NOTICE OF ILLEGIBLE DOCUMENT

ON THE MICROFICE RECORD

Companies House regrets that the microfiche record for this company contain some documents which are illegible.

The poor quality has been noted, but unfortunately steps taken to improve them were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause.

CURRENTLY, THE WORDS "ECONOMIC CONDITIONS" and "recession" occur only too frequently in the Chairman's Statement of many UK companies and Plysu is no exception. Indeed our operations have suffered for several years in the UK and, just as we are told that green shoots are appearing at home, we find our continental plants caught up in recession in Europe.

Part of the SEP product range

On the brighter side, we were pioneers, and are still market leaders, in the supply of lightweight plastics bottles for milk and juice. This is a growing market not seriously affected by economic conditions and we intend to increase further our presence during the current year by commissioning two additional production units totalling more than 100,000 square feet of modern factory space, conveniently placed to serve some of our main customers.

Regional production is very important to ensure "Just in Time" deliveries and to minimise freight costs. It is clear that more of these units will be needed before long to maintain and further enhance our standard of service. A large proportion of our £14m capital budget for this year is earmarked for this expansion programme which will involve the latest blow moulding equipment and fully automatic handling, testing and packing machinery. Most of this equipment is to Plysu specification and much of it is designed and built in Woburn Sands by our own engineers.

FINANCIAL HIGHLIGHTS

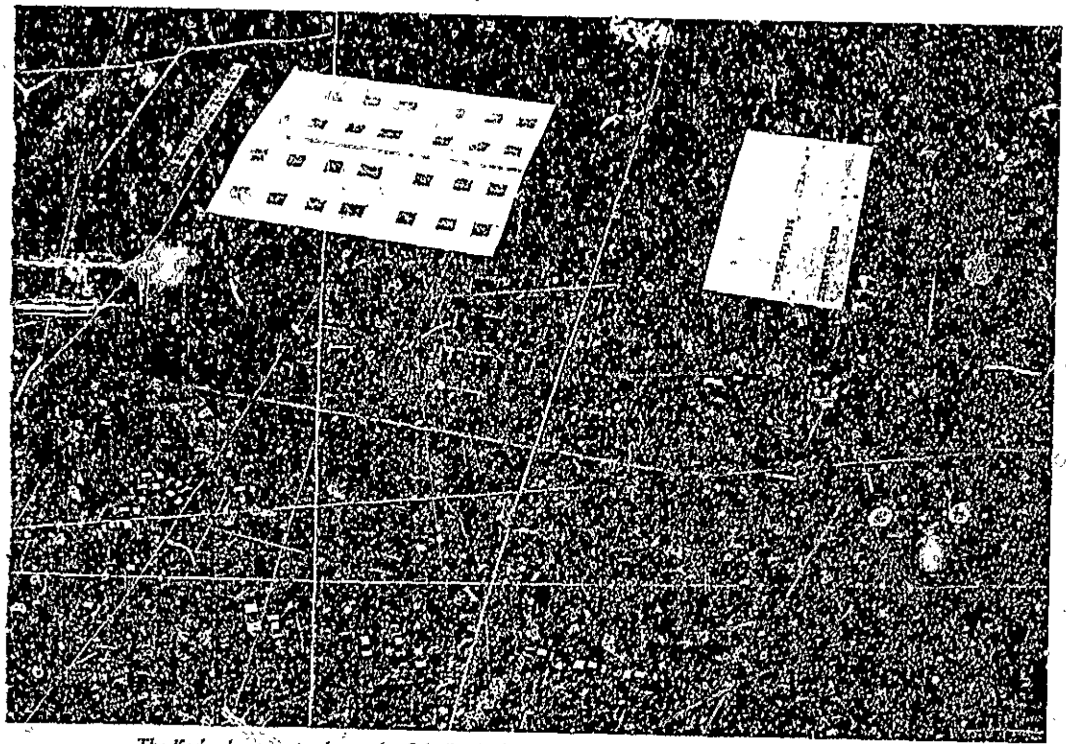
	1993 £000	1992 £000
Sales	86,432	66,030
Profit before tax	10,808	9,473
Earnings per share	15.[illegible]p	13.9p
Dividends per share	7p	6p

