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COMET GROUP PLC

REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 29TH JANUARY 2000

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DIRECTORS' REPORT

The directors present their report and audited financial statements for the year ended 29th January 2000.

PRINCIPAL ACTIVITY

The company trades as an electrical retailer in stores in the United Kingdom.

RESULTS, DIVIDENDS AND REVIEW OF BUSINESS

The profit on ordinary activities before taxation amounted to £6,305,000 and after taxation to a profit of £2,865,000. The directors recommend that no dividend be paid and that the profit for the year be added to accumulated reserves.

During the year Comet grew its share of the marketplace, with key strategic developments including the launch of every day low prices, the opening of new format stores, the expansion of a central call centre and the launch of a transactional website. The directors expect further improvement in performance in the current year.

PAYMENTS TO SUPPLIERS

The company's policy is that it agrees payment terms with its suppliers of goods and services, does not extend or amend those terms without prior agreement and ensures that disputes in relation to contested charges are promptly handled.

EMPLOYEE INVOLVEMENT

The Board regards employee involvement and effective communication as being essential to foster good employee relations, to achieve improved performance and productivity, to enhance the quality of working life and to gain commitment to the company's business objectives.

The prime method of communication and involvement throughout the company is the normal day-to-day process of briefing employees through line management and the periodic publication of an in-house magazine.

DISABLED PERSONS

It is the company's policy to give full and fair consideration to the possibility of employing disabled persons wherever suitable opportunities exist. Employees who become disabled are given every opportunity and assistance to continue in their employment or to be trained for other suitable positions.

DIRECTORS' REPORT (Continued)

BOARD OF DIRECTORS

The directors who held office during the period were:

E E Styring (Chairman and Chief Executive - Resigned 31 January 1999)

J P Riordon (Managing Director – resigned 31 January 2000)

G P McTague

P Francès

C C B Rogers

S R Fox

E S J O'Brien (Resigned 2 July 1999)
P J Hesketh (Appointed 15 March 1999)
P R Geddes (Appointed 16 August 1999)

J Bizot (Appointed 9 September 1999)

R J Cissell was appointed Managing Director of the company on 1 February 2000.

None of the directors has a beneficial interest in the shares of the company. The interests of the directors in shares and loan stock of Kingfisher plc are shown in note 24 to the financial statements.

YEAR 2000

The Year 2000 date change had the potential to cause problems in the functionality of software and in the operations of equipment controlled by microprocessors. To minimise this risk, the company completed a programme to identify the main risk areas, to assess the necessary actions required and to apply appropriate resources to migate the risk. The company has experienced little disruption or malfunctions since the turn of the year arising from embedded date-relevant chips in either its own computer systems or equipment or those of its suppliers. The total cost of ensuring Year 2000 compliance is not considered to be material.

AUDITORS

A resolution to reappoint the auditors, PricewaterhouseCoopers, will be proposed at the Annual General Meeting.

BY ORDER OF THE BOARD

G K McDonald

Secretary

Hull

16 May 2000

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are required by UK company law to prepare financial statements for each financial year that give a true and fair view of the state of affairs of the company as at the end of the financial year and of the profit or loss of the company for that period.

The directors confirm that suitable accounting policies have been used and applied consistently and reasonable and prudent judgements and estimates have been made in the preparation of the financial statements for the period ended 29th January 2000. The directors also confirm that applicable accounting standards have been followed and that the statements have been prepared on the going concern basis.

The directors are responsible for keeping proper accounting records, for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

BY ORDER OF THE BOARD

G K McDonald Secretary

Hull

16 May 2000

REPORT OF THE AUDITORS TO THE MEMBERS OF COMET GROUP PLC

We have audited the financial statements on pages 5 to 18.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the Annual Report. As described on page 3 this includes responsibility for preparing the financial statements, in accordance with applicable United Kingdom accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and our profession's ethical guidance.

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 United Kingdom Companies Act. 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 is not disclosed.

We read the other information contained in the Annual Report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

Basis of opinion

We conducted our audit in accordance with Auditing Standards 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.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 29th January 2000 and of as profit for the period then ended and have been properly prepared in accordance with the Companies Act 1985.

