# A NELSON & CO LIMITED DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2005



### **COMPANY INFORMATION**

**Directors** R W Wilson

R N Wilson P R Wilson N G Kirkbride M C Dunne J G Houlihan M Turrell

Secretary M C Dunne

Company number 249879

Registered office Nelsons House

83 Parkside Wimbledon London SW19 5LP

Auditors Saffery Champness

Lion House Red Lion Street

London WC1R 4GB

Bankers Fortis Bank

23 Camomile Street

London EC3A 7PP

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### DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2005

The directors present their report and financial statements for the year ended 31 December 2005.

#### Principal activities and review of the business

The principal activity of the company continued to be that of the manufacture and sale of healthcare medicines.

Turnover increased by 4.4% on the previous year in line with expectations. It is estimated that a proportion of the company's UK sales were subsequently resold to export markets.

#### Results and dividends

The results for the year are set out on page 5.

The company's profit for the year after taxation was £5,035,878 (2004: £4,676,983). Interim dividends were paid in the year of £48.65 per ordinary share, amounting to £3,648,635 (2004: £48.89 and £3,666,900 respectively). The company's retained profit was £1,387,243 (2004: 1,010,083) which has been transferred to reserves.

#### **Future developments**

The directors are continually seeking further markets for the distribution of the company's products.

#### Directors

The following directors have held office since 1 January 2005:

R W Wilson

R N Wilson

PR Wilson

N G Kirkbride

M C Dunne

J G Houlihan

M Turrell

#### Directors' interests

None of the directors had a direct interest in the ordinary shares of the company.

The interests of the directors in the shares of the ultimate parent undertaking, Nelson & Russell Holdings Limited, are shown in the accounts of that company.

# DIRECTORS' REPORT (continued) FOR THE YEAR ENDED 31 DECEMBER 2005

| Charitable donations   | 2005<br>£ | 2004<br>£ |
|--|-----------|-----------|
| During the year the company made the following payments:<br>Charitable donations | 6,550     | 7,493     |

#### Auditors

In accordance with section 385 of the Companies Act 1985, a resolution proposing that Saffery Champness be reappointed as auditors of the company will be put to the Annual General Meeting.

#### Directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- -state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

On behalf of the board

M C Dunne

Director 26 Awil WT

# INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF A NELSON & CO LIMITED

We have audited the financial statements on pages 5 to 18. These financial statements have been prepared in accordance with the accounting policies set out therein.

#### Respective responsibilities of the directors and auditors

As described in the statement of directors' responsibilities on page 2, the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

#### Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

# INDEPENDENT AUDITORS' REPORT (continued) TO THE MEMBERS OF A NELSON & CO LIMITED

### **Opinion**

In our opinion the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2005 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Saffery Champness

Chartered Accountants Registered Auditors 27 April 2006

Lion House Red Lion Street London WC1R 4GB

### PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2005

|   |       | 2005               | 2004             |
|---|-------|--------------------|------------------|
|   | Notes | £                  | as restated<br>£ |
| Turnover  | 2     | 24,965,247         | 23,920,942       |
| Cost of sales   |       | (6,788,429)        | (6,910,419)      |
| Gross profit  |       | 18,176,818         | 17,010,523       |
| Administrative expenses                                 |       | (15,081,088)       | (14,182,907)     |
| Operating profit  | 3     | 3,095,730          | 2,827,616        |
| Investment income Other interest receivable and similar | 4     | 2,900,000          | 2,800,000        |
| income Interest payable and similar charges             | 5     | 13,794<br>(10,982) | 14,896<br>-      |
| Profit on ordinary activities before taxation           |       | 5,998,542          | 5,642,512        |
| Tax on profit on ordinary activities                    | 6     | (962,664)          | (965,529)        |
| Profit on ordinary activities after taxation            |       | 5,035,878          | 4,676,983        |
| Dividends   | 7     | (3,648,635)        | (3,666,900)      |
| Retained profit for the year                            | 17    | 1,387,243          | 1,010,083        |

The profit and loss account has been prepared on the basis that all operations are continuing operations.