Although there was no significant expansion in sales of other containers last year, we have continued our policy of upgrading production equipment and now have a formidable battery of machines capable of making multi-layer bottles in which up to 70% of low grade reprocessed material can be sandwiched between two layers of virgin polymer. This results in a product indistinguishable in appearance and function from a normal monolayer bottle. At present we are unable to enjoy the full benefits of this process because reclaimed material is in limited supply, but waste reclamation and the recycling of plastics is given a high priority all over Europe and before long we shall be able to buy "core" material at an appropriately low price. In time, this should more than offset the inevitable rise in the price of virgin polymer.

Housewares continues to find the market difficult for household goods but we are making real progress in garden products where our range of watering cans and water conservation accessories is proving very popular. We are continuing our policy of regularly introducing new products and there are several major items in the pipeline.

MANAGING DIRECTOR'S REVIEW

PLYSU HAS ACHIEVED A GREAT DEAL IN ANOTHER YEAR of difficult trading conditions in some of our markets. Profits for the year are ahead by 14.[illegible]% at £10.8m. A substantial capital spend programme of £12.3m has been completed to enhance our manufacturing capability, whilst in June 1992 a significant acquisition was made in Continental Europe.



The Kerkrade plant in the south of the Netherlands is only a few metres from the German border

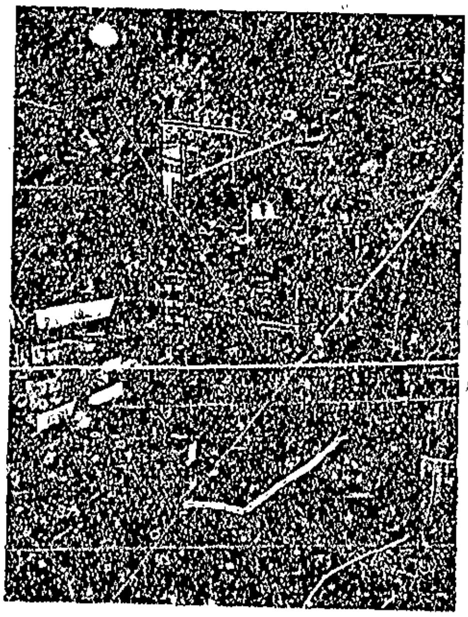
Despite the effects of recession and a fairly major reorganisation the results for the year were creditable.

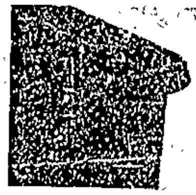
With continued negligible net gearing at year end and a capital spend of £12.3m at 1.6 times depreciation, our ability to generate cash is ably demonstrated.

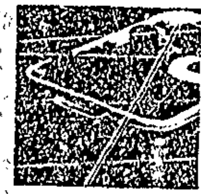
Nevertheless, the combined effects of greater competition, recession and reorganisation have meant that our gross margin has been eroded over the year.

Containers turnover in the UK improved by 3%. However, price deflation is disguising a volume improvement of 12% over the year. The addition of the SEP turnover for just over 9 months has meant that the profit expected at the time of acquisition has been realised but our hopes of an even better performance did not materialise.

