

## **SPIRENT COMMUNICATIONS PLC**

### **HALF-YEAR REPORT 2008**

**London, UK - 5 August 2008:** Spirent Communications plc (“Spirent”, the “Company” or the “Group”) (LSE: SPT), a leading communications technology company, today announces its half-year results for the six months ended 29 June 2008.

#### **Highlights**

- Revenue for the first half-year grew 6 per cent to £120.5 million.
- Operating profit<sup>1</sup> from continuing operations up over 300 per cent at £21.0 million (first half 2007: £5.0 million).
- Adjusted earnings per share from continuing operations up 214 per cent at 2.67 pence (first half 2007: 0.85 pence) after charging 0.16 pence (first half 2007: 0.16 pence) for share-based payment and amortisation of intangibles.
- First dividend payment declared since first half 2002, with interim dividend of 0.5 pence per share payable in October 2008.
- Cost savings of £6.3 million were realised from the restructuring programme in the first half 2008. Further savings of £1.2 million are expected during the second half-year. On an annualised basis this has increased the total savings from the restructuring to £31.7 million.
- Total of £32.3 million returned to shareholders since 1 January 2008. Closing cash of £67.7 million (31 December 2007: £79.0 million).
- Additional £50 million cash expected to be returned to shareholders in the second half-year.
- Separation of Chief Executive and Chairman positions to be announced in the second half-year.

#### **Performance Analysis**

- Revenue growth of 9 per cent in the first half-year to £88.1 million.
- Operating profit<sup>1</sup> growth of 304 per cent in the first half-year to £18.2 million.
- Growth in new and continuing products, with particularly strong performance in wireless test systems.
- Substantial order book maintained.

**Service Assurance**

- Operating profit<sup>1</sup> improved by £1.4 million on revenue down by 4 per cent as cost control more than offset lower sales.

**Systems**

- Profitability continued to improve, up 24 per cent on the first half 2007, as a result of outsourcing and new product introductions. Revenue was down 3 per cent due to the impact of restraints on US government healthcare funding.

**Edward Bramson, Executive Chairman, commented:**

“We have continued to see good progress in the profitability as well as the consistency of the business. Revenue growth in the key Performance Analysis business exceeded expectations which, combined with the benefits realised from restructuring, resulted in a strong first half performance. Trading in July has given an encouraging start to the second half-year and the outlook for the rest of the year continues to be in line with our expectations.

“We are also pleased to announce the reinstatement of a dividend payment, the first to be paid since the first half of 2002. The significant progress we have made in building the financial strength and flexibility of the Group is reflected in this reinstatement alongside the continued commitment to return additional cash to shareholders.”

**Results summary**

£ million	First half 2008	First half 2007	Change (%)
<b>Reported</b>			
<i>Continuing operations</i>			
Revenue	<b>120.5</b>	114.2	6
Profit/(loss) before tax	<b>23.4</b>	(4.5)	
Basic earnings/(loss) per share (pence)	<b>2.85</b>	(0.60)	
<b>Adjusted</b>			
<i>Continuing operations</i>			
Operating profit <sup>1</sup>	<b>21.0</b>	5.0	320
Profit before tax <sup>1</sup>	<b>22.6</b>	8.1	179
Adjusted earnings per share <sup>2</sup> (pence)	<b>2.67</b>	0.85	214

Notes

1 Before exceptional items.

2 Adjusted earnings per share is based on adjusted earnings as set out in note 8 of notes to the interim financial statements.

**- ends -**

## Enquiries

Edward Bramson, Executive Chairman Eric Hutchinson, Chief Financial Officer	Spirent Communications plc	+44 (0)1293 767684
Andrew Dowler/Sophie Sheppard	Financial Dynamics	+44 (0)20 7831 3113

*The Company will host a results presentation today at 09.15 for 09.30 UK time at RBS, 250 Bishopsgate, London, EC2M 4AA. A simultaneous webcast of the presentation will be available in the Investors section of the Spirent Communications plc website at [www.spirent.com](http://www.spirent.com).*

## About Spirent Communications plc

Spirent Communications plc is a leading communications technology company focused on delivering innovative systems and services to meet the needs of customers worldwide. We are a global provider of performance analysis and service assurance solutions that enable the development and deployment of next-generation networking technologies such as broadband services, Internet telephony, wireless and web applications and security testing. The Systems group develops power control systems for specialist electrical vehicles in the mobility and industrial markets. Further information about Spirent Communications plc can be found at [www.spirent.com](http://www.spirent.com).

Spirent Communications plc Ordinary shares are traded on the London Stock Exchange (ticker: SPT). The Company operates a Level 1 American Depositary Receipt ("ADR") programme with each ADR representing four Spirent Communications plc Ordinary shares. The ADRs trade in the US over-the-counter ("OTC") market under the symbol SPMYY and the CUSIP number is 84856M209. Spirent ADRs are quoted on the Pink OTC Markets electronic quotation service which can be found at [www.pinksheets.com](http://www.pinksheets.com).

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**RESULTS FOR THE FIRST HALF 2008**  
**EXECUTIVE CHAIRMAN'S STATEMENT**

We have continued to see good progress in the profitability as well as the consistency of the business. Revenue growth in the key Performance Analysis business exceeded expectations which, combined with the benefits realised from restructuring, resulted in a strong first half performance. Adjusted earnings per share increased by 214 per cent in the first half 2008 to 2.67 pence from 0.85 pence in the same period last year. This was after charging 0.16 pence for share-based payment and intangible amortisation (first half 2007: 0.16 pence). Cost savings of £6.3 million were realised from the restructuring programme in the first half 2008. Further savings of £1.2 million are expected during the second half-year. On an annualised basis this has increased the total savings resulting from the restructuring from £29.3 million to £31.7 million.