There are no recognised gains and losses other than those passing through the profit and loss account.

The notes on pages 7 to 18 form part of these financial statements.

# BALANCE SHEET AS AT 31 DECEMBER 2005

|  |       | 2           | 005         | 2<br>as res | 004<br>stated |
|--|-------|-------------|-------------|-------------|---------------|
|  | Notes | £           | £           | £           | £             |
| Fixed assets                           |       |             |             |             |               |
| Tangible assets                        | 8     |             | 1,463,817   |             | 1,565,265     |
| Investments                            | 9     |             | 4,391,706   |             | 4,391,706     |
|  |       |             | 5,855,523   |             | 5,956,971     |
| Current assets                         |       |             |             |             |               |
| Stocks                                 | 10    | 1,727,629   |             | 1,573,823   |               |
| Debtors                                | 11    | 6,246,982   |             | 5,786,026   |               |
| Cash at bank and in hand               |       | 1,223,598   |             | 1,375,213   |               |
|  |       | 9,198,209   |             | 8,735,062   |               |
| Creditors: amounts falling due         |       |             |             |             |               |
| within one year                        | 12    | (2,533,139) |             | (3,324,678) |               |
| Net current assets                     |       |             | 6,665,070   |             | 5,410,384     |
| Total assets less current liabilities  |       |             | 12,520,593  |             | 11,367,355    |
| Creditors: amounts falling due after   |       |             |             |             |               |
| more than one year                     | 13    |             | (5,760,233) |             | (5,973,130)   |
| Provisions for liabilities and charges | 14    |             | (3,064)     |             | (24,172)      |
|  |       |             | 6,757,296   |             | 5,370,053     |
|  |       |             |             |             |               |
| Capital and reserves                   |       |             |             |             |               |
| Called up share capital                | 16    |             | 75,000      |             | 75,000        |
| Other reserves                         | 17    |             | 356,500     |             | 356,500       |
| Profit and loss account                | 17    |             | 6,325,796   |             | 4,938,553     |
| Shareholders' funds - equity interests | 18    |             | 6,757,296   |             | 5,370,053     |

The notes on pages 7 to 18 form part of these financial statements. The financial statements were approved by the Board on 26 April 2006

R N Wilson

Director

P R Wilson **Director** 

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2005

#### 1 Accounting policies

#### 1.1 Accounting convention

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards.

The company has taken advantage of the exemption in Financial Reporting Standard No. 1 (Revised 1996) from the requirement to produce a cash flow statement on the grounds that it is a subsidiary undertaking where 90 percent or more of the voting rights are controlled within the group.

### 1.2 Turnover

Turnover represents amounts receivable from the sale of healthcare medicines and aromatherapy products worldwide, net of value added tax.

#### 1.3 Research and development

Research expenditure is written off to the profit and loss account in the year in which it is incurred. Development expenditure is written off in the same way unless the directors are satisfied as to the technical, commercial and financial viability of individual projects. In this situation, the expenditure is deferred and amortised over the period during which the company is expected to benefit.

#### 1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Leasehold land and buildings

over the period of the lease

Plant and machinery

121/2% per annum

Computer equipment Fixtures, fittings & equipment

33% per annum

Scientific research equipment

12½% per annum 20% per annum

The carrying value of tangible fixed assets is reviewed for impairment in the period if events or changes in circumstances indicate the carrying value may not be recoverable.

#### 1.5 Leasing

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

#### 1.6 Investments

Fixed asset investments are stated at cost less provision for diminution in value. The carrying value of investments is reviewed for impairment in the period if events or changes in circumstances indicate the carrying value may not be recoverable.

#### 1.7 Stock

Stock is valued at the lower of cost and net realisable value.

# NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 DECEMBER 2005

#### 1 Accounting policies

(continued)

#### 1.8 Pensions

The pension costs charged in the financial statements represent the contributions payable by the company during the year in accordance with FRS 17.

#### 1.9 Deferred taxation

Deferred tax is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted.

### 1.10 Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at an average rate of exchange for the year. All differences are taken to the profit and loss account.

