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Officers and professional advisers

Directors

Arild Nerdrum (*Chairman*)

Graham G Lintott (*Managing*)

Martin E Ellison (*Finance*)

Jeffrey J Leadley

Damian Aspinall (*Non-Executive*) Age 34. Appointed to the Board in July 1991. Involved in residential and commercial property since 1983 and formerly managing director of Phoenix Properties and Finance PLC, currently chairman of Victoria Asset Management Limited, a company which invests in property in the USA.

James Packer (*Non-Executive*) Age 27. Appointed to the Board in December 1991. Business interests include various aspects of the magazine publishing, television, farming interests and engineering activities of the CPH Group in Australia.

Secretary

Michael Warwick

Registered office (Registered No. 331803)

49-57 Castle Street, Luton LU1 3AQ
Telephone: 01582 411311

Auditors

Pannell Kerr Forster, Chartered Accountants
New Garden House, 78 Hatton Garden, London EC1N 8JA

Stockbrokers

Kleinwort Benson Securities Limited
20 Fenchurch Street, London EC3P 3DB

Principal bankers

Lloyds Bank Plc
13 High Street, High Wycombe, Buckinghamshire HP11 2BD

Solicitors

Macfarlanes
10 Norwich Street, London EC4A 1BD

Registrars and transfer office

Connaught St. Michaels Limited
PO Box 30, CSM House, Victoria Street, Luton, Bedfordshire LU1 2PZ

Chairman's statement

I am pleased to report the results for 1994 which confirm my forecast last year of further substantial growth in the Group's business. Turnover for the year increased by 167% to £134,958,000 (1993: £50,528,000) and pre-tax profits, which included net non-recurring items totalling £737,000, increased by 145% from £1,511,000 to £3,704,000. With earnings per share 66% higher at 1.69 pence (1.51 pence fully diluted—1.19 pence fully diluted and adjusted for non-recurring items) the Board is recommending a final dividend of 0.16 pence per share. This represents a total dividend for the year of 0.26 pence per share, an increase of 73% on 1993.

Whilst the Group Managing Director's report will address specific details of our activities in the past year I should nevertheless like to give a general review of what has been yet another extremely active 12 months.

Our Industrial Products Division increased sales by over 40% to £12,866,000 (1993: £9,182,000) last year and operating profits rose by 69% to £1,020,000 (1993: £602,000). This result must be seen in the context of the major reorganisation which took place at Trust Parts and the substantial increase in our warehousing operations in Nuneaton following the formation of our new warehousing company, Quest. We are increasingly adding proprietary branded products to our range and, with the achievement of ISO 9002 throughout the division, improving the quality of our business. I believe that the growth prospects for this division are extremely exciting, particularly when the full benefits of the reorganisation are realised.

Our Motor Retailing Division has continued its expansion and turnover for the year increased almost 200% to £121,999,000 (1993: £41,246,000). With operating profits of £3,324,000 (1993: £1,210,000) in what was a challenging market place and considering the management time and effort involved in acquisitions during the year, I find the performance of this division most satisfying. We now hold 16 franchises operating from 25 locations. The acquisitions made during the year all traded profitably; Godfrey Davis has so far exceeded our expectations in its performance and its name is to be introduced as the brand name for our automotive consumable products line. Furthermore, a number of our existing dealerships have been or will be renamed Godfrey Davis.

I am also pleased to welcome to the Group, Cecil Redfern, Chairman of Godfrey Davis, whose unparalleled experience of the motor trade provides us with an invaluable resource. As with last year's Annual Report, enclosed you will find a supplementary personnel review which highlights some of the events of 1994.

As a result of our successful strategy of growth based on both internal development and acquisitions, the Group has rapidly grown in size with a consequent increase in the number of companies, several of which have retained a degree of autonomy since joining the group. We are currently embarking on a number of significant organisational and structural changes in the Group: reducing the number of operational subsidiary companies, introducing stronger centralised financial control and accounting systems and adopting the well-respected Godfrey Davis name wherever appropriate throughout the Group to provide a focus for our operations.

I believe this restructuring will further enhance the already strong team spirit and strengthen the management of the Group, resulting in considerable benefits in the longer term. There will inevitably be costs relating to these changes and accordingly we have made provision in these accounts amounting to £500,000.

In July we successfully concluded a placing and open offer of new shares which raised in excess of £3,000,000 and was used in part to finance the cash element of the consideration for the acquisition of Godfrey Davis with the balance providing additional funds for our expanding businesses. We have sold assets during the year which were not connected to our normal business activities and as a result we have made net non-recurring profits of £1,237,000. The capital increase together with the profits for the year resulted in shareholders' funds increasing by 51% to £12,516,000.

As a consequence of acquisitions made during the year which involved the Group in assuming debt and of our decision for Godfrey Davis to exercise options to acquire two freehold properties used by its

Chairman's statement

dealerships, our gearing at the year end was 88%. However, our interest cover is strong and we are pursuing a measured approach to bringing gearing down. We are due to benefit considerably from changed stocking arrangements caused by car manufacturers moving to lean distribution; several acres of prime development land will become available when no longer required for stocking vehicles and the disposal of this land would substantially reduce the Group's borrowings. This together with the planned sale of various other surplus property interests should materially reduce our gearing by 31 December 1995 without affecting our ability to expand our business further.

Although trading conditions have not been easy it would be a mistake to underestimate the change in environment over the past two years. In 1992 there were 1,593,601 new cars sold in the United Kingdom whilst in 1994 this figure had grown by 20% to 1,910,933; in the same period interest rates have fallen from 10.5% to an average of around 6% for the year ended 31 December 1994. What remains is the problem of excess manufacturing capacity and, for as long as supply materially exceeds demand, new car margins will be under pressure and direct sales by manufacturers to large end users will be likely to continue. As the contribution to dealership profits from new car sales has reduced, we have focused more of our energies on alternative sources of income, such as the sale of used cars, and I believe that our results for 1994 have shown this strategy to be successful.

I think that this year will be no less challenging and that, with the prospect of increasing political uncertainty, a cautious approach remains appropriate. We have, however, demonstrated our ability to successfully acquire and manage businesses and our two areas of activity have both made considerable progress. I am, therefore, looking for this success to continue in the knowledge that we have the management and the staff to exploit whatever opportunities emerge.

Arild Nerdrum
Chairman

Group Managing Director's report

MOTOR RETAILING DIVISION

1994 has been an exciting year for this division. Our dealerships have grown in number from 8 franchises operating out of 10 locations in 1993 to a current total of 16 franchises operating out of 25 locations. Turnover has grown from £41,246,000 in 1993 to £121,999,000 in 1994 and operating profit from £1,210,000 to £3,324,000.

The operating margin for the year was 2.72% (1993: 2.93%) reflecting the inclusion for five months of lower margin fleet sales at Godfrey Davis.

In January we completed the acquisition of J. J. Leadley Limited comprising four franchises and five locations. In April we acquired Plumtree Motor Company Limited which, after reorganisation, gave us three franchises operating out of two locations. Both these companies are centred in Nottinghamshire and provide us with a significant base from which to expand in this area of the country.

In August we acquired Godfrey Davis. This acquisition added the very important Ford franchise to the Group and operates out of four locations, namely St. Albans, Welwyn, Neasden and Paddington; under the management of Stan Hartill it is already showing a significant return on our investment.

In October we acquired our first multiple franchise site in Lincoln, now trading as Godfrey Davis. This site currently represents Volvo and Citroen and has space for a third franchise; adjacent development land has planning permission for a fourth dealership although we may decide to use the area exclusively for used cars.

In January 1995 we completed the acquisition of Harper Euro Cars Limited in Stevenage which added Volkswagen and Audi franchises to the Group's portfolio. In March 1995 we exchanged contracts to acquire a 2.4 acre site in St. Albans which we will use to re-house our Ford Main Dealership.

I believe that to provide statistics on vehicle sales and aftersales turnover comparing performance between 1993 and 1994 would be misleading in view of the rapid growth of the company. However, I am pleased to report that our first business, Dunham & Haines acquired in September 1992, and Moto Baldet acquired in January 1993, have both continued to perform well. Dunham & Haines has approximately doubled its turnover since acquisition to £24,304,000 and although car sales operating profits were similar to 1993 aftersales operating profits increased by 16% on a turnover increase of 17%; overheads were kept tightly under control and the resultant profit before tax for this company increased by 21%. Moto Baldet's turnover declined by 3% to £15,109,000 through a decision not to entertain certain new car fleet deals because of the lack of profitability; nevertheless profits before tax increased by 20%.

All dealerships which have joined the Group since these early acquisitions have shown an improving trend in performance which I expect to continue in 1995. I believe that this performance confirms our ability to integrate newly acquired businesses and quickly enable them to realise their true potential.

INDUSTRIAL PRODUCTS DIVISION

Wholesale

In early 1994 we acquired a building adjacent to our existing operations in Nuneaton. With the benefit of these new premises, we have completely redesigned our warehousing and packaging division. In addition, we have closed the Swindon warehouse of Trust Parts and relocated it to Nuneaton. Although this reorganisation, together with an upgraded computer system, should significantly reduce costs and increase efficiency in 1995, it has inevitably caused us some disruption in sales in 1994 leading to a decline of 4% in turnover. We have now separated our warehousing activity into a new company, QUEST, which has been tasked with not only providing a first class service to our in-house customers but also with sourcing products more competitively and with developing new lines. Vanstock, which was previously our warehousing company, will now be solely responsible for wholesaling to our very important external customers.

