

93338

HAYS HOLDINGS LTD
FINANCIAL STATEMENTS
30 JUNE 1990



Hays Holdings Ltd

Contents

	PAGE
Report of the Directors	1 - 2
Profit and Loss Account	3
Balance Sheet	4
Notes to the Financial Statements	5 - 13
Auditors' Report	14

Hays Holdings Ltd

Report of the Directors FOR THE YEAR ENDED 30 JUNE 1990

The directors present their report together with the audited financial statements for the year ended 30 June 1990.

Group accounts have not been prepared as the company is a wholly owned subsidiary of another company incorporated in Great Britain.

1. Principal Activities

The company is a sub-holding company.

2. Review of Developments

The following companies were acquired by subsidiary companies in the year:

Parcel Link Ltd.
Parcel Link (Eastern) Ltd.
Immobiliere du Neep SA (Belgium)

Certain dormant companies were acquired from subsidiary companies in the year.

3. Results, Dividends and Transfers to Reserves

The company's profit on ordinary activities after taxation was £17,976,000 (1989 - £27,550,000) as a result of dividends received from group companies.

Dividends of £18,455,000 were paid during the year. The directors do not propose that any final dividend should be paid. The loss of £52,000 has been withdrawn from reserves.

4. Future Developments

The company will continue in the role of a sub-holding company.

5. Share Capital

Details of the authorised and allotted share capital are set out in note 13 on page 12.

Hays Holdings Ltd

Report of the Directors (Continued) FOR THE YEAR ENDED 30 JUNE 1990

6. Directors

The following have been directors of the company during the year.

	<u>Interests in Hays plc</u>	
	<u>1p Ordinary Shares</u>	<u>£1 Ordinary Shares</u>
	<u>30 June 1990</u>	<u>1 July 1989</u>
Mr R E Frost (Chairman)	20,000,000	213,500
Mr D C Frost	7,100,000	81,000
Mr P D T Roberts	5,685,000	69,000
Mr G J Williams	5,865,000	69,000

No director had an interest at any time during the year in any subsisting contract or arrangement to which the company or any of its subsidiaries was a party nor did any director hold any shares in the company during the year.

7. Changes in Fixed Assets

All changes during the year are detailed in Notes 7 and 8 on pages 9 and 10.

8. Auditors

The auditors, Touche Ross & Co., are willing to continue in office. Their reappointment, at a remuneration to be agreed by the directors, will be proposed at the Annual General Meeting.

BY ORDER OF THE BOARD


A G MORISON
SECRETARY

19 SEPTEMBER 1990

Hays Holdings Ltd

Profit and Loss Account FOR THE YEAR ENDED 30 JUNE 1990

	NOTE	Year ended 30 June 1990 £'000	Year ended 30 June 1989 £000
Income from shares in group companies		17,155	28,761
Management charges received		-	150
Net operating charges	2	(22)	(1,193)
PROFIT BEFORE INTEREST		17,133	27,718
Net interest receivable/(payable)	3	1,277	(220)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		18,410	27,498
Tax on profit on ordinary activities	5	(434)	52
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		17,976	27,550
Extraordinary items	6	427	(3,951)
PROFIT FOR THE FINANCIAL YEAR		18,403	23,599
Dividends paid		(18,455)	(23,826)
AMOUNT WITHDRAWN FROM RESERVES	14	(52)	(277)


Hays Holdings Ltd

Balance Sheet AT 30 JUNE 1990

	NOTE	30 June 1990		30 June 1989	
		£'000	£'000	£'000	£'000
FIXED ASSETS					
Tangible assets	7	-		17	
Investments	8	86,812	86,812	85,599	85,616
CURRENT ASSETS					
Debtors	9	99,495		79,021	
Cash at bank and in hand		610		614	
		100,105		79,635	
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	10	(126,621)		(104,868)	
NET CURRENT LIABILITIES			(26,516)	(25,233)	
TOTAL ASSETS LESS CURRENT LIABILITIES			60,296	60,383	
PROVISIONS FOR LIABILITIES AND CHARGES	11		(265)	(300)	
			60,031	60,083	
CAPITAL AND RESERVES					
Called up share capital	13	59,987		59,987	
Profit and loss account	14	44		96	
		60,031		60,083	

The financial statements were approved by the Board of Directors on 19 September 1990.


Director


Director

Plays Holdings Ltd

Notes to the Financial Statements

1. ACCOUNTING POLICIES

(a) Financial Statements

The financial statements are prepared under the historical cost convention. Group accounts are not prepared as the company is a wholly owned subsidiary of another company incorporated in Great Britain.

(b) Investments

Shares in subsidiary companies are valued at historic cost less any provision for permanent diminution in value.

(c) Tangible Fixed Assets and Depreciation

Tangible fixed assets are shown at cost. Depreciation of fixed assets is on a straight line basis calculated at an annual rate estimated to write off each asset over the term of its useful life.

The rate in use is as follows:

Fixtures & Fittings	25%
---------------------	-----

Hays Holdings Ltd

Notes to the Financial Statements (Continued)

2. NET OPERATING CHARGES	1990 <u>£'000</u>	1989 <u>£'000</u>
Other operating charges	22	80
Exceptional charges - Provision for permanent diminution in value of Investments	-	1,113
	<u>22</u>	<u>1,193</u>

The remuneration of the auditors is borne by the parent company.