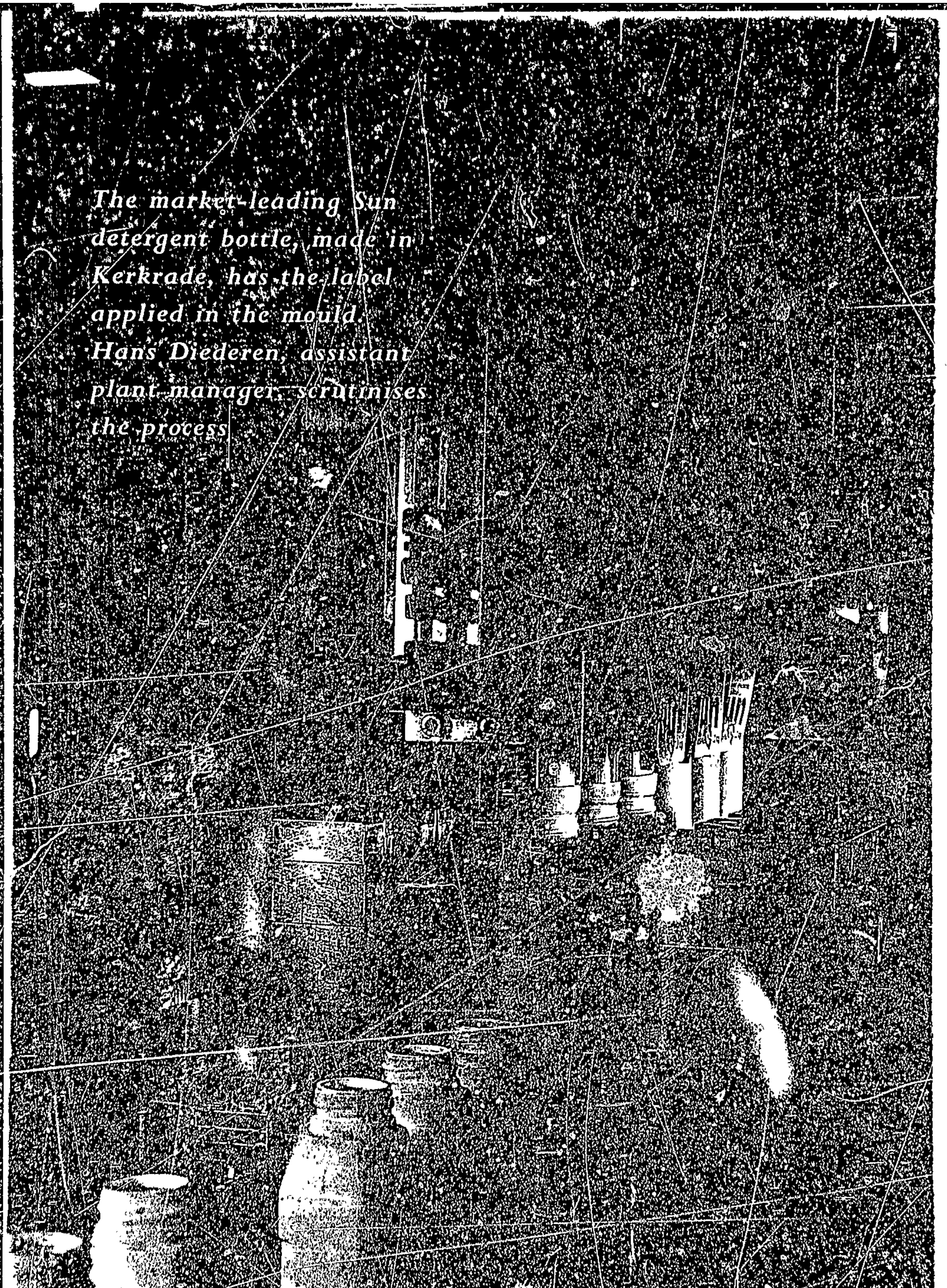
In our Housewares operation the very dull scene in the High Street has meant that sales declined by 14%, though improvement in efficiencies and vigorous cost control has left profits little affected.







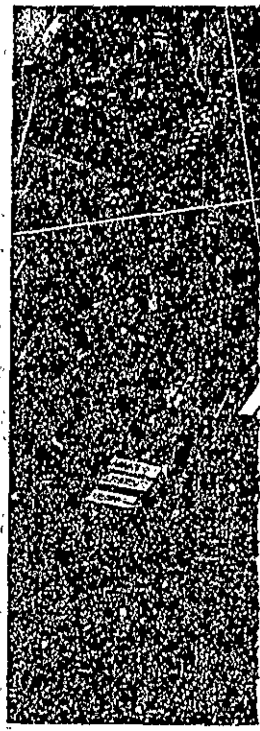
A section of the conveyor system at Gent which automatically delivers packaging materials to machines, simultaneously removing finished products for warehouse storage



The market-leading Sun detergent bottle, made in Kerkrade, has the label applied in the mould. Hans Diederen, assistant plant manager, scrutinises the process

The factory near Bedford, where we make most of our housewares, is equipped with modern injection moulding machines some of which are used to make closures. We plan to expand this side of the business.