Retail

Our retailing activities have been significantly expanded through the acquisition of Trust Parts and SOS (Motor & Engineering) whilst Allied Components (UK) enjoyed another successful year. We now employ 150 van-based salesmen who, together with 11 franchisees, helped to raise the Industrial Products Division's aggregate turnover by 40% to £12,866,000. In the same period operating profits improved by 69% to £1,020,000.

Both the Motor Retailing Division and the Industrial Products Division are operating successfully. The results for the Group in the first two months of this year are ahead of budget and we look forward to another year of growth.

Graham Lintott
Group Managing Director

Directors' report

The directors present their report, together with the accounts and auditors' report for the year ended 31 December 1994.

Activities

The Company's business is that of an investment holding company, co-ordinating the management of its subsidiaries and making other investments.

The Group's activities principally comprise:

- (i) the sale and servicing of new and used motor vehicles together with the distribution of motor parts; and
- (ii) the distribution of engineering and motor trade consumable supplies and products.

A review of the Group's activities during the year is contained in the Chairman's statement and Group Managing Director's report on pages 3 to 5.

Results and dividends

The results of the Group and the state of affairs of the Company are set out in the accounts on pages 12 to 28.

The profit for the year, after taxation before dividend amounted to £3,366,000 (1993: £1,482,000). The directors recommend the payment of a final dividend of 0.16p per ordinary share for the year ended 31 December 1994 making a total for the year at 0.26p per share (1993: 0.15p). If approved, this dividend will be paid on 1 July 1995 to shareholders on the register at close of business on 2 June 1995. The retained profit for the year of £2,796,000 (1993: £1,221,000) has been transferred to reserves.

Acquisitions

During the year and subsequently the Group made the following acquisitions:

In January 1994 the entire share capital of J J Leadley Limited and the trading assets of SOS (Motor & Engineering) Limited.

In April 1994 the entire share capital of Plumtree Motor Company Limited.

In August 1994 the entire share capital of the Godfrey Davis Group of companies.

In October 1994 the trading assets of Waterhouse Holdings.

In January 1995 the entire share capital of G E Harper Limited.

Fixed assets

Details of movements in tangible fixed assets and fixed asset investments are given in notes 11 and 12 to the accounts.

Directors and their interests

The directors serving at 31 December 1994 and their interests at the balance sheet date in the capital of the Company (all of which were beneficial except as noted**) were as follows:

	31 December 1994		31 December 1993 or date of appointment	
	No. of ordinary shares	Share options	No. of ordinary shares	Share options
A Nerdrum	16,188,909	2,500,000	10,837,979	2,500,000
D Aspinall	17,485,423	2,500,000	10,712,688	2,500,000
G G Lintott	3,971,764**	1,500,000	3,500,000	1,500,000
J Packer	3,352,940	1,000,000	2,999,999	1,000,000
M E Ellison	600,000	500,000	600,000***	500,000***
J J Leadley	10,178,822	1,500,000	10,000,000*	1,500,000*

*Interests at 4 January 1994, the date of appointment.

**Includes 60,000 in which G G Lintott has a non-beneficial interest.

***Interests at 1 August 1994, the date of appointment.

Mr A Nerdrum's interest includes his interest in Kerry International (BVI) Limited (an investment company owned by certain discretionary trusts the principal beneficiaries of which are Mr A Nerdrum's children). Mr D Aspinall's interest is by virtue of his interest in Newcourt (Jersey) Limited (a trust company formed for the benefit of Mr D Aspinall's children).

By virtue of his interest in Kerry International (BVI) Limited, Mr A Nerdrum was interested at 31 December 1994 in £100,000 nominal 11% Unsecured Convertible Loan Stock 2001 of Caverdale Limited ("Loan Stock 2001") and warrants to subscribe for up to a further £100,000 nominal of Loan Stock 2001 in each case held by Kerry International (BVI) Limited. Mr D Aspinall held at 31 December 1994 £30,000 nominal of Loan Stock 2001 and warrants to subscribe for up to a further £30,000 nominal of Loan Stock 2001 and, by virtue of his interest in Newcourt (Jersey) Limited he was at the same date interested in £70,000 nominal of Loan Stock 2001 and warrants to subscribe for up to a further £70,000 nominal of Loan Stock 2001 in each case held by Newcourt (Jersey) Limited. Each £1 nominal of Loan Stock 2001 is convertible into 40 preference shares in Caverdale Limited, exchangeable for 40 ordinary shares in the Company.

In accordance with Article 75, Mr D Aspinall and Mr G G Lintott retire by rotation and being eligible, offer themselves for re-election. Mr D Aspinall does not have a service agreement with the Company. In accordance with Article 73, having been appointed since the date of the last Annual General Meeting, Mr M E Ellison retires, and being eligible, offers himself for re-election. Mr Ellison and Mr Lintott have service agreements with the Company requiring not less than 1 years notice of termination.

On 4 February 1994, Mr D S Dannhauser resigned and Mr R P Smith resigned on 1 August 1994. Both Mr Dannhauser and Mr Smith had served as directors from the beginning of the year until the date of resignation.

On 27 January 1995, Mr G G Lintott was granted Options over 250,000 ordinary shares. None of the other directors has acquired or disposed of any interests in shares of the Company since 31 December 1994.

During the year the Company maintained liability insurance for directors of the Company and its subsidiaries.

No director was interested in any significant contract with the Group other than as disclosed in Note 27.

New Executive Share Option Scheme

The Company's Executive Share Option Scheme 1985 expires this year and a resolution to approve a new scheme will be proposed at the forthcoming Annual General Meeting. A summary of the principal terms of the proposed new Scheme is set out in the Appendix on pages 32 and 33.

The new Scheme is not a simple renewal of the existing Executive Share Option Scheme. It has been brought up-to-date and more into line with current guidelines on such schemes.

Two types of options can be granted under the new Scheme, namely, ordinary options and super options, both of which will only become exercisable if their respective performance conditions have been satisfied. These conditions will be set by the Board committee which grants the options. The target currently envisaged for ordinary options would require the Company's earnings per share to increase over any period of three consecutive years following the date of grant by at least 2% p.a. more than the increase in the Retail Price Index over the same period. The performance target for super options is currently envisaged to require the Company's earnings per share to increase over a period of at least five years following the date of grant by an amount which would place it in the top quartile of the FTSE 100 companies ranked by reference to growth in earnings per share over the same period. For the purposes of both types of performance conditions earnings per share will be adjusted by the auditors to eliminate non recurring items and to provide a fair year on year comparison. The targets can be amended if circumstances change so that the initial conditions have become unfair or impractical.

Your directors consider the adoption of the new Scheme to be in the best interests of the Company and therefore unanimously recommend you to vote in favour of the resolution to be proposed at the Annual General Meeting, as they themselves intend to do in respect of their beneficial holdings of ordinary shares representing approximately 21.5% of the current issued ordinary share capital of the Company.

Copies of the draft rules of the new Scheme will be available at the registered office of Caverdale and at the offices of Macfarlanes, 10 Norwich Street, London EC4A 1BD, during normal business hours on any weekday (Saturdays and public holidays excepted) from the date of dispatch of this document up to the date of, and during, the AGM.

Share capital

In addition to the directors' holdings and the holdings of Kerry International (BVI) Limited and Newcourt (Jersey) Limited, at 31 March 1995 the Company had been notified of the following holdings representing 3% or more of the issued ordinary share capital.

	No of Shares	% holding
Howletts & Port Lympne Foundation	17,780,735	7.39
Edinburgh Fund Managers	8,500,676	3.53

Directors' report

Details of the changes in the share capital of the Company during the year are detailed in note 19.

The Company is not a close company within the meaning of the Income and Corporation Taxes Act 1988.

The shareholders have authorised the Company to purchase its shares in the market to an aggregate nominal value of £183,000. This authority expires at the conclusion of the Annual General Meeting to be held in 1995. No purchase of own shares has been made pursuant to this authority.

Corporate governance

The Board is required by the Stock Exchange to report on the extent of its compliance with the provisions of the Code of Best Practice drawn up by the Cadbury Committee on Corporate Governance.

Except for those paragraphs of the Code relating to audit and remuneration committees, and other matters noted below, the Board considers that the Company has complied with the Code throughout the accounting period.

Guidance for Directors to report on going concern was published in November 1994 and the directors, in line with this requirement and after making enquiries, have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the accounts. The directors have not reported on internal control, the guidance for which was published in December 1994, because the guidance has not yet become effective.

The City Group for Smaller Companies recommends that smaller companies have at least two non-executive directors rather than the three recommended by Cadbury. The directors believe that while this is appropriate and cost effective, should a suitable circumstance arise, a third non-executive director will be appointed to the Board.

The present constitution of the Board, coupled with the size of the Group and frequency of meetings, allows the Board to take a close involvement in all aspects of the Group's affairs, including those that the Code recommends should be delegated to audit and remuneration committees. The Board meets on a monthly basis throughout the year in order to review all financial and operational activities. Our consensual management philosophy continues to be consistent with the objective that no individual should have unfettered powers of decision. As long as this balance is maintained the Board do not consider that any additional committees should be formally constituted. However, this matter will be kept under review and changes made when appropriate and in the best interests of the Group and Shareholders.