#### 1.11 Group accounts

The financial statements present information about the company as an individual undertaking and not about its group. The company has not prepared group financial statements as it is exempt from the requirement to do so by section 228 of the Companies Act 1985 as it is a subsidiary undertaking of Nelson & Russell Holdings Limited, a company incorporated in England & Wales, and is included in the consolidated financial statements of that company.

#### 1.12 Prior year adjustment

Following the introduction of FRS 21 - Post Balance Sheet Events a prior year adjustment has been made in respect of the final dividend proposed of £1,325,540 for the year ended 31 December 2004. This amount is now recorded as a current year item and the comparative figures have been restated to exclude this amount from that year's profit and loss account and balance sheet.

#### 2 Turnover

The total turnover of the company for the year has been derived from its principal activity.

The turnover split has not been given in accordance with paragraph 55(5) Schedule 4, Companies Act 1985.

| 3 | Operating profit                           | 2005      | 2004      |
|---|--|-----------|-----------|
|   |  | £         | £         |
|   | Operating profit is stated after charging: |           |           |
|   | Depreciation of tangible assets            | 522,005   | 487,915   |
|   | Loss on disposal of tangible assets        | ~         | 25,776    |
|   | Loss on foreign exchange transactions      | ~         | 341,311   |
|   | Research and development                   | 99,561    | 67,396    |
|   | Operating lease rentals                    |           |           |
|   | - Plant and machinery                      | 116,522   | 117,436   |
|   | - Land and buildings                       | 692,219   | 645,636   |
|   | Auditors' remuneration                     | 32,237    | 30,804    |
|   | and after crediting:                       |           |           |
|   | Profit on disposal of tangible assets      | (2,475)   | _         |
|   | Profit on foreign exchange transactions    | (166,183) |           |
| 4 | Investment income                          | 2005      | 2004      |
|   |  | £         | £         |
|   | Income from shares in group undertakings   | 2,900,000 | 2,800,000 |
| 5 | Interest payable                           | 2005      | 2004      |
| J | interest payable                           | £         | £         |
|   | On bank loans and overdrafts               | 10,982    | _         |
|   |  |           |           |

| Taxation  | 2005<br>£ | 2004<br>£ |
|---|-----------|-----------|
| Domestic current year tax   | ı.        | £         |
| U.K. corporation tax  | 944,429   | 940,114   |
| Adjustment for prior years  | 39,343    | 49,243    |
| Current tax charge  | 983,772   | 989,357   |
| Deferred tax  |           |           |
| Deferred tax credit   | (21,108)  | (23,828)  |
|   | 962,664   | 965,529   |
| Factors affecting the tax charge for the year                             |           |           |
| Profit on ordinary activities before taxation                             | 5,998,542 | 5,642,512 |
| Profit on ordinary activities before taxation multiplied by standard rate |           |           |
| of UK corporation tax of 30.00% (2004: 30.00%)                            | 1,799,563 | 1,692,754 |
| Effects of:   |           |           |
| Non deductible expenses   | 20,262    | 43,206    |
| Depreciation add back   | 156,602   | 146,375   |
| Capital allowances  | (110,366) | (102,221) |
| Adjustments to previous periods   | 39,343    | 49,243    |
| Dividends and distributions received                                      | (870,000) | (840,000) |
| Other tax adjustments   | (51,632)  |           |
|   | (815,791) | (703,397) |
| Current tax charge  | 983,772   | 989,357   |