Hays Holdings Ltd

Notes to the Financial Statements (Continued)

3. NET INTEREST RECEIVABLE/(PAYABLE)	1990 £'000	1989 £'000
Interest payable:		
Loans repayable within five years	-	(220)
Group company loans	(33)	-
Interest receivable:		
Interest receivable from group companies and similar income	1,300	-
Other interest receivable	10	-
	<u>1,277</u>	<u>(220)</u>

4. DIRECTORS' EMOLUMENTS

The remuneration of the directors has been borne by the ultimate holding company.

Hays Holdings Ltd

Notes to the Financial Statements (Continued)

5. TAX ON PROFIT ON ORDINARY ACTIVITIES	1990 £'000	1989 £'000
Group Relief receivable at 35%	-	52
United Kingdom corporation tax at 35%	(434)	-
	<u>(434)</u>	<u>52</u>

The current year tax charge is disproportionate to the profits on ordinary activities because dividend income from U.K. subsidiaries is not chargeable to tax.

Hays Holdings Ltd

Notes to the Financial Statements (Continued)

	1990 £'000	1989 £'000
6. EXTRAORDINARY ITEMS		
Loss on sale of subsidiaries	-	(4,167)
(Increase)/decrease of provision for closure of subsidiaries	(48)	216
Adjustment to prior years' extraordinary tax charge	475	-
	<u>427</u>	<u>(3,951)</u>

7. TANGIBLE FIXED ASSETS

	Fixtures & Fittings £'000
COST	
At 1 July 1989	65
Additions	-
Inter-Company Transfers	(23)
Disposals	(42)
	<u>-</u>
At 30 June 1990	-
ACCUMULATED DEPRECIATION	
At 1 July 1989	48
Inter-Company Transfers	(13)
Disposals	(35)
	<u>-</u>
At 30 June 1990	-
NET BOOK VALUES	
At 30 June 1990	-
	<u>-</u>
At 30 June 1989	17
	<u>-</u>

Hays Holdings Ltd

Notes to the Financial Statements (Continued)

8. INVESTMENTS

	Shares in subsidiary companies £'000	Provisions £'000	Net Book Value £'000
Balance at 1 July 1989	90,440	(4,841)	85,599
Additions	1,365	-	1,365
Disposals	(1,413)	1,261	(152)
Balance at 30 June 1990	90,392	(3,580)	86,812

Principal operating subsidiaries are Hays Group Ltd and its subsidiaries.

9. DEBTORS

	1990 £'000	1989 £'000
Amounts owed by subsidiaries	99,339	77,670
Tax recoverable	153	-
Prepayments and accrued income	3	1,351
Debtors due within one year	99,495	79,021

Hays Holdings Ltd

Notes to the Financial Statements (Continued)

10. CREDITORS: AMOUNT FALLING DUE WITHIN ONE YEAR

	1990 <u>£'000</u>	1989 <u>£'000</u>
Amounts owed to subsidiaries	14,219	10,280
Amounts owed to parent company	112,153	94,012
Taxation	144	21
Other creditors	15	458
Accruals and deferred income	90	97
	<u>126,621</u>	<u>104,868</u>

Hays Holdings Ltd

Notes to the Financial Statements (Continued)

11. PROVISIONS FOR LIABILITIES AND CHARGES

	<u>£'000</u>
Balance at 1 July 1989	300
Charged to profit & loss account	48
Applied	<u>(83)</u>
Balance at 30 June 1990	<u>265</u>

Provisions relate to the closure costs of the Belgian subsidiaries, Agence Continentale et Anglaise S A and Spinhayer S A.

12. DEFERRED TAXATION

There are no potential deferred taxation liabilities (1989 - £NIL).

13. CALLED UP SHARE CAPITAL

	<u>1990 £'000</u>	<u>1989 £'000</u>
Authorised		
100,000,000 ordinary shares of £1 each	<u>100,000</u>	<u>100,000</u>
Allotted and fully paid		
59,986,713 ordinary shares of £1 each	<u>59,987</u>	<u>59,987</u>

Hays Holdings Ltd

Notes to the Financial Statements (Continued)

14. RESERVES

	Profit and loss account £'000
Balance at 1 July 1989	96
Amount withdrawn from reserves	(52)
	<hr/>
Balance at 30 June 1990	44
	<hr/>

15. CONTINGENT LIABILITIES AND COMMITMENTS

	1990 £'000	1989 £'000
Bank and other guarantees	42,011	161,039
Uncalled amounts on shares	2	1
	<hr/>	<hr/>
	42,013	161,040
	<hr/>	<hr/>

Cross guarantees shown above have been given in respect of borrowings of certain group companies.

The company has signed a counter-indemnity in favour of the Excess Insurance Group in respect of any loss the insurance group may suffer as a result of any breach or failure to perform the terms and conditions of an agency agreement undertaken by one of the company's subsidiaries.

The company did not have any capital commitments either contracted for or authorised but not yet contracted for at 30 June 1990.

16. ULTIMATE HOLDING COMPANY

The ultimate holding company of the group is Hays plc, which is incorporated in Great Britain.

Hays Holdings Ltd

**Auditors' Report to the Members of Hays Holdings Ltd
FOR THE YEAR ENDED 30 JUNE 1990**

We have audited the financial statement on pages 3 to 13 in accordance with Auditing Standards.

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 30 June 1990 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

The financial statements do not include a statement of source and application of funds as required by Statement of Standard Accounting Practice No. 10.

Touche Ross & Co.

19 September 1990

TOUCHE ROSS & CO
Chartered Accountants
Hill House
1 Little New Street
London
EC4A 3TR