The Code envisages that non-executive directors should be appointed for specific terms and that they should be selected through a "formal" process (such as a nomination committee). We do not consider that such formality is appropriate, at least at this stage of the Group's development, and accordingly we do not strictly comply with paragraphs 2.3 and 2.4 of the Code. The non-executive directors are, however, subject to the terms of the Company's Articles which require them to retire by rotation, when they are eligible to offer themselves for re-election by the shareholders. The consideration of any new appointments is a matter for the Board as a whole, as required by the Code.

Employment policies

The Company's employment policies are based on equal opportunities for all staff. Applications for employment by disabled people are fully considered, having due regard to the aptitudes of the applicants concerned. In the event of members of staff becoming disabled, every effort is made to ensure that their employment with the Company continues and any appropriate training or re-training is given.

It is the Company's policy to keep employees fully informed on matters affecting them as employees and to make them aware of the financial and economic factors influencing the Company's performance.

Arrangements for donation of shares to charity

As at the close of business on 12 April 1995, there were a total of 4,660 shareholders in the Company who held 1,000 shares or fewer. In number, these shareholders represent approximately 43% of the Company's total shareholders, yet hold shares representing only approximately 0.4% of the Company's issued ordinary share capital.

Although Caverdale continues to welcome all shareholders in the Company, regardless of the size of their shareholdings, the Company's directors are aware that there are some shareholders who may wish to dispose of some of their shares but who have been unable or unwilling to do so because, for example, the costs of dealing may exceed the value of their shareholding.

Accordingly, the Company is posting a circular to those shareholders who hold 1,000 ordinary shares or fewer in the Company, offering such shareholders the opportunity to transfer their shareholdings to the Cancer Relief Macmillan Fund, the only British charity devoted exclusively to the care of people with cancer.

Caverdale has agreed to make a cash donation to the Cancer Relief Macmillan Fund of up to £5,000, depending on the value of shares transferred to the Macmillan Fund by the Company's shareholders.

Auditors

A resolution will be proposed at the Annual General meeting to re-appoint Pannell Kerr Forster as auditors to the Company.

Special business

At the Annual General Meeting, approval of shareholders will be sought:

- (i) to give the directors the necessary powers for allotment of shares. This power will last only until next year's Annual General Meeting or, if earlier, 16 August 1996 and will be limited to shares having an aggregate nominal value of £802,000, representing approximately 33% of the Company's present issued share capital;
- (ii) to empower the directors to allot shares for cash without offering such shares to existing shareholders. This power will last only for the duration of the directors' authority to allot shares referred to above and will be limited to shares having an aggregate nominal value of £120,000, representing approximately 5% of the Company's present issued ordinary share capital;
- (iii) to empower the Company to purchase its ordinary shares in the market. This power will last only until next year's Annual General Meeting and will be limited to shares having an aggregate nominal value of £360,000. The directors intend that this authority will be exercised only when so to do will result in an increase in earnings per share; and
- (iv) to adopt the rules of the Caverdale Group plc Executive Share Option Scheme 1995 and empower the directors to do all acts and things necessary to implement and give effect to the said scheme.

Important information

This document is important. If you are in any doubt as to what action you should take, you are recommended to consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services Act 1986.

If you have sold or transferred all of your Ordinary Shares of 1p each in the Company, please send this document and the accompanying form of proxy to the purchaser or transferee or the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

By order of the Board

Michael Warwick
Secretary

12 April 1995

Statement of 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 the Group and of the profit or loss of the Group 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.

Auditors' report to the shareholders of Caverdale Group PLC

We have audited the financial statements on pages 12 to 28 which have been prepared under the accounting policies set out on page 17.

Respective responsibilities of directors and auditors

As described in page 10 the Company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

Basis of opinion

We conducted our audit in accordance with Auditing Standards. 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 and the Group'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 affairs of the Company and the Group as at 31 December 1994 and of the Group's profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Corporate Governance Matters


In addition to our audit of the financial statements, we have reviewed the directors' statement on page 8 on the Company's compliance with the paragraphs of the Code of Best Practice specified for our review by the London Stock Exchange. The objective of our review is to enable us to conclude whether the statement appropriately reflects the Company's compliance with those paragraphs of the Code.

We carried out our review in accordance with Bulletin 1995/1 "Disclosures relating to corporate governance" issued by the Auditing Practices Board. That Bulletin does not require us to perform the additional work necessary to, and we do not, express any opinion either on the effectiveness of the Company's corporate governance procedures or on its ability to continue in operational existence.

With respect to the directors' statement on going concern, in our opinion the directors have provided the disclosure required by paragraph 4.6 of the Code (as supplemented by the related guidance for directors) and the statement is not inconsistent with the information of which we are aware from our audit work on the financial statements.

Based on enquiry of certain directors and officers of the Company, and examination of relevant documents, in our opinion the directors' statement on page 8 appropriately reflects the Company's compliance with the other paragraphs of the Code specified for our review.

London
12 April 1995



Pannell Kerr Forster
Chartered Accountants
Registered Auditors

Consolidated profit and loss account

Year ended 31 December 1994

	Note	1994 £000	1993 £000
Turnover			
Continuing operations		70,087	50,528
Acquisitions		64,871	
Total turnover	2	134,958	50,528
Cost of sales	3	(113,552)	(40,202)
Gross profit	3	21,406	10,326
Net operating expenses	3	(17,593)	(8,469)
Operating profit			
Continuing operations		2,324	1,857
Acquisitions		1,489	
Total operating profit	2	3,813	1,857
Profit on sale of fixed asset investment	5	1,303	—
Provision for reorganisation	6	(500)	—
		4,616	1,857
Amounts written off investments		(66)	—
Net interest payable	7	(846)	(346)
Profit on ordinary activities before taxation		3,704	1,511
Taxation	8	(338)	(29)
Profit on ordinary activities after taxation		3,366	1,482
Dividends	9	(570)	(261)
Retained profit for the year, transferred to reserves	20	2,796	1,221
Earnings per ordinary share	10	1.69p	1.02p
Earnings per ordinary share — fully diluted	10	1.51p	

All amounts above relate to continuing operations

Consolidated balance sheet

31 December 1994

	Note	1994 £000	1993 £000
Fixed assets			
Tangible assets	11	13,817	5,921
Investments	12	65	315
		<u>13,882</u>	<u>6,236</u>
Current assets			
Stocks and work in progress	13	15,424	5,934
Debtors	14	11,040	5,288
Investments	15	255	387
Cash at bank and in hand		243	2,486
		<u>26,962</u>	<u>14,095</u>
Creditors: amounts falling due within one year (including convertible debt in 1993)	16	22,034	9,734
Net current assets		<u>4,928</u>	<u>4,361</u>
Total assets less current liabilities		<u>18,810</u>	<u>10,597</u>
Creditors: amounts falling due after more than one year (including convertible debt)	17	5,481	2,072
Provisions for liabilities and charges	18	813	241
		<u>12,516</u>	<u>8,284</u>
Capital and reserves			
Called up share capital	19	2,406	1,723
Share premium account	20	9,249	6,503
Revaluation reserve	20	243	243
Other reserves	20	(2,973)	(980)
Profit and loss account	20	3,591	795
Equity shareholders' funds		<u>12,516</u>	<u>8,284</u>

These accounts and notes were approved by the Board on 12 April 1995


A Nerdum Director

Consolidated cash flow statement

Year ended 31 December 1994

	Note	1994		1993	
		£000	£000	£000	£000
Net cash inflow from operating activities	23		566		353
Returns on investments and servicing of finance					
Interest received		98		28	
Interest paid		(909)		(361)	
Interest element of finance lease payments		(27)		(13)	
Dividends paid		(446)		—	
Net cash outflow from returns on investments and servicing of finance			(1,284)		(346)
Taxation					
UK corporation tax paid			(395)		—
Investing activities					
Purchase of tangible fixed assets		(1,570)		(282)	
Purchase of subsidiaries	24	(4,159)		(2,775)	
Purchase of goodwill		(85)		—	
Sale of fixed assets		630		23	
Sale of investments		1,619		792	
Deposit with bank	26	270		(270)	
Deposit with finance company		(928)		(150)	
Net cash outflow from investing activities			(4,223)		(2,662)
Net cash outflow before financing			(5,336)		(2,655)
Financing					
Issue of ordinary share capital		(3,541)		(3,410)	
Share issue expenses		573		262	
Proceeds of borrowings		(508)		(400)	
Repayment of long term borrowings		557		353	
Capital element of finance lease payments		428		110	
Issue of Unsecured Convertible Loan Stock		—		(275)	
Net cash inflow from financing	25		(2,491)		(3,360)
(Decrease)/increase in cash and cash equivalents	26		(2,845)		705
			(5,336)		(2,655)

Statement of total recognised gains and losses

Year ended 31 December 1994

	1994 £000	1993 £000
Profit for the financial year	3,366	1,482

There is no material difference between the profit for the financial year and its historical cost equivalent.