Performance Analysis sales grew in the first half of 2008, an increase of 9 per cent. This growth was driven by demand for new and continuing products for broadband, wireless and positioning test. Mature or declining legacy product sales decreases impacted overall growth, but this continued to be outpaced by the growth in new and continuing products.

The outlook for Performance Analysis continues to be encouraging as customers invest in new technologies and the demand for higher data rates intensifies. A particular highlight is Spirent's wireless product strategy which builds on its existing capabilities to serve the test requirements for 3G and 4G wireless infrastructure, device performance and video quality. Spirent is currently serving customers with the early requirements for LTE testing and WiMax system performance testing. This makes Spirent well positioned for future years to meet the requirements of the evolution of wireless networks and for the increasing use of location based technologies.

Service Assurance has increased profitability on a modest decrease in sales, whilst making investment in new product solutions for IP networks and in-home field test. The division received its first US service provider win for monitoring IP DSLAMs, an essential part of Triple Play networks.

The Systems business has also improved profitability despite the adverse exchange rate impact suffered and the reduced demand for Medicare funded mobility vehicles. Advances have been made in new products for industrial applications, which now amount to 13 per cent of sales for the division and has substantially increased the market served by the business.

The robust cash generation of the Group and the completion of the restructuring programme has supported the share repurchases made to date this year. A total of £32.3 million has been returned in share repurchases, representing 50.8 million shares or 6.5 per cent of shares outstanding at the beginning of the year. The significant progress we have made in building the financial strength and

flexibility of the Group is reflected in the reinstatement of a dividend alongside the continued commitment to return cash to shareholders, with the total cash returned since 1 January 2007 now approaching £100 million. A further £50 million is expected to be returned to shareholders, either by way of on-market share repurchases or a tender offer, in the second half-year.

We are pleased to announce the reinstatement of a dividend payment, the first to be paid since the first half of 2002. An interim dividend of 0.5 pence per share will be paid to shareholders in October 2008. The Board intends to pursue a progressive dividend policy while also maintaining a high level of earnings cover.

The Board expects to announce the appointment of a Chief Executive to the main board of Spirent Communications plc during the second half-year, at which time the positions of Chairman and Chief Executive will be separated.

Trading in July has given an encouraging start to the second half-year and the outlook for the rest of the year continues to be in line with our expectations.

## Business group development and performance

### Communications

£ million	First half 2008	First half 2007	Change (%)
Revenue			
Performance Analysis	<b>88.1</b>	80.6	9
Service Assurance	<b>15.8</b>	16.5	(4)
Communications group	<b>103.9</b>	97.1	7
Operating profit before exceptional items			
Performance Analysis	<b>18.2</b>	4.5	304
Service Assurance	<b>2.3</b>	0.9	156
Communications group	<b>20.5</b>	5.4	280
Return on sales (%)			
Performance Analysis	<b>20.7</b>	5.6	
Service Assurance	<b>14.6</b>	5.5	
Communications group	<b>19.7</b>	5.6	

### Performance Analysis

Sales grew by 9 per cent due to increased demand for Spirent TestCenter™ as well as for new and continuing products, especially wireless and positioning test solutions. Order intake grew 29 per cent over the same period last year for these items. This growth was partially offset by the expected continued decline in mature and legacy product sales. Spirent TestCenter has benefited from further new releases and more are planned for the second half-year. Significant focused investment is being made in both wireless and broadband product development to support future growth.

The increased demand for applications on all devices and networks is stimulating growth in the requirements for data traffic and performance. The need for internet connectivity anywhere, anytime, combined with new services such as video is driving this trend. Customer requirements to gain engineering efficiency are being met by the capabilities of Spirent TestCenter on one integrated platform. The emerging importance of Ethernet technologies which offer higher data rates plays to the strength of Spirent's capabilities. The expansion of applications requiring global positioning to address location based services plays to another Spirent strength.

Demand for wireless test products continues to be strong across all technologies and in all regions. CDMA customers have needed performance test solutions for EV-DO<sub>r</sub>A which provides higher speed data transfer. RF channel emulation sales have been driven by new air interface

technologies in LTE and WiMax. Similarly UMTS demand continues to be stimulated by higher speed data transfer using HSPA technologies.

There are new growth opportunities for wireless testing solutions. The market for LTE test solutions is opening at infrastructure manufacturers. The UMTS market is migrating from simply conformance certification testing to true device performance testing. The market for positioning products is buoyant, with increasing use of location based technology on mobile devices, in particular, GPS-enabled smartphones. Spirent's technical innovation has been to integrate the three carrier systems, GPS, Galileo and GLONASS, into one simulator and has been well received by customers in the half-year.

Gross margin for Performance Analysis improved from 68 per cent of sales to 72 per cent of sales in the first half-year, reflecting the improvements in supply chain and the outsourcing of manufacturing implemented during the period. A further improvement of 1 per cent is anticipated during the second half-year. Overhead expenses were reduced by £4.9 million compared to the same period last year as a result of the restructuring actions. Overall operating profit improved by £13.7 million to £18.2 million, being a return on sales of 21 per cent.

### **Service Assurance**

The market for traditional service assurance solutions continues to decline as service providers move capital spending to next-generation services. This has resulted in the expected continued reduction in legacy equipment sales and reductions in annual support contracts. However, in the first half of 2008 there have been indications of new market opportunities due to the intense competition between telecommunication, wireless and cable service providers to increase overall network capacity and bandwidth to meet the needs of both residential and business customers.

Revenue for the first half of 2008 was down 4 per cent compared with the first half of 2007. The product mix remained fairly constant. Global Services continued to show strong performance for integration services associated with software solutions.

Profitability remained strong through the first half of 2008 with a £1.4 million improvement over the first half of 2007. This improvement was mainly due to continued tight management of divisional overheads.