PricewaterhouseCoopers

Chartered Accountants and Registered Auditors

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Leeds

16 May 2000

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 29TH JANUARY 2000

	<u>Notes</u>	2000 £000	1999 £000
Turnover	2	981,997	860,785
Cost of sales (including exceptional items)	4	(807,974)	(695,757)
Gross profit		174,023	165,028
Selling expenses (including exceptional items)	4	(162,756)	(157,066)
Administration expenses (including exceptional items)	4	(43,149)	(34,890)
Other operating income	3	42,125	43,203
Operating profit	4	10,243	16,275
Loss on termination of an operation	5	-	(1,235)
Profit on ordinary activities before interest		10,243	15,040
Net interest payable	6	(3,938)	(4,923)
Profit on ordinary activities before taxation	7	6,305	10,117
Taxation	10	(3,440)	(3,205)
Retained profit for the year	18	2,865	6,912

With the exception of the loss on termination of an operation in the prior year and the write off of inter company debtors in the current year (included in administration expenses), all of the items disclosed in the profit and loss account were in respect of continuing operations.

The company has no recognised gains and losses other than those above and therefore no separate statement of total recognised gains and losses has been presented.

There is no difference between the profit on ordinary activities before taxation and the retained profit for the period stated above and their historical cost equivalents.

BALANCE SHEET AS AT 29TH JANUARY 2000

FIXED ASSETS	<u>Notes</u>	2000 £000	1999 £000
Tangible assets Investments	11 12	92,358 200 	87,056 200
		92,558	
CURRENT ASSETS			-
Stock Debtors Cash at bank and in hand	13 14	174,627 45,575 9,815	42,318
CURRENT LIABILITIES		230,017	
Creditors: Amounts falling due within one year	15		241,370
NET CURRENT LIABILITIES		(50,191)	
TOTAL ASSETS LESS CURRENT LIABILITIES		42,367	41,282
PROVISIONS FOR LIABILITIES AND CHARGES			
Provisions for liabilities and charges	16	1,400	3,180
NET ASSETS		40,967	38,102
CAPITAL AND RESERVES			
Called-up share capital Profit and loss account	17 18	20,000 20,967	20,000 18,102
EQUITY SHAREHOLDERS' FUNDS	19	40,967	38,102

The financial statements on pages 5 to 18 were approved by the board of directors on 16, May 2000 and were signed on its behalf by:

C Rogers, Director

S R Fox, Director

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 29TH JANUARY 2000

1. ACCOUNTING POLICIES

Accounting convention and standards

The financial statements of the company are prepared under the historical cost convention and are in accordance with applicable accounting standards in the United Kingdom. The financial statements are prepared on a going concern basis which assumes the continued support of its parent company. A summary of the more important accounting policies, which have been applied consistently, is set out below.

Turnover

Turnover represents retail sales and services excluding value added tax.

Depreciation

Depreciation of tangible fixed assets is provided where it is necessary to reflect a reduction from book value to estimated residual value over the useful life of the asset to the company.

Depreciation is calculated by the straight line method, and the annual rates applicable to the principal categories are:

Freehold land and buildings - nil

Short leasehold land and buildings - to next rent review
Tenant's fixtures and fittings - between 10% and 20%
Computers and electronic equipment - between 25% and 50%

Motor vehicles - between 25% and 50%

Depreciation has not been charged on freehold land and buildings since this would not be significant.

Leased assets

The value of assets held under finance leases is not material and compliance with Statement of Standard Accounting Practice 21 in respect of these assets is, therefore, not required.

All lease payments are charged to the profit and loss account in the financial year to which the payment relates.

Deferred costs

Costs related to new store openings are deferred and charged to the profit and loss account over a period of two years from the date of opening. In the prior year the costs were written off to the profit and loss account directly as incurred. The impact of this change on policy is not considered significant.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 29TH JANUARY 2000

(Continued)

1. ACCOUNTING POLICIES (Continued)

Investments

Investments are shown at cost less amounts written off. Provisions for temporary fluctuations in value are not made.