Reconciliation of movement on shareholders' funds

Year ended 31 December 1994

	1994 £000	1993 £000
Profit for the financial year	3,366	1,482
Dividends	(570)	(261)
	2,796	1,221
Expenses of share issue	(573)	(262)
New share capital issued	6,517	4,049
Goodwill acquired and written off during the year	(4,508)	(1,561)
	4,232	3,447
Net additions to shareholders' funds	4,232	3,447
Shareholders' funds at 1 January 1994	8,284	4,837
	12,516	8,284
Shareholders' funds at 31 December 1994	12,516	8,284

Company balance sheet

Year ended 31 December 1994

	Note	1994 £000	1993 £000
Fixed assets			
Tangible assets	11	938	469
Investments	12	11,870	7,534
		<u>12,808</u>	<u>8,003</u>
Current assets			
Debtors	14	5,274	933
Cash at bank and in hand		—	2,466
		<u>5,274</u>	<u>3,399</u>
Creditors: amounts falling due within one year (including convertible debt in 1993)	16	<u>1,936</u>	<u>2,180</u>
Net current assets		<u>3,338</u>	<u>1,219</u>
Total assets less current liabilities		<u>16,146</u>	<u>9,222</u>
Provision for liabilities and charges	18	<u>500</u>	<u>—</u>
		<u>15,646</u>	<u>9,222</u>
Capital and reserves			
Called up share capital	19	2,406	1,723
Share premium account	20	9,249	6,503
Revaluation reserve	20	243	243
Other reserves	20	3,207	692
Profit and loss account	20	541	61
Equity shareholders' funds		<u>15,646</u>	<u>9,222</u>

These accounts and notes were approved by the Board on 12 April 1995

A Nerdrum Director

Notes to the accounts

1. Accounting policies

Basis of preparation

The accounts are prepared under the historical cost convention as modified by the revaluation of property and in accordance with applicable accounting standards.

Consolidation

The consolidated accounts include the accounts of the Company and its subsidiary undertakings (subsidiaries). The results of subsidiaries acquired are included from the date of acquisition. The difference between the cost of shares in subsidiaries and the fair value of net assets at the date of acquisition is dealt with through reserves in the year of acquisition.

A profit and loss account for the Company is not presented, as permitted by section 230 of the Companies Act 1985.

Tangible fixed assets and depreciation

Fixed assets are stated at historical cost or valuation less depreciation.

Fixed assets are depreciated at rates determined by their expected useful lives as follows:

Freehold property	1-2% per annum
Leasehold property and improvements to leasehold property	Over the life of the lease
Plant and machinery	20% straightline basis
Fixtures, fittings and equipment	10% straightline basis
Computer equipment	20-33% straightline basis
Motor vehicles	25% straightline basis

Leased assets

Fixed assets acquired under finance leases, which give rights approximating to ownership, are included in the balance sheet at their equivalent capital value and depreciation is provided in accordance with the Group's normal depreciation policy; the corresponding liability is recorded as a creditor. The interest element of the instalment payments is charged to the profit and loss account at a constant rate over the primary lease period. All other leases are operating leases and the annual rentals are charged wholly to the profit and loss account.

Stocks and work in progress

Stocks and work in progress are stated at the lower of cost and net realisable value. Provision is made for obsolete, slow-moving and damaged stocks.

Stocks include interest bearing consignment stocks with the corresponding liabilities included in creditors.

Deferred taxation

Deferred taxation is provided on differences arising from the treatment for taxation purposes of items within the accounts to the extent it is expected a future liability will arise or an asset will crystallise.

Pensions

Contributions to defined benefit schemes are based on the advice of actuaries. Contributions are charged to the profit and loss account so as to spread the expected cost of pensions over the service lives of employees in the schemes. Contributions to defined contribution schemes are charged to the profit and loss account as they become payable.

2. Analysis by class of business and geographical area

Turnover is the amount receivable for goods sold, excluding intragroup transactions and value added tax, and originates wholly from the United Kingdom. Turnover by destination is not materially different from turnover by origin.

The analysis of Group turnover, the operating profit/(loss) and net operating assets, is:

	Turnover				Operating profit/(loss)				Net operating assets	
	1994			1993	1994			1993	1994	1993
	Continuing £000	Acquired £000	Total £000	£000	Continuing £000	Acquired £000	Total £000	£000	£000	£000
Industrial products	12,056	810	12,866	9,182	959	61	1,020	602	3,577	3,051
Motor dealerships	57,938	64,061	121,999	41,246	1,896	1,428	3,324	1,210	19,481	7,084
Central costs and investments	93	—	93	100	(531)	—	(531)	45	454	1,148
	70,087	64,871	134,958	50,528	2,324	1,489	3,813	1,857	23,512	11,283
Net operating assets									23,512	11,283
Net borrowings									(10,996)	(2,999)
Shareholders' funds									12,516	8,284

Notes to the accounts

3. Operating costs

	Continuing £000	1994 Acquired £000	Total £000	1993 Continuing £000
Cost of sales	(56,139)	(57,413)	(113,552)	(40,202)
Gross profit	13,948	7,458	21,406	10,326
Distribution costs	(3,864)	(445)	(4,309)	(2,896)
Administration costs	(7,822)	(5,548)	(13,370)	(5,573)
Other operating income	62	24	86	—
Net operating expenses	(11,624)	(5,969)	(17,593)	(8,469)
			1994 £000	1993 £000
Total operating costs include:				
Depreciation:				
Owned assets			533	258
Leased assets			252	69
Operating lease rentals:				
Plant and equipment			319	296
Other			712	194
Audit fees			165	80
Staff costs (note 4)			12,587	5,929
Loss on sale of fixed assets			6	13

In addition to the statutory audit fee, fees in respect of other services were paid to the auditors of £159,000 (1993: £16,000).

4. Staff costs

	1994 £000	1993 £000
(a) Staff costs comprise:		
Wages and salaries	11,390	5,393
Social security costs	1,023	494
Other pension costs	174	42
	12,587	5,929
(b) Employees	No.	No.
The average numbers of employees during the year were:		
Industrial products	342	193
Motor vehicle dealerships	730	207
Central office	4	9
	1,076	409
(c) Directors' remuneration	1994 £000	1993 £000
(i) Directors' remuneration, including pension contributions, is included in staff costs and consists of:		
Fees as directors	16	27
Other emoluments excluding pension contributions	258	173
Pension contributions	11	5
	285	205
(ii) Chairman's emoluments	58	11
Pension contributions	—	—
	58	11
Highest paid director's emoluments	88	68
Pension contributions	4	3
	92	71

4. Staff costs continued

(iii) The number of directors (including the Chairman and highest paid director) who received emoluments (excluding pension contributions) in the following bands were:

£0 - £5,000	1994 No.	1993 No.
£5,001 - £10,000	3	2
£10,001 - £15,000	—	2
£15,001 - £20,000	—	1
£20,001 - £25,000	1	—
£25,001 - £30,000	—	—
£30,001 - £40,000	1	—
£40,001 - £50,000	—	1
£50,001 - £60,000	2	—
£60,001 - £65,000	—	1
£65,001 - £70,000	—	1
£70,001 - £85,000	1	—

Share Options granted to directors during the year and outstanding at 31 December 1994 were as follows:

	At 01/01/94	Granted during the year	At 31/12/94	Exercise price	Date from which Exercisable	Expiry Date
A Nerdrum	2,000,000	—	2,000,000	6.5p	November 1992	November 1997
	500,000	—	500,000	13p	November 1996	November 2003
D Aspinall	2,000,000	—	2,000,000	6.5p	November 1992	November 1997
	500,000	—	500,000	13p	November 1996	November 2003
G G Lintott	1,000,000	—	1,000,000	5½p	August 1993	August 1998
	500,000	—	500,000	13p	November 1996	November 2003
J Packer	1,000,000	—	1,000,000	6.5p	November 1992	November 1997
M E Ellison	—	500,000	500,000	17.33p	August 1997	August 2004
J J Leadley	—	1,500,000	1,500,000	14p	January 1995	January 2000

The market price of the ordinary shares at 31 December 1994 was 11.75p and the range during 1994 was 11.5p to 22p. No options were exercised during the year.

5. Profit on sale of fixed asset investment

The Group disposed of its remaining holding of 280,000 ordinary shares of DFL 1 each in United Dutch Group NV in November 1994.

6. Provision for reorganisation in continuing operations

The Company has provided for the costs of a number of significant organisational and structural changes throughout the Group in order to reduce the number of subsidiary companies, introduce uniform financial control and accounting systems and to facilitate the adoption of the Godfrey Davis name wherever appropriate throughout the Group.

7. Net interest payable

	1994 £000	1993 £000
On bank loans and overdrafts and other loans repayable within 5 years	(619)	(230)
On finance leases	(27)	(13)
Other loans	(298)	(131)
	(944)	(374)
Interest receivable	98	28
	(846)	(346)

8. Taxation

	1994 £000	1993 £000
Current year Corporation Tax at 33%	360	—
Under provision of Corporation Tax in respect of prior years	40	—
Deferred taxation	(62)	29
	338	29

The corporation tax charge for the year has been reduced by the utilisation of tax losses brought forward of £725,000. In addition the profit on sale of the fixed asset investment has been covered by capital losses brought forward. The Group has trading losses available to carry forward in respect of the Company and certain subsidiaries amounting to approximately £2,175,000 (1993: £2,900,000).

Notes to the accounts

9. Dividends

Dividends payable on equity shares
Interim paid 0.10p per share
Final proposed 0.16p per share (1993: 0.15p)

	1994	1993
	£000	£000
	185	—
	385	261
	<u>570</u>	<u>261</u>

10. Earnings per ordinary share

The basic earnings per ordinary share are based on a profit of £3,366,000 (1993: £1,482,000) and on a weighted average of 199,176,759 shares in issue (1993: 144,875,533).

Earnings per ordinary share, fully diluted, are based upon an adjusted profit of £3,481,000 and on a weighted average of 230,632,927 shares, which allows for full conversion rights attaching to Unsecured Convertible Loan Stock and the allotment of shares under option.