The division continues to focus its development expenditure on strategic initiatives while limiting spend on legacy products. Although the major carriers continue to delay deployment of Triple Play remote diagnostic solutions, there is significant interest being seen for in-home testing solutions by both telecom service providers and large cable companies. To address this market Service Assurance

launched a new in-home testing product (Tech-X Flex™) in June and this product is scheduled for general availability in the third quarter of this year.

In addition, there is growing interest in Triple Play and Ethernet remote test solutions. These products are targeted at Triple Play deployments, wireless backhaul applications and other high speed Ethernet opportunities.

## Systems

£ million	First half 2008	First half 2007	Change (%)
Revenue	<b>16.6</b>	17.1	(3)
Operating profit	<b>2.1</b>	1.7	24
Return on sales (%)	<b>12.7</b>	9.9	

Systems' revenue declined by 3 per cent compared with the first half of 2007. Revenue was down as a result of the significant changes in US government healthcare funding for powered wheelchairs with changes to the classification of subsidised wheelchairs and cuts in the reimbursement levels. As a result sales of the top-end rehabilitation systems have declined in favour of lower cost systems; similarly, within the consumer power chair segment there has been a marked shift to the lowest-cost systems. However, this shortfall was offset by increases in revenue in the industrial business which made good progress in the first half-year, this now represents 13 per cent of revenue for the Systems group.

Improvements in the cost structure have been achieved through moving more production to China, new product introductions and cost reduction programmes. These actions have improved profitability in the first half of 2008 by 24 per cent over the first half of 2007 despite the lower revenue. The decline in the US dollar to sterling exchange rate for hedged transactions has masked the improvements to the cost base and has impacted operating profit by £0.4 million.

It is expected that revenue from powered wheelchairs will continue to suffer due to US government funding pressures, but that any shortfall should be offset by increases in industrial sales and increased market penetration. Continued improvement in the cost structure through moving production to China, new product introductions and cost reduction programmes will help improve profitability.



## Non-segmental costs

Costs which are not directly attributable to the operating segments reduced to £1.6 million in the first half of 2008 from £2.1 million for the first half of 2007 before exceptional items, as a consequence of the significant reduction in corporate overheads made during the second quarter of 2007.

## Group financial performance

### Continuing operations

	First half 2008	First half 2007	Change (%)
Book to bill ratio <sup>1</sup>	<b>0.98</b>	1.03	
Revenue (£ million)	<b>120.5</b>	114.2	6
Gross profit margin <sup>2</sup> (%)	<b>63.5</b>	59.9	
Adjusted operating profit <sup>2</sup> (£ million)	<b>21.0</b>	5.0	320
Return on sales <sup>2</sup> (%)	<b>17.4</b>	4.4	
Adjusted earnings per share <sup>3</sup> (pence)	<b>2.67</b>	0.85	214
Free cash flow <sup>4</sup> (£ million)	<b>17.8</b>	21.2	(16)

#### Notes

1 The ratio of orders booked to revenue in the period.

2 Before exceptional items.

3 Adjusted earnings per share is based on earnings as set out in note 8 of notes to the interim financial statements.

4 Operating cash flow, net interest and net capital expenditure for the period.

## Revenue

Reported revenue was up 6 per cent compared with the first half of 2007, a result of the growth in the Performance Analysis businesses. The effects of currency translation were minimal period-on-period. The geographical profile by market of revenue was little changed on the comparative period. North America continues to contribute the greater part of revenue and comprises 55 per cent of total revenues (first half 2007: 54 per cent). Revenue in North America and Asia grew compared with the first half of 2007, while in Europe revenue was slightly reduced.

The book to bill ratio was lower at 0.98 compared with 1.03 for the first half of 2007. In the first half-year the order book declined in Service Assurance as expected and the order book in Performance Analysis was maintained.

## Operating profit

Operating profit was £21.0 million compared with £5.0 million (before exceptional items) for the first half of 2007. There are no exceptional operating items reported in the first half of 2008. In the first half of 2007 £12.6 million of exceptional operating costs were charged in relation to restructuring costs, onerous lease provisions and the write-down of redundant assets.

The cost reductions announced last year have resulted in approximately £6.3 million of profit improvement in the first half of 2008. Further benefit of £1.2 million is expected to be seen in the second half of 2008 from the outsourcing of manufacturing.

### **Currency impact**

There has been little impact from translation period-on-period. The average sterling to US dollar exchange rate increased from 1.97 for the first half of 2007 to 1.98 for the first half of 2008. The Systems group is exposed to transactional currency risk. This group had hedged its full year 2008 expected US dollar exposures at the end of 2007 at an average rate of \$2.03:£1 and this resulted in a reduction in operating profit of £0.4 million compared with the first half of 2007.

### **Cost of sales and operating expenses**

Gross margin excluding exceptional items was higher at 63.5 per cent compared with 59.9 per cent for the first half of 2007, reflecting the benefits of restructuring and outsourcing of production.

As the development of new innovative test products is key to the success of the Performance Analysis division, product development is focused on growth markets based on Spirent's competitive capabilities and it continues to form a substantial proportion of the total costs. For the Group a total of £21.4 million, being 18 per cent of revenue, was expensed during the first half of 2008 (first half 2007: £22.8 million and 20 per cent of revenue). Of this amount £17.9 million is within the Performance Analysis division (first half 2007: £18.8 million).

Other operating costs were reduced to £34.1 million, 28 per cent of sales, compared with £40.6 million (before exceptional items) in the first half of 2007, 36 per cent of sales. This reduction is a result of the lower cost base achieved through restructuring.

Within other costs the charge for share-based payment was £0.9 million for the first half of 2008 compared with £1.0 million for the first half of 2007. The number of incentives granted continues to be relatively small and it is expected that the second half-year charge for 2008 will be slightly lower.

### **Net finance income**

Net finance income, excluding exceptional finance income, was £1.6 million compared with £3.1 million for the first half of 2007 reflecting the utilisation of cash for the on-market share repurchase programme and lower interest rates in the UK and US where the majority of the funds are held. Exceptional interest income of £0.8 million has been reported in the first half of 2008 in relation to interest received on tax refunds for prior periods.