The title "Plysu Industrial" has been changed to "Plysu Protection Systems" which describes more closely the main activity of this division whose performance last year was somewhat disappointing. There has recently been a measure of reorganisation which has yet to bear fruit.



It has been our ambition for some time to expand in Europe where we have had a very successful, although relatively small, factory established in Holland for several years. We commissioned a plant near Antwerp early last year to ease the pressure on Holland, which had been working at full capacity for some time, and to shorten our lines of communication with several major customers in Belgium. We could not have foreseen the SEP acquisition which came only a few months later.

SEP was one of our major competitors in Europe and we were very fortunate that they decided to join us. However, our Antwerp factory was no longer a viable feature with the main SEP factory only a few kilometres away. With the onset of European recession we had no alternative but to close it down.

After a sound start, SEP and our own Dutch subsidiary performed below expectations during the second half of the year but this will in no way affect our policy of growth in Europe where our prospects remain outstandingly good in the longer term.

Over the past six months we have introduced far-reaching administrative reforms aimed at reducing overhead cost and devolving responsibilities on a divisional basis – particularly important now that a large part of our turnover comes from Continental Europe. Financial and operational benefits are already beginning to appear.

November marked the resignation of Richard Gordon as managing director. Richard became finance director 23 years ago and was appointed managing director in 1975. He played a leading part in the successful development of Plysu and we all wish him well in the future. His successor is Malcolm Macintyre, previously production director. Malcolm heads an able and dedicated team of executive directors in whom I have total confidence.

Finally, it is my intention to retire as chairman this year and steps have already been taken to appoint a successor. I have enjoyed every bit of my 48 years with the company and I take this opportunity of thanking my colleagues past and present from the board room to the shop floor for the splendid support they have always given me.

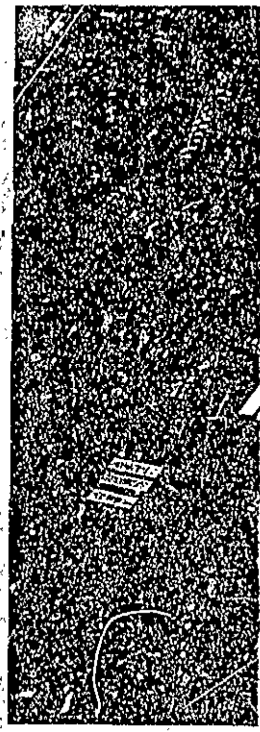
C.S.J. Summerlin
Chairman
27th May 1993

CHAIRMAN'S STATEMENT

continued

The factory near Bedford, where we make most of our housewares, is equipped with modern injection moulding machines some of which are used to make closures. We plan to expand this side of the business.

The title "Plysu Industrial" has been changed to "Plysu Protection Systems" which describes more closely the main activity of this division whose performance last year was somewhat disappointing. There has recently been a measure of reorganisation which has yet to bear fruit.



It has been our ambition for some time to expand in Europe where we have had a very successful, although relatively small, factory established in Holland for several years. We commissioned a plant near Antwerp early last year to ease the pressure on Holland, which had been working at full capacity for some time, and to shorten our lines of communication with several major customers in Belgium. We could not have foreseen the SEP acquisition which came only a few months later.

SEP was one of our major competitors in Europe and we were very fortunate that they decided to join us. However, our Antwerp factory was no longer a viable feature with the main SEP factory only a few kilometres away. With the onset of European recession we had no alternative but to close it down.

After a sound start, SEP and our own Dutch subsidiary performed below expectations during the second half of the year but this will in no way affect our policy of growth in Europe where our prospects remain outstandingly good in the longer term.