11. Tangible fixed assets

	Freehold properties £000	Long leasehold properties £000	Short leasehold properties £000	Plant and machinery £000	Fixtures, fittings & equipment £000	Motor vehicles £000	Total £000
GROUP							
At 1 January 1994 — cost or valuation	4,889	—	126	1,316	699	1,360	8,390
Subsidiaries acquired	5,486	228	956	1,125	934	208	8,937
Additions	982	—	75	224	193	414	1,888
Disposals	(515)	—	(2)	(66)	(177)	(288)	(1,048)
At 31 December 1994	<u>10,842</u>	<u>228</u>	<u>1,155</u>	<u>2,599</u>	<u>1,649</u>	<u>1,694</u>	<u>18,167</u>
Depreciation							
At 1 January 1994	185	—	28	962	464	830	2,469
Subsidiaries acquired	83	—	96	664	529	136	1,508
Charged in these accounts	69	—	46	242	163	265	785
Disposals	(29)	—	—	(66)	(134)	(183)	(412)
At 31 December 1994	<u>308</u>	<u>—</u>	<u>170</u>	<u>1,802</u>	<u>1,022</u>	<u>1,048</u>	<u>4,350</u>
Net book value at 31 December 1994	<u>10,534</u>	<u>228</u>	<u>985</u>	<u>797</u>	<u>627</u>	<u>646</u>	<u>13,817</u>
Net book value at 31 December 1993	<u>4,704</u>	<u>—</u>	<u>98</u>	<u>354</u>	<u>235</u>	<u>530</u>	<u>5,921</u>
Net book value of leased assets:							
At 31 December 1994				148	67	421	636
At 31 December 1993				—	48	380	428
COMPANY							
At 1 January 1994 — cost or valuation	475	—	—	—	18	22	515
Additions	477	—	—	—	5	—	482
Disposals	—	—	—	—	(3)	(22)	(25)
At 31 December 1994	<u>952</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>20</u>	<u>—</u>	<u>972</u>
Depreciation							
At 1 January 1994	14	—	—	—	14	18	46
Charged in these accounts	6	—	—	—	2	—	8
Disposals	—	—	—	—	(2)	(18)	(20)
At 31 December 1994	<u>20</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>14</u>	<u>—</u>	<u>34</u>
Net book value at 31 December 1994	<u>932</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>6</u>	<u>—</u>	<u>938</u>
Net book value at 31 December 1993	<u>461</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>4</u>	<u>4</u>	<u>469</u>

At 31 December 1994, £475,000 of the gross value of the Group's and the Company's freehold property was at a 1990 valuation made on the basis of open market value for existing use. The related historical cost net book value was £221,000, consisting of historical cost of £241,000 and depreciation thereon of £20,000.

The gross amount of depreciable assets included in Freehold properties of the Group amounts to £4,025,000 (1993: £1,823,000).

12. Fixed asset investments

GROUP	Freehold property £000	Unlisted investments £000	Total £000
At 1 January 1994 – cost or valuation	65	250	315
Disposals	—	(250)	(250)
At 31 December 1994	65	—	65

COMPANY	Investment in subsidiaries					
	Freehold property £000	Unlisted investments £000	Shares at cost £000	Loans £000	Provisions £000	Total £000
At 1 January 1994 – cost or valuation	65	250	7,362	3,923	(4,066)	7,534
Additions	—	—	4,892	—	—	4,892
Repayments	—	—	—	(313)	7	(306)
Disposals	—	(250)	—	—	—	(250)
At 31 December 1994	65	—	12,254	3,610	(4,059)	11,870

The amounts shown above in respect of property are considered by the directors to be their open market value at 31 December 1994.

The principal subsidiaries at 31 December 1994 and their activities were:

Caverdale Motor Holdings Limited	Management company
Dunham & Haines Limited*	Motor dealership
Dunham & Haines (Southend) Limited*	Motor dealership
Andre Baldet Limited	Motor dealership
Oggelsby's Limited*	Motor dealership
J J Leadley Limited	Motor dealership
Plumtree Motor Company Limited*	Motor dealership
Godfrey Davis Motor Group Limited*	Motor dealership
Vanstock Limited	Distribution of industrial products
Allied Components (UK) Limited	Distribution of industrial products
Trust Parts Limited	Distribution of industrial products
Quality Engineering Supplies & Tools Limited	Distribution of industrial products
S.O.S. (Motor & Engineering) Limited	Distribution of industrial products
Ajax Holdings PLC	Investment company
Caverdale Limited	Investment company

Subsidiaries not directly owned by the Company are marked*.

All subsidiaries above are wholly owned, carry on their activities and are registered in England and Wales.

13. Stock and work in progress

	GROUP	
	1994 £000	1993 £000
Finished goods and goods for resale		
Industrial products	1,893	1,528
Motor dealerships	13,531	4,406
	15,424	5,934

The replacement value of stocks and work in progress is not materially different from the values stated above.

Financial Reporting Standard No. 5, Reporting the Substance of Transactions, has been adopted by the Group. As a result interest bearing consignment vehicles of £2,570,162 (1993: £593,454) have been recognised in motor dealerships stocks and the corresponding liability has been included in creditors.

The Group also has vehicle consignment stock of £8,296,892 (1993: £3,216,719) where the benefits and risks associated with the vehicles remain with the manufacturer until transfer of title and consequently this stock has not been recognised as an asset of the Group.

The prior year figures have been restated for the above.

Notes to the accounts

14. Debtors

	GROUP		COMPANY	
	1994 £000	1993 £000	1994 £000	1993 £000
Trade debtors	7,707	4,330	—	—
Amounts owed by subsidiaries	—	—	4,814	811
Other debtors	551	292	20	22
Prepayments and accrued income	1,252	386	202	15
Corporation tax recoverable	—	13	—	—
ACT recoverable	452	117	238	85
Deposit with finance companies	1,078	150	—	—
	<u>11,040</u>	<u>5,288</u>	<u>5,274</u>	<u>933</u>

Trade debtors include factored debts amounting to £978,000 (1993: £840,000).

Debtors include amounts recoverable after one year of £136,000 (1993: £85,000).

15. Current asset investments

	1994 £000	1993 £000
Freehold property held for resale	<u>255</u>	<u>387</u>

16. Creditors: amounts falling due within one year

	GROUP		COMPANY	
	1994 £000	1993 £000	1994 £000	1993 £000
Bank loans and overdrafts	3,103	1,374	181	—
Loan Notes 1994	—	500	—	500
Unsecured Convertible Loan Stock 1994	—	250	—	250
Other loans	3,481	1,118	—	—
Trade creditors	9,143	4,339	—	—
Payments received on account	598	—	—	—
Corporation tax payable	367	—	—	—
Amounts due to subsidiaries	—	—	889	887
ACT payable	152	65	142	55
Other taxation and social security	1,075	571	10	6
Obligations under finance leases and hire purchase contracts	251	171	—	—
Other creditors	1,845	280	—	129
Accruals	1,634	805	329	92
Proposed dividend	385	261	385	261
	<u>22,034</u>	<u>9,734</u>	<u>1,936</u>	<u>2,180</u>

The bank borrowings of the Group are secured by fixed and floating charges over certain of the assets of the Group and the Company. The other loans are secured by fixed and floating charges over certain of the assets of the subsidiaries concerned. Included in trade creditors is an amount of £1,400,000 (1993: £256,000) which is secured over the Company's new and used vehicle stocks.

17. Creditors: amounts falling due after more than one year

	GROUP	
	1994	1993
	£000	£000
Bank loans	3,979	1,661
Other loans	1,097	66
Unsecured Convertible Loan Stock	200	235
Obligations under finance leases and hire purchase contracts	205	110
	<u>5,481</u>	<u>2,072</u>

- (i) The bank loans of the Group are secured by fixed and floating charges over certain assets of the Group.
- (ii) The other loans are secured by a fixed charge over certain assets of the subsidiaries involved.
- (iii) The Unsecured Convertible Loan Stock of £200,000 was issued at par for cash and is repayable at par otherwise than by instalment on 31 December 2001. Interest is payable, quarterly in arrears, at 11% per annum. Each £1 nominal Loan Stock is convertible at any time prior to 31 December 2001 at the option of the holder into 40 preference shares of 2½p each of Caverdale Limited, exchangeable into 40 ordinary shares of 1p each of the Company.

During the year £35,000 of the Unsecured Convertible Loan Stock then in issue was converted into ordinary shares of the Company.

Borrowings are repayable as follows:

	Within 1 year £000	Within 1-2 years £000	1994 Within 2-5 years £000	After 5 years £000	Total £000
GROUP					
Bank loans and overdrafts	3,103	1,468	966	1,545	7,082
Other loans	3,481	580	282	235	4,578
Unsecured Convertible Loan Stock	—	—	—	200	200
Finance lease and hire purchase contracts	251	42	163	—	456
	<u>6,835</u>	<u>2,090</u>	<u>1,411</u>	<u>1,980</u>	<u>12,316</u>

	Within 1 year £000	Within 1-2 years £000	1993 Within 2-5 years £000	After 5 years £000	Total £000
GROUP					
Bank loans and overdrafts	1,374	157	471	1,033	3,035
Other loans	1,868	33	33	235	2,169
Finance lease and hire purchase contracts	171	60	50	—	281
	<u>3,413</u>	<u>250</u>	<u>554</u>	<u>1,268</u>	<u>5,485</u>

Bank loans repayable after five years amounting to £1,545,000 (1993: £1,033,000) are repayable by instalments between 2000 and 2015 and bear interest at rates ranging from 1% to 2¼% above base rates. Other loans repayable after 5 years bear interest at 3% above LIBOR and are repayable in instalments between 2000 and 2005.