**Profit before tax for continuing operations**

Reported profit before tax for continuing operations was £23.4 million compared with a loss before tax in the first half of 2007 of £4.5 million.

Adjusted profit before tax for continuing operations excluding exceptional items was £22.6 million compared with £8.1 million for the first half of 2007.

**Tax**

The tax charge for the first half of 2008 was £1.8 million which includes a prior year tax credit of £0.6 million. This gives a current year effective tax rate of 10.6 per cent (first half 2007: 8.6 per cent). As the Group utilises the benefits of tax losses brought forward it is expected that the future tax rate will increase progressively.

**Discontinued operations**

Discontinued operations in 2007 relate to the loss making SwissQual business that was acquired in January 2006. The disposal of this business was completed on 5 July 2007 for cash proceeds of US\$3.0 million (£1.5 million).

**Earnings per share**

Basic earnings per share for the Group was 2.85 pence, compared with a loss per share for continuing operations of 0.60 pence for the first half of 2007. Adjusted basic earnings per share was 2.67 pence compared with 0.85 pence for the first half of 2007.

**Financing and cash flow**

Cash and cash equivalents were £67.7 million at the end of the first half of 2008 down from £79.0 million at 31 December 2007 with free cash flow of £17.8 million being generated in the first half of 2008. Free cash flow for the first half of 2007 was £21.2 million and benefited from a net tax refund of £6.2 million and a substantial release of working capital of £13.8 million. In comparison in 2008 tax payments were a net £0.8 million and working capital of £7.4 million was absorbed.

Net cash inflow from continuing operating activities before tax was £19.5 million (first half 2007: £16.4 million inflow).

Expenditure on property, plant and equipment net of proceeds from sale for the continuing Group increased to £3.4 million compared with £2.3 million in the first half of 2007, below the depreciation charge for the period of £4.5 million (first half 2007: £5.8 million).

In 2007 £4.0 million of deferred consideration was paid in relation to acquisitions made in 2006 and tax due of £6.7 million was settled in respect of the disposal of operations.

Finance income received in the first half of 2008, including £0.8 million exceptional interest on prior year tax refunds, was £2.5 million compared with finance income received in the first half of 2007 of £2.2 million.

The Company returned £30.3 million of cash to shareholders during the period for the on-market share repurchase programme with a further £2.3 million paid in July.

The Group continues to be debt free, however it is intended that a £25 million three-year working capital facility will be put in place in the second half-year.

### **Pension fund**

The accounting surplus in the plans reduced from £7.7 million at 31 December 2007 to £6.7 million at the end of the first half of 2008. The Group has applied the accounting interpretation IFRIC 14 “The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction” and this has required a restatement of the previously reported surplus at June 2007 to £13.0 million and at December 2007 to £7.7 million.

### **On-market share repurchase programme**

The Company continued the on-market share repurchase programme returning a further £30.3 million in cash to shareholders during the first six months of 2008. A further cash payment of £2.3 million has been made in July which completes the commitments made during the first six months of 2008. In total 50.8 million shares have been repurchased representing 6.5 per cent of opening share capital.

Since 1 January 2007 154.2 million shares have been repurchased and a total of £99.1 million of cash returned.

At 29 June 2008 733.9 million shares (31 December 2007: 783.5 million shares) were outstanding, excluding treasury shares and shares in trust.

The Company plans to utilise a further £50 million for share repurchases in the second half of 2008 either by way of on-market share repurchases or a tender offer.

### **Dividend**

Following a period of improved profitability and stable cash generation the Company is announcing the reinstatement of a dividend payment; a dividend has not been declared since the first half of 2002.

The Board has declared an interim dividend of 0.5 pence per share. This approximates to a payment of £3.7 million and represents dividend cover of 5.5 times. The dividend will be paid to Ordinary shareholders on 15 October 2008 and to ADR holders on 24 October 2008. The dividend is payable to all shareholders on the register of members at the close of business on 15 August 2008.

**Board**

The Board expects to announce the appointment of a Chief Executive to the main board of Spirent Communications plc during the second half-year, at which time the Chairman's position will be separate and Spirent will become fully compliant with the Combined Code.

**Risks and uncertainties**

The principal risks and uncertainties affecting the Spirent Communications Group in respect of the remaining six months of the year to 31 December 2008 remain those as identified on pages 17 to 19 of the Annual Report 2007, a copy of which is available at the Company's website at [www.spirent.com](http://www.spirent.com).

**Consolidated income statement**

£ million	Notes	First half 2008			First half 2007		
		Before exceptional items	Exceptional items <sup>note 4</sup>	Total	Before exceptional items	Exceptional items <sup>note 4</sup>	Total
<b><u>Continuing operations</u></b>							
<b>Revenue</b>	3	<b>120.5</b>	-	<b>120.5</b>	114.2	-	114.2
Cost of sales		(44.0)	-	(44.0)	(45.8)	(2.4)	(48.2)
<b>Gross profit</b>		<b>76.5</b>	-	<b>76.5</b>	68.4	(2.4)	66.0
Product development		(21.4)	-	(21.4)	(22.8)	-	(22.8)
Selling and distribution		(22.0)	-	(22.0)	(25.6)	-	(25.6)
Administration		(12.1)	-	(12.1)	(15.0)	(10.2)	(25.2)
<b>Operating profit/(loss)</b>	3	<b>21.0</b>	-	<b>21.0</b>	5.0	(12.6)	(7.6)
Finance income		1.6	0.8	2.4	3.2	-	3.2
Finance costs		-	-	-	(0.1)	-	(0.1)
<b>Profit/(loss) before tax</b>		<b>22.6</b>	<b>0.8</b>	<b>23.4</b>	8.1	(12.6)	(4.5)
Tax	5	(1.8)	-	(1.8)	(0.7)	-	(0.7)
<b>Profit/(loss) for the period from continuing operations after tax</b>		<b>20.8</b>	<b>0.8</b>	<b>21.6</b>	7.4	(12.6)	(5.2)
<b><u>Discontinued operations</u></b>							
Loss for the period from discontinued operations	6	-	-	-	(3.8)	(4.5)	(8.3)
<b>Profit/(loss) for the period attributable to equity holders of parent</b>		<b>20.8</b>	<b>0.8</b>	<b>21.6</b>	3.6	(17.1)	(13.5)
<b>Earnings/(loss) per share (pence)</b>	8						
Basic				<b>2.85</b>			(1.55)
Basic from continuing operations				<b>2.85</b>			(0.60)
Diluted				<b>2.82</b>			(1.55)
Diluted from continuing operations				<b>2.82</b>			(0.60)

