue and gross profit; strategic decisions are made on the basis of revenue and gross profit generating from each segment.

The Group's centrally incurred administrative expenses, operating income, assets and liabilities are not attributable to individual segments.

#### 4 SEGMENTAL ANALYSIS - continued

	6 months ended 31 December 2013 (unaudited)				6 months ended 31 December 2012 (unaudited)				Year ended 30 June 2013 (audited)			
	Human Health	Animal Health	Cont'n Control	Total	Human Health	Animal Health	Cont'n Control	Total	Human Health	Animal Health	Cont'n Control	Total
	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000
Revenue	5,536	327	579	6,442	3,273	939	190	4,402	8,912	738	908	10,558
Cost of material	(1,549)	(121)	(282)	(1,952)	(1,118)	(331)	(135)	(1,584)	(2,805)	(268)	(471)	(3,544)
Gross profit	<u>3,987</u>	<u>206</u>	<u>297</u>	<u>4,490</u>	<u>2,155</u>	<u>608</u>	<u>55</u>	<u>2,818</u>	<u>6,107</u>	<u>470</u>	<u>437</u>	<u>7,014</u>

#### Centrally incurred income and expenditure not attributable to individual segments:-

Other operating income	-							1				38
Dep'n & amort'n of non- financial assets				(449)				(576)				(1,026)
Results from branch in formation				-				(50)				-
Other administrative expenses				(3,296)				(2,788)				(5,517)
Non-recurring items				-				(2,028)				(2,231)
Share based payments				(22)				(38)				(16)
<b>Segment operating profit / (loss)</b>				<u>723</u>				<u>(2,661)</u>				<u>(1,738)</u>

Segment operating profit can be reconciled to Group profit before tax as follows:-

Segment operating (loss) / profit				723				(2,661)				(1,738)
Results from equity accounted associate				5				(1)				6
Finance income				2				1				2
Finance costs				(6)				(9)				(20)
<b>Group profit / (loss) before tax</b>				<u>724</u>				<u>(2,670)</u>				<u>(1,750)</u>

The Group's revenues from external customers are divided into the following geographical areas:

	6 months ended 31 December 2013 (unaudited)				6 months ended 31 December 2012 (unaudited)				Year ended 30 June 2013 (audited)			
	Human Health	Animal Health	Cont'n Control	Total	Human Health	Animal health care	Cont'n Control	Total	Human Health	Animal health care	Cont'n Control	Total
	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000	£'000
United Kingdom	3,809	231	451	4,491	2,319	597	132	3,048	5,846	557	752	7,155
Rest of the World	1,727	96	128	1,951	954	342	58	1,354	3,066	181	156	3,403
<b>Group Revenues</b>	<u>5,536</u>	<u>327</u>	<u>579</u>	<u>6,442</u>	<u>3,273</u>	<u>939</u>	<u>190</u>	<u>4,402</u>	<u>8,912</u>	<u>738</u>	<u>908</u>	<u>10,558</u>

## 5 EARNINGS PER SHARE

The calculations of earnings per share are based on the following profits and number of shares:

	6 months ended 31 December 2013 (unaudited)	6 months ended 31 December 2012 (unaudited)	Year ended 30 June 2013 (audited)
Retained profit/(loss) for the period attributable to equity holders of the parent	<u>413</u>	<u>(1,853)</u>	<u>(1,264)</u>
	<b>Shares '000 Number</b>	<b>Shares '000 Number</b>	<b>Shares '000 Number</b>
Weighted average number of ordinary shares for the purpose of basic earnings per share	39,985	39,985	39,985
Share options	-	-	-
	<u>39,985</u>	<u>39,985</u>	<u>39,985</u>
Earnings per ordinary share			
Basic (pence)	1.03	(4.73)	(3.16)
Diluted (pence)	<u>1.03</u>	<u>(4.73)</u>	<u>(3.16)</u>

## 6 DIVIDENDS

	6 months ended 31 December 2013 (unaudited) £'000	6 months ended 31 December 2012 (unaudited) £'000	Year ended 30 June 2013 (audited) £'000
Amounts recognised as distributions to equity holders in the period:			
Ordinary shares of 1p each			
Final dividend for the year ended 30 June 2013 of 0.32p (2012: 0.35p) per share	128	140	140
Interim dividend for the year ended 30 June 2013 of 0.08p (2012: 0.27p) per share	-	-	32
	<u>128</u>	<u>140</u>	<u>172</u>
Proposed interim dividend for the year ending 30 June 2014 of 0.36p (2013: 0.27p) per share	<u>144</u>	<u>32</u>	<u>128</u>

The proposed interim dividend has not been included as a liability in the financial statements.

## 7 RECONCILIATION OF PROFIT BEFORE TAX TO CASH GENERATED FROM OPERATIONS

	6 months ended 31-Dec-13 (unaudited) £'000	6 months ended 31-Dec-12 (unaudited) £'000	Year ended 30-Jun-13 (audited) £'000
Profit/(loss) before taxation	724	(2,670)	(1,750)
Adjustments for:			
Depreciation	207	259	464
Amortisation of intangibles	242	317	566
Impairment of intangibles	-	1,124	1,045
Impairment of investments	-	45	45
Impairment of goodwill	-	78	112
Impairment of property, plant & equipment	-	103	103
Results from associates	5	1	(2)
Share based payments expense (IFRS2)	22	38	16
Profit on disposal of property plant and equipment	(3)	-	(12)
Loss on disposal of intangible asset	-	-	3
Government grants	-	(1)	-
Finance costs	6	9	20
Finance income	(2)	(1)	(6)
Operating cash flows before movement in working capital	<b>1,201</b>	(698)	604
Decrease in inventories	32	111	111
Decrease in trade and other receivables	123	676	277
Increase/(decrease) in trade and other payables	272	(539)	(233)
<b>Cash generated from / (used in) operating activities</b>	<b>1,628</b>	(450)	759