18. Provisions for liabilities and charges

	COMPANY Other provisions £000	Deferred tax £000	GROUP Acquisition provisions £000	Other provisions £000	Total £000
At 1 January 1994	—	40	201	—	241
Arising on acquisition of subsidiaries	—	46	779	—	825
Utilised during the year	—	—	(691)	—	(691)
Charged to profit and loss account	500	(62)	—	500	438
At 31 December 1994	<u>500</u>	<u>24</u>	<u>289</u>	<u>500</u>	<u>813</u>

The other provisions relate to future costs on the restructuring and reorganisation of the Group.

No acquisition provision has been released or applied for any purpose other than that for which it was established.

The deferred tax comprises accelerated capital allowances. The potential liability to deferred tax not provided on properties if they were sold at their revalued amount is approximately £350,000 (1993: £275,000).

Notes to the accounts

19. Share capital

Analysis at 31 December	1994		1993	
	Shares	£000	Shares	£000
Ordinary shares of 1p each				
Allotted and called up	240,645,141	2,406	172,272,715	1,723
Unissued ordinary shares of 1p each	124,354,859	1,244	127,727,285	1,277
Authorised	365,000,000	3,650	300,000,000	3,000

During the year the following ordinary shares were allotted and issued, as fully paid:

- (i) 10,000,000 as part consideration for the entire issued share capital of J J Leadley Limited.
- (ii) 1,400,000 by way of conversion of Convertible Loan Stock.
- (iii) 557,644 by way of exercise of options for a consideration of £27,379.
- (iv) 635,000 as part consideration for the entire issued share capital of Plumtree Motor Company Limited.
- (v) 954,783 as part of the deferred consideration for the 25 'B' ordinary shares of Allied Components (UK) Limited purchased by the Company in 1992.
- (vi) 6,000,000 as part consideration for the entire issued share capital of Godfrey Davis.
- (vii) 23,824,999 by way of open offer and share placing.
- (viii) 25,000,000 by way of conversion of the 250,000 Unsecured Convertible Loan Stock following the disposal of the Company's unlisted investment.

As permitted by section 131 of the Companies Act 1985, no balance has been recorded on the share premium account on the 17,589,783 shares as detailed in (i), (iv), (v) and (vi) above. The premium on these share issues has been recorded in other non-distributable reserves.

At 31 December 1994 there were options outstanding under the terms of the Caverdale Group Executive Share Option Scheme over 6,056,168 ordinary shares exercisable at dates up to 2003 at subscription prices between 7.33p and 42.29p.

At 31 December 1994 there were options outstanding to directors, in addition to those included above, approved by shareholders on 2 December 1991, for 5,000,000 ordinary shares exercisable between 6 November 1992 and 5 November 1997 at a subscription price of 6.5p per share. At 31 December 1994 there were options outstanding to directors and directors of subsidiaries, approved by shareholders on 4 August 1992, for 1,350,000 ordinary shares exercisable between 9 July 1993 and 8 July 1998 and for 300,000 ordinary shares exercisable between 5 August 1993 and 4 August 1998, all at a subscription price of 5.625p per share.

Options are also outstanding to J J Leadley over 1,500,000 ordinary shares exercisable (save in certain limited circumstances) between 4 January 1995 and 4 January 2000 at a subscription price of 14p per share.

The issued £200,000 nominal 11% Unsecured Convertible Loan Stock 2001 of Caverdale Limited is convertible at any time up to 31 December 2001 into a total of 8,000,000 preference shares in Caverdale Limited, exchangeable for a total of 8,000,000 ordinary shares in the Company.

Warrants are outstanding to subscribe at any time up to 31 December 2001 for £225,000 nominal 11% Unsecured Convertible Loan Stock 2001 of Caverdale Limited in turn, after conversion, exchangeable into 9,000,000 ordinary shares in the Company.

20. Reserves

	Share premium	Revaluation reserve	Other non-distributable reserves	Profit and loss account
	£000	£000	£000	£000
GROUP				
At 1 January 1994	6,503	243	(980)	795
Premium on allotment	3,319	—	2,515	—
Expenses of share issue	(573)	—	—	—
Retained profit for the year	—	—	—	2,796
Goodwill on acquisitions	—	—	(4,508)	—
At 31 December 1994	9,249	243	(2,973)	3,591
COMPANY				
At 1 January 1994	6,503	243	692	61
Premium on allotment	3,319	—	2,515	—
Expenses of share issue	(573)	—	—	—
Retained profit for the year	—	—	—	480
At 31 December 1994	9,249	243	3,207	541

(i) The profit of the Company, before dividends, for the financial year is £1,050,000.

(ii) At 31 December 1994, goodwill written off against reserves in respect of continuing businesses amounts to £6,312,000 (1993: £1,804,000).

21. Contingent liabilities and other financial commitments

(a) Capital commitments:

	GROUP		COMPANY	
	1994	1993	1994	1993
	£000	£000	£000	£000
Authorised by the Board and contracted for	243	381	—	265
Authorised by the Board and not contracted for	153	207	—	—
	<u>396</u>	<u>588</u>	<u>—</u>	<u>265</u>

(b) Contingent liabilities:

(i) The Company and certain subsidiaries have guaranteed and secured by fixed and floating charges on their assets the overdraft and other borrowings of certain subsidiaries. The amounts outstanding at 31 December 1994 being £2,884,000 (1993: £1,293,000).

The Company has also entered into guarantees in respect of bank loans, other borrowings and other commitments incurred in the ordinary course of business by subsidiaries. The amounts outstanding at 31 December 1994 being £7,032,000 (1993: £2,808,000).

(ii) At 31 December 1994 the Company and the Group had contractual obligations to repurchase vehicles amounting to £725,000 (1993: £146,000).

(c) Commitments under operating leases:

At 31 December 1994, the Group had annual commitments under non-cancellable operating leases as set out below:

	1994		1993	
	Property	Other	Property	Other
	£000	£000	£000	£000
GROUP				
Operating leases which expire:				
Within one year	19	42	—	32
Within 2-5 years	276	185	115	97
After 5 years	594	2	210	—
	<u>889</u>	<u>229</u>	<u>325</u>	<u>129</u>
	1994		1993	
COMPANY	Property		Property	
	£000		£000	
Operating leases which expire:				
After 5 years	29		29	
	<u>29</u>		<u>29</u>	

Property leases are subject to rent reviews.

22. Pensions

The Group operates ten pension schemes, all in the UK. The assets of the schemes are held in trustee administered funds separate from the finances of the Group.

Contributions to the two defined benefit schemes, for which the total charge for the year was £nil (1993: £nil), are assessed in accordance with the advice of qualified actuaries using the attained age method. The latest actuarial valuations were prepared at 1 April 1991 and 6 April 1991 and assumed investment returns over the long term would exceed salary growth by 0.5% and 1.5% respectively and pension increases would be equal to those specified in the rules of the schemes. At the 1991 valuations, the market value of the assets of the defined benefit schemes was £1,134,000, which represented 316% of the amount required to cover accrued benefits after allowing for expected future increases in earnings. After increases in benefits provided under the Schemes, £281,000 net of discontinuance penalties and taxation was received by the Company in previous years.

The charge for the year in respect of contributions payable by the employers for the eight defined contribution schemes was £174,000 (1993: £42,000).

23. Reconciliation of operating profit to net cash inflow from operating activities

	1994	1993
	£000	£000
Operating profit	3,813	1,857
Depreciation charge	785	327
Loss on sale of fixed assets	6	13
Increase in stocks	(5,047)	(761)
Increase in debtors	(452)	(69)
Increase/(decrease) in creditors and provisions	1,461	(1,014)
Net cash inflow from operating activities	<u>566</u>	<u>353</u>

Notes to the accounts

24. Acquisitions

The significant acquisitions made during the year are set out below:

(a) Acquisition of J J Leadley Limited

	Book value in acquired company £000	Other £000	Fair value to Group £000
Tangible fixed assets	1,429		1,429
Stock	991		991
Debtors	398		398
Net borrowings	(1,269)		(1,269)
Other creditors	(1,289)	(52)(c)	(1,341)
	<u>260</u>	<u>(52)</u>	<u>208</u>
Goodwill			1,438
Purchase consideration and acquisition expenses			<u>1,646</u>
Satisfied by cash			146
Satisfied by shares			<u>1,500</u>
			<u>1,646</u>

The audited accounts for J J Leadley Limited for the 10 month period ended 31 December 1993 showed profits before tax of £238,153. The business was acquired with effect from 1 January 1994.

(b) Acquisition of Plumtree

	Book value in acquired company £000	Accounting policy adjustment £000	Provision for future trading losses £000	Other £000	Fair value to Group £000
Tangible fixed assets	2,399	(9)(a)		(64)(b)	2,326
Stock	1,418				1,418
Debtors	1,014				1,014
Net borrowings	(2,440)				(2,440)
Other creditors	(1,432)				(1,432)
Provisions	—		(381)	(398)(c)	(779)
	<u>959</u>	<u>(9)</u>	<u>(381)</u>	<u>(462)</u>	<u>107</u>
Goodwill					877
Purchase consideration and acquisition expenses					<u>984</u>
Satisfied by cash					863
Satisfied by shares					<u>121</u>
					<u>984</u>

The audited accounts for Plumtree Motor Company Limited for the year ended 31 December 1993 showed profits before tax of £193,380. Unaudited management accounts for the period 1 January 1994 to 31 March 1994 indicated a loss of £175,200. The business was acquired with effect from 1 April 1994.