Stocks

Stocks are stated at the lower of cost and net realisable value. Cost includes appropriate overheads.

Goodwill

Goodwill arising on consolidation represents the excess of the fair value of the consideration paid over the fair value of the identifiable assets and liabilities acquired. Goodwill arising on the acquisition of subsidiaries and associates was previously written off immediately against reserves.

Pensions

The company is a member of the defined contribution and defined benefit schemes of Kingfisher plc. The assets of these funds are held under trusts which are entirely separate from the group's assets.

The cost of pensions in respect of the group's defined benefit schemes is charged to the profit and loss account so that it is spread over the working lives of employees. Variation to pension costs caused by differences between the assumptions used and actual experience are spread over the working lives of the current employees at each actuarial valuation date.

Deferred taxation

Deferred taxation is provided on the liability method where, in the opinion of the directors, a liability is likely to crystallise in the foreseeable future.

Cashflow statement

As permitted by Financial Reporting Standard 1, no cashflow statement is provided as the company is a wholly owned subsidiary undertaking of a company incorporated in the United Kingdom.

Related party transactions

As permitted by Financial Reporting Standard 8, transactions with fellow subsidiary undertakings of Kingfisher plc, in which the parent company has a shareholding of 90% or more, and which eliminate on consolidation, have not been reported in these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 29TH JANUARY 2000

(Continued)

2. TURNOVER

The company operates only one class of business in the United Kingdom and consequently no segmental information is required.

3. OTHER OPERATING INCOME

Other operating income includes financial services income, rents received and profits/losses on the disposal of land and buildings and fixtures and fittings.

4. EXCEPTIONAL ITEMS

	2000 £000	1999 £000
Income		
Cost of sales Selling expenses	-	5,863 500
Expenses		
Administration expenses	(3,387)	-
	(3,387)	6,363

Exceptional administration expenses represent the write-off of balances with dormant subsidiaries which are no longer considered recoverable.

Exceptional income in the year to 30th January 1999 represents the favourable settlement of liabilities brought forward at 31st January 1998, mainly relating to obligations arising from the acquisition of Norweb Retail in November 1996.

5. LOSS ON TERMINATION OF AN OPERATION

On 28th November 1998, I.T. Works (Comet) Limited, a subsidiary undertaking, closed its only store. As a consequence, Comet Group PLC incurred costs in respect of the closure of its operation which mostly represented the write-off of store fixtures and fittings.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 29TH JANUARY 2000

(Continued)

6. NET INTEREST PAYABLE

	2000 £000	1999 £000
	£000	£000
On bank loans and overdrafts	100	44
On amounts owed to parent company	4,141	5,105
	 4,241	5,149
Less:	1,2 1 2	2,2
Bank interest receivable	(41)	(40)
On amounts owed by parent company	(262)	(186)
	3,938	4,923

7. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

		<u>2000</u> £000	1999 £000
is stated after charging/(e	rediting)		
Rent receivable	or varing)	(2,477)	(2,171)
Auditors' remuneration	- Audit fees	79	80
	- Non audit services	3	29
Operating leases	- Land and buildings	42,603	35,053
	- Plant and equipment	6,302	6,392
Depreciation	^ -	19,256	17,434
Loss on disposal of fixed	assets	2,381	2,408
-			

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 29TH JANUARY 2000

(Continued)

8. EMPLOYEES

	2000 £000	1999 £000
Staff costs (including directors):		
Wages and salaries Social security costs Other pension costs (note 23)	112,196 8,614 5,290	97,345 7,878 4,572
	126,100	109,795
Average number of persons employed	Number	<u>Number</u>
Stores Administration	7,260 1,521	6,690 1,152
	8,781	7,842
9. DIRECTORS	 = -	
	2000 £000	1999 £000
Aggregate emoluments	1,484	1,706
Amounts receivable under long-term incentive schemes Compensation for loss of office	34	16 381
Directors' remuneration includes in respect of the highest paid director: Aggregate amounts paid	410	501

None of the directors have received shares under long term incentive schemes. Retirement benefits are accruing to 8 directors (1999:8) under a defined benefits scheme and none (1999:none) under a money purchase pension scheme.