| 7 | Dividends   |   |  |   | 2005<br>£  | 2004<br>£   |
|---|---|---|--|---|--|---|
|   | Ordinary interim paid £1.69 per share | e 28 February e 31 March 2 e 30 April 20 e 31 May 200 e 31 June 200 re 31 July 20 e 31 August 2 e 30 Septemb e 31 October e 30 Novemb | y 2005<br>005<br>05<br>05<br>05<br>05<br>005<br>2005<br>per 2005<br>eer 2005 |   | 1,452,540<br>127,000<br>127,000<br>127,000<br>127,000<br>127,000<br>926,095<br>127,000<br>127,000<br>127,000<br>127,000<br>127,000 | 127,000<br>1,352,900<br>127,000<br>127,000<br>127,000<br>127,000<br>127,000<br>127,000<br>127,000<br>127,000<br>377,000 |
| 8 | Tangible fixed assets   | Leasehold<br>land and<br>buildings  | Plant and<br>machinery   | Fixtures,<br>fittings &<br>equipment            | vehicles   | Total   |
|   | Cost At 1 January 2005 Adjustments and transfers Additions Disposals  | 784,460<br>9,618<br>2,220   | 3,421,937<br>(9,663)<br>135,287<br>(11,213)                                  | 1,855,086<br>1,510<br>283,230                   | \$ 58,735<br>-<br>-<br>-   | 6,120,218<br>1,465<br>420,737<br>(11,213)   |
|   | At 31 December 2005  Depreciation At 1 January 2005 Adjustments and transfers On disposals Charge for the year  | 230,803<br>-<br>122,516   | 2,562,643<br>(45)<br>(11,213)<br>263,955                                     | 2,139,826<br>1,702,772<br>1,690<br>-<br>135,534 | 58,735   | 4,554,953<br>1,645<br>(11,213)<br>522,005   |
|   | At 31 December 2005   | 353,319   | 2,815,340  | 1,839,996                                       | 58,735   | 5,067,390   |
|   | Net book value<br>At 31 December 2005   | 442,979   | 721,008  | 299,830   | <del>-</del>   | 1,463,817   |
|   | At 31 December 2004   | 553,657   | 859,294  | 152,314   | -  | 1,565,265   |

# NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 DECEMBER 2005

### 9 Fixed asset investments

Shares in group undertakings

£

Cost

At 1 January 2005 & at 31 December 2005

4,391,706

### Holdings of more than 20%

The company holds more than 20% of the share capital of the following companies:

| Company                             | Country of registration or | Shares held |     |
|-------------------------------------|----------------------------|-------------|-----|
|                                     | incorporation              | Class       | %   |
| Subsidiary undertakings             |                            |             |     |
| Nelson Pharmacies Limited           | England & Wales            | Ordinary    | 100 |
| Nelson Pharmacies (Ireland) Limited | Republic of Ireland        | Ordinary    | 100 |
| Bach Flower Remedies Limited        | England & Wales            | Ordinary    | 100 |
| Nelson Bach (USA) Limited           | USA (Philadelphia)         | Ordinary    | 100 |
| Nelsons GmbH                        | Germany (Hamburg)          | Ordinary    | 100 |
| Bach Flower Essences, Inc.          | USA (Massachusetts)        | Ordinary    | 100 |
| Nelson Aura Limited                 | England & Wales            | Ordinary    | 100 |
| Nelson & Russell Limited            | England & Wales            | Ordinary    | 100 |

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial year were as follows:

|                                     | Capital and<br>reserves<br>2005<br>£ | Profit for<br>the year<br>2005 |
|-------------------------------------|--------------------------------------|--------------------------------|
| Nelson Pharmacies Limited           | (554,396)                            | (280,519)                      |
| Nelson Pharmacies (Ireland) Limited | (345,173)                            | (31,005)                       |
| Bach Flower Remedies Limited        | 5,075,027                            | (605,033)                      |
| Nelson Bach (USA) Limited           | 414,434                              | 4,088                          |
| Nelsons GmbH                        | 166,761                              | 30,614                         |
| Bach Flower Essences, Inc.          | 1                                    | -                              |
| Nelson Aura Limited                 | 1                                    | -                              |
| Nelson & Russell Limited            | (2,998)                              | -                              |
|                                     |                                      |                                |