24. Acquisitions continued

(c) Acquisition of Godfrey Davis

	Book value in acquired company £000	Accounting policy adjustment £000	Other £000	Fair value to Group £000
Tangible fixed assets	3,680	(6) (a)		3,674
Stock	2,055	(21) (a)		2,034
Debtors	2,578	(40) (a)		2,538
Net borrowings	(3,528)			(3,528)
Other creditors	(3,460)		(180) (c)	(3,640)
	<u>1,325</u>	<u>(67)</u>	<u>(180)</u>	<u>1,078</u>
Goodwill				2,058
Purchase consideration and acquisition expenses				<u>3,136</u>
Satisfied by cash:				2,116
Satisfied by shares:				1,020
				<u>3,136</u>

The audited consolidated accounts for Lewcan Limited, the holding company of the Godfrey Davis Group, for the year ended 31 December 1993 showed profits before tax of £121,172. Unaudited consolidated management accounts for the period 1 January 1994 to 31 July 1994 showed a loss of £104,009. The business was acquired with effect from 1 August 1994.

The fair value adjustments comprise:

- (a) The adoption of Group accounting policies for stocks, debtors and asset valuation.
- (b) Adjustments in respect of fixed assets acquired.
- (c) Adjustments in respect of reorganisation costs arising on the restructuring of the businesses acquired.

During the year deferred consideration of £50,000 was paid, which was satisfied by the issue of 954,783 ordinary shares in the Company, credited as fully paid with the balance being cash, in respect of the 25 'B' ordinary shares in Allied Components (UK) Limited acquired by the Company in 1992.

In January 1994 the Company acquired certain of the assets of S.O.S. (Motor & Engineering) Limited. The determination of the fair value to the group resulted in a goodwill write-off of £11,000.

On 31 October 1994 Godfrey Davis Motor Group Limited acquired certain of the assets of Waterhouse Holdings representing a business in Lincoln franchised by Volvo and Citroen. The determination of the fair value to the group resulted in a goodwill write-off of £63,000.

	1994 £000	1993 £000
Cash payable for subsidiaries	3,125	1,448
Cash accrued and due for payment	—	(154)
Overdrafts and cash equivalents acquired	834	1,481
Deposits paid against future acquisitions	200	—
	<u>4,159</u>	<u>2,775</u>

The cash flow effects, under each of the standard headings in the cash flow statement, in respect of the subsidiary undertakings acquired during the year, have not been shown as it is not practicable to do so.

The subsidiaries acquired are accounted for using the acquisition method of accounting. Any goodwill arising on the acquisitions has been written off against other non-distributable reserves.

Notes to the accounts

25. Analysis of changes in financing during the year

	1994			1993		
	Share capital/ premium £000	Convertible loans £000	Other loans/ leases £000	Share capital/ premium £000	Convertible loans £000	Other loans/ leases £000
At 1 January 1994	8,226	485	3,448	7,530	750	2,121
Effect of capital reconstruction				(3,010)		
	<u>8,226</u>	<u>485</u>	<u>3,448</u>	<u>4,520</u>	<u>750</u>	<u>2,121</u>
Net inflow/(outflow) from financing	3,541	—	(477)	3,410	275	(63)
Loan Notes 1994	—	—	—	—	—	500
Borrowings of subsidiaries acquired	—	—	6,403	—	—	751
Issued for non-cash consideration	176	—	—	18	—	—
Expenses charged to share premium	(573)	—	—	(262)	—	—
Unsecured Loan converted	285	(285)	—	540	(540)	—
New finance leases	—	—	318	—	—	139
	<u>11,655</u>	<u>200</u>	<u>9,692</u>	<u>8,226</u>	<u>485</u>	<u>3,448</u>
At 31 December 1994						

26. Analysis of changes in cash and cash equivalents

	Cash and deposits £000	Bank advances £000	Total £000
At 1 January 1993	1,047	(1,088)	(41)
Change in year	1,169	(464)	705
Deposit with bank — secured	270	—	270
	<u>2,486</u>	<u>(1,552)</u>	<u>934</u>
At 1 January 1994	(1,973)	(872)	(2,845)
Change in year	(270)	—	(270)
Deposit with bank			
	<u>243</u>	<u>(2,424)</u>	<u>(2,181)</u>
At 31 December 1994			

Bank advances comprise bank loans and overdrafts falling due within 1 year, less borrowings originally repayable in more than 90 days of £911,000 (1993: £157,000), together with other loans repayable on demand of £232,000 (1993: £335,000).

27. Directors' interests in transactions of the year

By virtue of their interest in Kerry International (BVI) Limited and Newcourt (Jersey) Limited, as described on page 6. Mr A Nerdrum and Mr D Aspinall were interested in the sale to those companies, under the terms of the original purchase agreement, of the holding in the unlisted investment for £1,560,000, satisfied in cash. In accordance with the terms of the agreement the disposal of the UDG shares resulted in the automatic conversion of the associated Loan Stock into 25,000,000 new ordinary shares apportioned equally to Kerry and Newcourt.

28. Post-balance sheet events

- On 3 January 1995, the Company's subsidiary, Godfrey Davis Motor Group Limited, acquired the entire share capital of G E Harper Limited and subsidiaries for a consideration £2,200,000.
- On 31 March 1995 the Company completed the acquisition of a freehold property in St Albans for a consideration of £1,350,000.

Five year financial record

	1994 £000	1993 £000	1992 £000	1991 £000	1990 £000
Turnover	134,958	50,528	12,939	10,301	11,072
Operating profit/(loss) (note (i))	3,813	1,857	(203)	(105)	(656)
Profit/(loss) on ordinary activities before taxation	3,704	1,511	(950)	(297)	(1,948)
Net profit/(loss) for the year	3,366	1,482	(931)	(297)	(1,948)
Shareholders' funds	12,516	8,284	4,837	3,365	1,483
<hr/>					
Earnings/(loss) per share	1.69p	1.02p	(0.94p)	(1.00p)	(12.75p)
Adjusted earnings/(loss) per share (note (ii))	1.69p	1.02p	(0.46p)	(0.96p)	(8.06p)
Net assets per share (note (iii))	5.2p	4.8p	4.0p	4.0p	11.8p
Dividends per share	0.26p	0.15p	—	—	—

(i) The 1991 comparatives have been restated to take account of the minority interest acquired in 1992.

(ii) The adjusted earnings/(loss) per share is the published earnings/(loss) per share adjusted for goodwill charged to profit in the year.

(iii) The calculation of assets per share is based on net assets shown in the consolidated balance sheet and the number of shares in issue at the related balance sheet date.

Notice of meeting

Notice is hereby given that the fifty-seventh Annual General Meeting of Caverdale Group PLC will be held at 11.00 a.m. on 17 May 1995 at 49-57 Castle Street, Luton LU1 3AQ for the following purposes:

ORDINARY BUSINESS

1. To receive and, if approved, to adopt the Directors' Report and Accounts and to receive the Auditors' Report for the year ended 31 December 1994.
2. To declare a final dividend for the year ended 31 December 1994 which, if approved, would be paid on 1 July 1995 to shareholders on the register at the close of business on 2 June 1995.
3. To re-elect Mr Graham Lintott, who retires from the Board by rotation.
4. To re-elect Mr Damian Aspinall, who retires from the Board by rotation.
5. To elect Mr Martin Ellison as a director.
6. To re-appoint Pannell Kerr Forster as auditors to the Company, until the conclusion of the next Annual General Meeting.
7. To authorise the directors to fix the remuneration of the auditors.

SPECIAL BUSINESS

As special business, to consider and, if thought fit, pass the following resolutions of which resolutions 8 and 10 will be proposed as ordinary resolutions and resolutions 9 and 11 will be proposed as special resolutions.