An annual pension of £6,671 had accrued to the highest paid director at 29th January 2000 under the group's defined benefit scheme.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 29TH JANUARY 2000

(Continued)

10. TAXATION CHARGE

	2000 £000	1999 £000
United Kingdom corporation tax at 30.16% (1999 – 31%)		
Current	3,355	3,107
Deferred	-	-
	3,355	3,107
Under provision in respect of prior years:		
Current	85	98
	3,440	3,205

The effective rate of taxation is higher than the statutory rate due to the write off of balances with dormant subsidiaries not being deductible for tax purposes.

11. TANGIBLE FIXED ASSETS

	Freehold land and buildings	Short leasehold land and buildings	Fixtures, fittings and equipment	<u>Total</u>
	£000	£000	£000	£000
Cost				
At 31st January 1999	245	3,857	145,413	149,515
Additions	1,583	(836)	28,891	29,638
Disposals	(1,828)	(148)	(10,403)	(12,379)
At 29 th January 2000	~	2,873	163,901	166,774
				
Depreciation				
At 31st January 1999	-	2,540	59,919	62,459
Charge for year	-	121	19,135	19,256
Disposals	-	(137)	(7,162)	(7,299)
At 29th January 2000	-	2,524	71,892	74,416
			= ======== ==	
Net book value				
At 29th January 2000	-	349	92,009	92,358
	======		======	
At 30th January 1999	245	1,317	85,494	87,056

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 29TH JANUARY 2000

(Continued)

12. INVESTMENTS

	2000 £000	1999 £000
Subsidiaries at cost	200	200

Country of

Activity Registration

The company owns the entire issued ordinary share capital of the following principal subsidiary companies:

I. T. Works (Comet) Limited	Non-trading	England & Wales
Comet Radiovision Services Limited	Non-trading	England & Wales
Tabletower Limited *	Non-trading	England & Wales
The Ultimate Electrical Company Limited	Non-trading	England & Wales
Harris Queensway Electrics Limited	Non-trading	England & Wales
I.T. Works Limited	Non-trading	England & Wales
Soundtwice Limited	Non-trading	England & Wales
Comet Financial Services Limited	Non-trading	England & Wales
Finance Works Limited	Non-trading	England & Wales

^{(*} indirect shareholdings)

Consolidated accounts have not been prepared as the company is a wholly owned subsidiary of Kingfisher plc which is registered in England and Wales.

13. STOCK

	2000 £000	1999 £000
Goods for resale	174,627	145,399

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 29TH JANUARY 2000

(Continued)

14. DEBTORS

	2000 £000	1999 £000
Amounts falling due within one year:		
Trade debtors Trade investments Amounts owed by fellow subsidiary undertakings	27,034 10 11,012	22,340 10 10,970
Prepayments Dividends receivable Other debtors	4,391 161 1,818	4,455 161 307
	44,426	38,243
Amounts falling due in over one year:		
Amounts owed by subsidiary undertakings	1,149	4,075
	45,575	42,318
15. CREDITORS		
	2000 £000	1999 £000
Amounts falling due within one year:		
Trade creditors Bank overdrafts A mounts away to parent company	64,754 59,895 78,509	36,182 56,783 80,248
Amounts owed to parent company Amounts owed to fellow subsidiary undertakings Corporation tax	915 2,410	144 2,636
Other taxation and social security Accruals and deferred income Other	19,450 38,465 15,810	19,542 34,589 11,246
	280,208	241,370

The average number of trade creditor payment days during the year was 45 (1999:45).