| 10 | Stocks  | 2005<br>£   | 2004<br>£   |
|----|---|---|---|
|    | Raw materials and consumables Finished goods and goods for resale   | 1,151,753<br>575,876  | 1,008,455<br>565,368                                      |
|    |   | 1,727,629   | 1,573,823   |
| 11 | Debtors   | 2005<br>£   | 2004<br>£   |
|    | Trade debtors Amounts owed by group undertakings Corporation tax Other debtors Prepayments and accrued income | 3,532,428<br>2,121,273<br>85,304<br>103,448<br>404,529<br>6,246,982 | 2,895,880<br>2,327,497<br>115,848<br>446,801<br>5,786,026 |
|    | Amounts falling due after more than one year and included in the debtors above are:                           | 2005<br>£   | 2004<br>£   |
|    | Amounts owed by group undertakings Other debtors  | 1,522,036<br>34,483   | 1,416,883<br>78,965                                       |
|    |   | 1,556,519   | 1,495,848   |

| 12 | Creditors: amounts falling due within one year                          | 2005<br>£ | 2004<br>£          |
|----|---|-----------|--------------------|
|    | Bank loans and overdrafts   | _         | 690,198            |
|    | Trade creditors   | 691,341   | 714,163            |
|    | Amounts owed to group undertakings                                      | 239,964   | 211,426            |
|    | Corporation tax   | -         | 453,334            |
|    | Other taxes and social security costs                                   | 348,805   | 281,320            |
|    | Other creditors   | 30,915    | 24,063             |
|    | Accruals and deferred income  | 1,222,114 | 950,174            |
|    |   | 2,533,139 | 3,324,678          |
|    | The bank overdraft is secured by cross guarantees and a mortgage debent | ture.     |                    |
| 13 | Creditors: amounts falling due after more than one year                 | 2005<br>£ | 2004<br>£          |
|    | Amounts owed to group undertakings                                      | 5,760,233 | 5,973,130          |
| 14 | Provisions for liabilities and charges                                  |           | Deferred taxation  |
|    | Balance at 1 January 2005   |           | 24 172             |
|    | Profit and loss account   |           | 24,172<br>(21,108) |
|    | riont and loss account  |           | (21,100)           |
|    | Balance at 31 December 2005   |           | 3,064              |
|    | The deferred tax liability is made up as follows:                       |           |                    |
|    |   | 2005      | 2004               |
|    |   | £         | £                  |
|    | Accelerated capital allowances  | 3,064     | 24,172             |
|    |   |           |                    |

# NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 DECEMBER 2005

#### 15 Pension costs

The pension cost charge represents contributions payable by the company to the personal pension funds of employees. There were no outstanding liabilities at the year end.

|    |   | 2005<br>£                             | 2004<br>£                          |
|----|---|---------------------------------------|------------------------------------|
|    | Contributions payable by the company for the year   | 270,621                               | 254,266                            |
| 16 | Share capital   | 2005<br>£                             | 2004<br>£                          |
|    | Authorised 100,000 Ordinary shares of £1 each   | 100,000                               | 100,000                            |
|    | Allotted, called up and fully paid 75,000 Ordinary shares of £1 each                      | 75,000                                | 75,000                             |
| 17 | Statement of movements on reserves  | Other<br>reserves<br>(see below)<br>£ | Profit and<br>loss<br>account<br>£ |
|    | Balance at 1 January 2005 as previously reported<br>Prior year adjustment                 | 356,500                               | 3,613,013<br>1,325,540             |
|    | Balance at 1 January 2005 as restated<br>Retained profit for the year                     | 356,500                               | 4,938,553<br>1,387,243             |
|    | Balance at 31 December 2005   | 356,500                               | 6,325,796                          |
|    | Other reserves Capital redemption reserve Balance at 1 January 2005 & at 31 December 2005 | 356,500                               |                                    |

# NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 DECEMBER 2005

| 18 | Reconciliation of movements in shareholders' funds                 | 2005<br>£                | 2004<br>£                |
|----|--|--------------------------|--------------------------|
|    | Profit for the financial year Dividends                            | 5,035,878<br>(3,648,635) | 4,676,983<br>(3,666,900) |
|    | Net addition to shareholders' funds<br>Opening shareholders' funds | 1,387,243<br>5,370,053   | 1,010,083<br>4,359,970   |
|    | Closing shareholders' funds  | 6,757,296                | 5,370,053                |