8. The Caverdale Group PLC Executive Share Option Scheme 1995, the principal terms of which were summarised in the appendix to the Company's Report and Accounts dated 12 April 1995 and the Rules of which are produced in draft form to this meeting and, for the purposes of identification, initialled by the Chairman, be and it is hereby adopted and the Rules be and are hereby approved in such draft form subject to any amendments thereto approved by, or by a committee of, the directors being necessary to carry the same into effect and/or being necessary or desirable to obtain regulatory or Inland Revenue approval thereto and the directors be authorised to do all acts and things which they may consider necessary or expedient for implementing and giving effect to the said scheme.
9. That the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 163(3) of the Companies Act 1985 ("the Act")) of equity securities of the Company up to an aggregate nominal amount of £360,000 at a price per share (exclusive of advance corporation tax and expenses) of not less than 1p and not more than 105%, of the average of the middle market quotations for such equity securities as derived from the London Stock Exchange Daily Official List, for the ten dealing days immediately preceding the date on which the equity securities are contracted to be purchased; such authority to expire at the conclusion of the Annual General Meeting to be held in 1996, save that the Company may purchase equity securities pursuant to this authority at any later date where such purchase is pursuant to any contract made by the Company before the expiry of this authority.
10. That the directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80 of the Act) up to a maximum aggregate nominal account of £802,000 provided that this authority shall (unless previously revoked or varied) expire on the earlier of the date of the Annual General Meeting to be held in 1996 and 16 August 1996 save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

11. That the directors be and are hereby empowered, pursuant to Section 95 of the Act, to allot equity securities (within the meaning of Section 94(2) of the Act) of the Company for cash pursuant to the authority given in accordance with resolution 10 above as if Section 89(1) of the Act did not apply to such allotment provided that this power be limited to:

- (i) the allotment of equity securities in connection with or pursuant to an offer by way of rights to the holders of ordinary shares and other persons entitled to participate therein in proportion (as nearly as may be) to the respective holdings of such shares (or, as appropriate, the numbers of such shares which such other persons are for those purposes deemed to hold), subject only to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws or requirements of any recognised regulatory body in any territory; and
- (ii) the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal amount of £120,000

during the currency of the authority conferred by resolution 10 above, but so that this power shall enable the Company to make an offer or agreement prior to the expiry of this power which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

49-57 Castle Street,
Luton LU1 3AQ
12 April 1995

By order of the Board
Michael Warwick
Secretary

Notes:

1. A member entitled to attend and vote at this Meeting may appoint one or more proxies (who need not be members of the Company) to attend and vote on his behalf. To be valid, forms of proxy must be lodged at the offices of the Company's Registrars not later than 48 hours before the time of the Meeting. The appointment of a proxy will not preclude a member from attending and/or voting at the Meeting should he subsequently decide to do so. A form of proxy is enclosed with this Notice.
2. The register of directors' interests in the capital of the Company, together with copies of directors' service agreements, will be available for inspection at the Company's registered office during normal business hours from the date of this notice up to and including the date of the Meeting for at least 15 minutes prior to the Meeting and until its conclusion.

Appendix

SUMMARY OF THE PRINCIPAL TERMS OF THE CAVERDALE GROUP PLC EXECUTIVE SHARE OPTION SCHEME 1995

1. Administration and eligibility

The Scheme is to be administered by a Committee ("the Committee") of the Company's board of Directors comprising wholly or mainly non executive directors or directors who do not participate in options.

Only those employees of the Group who devote substantially all their working time to the business of the Company (including part-time employees) will be eligible to participate.

Participants in the Scheme will be selected at the discretion of the Committee.

2. Exercise price

The exercise price for an option will be determined by the Committee but may not be less than the greater of the nominal value of an Ordinary Share (if the option is an option to subscribe for Ordinary Shares) and its market value. Market value is taken to be the middle market quotation of an Ordinary Share on the dealing day immediately preceding the date of grant as derived from the Daily Official List of the London Stock Exchange.

3. Grant of options

Options may be granted by the Committee during a period commencing on, and ending 42 days after, the obtaining of Inland Revenue approval. Thereafter, options may be granted in the 42 day period after the announcement of the Company's interim and annual results. In exceptional circumstances the Committee may grant options outside these periods.

Where the Company is prevented from granting options due to restrictions imposed by legislation or by some other authority, options may be granted within 21 days after the lifting of such restrictions.

Options granted under the Scheme must be subject to an objective performance target imposed by the Committee so that they may not be exercised unless the target has been achieved. The Committee may grant options designated as "super options" which are subject to more stringent performance targets than ordinary options granted under the Scheme.

4. Exercise of options

Options may normally only be exercised by an option holder who is still an employee of the Group after the third anniversary of their date of grant and before the tenth anniversary of their date of grant. Super options will normally only become exercisable after the fifth anniversary of their date of grant.

If an option holder ceases employment due to injury, disability, redundancy, retirement at age [65/60] or such other age at which he is bound to retire, because the company which employs him leaves the Group or because the business by which he is employed is transferred outside the Group, his options will be exercisable until the expiry of the later of six months after cessation of employment, three years and six months after the date of grant of the option and three years and six months after the last income tax free exercise of the option. Options will then lapse.

If an option holder dies, the option may be exercised within twelve months of his death by his legal personal representatives. The option will then lapse.

If an option holder ceases employment for any other reason than those set out above, the Committee will have the discretion to allow the option to be exercised within six months of cessation (or at the Committee's discretion a longer period not exceeding the period permitted if the option holder leaves because of disability etc.). The option will then lapse.

Options will also be exercisable during limited periods if the Company is taken over, wound up or if there is a scheme of reconstruction.

Options may not be exercised in any event more than ten years after the date of grant and will lapse if the performance condition attached to them has not been achieved by the 10th anniversary of the date of grant. Options may be exercised in whole or in part.

5. Substitution of shares

Where there is a general offer to acquire the Company, options may by agreement between the offeror and the option holder be rolled over into options over the offeror's share.

6. Variation of share capital

On a variation of the Company's share capital by way of capitalisation or rights issue, sub-division, consolidation or a reduction, the exercise price and the number of shares comprised in an option can be varied at the discretion of the Committee subject to prior Inland Revenue approval and certification from the Company's auditors that in their opinion the variation is fair and reasonable.

7. General

Ordinary shares allotted on the exercise of options rank *pari passu* with Ordinary Shares in issue at the date of allotment but shall not rank for dividends the record date for which precedes the date of exercise of the option.

The Company must have sufficient available unissued ordinary share capital to meet the exercise of options, taking into account any arrangements made to procure a transfer by a third party of issued shares.

The Company will be responsible for obtaining a listing for Ordinary Shares issued on the exercise of an option.

Options may not be transferred or charged and if an option holder attempts to do so his options will lapse immediately.

If an option holder ceases employment he will not be entitled to compensation for the loss of his options.

8. Amending the Scheme

The Committee will have power to administer, interpret and amend the Scheme. No amendment may be made to the advantage of option holders without the prior approval of shareholders in general meeting (except for minor amendments to benefit the administration of the Scheme or to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for option holders, the Company or the Group) nor will any amendment be effective unless it has received the approval of the Inland Revenue.

9. Limitations on the Scheme

9.1 An option may not be granted to an individual unless the market value of the option to be granted when aggregated with the market value of all Ordinary Shares comprised in his subsisting options will not exceed the greater of four times his annual emoluments and £100,000.

9.2 Also an option which is not a super option may not be granted to an individual if the aggregate market value of the option to be granted, together with the market value of all Ordinary Shares comprised in the options granted to him during the last ten years, would exceed four times his remuneration. In the case of super options this limit is extended to eight times his remuneration.

9.3 The aggregate number of Ordinary Shares which may be issued pursuant to options granted under the Scheme (which are not super options) in the ten year period prior to the date of grant may not exceed 5% of the ordinary share capital from time to time. Ordinary Shares which may be issued pursuant to super options can exceed this 5% limit but must not exceed the overall limits for all share schemes described in paragraph 9.4 below.

9.4 The aggregate number of Ordinary Shares which may be issued pursuant to options to subscribe granted under the Scheme and any other employees' share scheme adopted by the Company in general meeting may not exceed 10% of the issued ordinary share capital of the Company in the ten year period prior to the date of grant of an option and 3% of the issued ordinary share capital of the Company in the three year period prior to the date of grant of an option.

Caverdale Group plc

Industrial Products Division

Allied Components (UK) Limited

S.O.S. (Motor & Engineering) Limited

Quest

Trust Parts Limited

Vanstock Limited

Seymour Road, Nuneaton CV11 4JD

Seymour Road, Nuneaton CV11 4JD

Seymour Road, Nuneaton CV11 4JD

Unit 7, Groundwell Industrial Estate, Crompton Road,
Swindon SN2 5AG

Seymour Road, Nuneaton CV11 4JD

Motor Retailing Division

Dunham & Haines Limited

Honda

Land Rover/Range Rover/Unipart

Jaguar

Mazda

Rover

Cumberland Street, Luton LU1 3BW

Latimer Road, Luton LU1 3BH

Castle Street, Luton LU1 3AQ

Castle Street, Luton LU1 3AQ

Leighton Road, Leighton Buzzard LU7 7SX

Dunham & Haines Southend Limited

Renault

London Road, Southend SS2 2DF

Andre Baldet Limited

Citroen

Citroen

Citroen

Millbrook Close, Northampton NN5 5JF

Church Street, Wellingborough NN8 4PA

194/200 Kingsthorpe Grove, Northampton NN2 6PD

Oggelsby's Limited

Vauxhall

17 Luton Road, Harpenden AL5 2UA

J J Leadley Limited

Honda

Toyota

Proton

Volvo

Priestscic Road, Sutton in Ashfield NG17 4EB

Spittlegate Level, Grantham NG31 7UH

3 Draycott Road, Breaston, Derby DE7 3DA

Ranskill Motors, Retford Road, Worksop S80 2QD

Plumtree Motor Company Limited

Mazda

Kia

Peugeot

Lenton Lane, Nottingham NG7 2NH

Lenton Lane, Nottingham NG7 2NH

375 Mansfield Road, Nottingham NG5 2DA

Godfrey Davis Motor Group Limited

Ford

Ford

Ford

Ford

Volvo

Citroen

134 Ashley Road, St Albans AL1 5PP

By Pass Road, Welwyn AL6 9HP

Neasden Lane North, London NW10 0ED

5a Newcastle Place, London W2 1DB

300-320 Wragby Road, Lincoln LN2 4QD

300-320 Wragby Road, Lincoln LN2 4QD

Harper's Euro Cars Limited

Audi

Volkswagen

Lytton Way, Stevenage SG1 3NN

Lytton Way, Stevenage SG1 3NN