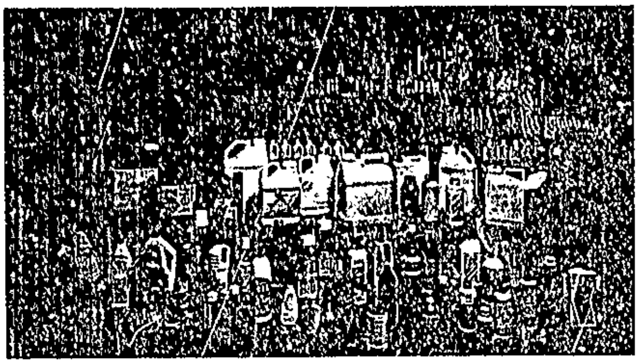
Over the past six months we have introduced far-reaching administrative reforms aimed at reducing overhead cost and devolving responsibilities on a divisional basis – particularly important now that a large part of our turnover comes from Continental Europe. Financial and operational benefits are already beginning to appear.

November marked the resignation of Richard Gordon as managing director. Richard became finance director 23 years ago and was appointed managing director in 1975. He played a leading part in the successful development of Plysu and we all wish him well in the future. His successor is Malcolm Macintyre, previously production director. Malcolm heads an able and dedicated team of executive directors in whom I have total confidence.

Finally, it is my intention to retire as chairman this year and steps have already been taken to appoint a successor. I have enjoyed every bit of my 48 years with the company and I take this opportunity of thanking my colleagues past and present from the board room to the shop floor for the splendid support they have always given me.

C.S.J. Summerlin
Chairman
27th May 1993

CURRENTLY, THE WORDS "ECONOMIC CONDITIONS" and "recession" occur only too frequently in the Chairman's Statement of many UK companies and Plysu is no exception. Indeed our operations have suffered for several years in the UK and, just as we are told that green shoots are appearing at home, we find our continental plants caught up in recession in Europe.



Part of the SEP product range

On the brighter side, we were pioneers, and are still market leaders, in the supply of lightweight plastics bottles for milk and juice. This is a growing market not seriously affected by economic conditions and we intend to increase further our presence during the current year by commissioning two additional production units totalling more than 100,000 square feet of modern factory space, conveniently placed to serve some of our main customers.