**Consolidated statement of recognised income and expense**

£ million	First half 2008	First half 2007 (restated)
<b>Income and expense recognised directly in equity</b>		
Gains on cash flow hedges taken to equity	<b>0.4</b>	-
Exchange differences on retranslation of foreign operations	<b>0.2</b>	(1.0)
Actuarial gains/(losses) on defined benefit pension plans	<b>(1.2)</b>	10.4
Deferred tax on defined benefit pension plans	<b>0.4</b>	(3.9)
	<b>(0.2)</b>	5.5
<b>Transfers to income statement</b>		
Losses on cash flow hedges	<b>0.3</b>	-
<b>Net income recognised directly in equity</b>	<b>0.1</b>	5.5
<b>Profit/(loss) for the period</b>	<b>21.6</b>	(13.5)
<b>Total recognised income and expense for the period attributable to equity holders of parent</b>	<b>21.7</b>	(8.0)

**Consolidated balance sheet**

£ million	29 June 2008	1 July 2007 (restated)	31 December 2007 (restated)
<b><u>Assets</u></b>			
<b>Non-current assets</b>			
Intangible assets	57.9	57.7	58.6
Property, plant and equipment	14.5	17.8	16.2
Trade and other receivables	1.4	1.4	1.4
Cash on deposit	2.9	7.7	3.7
Defined benefit pension plan surplus	6.7	13.0	7.7
Deferred tax	9.4	1.0	9.0
	<b>92.8</b>	98.6	96.6
<b>Current assets</b>			
Inventories	19.4	18.8	17.8
Trade and other receivables	52.7	52.8	50.2
Derivative financial instruments	0.2	0.3	-
Cash and cash equivalents	67.7	106.9	79.0
	<b>140.0</b>	178.8	147.0
Assets held in disposal group held for sale	-	5.6	-
<b>Total assets</b>	<b>232.8</b>	283.0	243.6
<b><u>Liabilities</u></b>			
<b>Current liabilities</b>			
Trade and other payables	(55.3)	(52.5)	(54.6)
Current tax	(33.8)	(30.7)	(32.7)
Derivative financial instruments	-	-	(0.5)
Provisions and other liabilities	(3.9)	(6.8)	(5.1)
	<b>(93.0)</b>	(90.0)	(92.9)
<b>Non-current liabilities</b>			
Trade and other payables	(0.6)	(0.8)	(1.1)
Defined benefit pension plan deficit	(0.7)	(0.7)	(0.7)
Deferred tax	-	(3.9)	-
Provisions and other liabilities	(6.6)	(8.2)	(7.6)
	<b>(7.9)</b>	(13.6)	(9.4)
Liabilities included in disposal group held for sale	-	(4.5)	-
<b>Total liabilities</b>	<b>(100.9)</b>	(108.1)	(102.3)
<b>Net assets</b>	<b>131.9</b>	174.9	141.3
<b><u>Capital and reserves</u></b>			
Share capital	26.3	32.0	28.0
Share premium account	15.7	13.7	15.5
Capital redemption reserve	6.5	0.7	4.8
Capital reserve	3.6	4.7	3.6
Translation reserve	(6.5)	(7.1)	(6.7)
Unrealised gains and losses	0.2	-	(0.5)
Retained earnings	86.1	130.9	96.6
<b>Total equity attributable to equity holders of parent</b>	<b>131.9</b>	174.9	141.3

**Consolidated cash flow statement**

£ million	Note	First half 2008	First half 2007 <sup>1</sup>
<b>Cash flows from operating activities</b>			
Cash flows from operations	9	19.5	15.4
Tax (paid)/received		(0.8)	6.2
<b>Net cash inflow from operating activities</b>		<b>18.7</b>	21.6
<b>Cash flows from investing activities</b>			
Interest received		2.5	2.2
Transfer from long term deposit		0.8	0.7
Tax paid on the disposal of operations		-	(6.7)
Purchase of intangible assets		-	(0.3)
Purchase of property, plant and equipment		(3.4)	(2.4)
Proceeds from sale of property, plant and equipment		-	0.1
Acquisition of subsidiaries		-	(4.0)
<b>Net cash used in investing activities</b>		<b>(0.1)</b>	(10.4)
<b>Cash flows from financing activities</b>			
Proceeds from the issue of share capital and employee share ownership trust		0.3	3.3
On-market share repurchase		(30.3)	(4.2)
<b>Net cash used in financing activities</b>		<b>(30.0)</b>	(0.9)
Net (decrease)/increase in cash and cash equivalents		<b>(11.4)</b>	10.3
Cash and cash equivalents at the beginning of the year		<b>79.0</b>	97.6
Transfer of cash and cash equivalents to assets of disposal group held for sale		-	(0.5)
Effect of foreign exchange rate changes		<b>0.1</b>	(0.5)
<b>Cash and cash equivalents at the end of the period</b>		<b>67.7</b>	106.9

<sup>1</sup> Restated to reclassify tax paid on the disposal of operations from an operating to an investing cash flow.