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 29TH JANUARY 2000

(Continued)

16. PROVISIONS FOR LIABILITIES AND CHARGES

Deferred taxation

Deferred taxation provided in the financial statements, and the total potential liability including the amounts for which provision has been made, are as follows:

	Amount provided		Total potential liability	
	<u>2000</u> £000	1999 £000	2000 £000	1999 £000
Tax effects of timing differences because of:				
Excess of tax allowances over depreciation	-	-	4,222	3,472
				Total £000
Provision for idle stores				
At 31st January 1999 Transfer to profit and loss a Utilised in the year	account			3,180 (385) (1,395)
At 29th January 2000				1,400

Within the idle property provision, the company has provided against future liabilities for all properties sublet at a shortfall and long term idle properties. The provision is based on the value of future cash outflows relating to rent, rates and service charges.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 29TH JANUARY 2000

(Continued)

17. CALLED-UP SHARE CAPITAL

Authorised	<u>2000</u>		<u>1999</u>	
	<u>No.</u> 000's	£000	<u>No.</u> 000's	£000
Ordinary shares of £1 each	50,000	50,000	50,000	50,000
Allotted, called up & fully	20	000	199	10
	<u> 20</u>	<u>100</u>	199	2
paid	<u>No.</u> 000's	£000	<u>No.</u> 000's	£000

18. PROFIT AND LOSS ACCOUNT

	<u>Total</u> £000
At 31st January 1999 Retained profit for the year	18,102 2,865
At 29th January 2000	20,967

19. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	<u>2000</u> £000	1999 £000
Opening shareholders' funds Retained profit for the year	38,102 2,865	31,190 6,912
Closing shareholders' funds	40,967	38,102

20. CAPITAL COMMITMENTS

	2000 £000	1999 £000
Contracted but not provided	7,121 ————	3,431

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 29TH JANUARY 2000

(Continued)

21. CONTINGENT LIABILITIES

On 27th January 2000, Comet Group PLC entered into a guarantee in favour of H M Customs & Excise for £1 million. A similar guarantee was entered into in the prior year for £1 million.

22. LEASE COMMITMENTS

	Land and buildings		Other assets	
	2000 £000	1990 £000	2000 £000	1999 £000
The company has annual commitments under non-cancellable operating leases as follows:				
Expiring within one year	1,161	153	530	2,058
Expiring between two and five years inclusive Expiring in over five years	913 41,267	1,823 36,472	2,565	1,701
1 3			2.005	
	43,341	38,448	3,095	3,759

23. PENSION COMMITMENTS

During the year the company made pension provisions in respect of its employees, either through the Kingfisher Pension Scheme, a defined benefits scheme, or the Kingfisher Retirement Trust, a defined contribution scheme. The pension charge for the period was £5,290,000 (1999: £4,572,000).

Full particulars of the group schemes can be found in the financial statements of the ultimate parent company, Kingfisher plc.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 29TH JANUARY 2000

(Continued)

24. DIRECTORS' INTERESTS

P Francès is a director of the ultimate holding company Kingfisher plc and his interests are disclosed in the financial statements of that company.

None of the other directors has a beneficial interest in the loan stock of Kingfisher plc.

The interests of the other directors holding office at 29th January 2000 in the shares of Kingfisher plc are as follows:

	<u>Ord</u>	Ordinary shares Of 12.5p each	
	Of		
	<u>2000</u>	<u>1999</u>	
C C B Rogers	84	84	

No other director held shares of Kingfisher plc.

The interests of the other directors holding office at 29th January 2000 in options for the shares of Kingfisher plc are as follows (prior year figures have been restated to take account of the share split):

	At 30.1.99 or date of appointment (a)	Options granted (b)	Options exercised	Options lapsed	At 29.1.00
J P Riordon	130,736	38,208	45,780	-	123,1
C C B Rogers	99,350	18,243	-	_	117,593
G P McTague	62,122	16,325	~	<u></u>	78,447
S R Fox	20,108	15,236	-	_	35,344
P J Hesketh	-	10,883	-	-	10,883
P R Geddes	32,762	4,798	-	-	37,560
J Bizot	8,962	16,961	-	8,962	16,961

- (a) Exercisable on varying dates through to 2008 at prices between 291.5p and 549.5p a share.
- (b) Exercisable on varying dates through to 2009 at prices between 506p and 781p a share.

25. ULTIMATE PARENT COMPANY

The company's ultimate parent company is Kingfisher plc, a company registered in England and Wales. Copies of the parent's consolidated financial statements may be obtained from the Secretary, Kingfisher plc, North West House, 119 Marylebone Road, London, NW1 5PX.