#### 19 Financial commitments

At 31 December 2005 the company had annual commitments under non-cancellable operating leases as follows:

|    |                                      |                      | Land and buildings |           | Other     |  |
|----|--------------------------------------|----------------------|--------------------|-----------|-----------|--|
|    |                                      | 2005                 | 2004               | 2005      | 2004      |  |
|    |                                      | £                    | £                  | £         | £         |  |
|    | Expiry date:                         |                      |                    |           |           |  |
|    | Within one year                      | 69,250               | -                  | 38,476    | 26,115    |  |
|    | Between two and five years           | 43,000               | 111,750            | 78,046    | 91,321    |  |
|    | In over five years                   | 660,999              | 630,281            | -         | -         |  |
|    |                                      | 773,249              | 742,031            | 116,522   | 117,436   |  |
| 20 | Directors' emoluments                |                      |                    | 2005      | 2004      |  |
|    |                                      |                      |                    | £         | £         |  |
|    | Emoluments for qualifying services   |                      |                    | 1,440,870 | 1,334,111 |  |
|    | Company pension contributions to mor | ney purchase schemes | ;                  | 97,076    | 92,129    |  |
|    |                                      |                      |                    | 1,537,946 | 1,426,240 |  |
|    |                                      |                      |                    |           |           |  |

The number of directors for whom retirement benefits are accruing under money purchase pension schemes amounted to 6 (2004-6).

Emoluments disclosed above include the following amounts paid to the highest paid director:

| Emoluments for qualifying services                      | 320,594 | 266,142 |
|---|---------|---------|
| Company pension contributions to money purchase schemes | 20,940  | 19,710  |
|   |         |         |

# NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 DECEMBER 2005

#### 21 Employees

### Number of employees

The average monthly number of employees (including directors) during the year was:

|                          | 2005<br>Number | 2004<br>Number |
|--------------------------|----------------|----------------|
| Production               | 58             | 78             |
| Sales and administration | 96             | 81             |
|                          | 154            | 159            |
| Employment costs         | £              | £              |
| Wages and salaries       | 5,387,824      | 5,198,187      |
| Social security costs    | 582,587        | 540,084        |
| Other pension costs      | 270,621        | 254,266        |
|                          | 6,241,032      | 5,992,537      |

#### 22 Control

The directors regard Nelson & Russell Holdings Limited as the ultimate parent company. The directors consider that Mr R W Wilson, Mr R N Wilson and Mr P R Wilson are jointly the controlling party by virtue of their interest in the issued share capital of Nelson & Russell Holdings Limited. Nelson & Russell Holdings Limited is the ultimate parent company of the largest and smallest group of undertakings for which group accounts are drawn up, and has included the company in its group accounts, copies of which may be obtained from the Company Secretary, Nelsons House, 83 Parkside, London SW19 5LP.

# NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 DECEMBER 2005

#### 23 Related party transactions

Wigmore Publications Limited, a company which is wholly owned by Mr R W Wilson, Mr R N Wilson and Mr P R Wilson, print various literature and booklets which are used for information purposes, for the promotion of the company's products and for direct sale to customers on the history and benefits of homeopathy and other natural healthcare products. During the year the company purchased books and literature from Wigmore Publications Limited in the amount of £47,390 (2004: £107,137) and paid Wigmore Publications Limited £nil (2004: £1,386) for the storage of books. The balance due to Wigmore Publications Limited at the end of the year was £12,850 (2004: £nil) and is included in trade creditors.

During the year the company sold healthcare products amounting to £1,675,613 (2004: £1,735,124) to Laboratiore Famadem, a French distribution company. Laboratiore Famadem is 49% owned by Mr R N Wilson and Mr P R Wilson. The balance due to the company by Laboratiore Famadem at the year end amounted to £405,165 (2004: £440,621).

In addition, the company provided a loan of €150,000 to Laboratoire Famadem during 2004. The loan is repayable over 3 years and interest is charged at a rate of 5% per annum. €150,000 is outstanding at the balance sheet date.

The company has taken advantage of the exemption in Financial Reporting Standard No. 8 from the requirement to disclose transactions with group companies on the grounds that consolidated financial statements are prepared by the ultimate parent undertaking.