## **Notes to the interim financial statements**

### **1 Basis of preparation**

The condensed set of interim financial statements has been prepared in accordance with IAS 34 “Interim Financial Reporting” as endorsed and adopted for use in the European Union and issued by the International Accounting Standards Board. The condensed set of interim financial statements has also been prepared in accordance with the Disclosure and Transparency Rules of the Financial Services Authority.

The condensed set of interim financial statements is unaudited but has been reviewed by the auditors. A copy of their review report is included at the end of this report.

The condensed set of interim financial statements does not constitute statutory accounts as defined in Section 240 of the Companies Act 1985. The comparative financial information for the year to 31 December 2007 is based on the statutory accounts for that period, which have been filed with the Registrar of Companies, apart from in relation to the implementation of IFRIC 14 “The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction” discussed below. The auditors’ report on those accounts was unqualified and did not contain a statement made under Section 237(2) or 237(3) of the Companies Act 1985.

The condensed set of interim financial statements for the period ended 29 June 2008 was approved by the directors on 5 August 2008.

### **2 Accounting policies**

The accounting policies adopted are consistent with those applied in the consolidated financial statements for the year ended 31 December 2007 except in relation to the implementation of IFRIC 14.

The following new standards, amendments to standards and interpretations are mandatory for the first time in the current financial year and have been adopted by the Group with no significant impact on its consolidated results or financial position other than in relation to IFRIC 14 which is discussed below.

International Accounting Standards (“IAS/IFRS”)	Effective date
IFRIC 11 IFRS 2 Group and Treasury Share Transactions	1 January 2008
IFRIC 12 Service Concession Arrangements	1 January 2008
IFRIC 14 The Limit on a Defined Benefit Asset, Minimum Funding Requirements and their Interaction	1 January 2008

IAS 19 “Employee Benefits” limits the measurement of a defined benefit asset to the present value of economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan plus unrecognised gains and losses. IFRIC 14 clarifies what effect the existence of a minimum funding requirement has on this limit and provides guidance as to when the employer has an unconditional right to a refund from the plan.

At 1 January 2007 the full amount of the defined benefit pension plan surplus had been recognised but the surplus was restricted at 1 July and 31 December 2007. However, as clarified by IFRIC 14 an unconditional right of refund to the employer exists in the Spirent plans and therefore the full amount of the surplus should now be recognised on the balance sheet at 1 July and 31 December 2007.

IFRIC 14 has been applied from 1 January 2007 and the comparatives for 2007 have been restated. A deferred tax liability has been recognised on the adoption of IFRIC 14 at 31 December 2007 for which a right of set off exists against the recognised deferred tax assets and this has been charged to the consolidated statement of recognised income and expense. A deferred tax liability has been recognised at 1 July 2007 of £3.9 million and has been charged to the consolidated statement of recognised income and expense. There is no effect on the income statement for either period.

The effect of the implementation of IFRIC 14 on the consolidated balance sheet is as follows:

**First half 2007**

£ million	Defined benefit pension plan surplus	Deferred tax liability	Retained earnings
As previously reported	-	-	121.8
Implementation of IFRIC 14	13.0	(3.9)	9.1
1 July 2007 (restated)	13.0	(3.9)	130.9

**Year 2007**

£ million	Defined benefit pension plan surplus	Deferred tax asset	Retained earnings
As previously reported	3.0	10.5	93.4
Implementation of IFRIC 14	4.7	(1.5)	3.2
31 December 2007 (restated)	7.7	9.0	96.6

The effect of the implementation of IFRIC 14 on the consolidated statement of recognised income and expense is as follows:

**First half 2007**

£ million	Actuarial gains/(losses)	Deferred tax liability on pension plans
As previously reported	(2.6)	-
Implementation of IFRIC 14	13.0	(3.9)
1 July 2007 (restated)	10.4	(3.9)

**Year 2007**

£ million	Actuarial gains/(losses)	Deferred tax liability on pension plans
As previously reported	(0.6)	(0.8)
Implementation of IFRIC 14	4.7	(1.5)
31 December 2007 (restated)	4.1	(2.3)

### 3 Segmental analysis

#### Business segments

£ million	First half 2008	First half 2007	Year 2007
<b>Revenue</b>			
Performance Analysis	88.1	80.6	169.3
Service Assurance	15.8	16.5	34.3
Communications	103.9	97.1	203.6
Systems	16.6	17.1	33.4
Continuing operations	120.5	114.2	237.0
There were no inter-segment sales.			
<b>Operating profit/(loss)</b>			
Operating profit before exceptional items			
Performance Analysis	18.2	4.5	22.3
Service Assurance	2.3	0.9	3.3
Communications	20.5	5.4	25.6
Systems	2.1	1.7	3.8
Non-segmental	(1.6)	(2.1)	(3.9)
Operating profit before exceptional items	21.0	5.0	25.5
Exceptional items			
Performance Analysis	-	(7.6)	(10.0)
Service Assurance	-	(2.7)	(2.6)
Non-segmental	-	(2.3)	(1.8)
Exceptional items	-	(12.6)	(14.4)
Operating profit/(loss)			
Performance Analysis	18.2	(3.1)	12.3
Service Assurance	2.3	(1.8)	0.7
Communications	20.5	(4.9)	13.0
Systems	2.1	1.7	3.8
Non-segmental	(1.6)	(4.4)	(5.7)
<b>Operating profit/(loss) for continuing operations</b>	21.0	(7.6)	11.1
<b>Other information – continuing operations</b>			
Depreciation	4.5	5.8	9.3
Expenditure on property, plant and equipment	3.4	2.3	5.0
Share-based payment	0.9	1.0	2.5
Intangible amortisation	0.3	0.4	0.9

#### Geographical segments

£ million	First half 2008	First half 2007	Year 2007
<b>Revenue by market</b>			
Europe	21.2	21.9	43.7
North America	65.7	61.1	132.2
Asia Pacific, Rest of Americas, Africa	33.6	31.2	61.1
Continuing operations	120.5	114.2	237.0
<b>Average exchange rates</b>			
US dollar	1.98	1.97	2.00
Euro	1.29	1.48	1.46

#### 4 Exceptional items

There were no exceptional operating items charged in the first half of 2008. In the first half of 2007 exceptional operating items totalling £12.6 million were charged for restructuring costs, onerous lease provisions and the write-down of redundant assets.