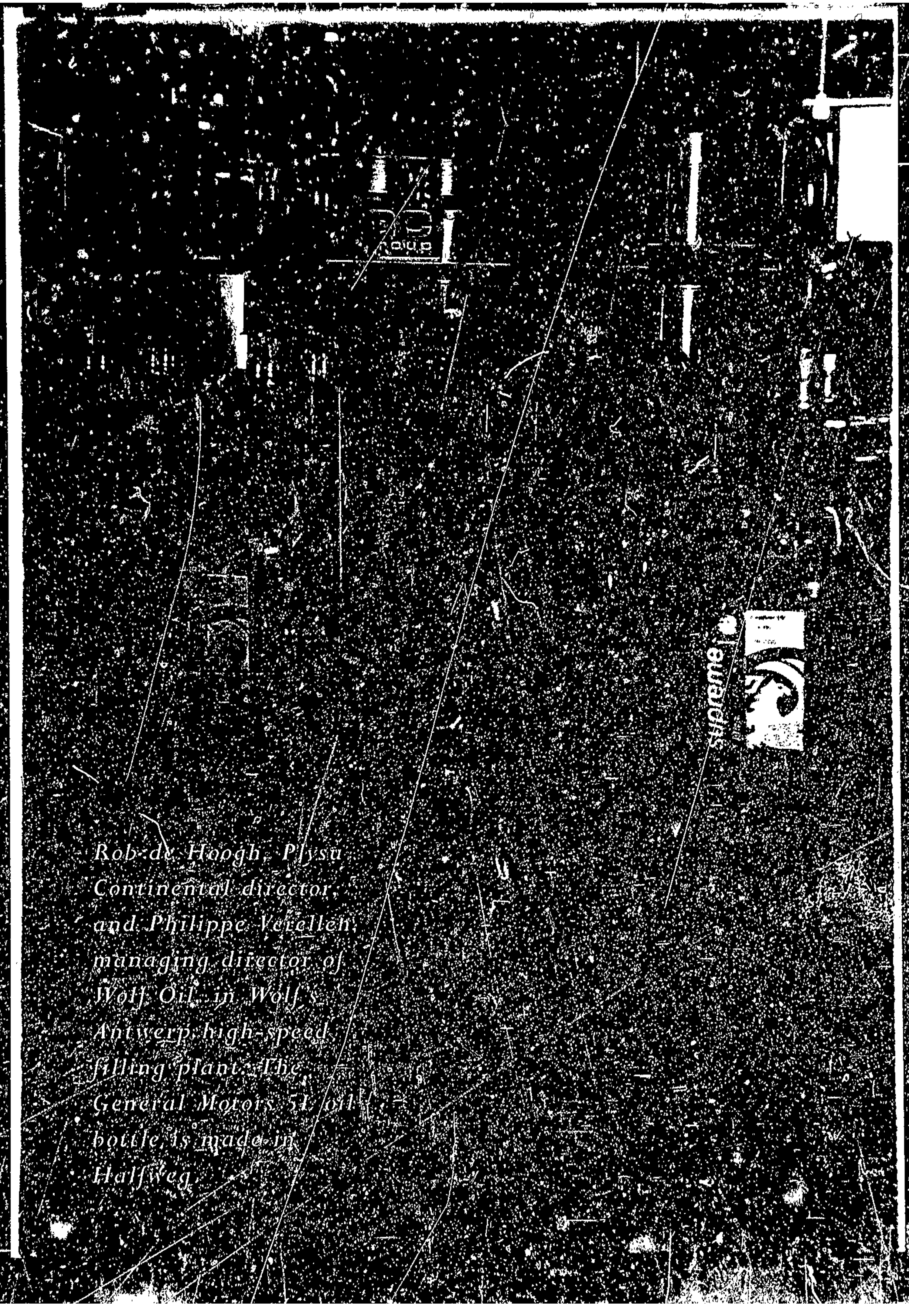
Regional production is very important to ensure "Just in Time" deliveries and to minimise freight costs. It is clear that more of these units will be needed before long to maintain and further enhance our standard of service. A large proportion of our £14m capital budget for this year is earmarked for this expansion programme which will involve the latest blow moulding equipment and fully automatic handling, testing and packing machinery. Most of this equipment is to Plysu specification and much of it is designed and built in Woburn Sands by our own engineers.

FINANCIAL HIGHLIGHTS

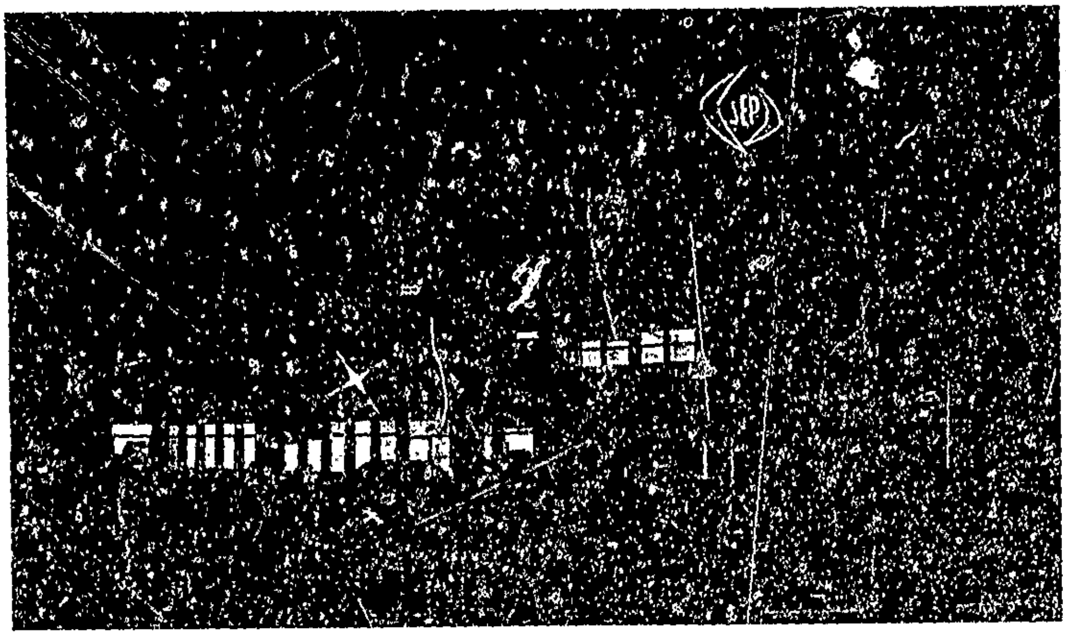
	1993	*1992*
	£000	*£000*
Sales	*86,432*	*66,030*
Profit before tax	*10,808*	*9,473*
Earnings per share	*15.3p*	*13.9p*
Dividends per share	*7p*	*6p*