Exceptional finance income of £0.8 million has been credited in the first half of 2008 in relation to interest on prior year tax refunds received.

#### 5 Tax

The tax charge for the first half of 2008 of £1.8 million is comprised of a current year charge of £2.4 million in respect of overseas taxation and a £0.6 million UK tax credit for prior years (2007: £0.7 million overseas taxation charge).

#### 6 Discontinued operations

Discontinued operations in 2007 relate to the SwissQual business which was sold on 5 July 2007.

#### 7 Dividends

An interim dividend of 0.5 pence per share was declared by the Board on 5 August 2008 and will be paid to Ordinary shareholders on 15 October 2008 and to ADR holders on 24 October 2008. This dividend is payable to all shareholders on the register of members at the close of business on 15 August 2008. There were no dividends declared or paid in 2007.

#### 8 Earnings/(loss) per share

Earnings/(loss) per share is calculated by reference to the profit/(loss) for the period and the number of Ordinary shares in issue during the period.

£ million	First half 2008	First half 2007	Year 2007
Profit/(loss) for the period			
- total operations	21.6	(13.5)	17.6
- continuing operations	21.6	(5.2)	25.5
Number million			
<b>Weighted average number of shares in issue – basic</b>	<b>757.2</b>	873.7	859.8
Dilutive potential of employee share options	8.2	10.5	8.8
<b>Weighted average number of shares in issue – diluted</b>	<b>765.4</b>	884.2	868.6
Pence			
<b>Earnings/(loss) per share</b>			
Basic – total operations	2.85	(1.55)	2.05
Basic – continuing	2.85	(0.60)	2.97
Diluted – total operations	2.82	(1.55)	2.03
Diluted – continuing	2.82	(0.60)	2.94

The Group discloses adjusted earnings per share attributable to equity shareholders in order to provide a measure to enable period-on-period comparisons to be made of its performance. A reconciliation is provided below:

£ million	First half 2008		First half 2007		Year 2007	
	Continuing operations	EPS(p)	Continuing operations	EPS(p)	Continuing operations	EPS(p)
<b>Profit/(loss) for the period attributable to equity holders of parent</b>	<b>21.6</b>	<b>2.85</b>	(5.2)	(0.60)	25.5	2.97
Exceptional operating items	-		12.6		14.4	
Exceptional finance income	(0.8)		-		-	
Tax on exceptional items	-		-		(3.9)	
Prior year tax credit	(0.6)		-		(5.3)	
<b>Adjusted basic</b>	<b>20.2</b>	<b>2.67</b>	7.4	0.85	30.7	3.57
Adjusted diluted		<b>2.64</b>		0.84		3.54

## 9 Reconciliation of profit/(loss) before tax to cash generated from operations

£ million	First half 2008	First half 2007
<b><u>Continuing operations</u></b>		
<b>Profit/(loss) before tax</b>	<b>23.4</b>	(4.5)
Adjustments for:		
Net finance income	(2.4)	(3.1)
Depreciation of property, plant and equipment	4.5	5.8
Loss on the disposal and impairment of property, plant and equipment	0.2	3.0
Intangible asset amortisation	0.3	0.4
Share-based payment	0.9	1.0
Changes in working capital		
Deferred income received	1.2	4.1
(Increase)/decrease in receivables	(2.4)	4.6
(Increase)/decrease in inventories	(1.6)	5.0
Decrease in payables	(2.2)	(2.5)
(Decrease)/increase in provisions	(2.4)	2.6
<b>Cash flows from continuing operations</b>	<b>19.5</b>	16.4
<b><u>Discontinued operations</u></b>		
<b>Loss before tax</b>	-	(7.9)
Adjustments for:		
Loss recognised on the measurement to fair value less costs to sell	-	4.5
Intangible asset amortisation	-	0.6
Depreciation of property, plant and equipment	-	0.2
Changes in working capital		
Decrease in receivables	-	3.0
Increase in inventories	-	(0.2)
Decrease in payables	-	(1.2)
<b>Cash flows from discontinued operations</b>	-	(1.0)
<b>Cash flows from operations</b>	<b>19.5</b>	15.4

**10 Consolidated statement of changes in equity**

£ million	First half 2008	First half 2007 (restated)
At 1 January	141.3	182.8
Total recognised income and expense	21.7	(8.0)
New shares issued	0.2	2.5
Share-based payment	0.9	1.0
Employee share ownership trust	0.1	0.8
On-market share repurchase	(32.3)	(4.2)
<b>Total equity at the end of the period</b>	<b>131.9</b>	<b>174.9</b>

**Share capital**

The authorised share capital was 1,250 million Ordinary shares of 3 1/3 pence (1 July 2007: 1,250 million).

Issued and fully paid:

Number million	First half 2008	First half 2007
At 1 January	840.8	975.9
Allotted pursuant to share incentives exercised	1.0	7.1
Cancelled during the period	(50.0)	(20.3)
<b>Share capital at the end of the period</b>	<b>791.8</b>	<b>962.7</b>

During 2007 and 2008 the Company has been operating an on-market repurchase programme. In the first half of 2008 the Company repurchased 50.8 million shares at a cost of £32.3 million (first half 2007: 6.7 million Ordinary shares at a cost of £4.2 million). These shares were placed in treasury. During 2008 50.0 million treasury shares were cancelled (first half 2007: 20.3 million), leaving a balance of 49.2 million of the Company's own Ordinary shares remaining in treasury at 29 June 2008 (1 July 2007: 76.7 million).

**11 Related party transactions**

There have been no related party transactions in the first half of 2008 which have materially affected the financial position or the performance of the Group.

Related parties are consistent with those disclosed in the Group's Annual Report for the year ended 31 December 2007.

**12 Capital commitments and contingent liabilities**

There were no material capital commitments at 29 June 2008 or 1 July 2007. There have been no material changes since 31 December 2007 to the Group's indemnities and contingencies.

### **Statement of directors' responsibilities**

The directors confirm that to the best of their knowledge:

The condensed set of financial statements has been prepared in accordance with IAS 34 "Interim Financial Reporting" as endorsed and adopted by the European Union.

The interim management report includes a fair review of the information required by:

- (a) DTR 4.2.7R of the Disclosure and Transparency Rules, being an indication of important events that have occurred during the first six months of the financial year and their impact on the condensed set of financial statements; and a description of the principal risks and uncertainties for the remaining six months of the financial year; and
- (b) DTR 4.2.8R of the Disclosure and Transparency Rules, being related party transactions that have taken place in the first six months of the current financial year and that have materially affected the financial position or performance of the entity during that period; and any changes in the related party transactions described in the 2007 Annual Report.

The directors of Spirent Communications plc are listed in the Spirent Communications plc Annual Report for 31 December 2007.

By order of the Board of Spirent Communications plc.

**E G Hutchinson**  
**Chief Financial Officer**  
5 August 2008

## **Independent review report to Spirent Communications plc**

### **Introduction**

We have been engaged by the Company to review the condensed set of financial statements in the half-year financial report for the six months ended 29 June 2008 which comprises the Consolidated income statement, Consolidated balance sheet, Consolidated cash flow statement, Consolidated statement of recognised income and expense and the related notes 1 to 12. We have read the other information contained in the half-year financial report and considered whether it contains any apparent misstatements or material inconsistencies with the information in the condensed set of financial statements.

This report is made solely to the Company in accordance with guidance contained in ISRE 2410 (UK and Ireland) "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Auditing Practices Board. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company, for our work, for this report, or for the conclusions we have formed.

### **Directors' responsibilities**

The half-year financial report is the responsibility of, and has been approved by, the directors. The directors are responsible for preparing the half-year financial report in accordance with the Disclosure and Transparency Rules for the United Kingdom's Financial Services Authority.

As disclosed in note 1, the annual financial statements of the Group are prepared in accordance with IFRSs as adopted by the European Union. The condensed set of financial statements included in this half-year financial report has been prepared in accordance with International Accounting Standard 34, "Interim Financial Reporting", as adopted by the European Union.

### **Our responsibility**

Our responsibility is to express to the Company a conclusion on the condensed set of financial statements in the half-year financial report based on our review.

### **Scope of review**

We conducted our review in accordance with International Standard on Review Engagements (UK and Ireland) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Auditing Practices Board for use in the United Kingdom. A review of interim financial information consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing (UK and Ireland) and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

### **Conclusion**

Based on our review, nothing has come to our attention that causes us to believe that the condensed set of financial statements in the half-year financial report for the six months ended 29 June 2008 is not prepared, in all material respects, in accordance with International Accounting Standard 34 as adopted by the European Union and the Disclosure and Transparency Rules of the United Kingdom's Financial Services Authority.

**Ernst & Young LLP**

**London**

5 August 2008



## **Glossary**

3G (Third Generation)	Third generation of mobile communications following first generation (analogue) and second (digital) that promises megabits per second.
4G (Fourth Generation)	Future generation of mobile communications following 3G that promises hundreds of megabits per second.
Broadband	Generic term for devices with a bandwidth greater than one megabit per second.
CDMA (Code Division Multiple Access)	Technology allowing communications circuits to carry multiple conversations simultaneously, thus increasing its capacity.
DSLAM	A Digital Subscriber Line Access Multiplexer. It takes numbers of DSL lines and concentrates them into a single line.
Ethernet	A family of networking technologies developed for local area networks and now migrating to metro area networks.
EV-DOa (Evolution-Data Optimised revision A)	Data only (revision A) is a collection of mobile telephone protocols that extend and improve the performance of existing CDMA protocols for high speed data transmission, typically for broadband Internet access.
Galileo	The informal name for the European Global Navigation Satellite System, a system that will offer users anywhere in the world “near pinpoint” geographic positioning when it becomes fully operational.
GPS (Global Positioning System)	A system for determining location and height at any point on the earth’s surface. A receiver uses minute differences in measured time signals from clocks on satellites to calculate these positions and altitudes.
GLONASS (Global Navigation Satellite System)	Operated by the Russian Federation Ministry of Defence.
HSPA (High-Speed Packet Access)	A collection of mobile telephone protocols that extend and improve the performance of existing UMTS protocols for high speed data transmission.
Internet/IP telephony	Generic term used to describe various approaches to running voice telephony over IP (Internet Protocol).
IP (Internet Protocol)	IP (Internet Protocol) Data protocol used by many networking devices to facilitate and control the flow of data.
LTE (Long Term Evolution)	Enhancement to existing 3G wireless to add 4G mobile communications technology. All on IP network air interface.
Location Based Services	The delivery of information, mapping and locally available business and public data over the wireless network dependent upon the ability to locate mobile devices by means of direct satellite or cellular assisted satellite signals.
RF (Radio Frequency)	A technology used for wireless broadcasting and/or communications.
Triple Play	Voice, video and data transmitted over a single transport medium.
UMTS (Universal Mobile Telecommunications System)	One of the 3G wireless technologies. The most common form of UMTS uses WCDMA on its underlying air interface and offers support for high-speed data transfer.
WCDMA (Wideband CDMA)	A global standard for mobile 3G.
WiMax (Worldwide Interoperability for Microwave Access)	A wireless transmission technology.