Although there was no significant expansion in sales of other containers last year, we have continued our policy of upgrading production equipment and now have a formidable battery of machines capable of making multi-layer bottles in which up to 70% of low grade reprocessed material can be sandwiched between two layers of virgin polymer. This results in a product indistinguishable in appearance and function from a normal monolayer bottle. At present we are unable to enjoy the full benefits of this process because reclaimed material is in limited supply, but waste reclamation and the recycling of plastics is given a high priority all over Europe and before long we shall be able to buy "core" material at an appropriately low price. In time, this should more than offset the inevitable rise in the price of virgin polymer.

Housewares continues to find the market difficult for household goods but we are making real progress in garden products where our range of watering cans and water conservation accessories is proving very popular. We are continuing our policy of regularly introducing new products and there are several major items in the pipeline.



Rob de Hoogh, Plysu Continental director, and Philippe Verellen, managing director of Wolf Oil, in Wolf's Antwerp high-speed filling plant. The General Motors 5L oil bottle is made in Halfweg.



The Gent plant in Belgium

Containers UK

Sales of other containers had a rather lacklustre year by comparison with the advances made in the lightweight Dairy and Juice area. However, investments made during the year in more efficient machinery, together with the new focus brought about by reorganisation, gives me great confidence in the future prospects for this division. Of particular note is the performance of our Littleborough plant which, geared as it is to seven-day operation, has achieved very high efficiencies.

New market sectors have been entered successfully during the year, whilst at the same time extra effort has been devoted to expanding our penetration into traditional areas such as lubricating oils and industrial chemicals.

Finally, strengthening of our sales effort and attention to the timely introduction of new product lines will further enhance this division's performance in the year ahead.

Plysu Continental

The addition of the SEP factories in June 1992 was the major event of the year and the merging of this business with our original Plysu BV operation has now been successfully completed with the formation of this new division. Jon Hill is now resident in Belgium to enable him to concentrate on the management task and to prepare for our continued expansion into Continental Europe.

Closures

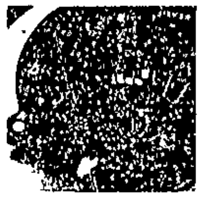
Manufactured in the Housewares Kempston factory, closures form an important part of our operation. The provision of the complete package comprising container and closure is a key feature of our strategy. We are making a considerable investment in new tooling and state of the art computer imaging technology for the inspection of closures. This will improve our efficiencies and significantly reduce our costs, enabling us to take advantage of the opportunities presented by this market.

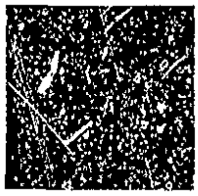
Plysu Protection Systems

With sales slightly ahead of last year, this division, formerly "Plysu Industrial", has, under a new general manager, been making significant improvements to efficiencies and reducing lead times. Re-launched under its new, more appropriate name, further markets are being sought for its specialist products across Europe.

In summary, whilst trading conditions are difficult throughout Europe the consolidation of our activities in Continental Europe and the investment made in new equipment throughout the group puts us in a strong position to face the future with confidence.

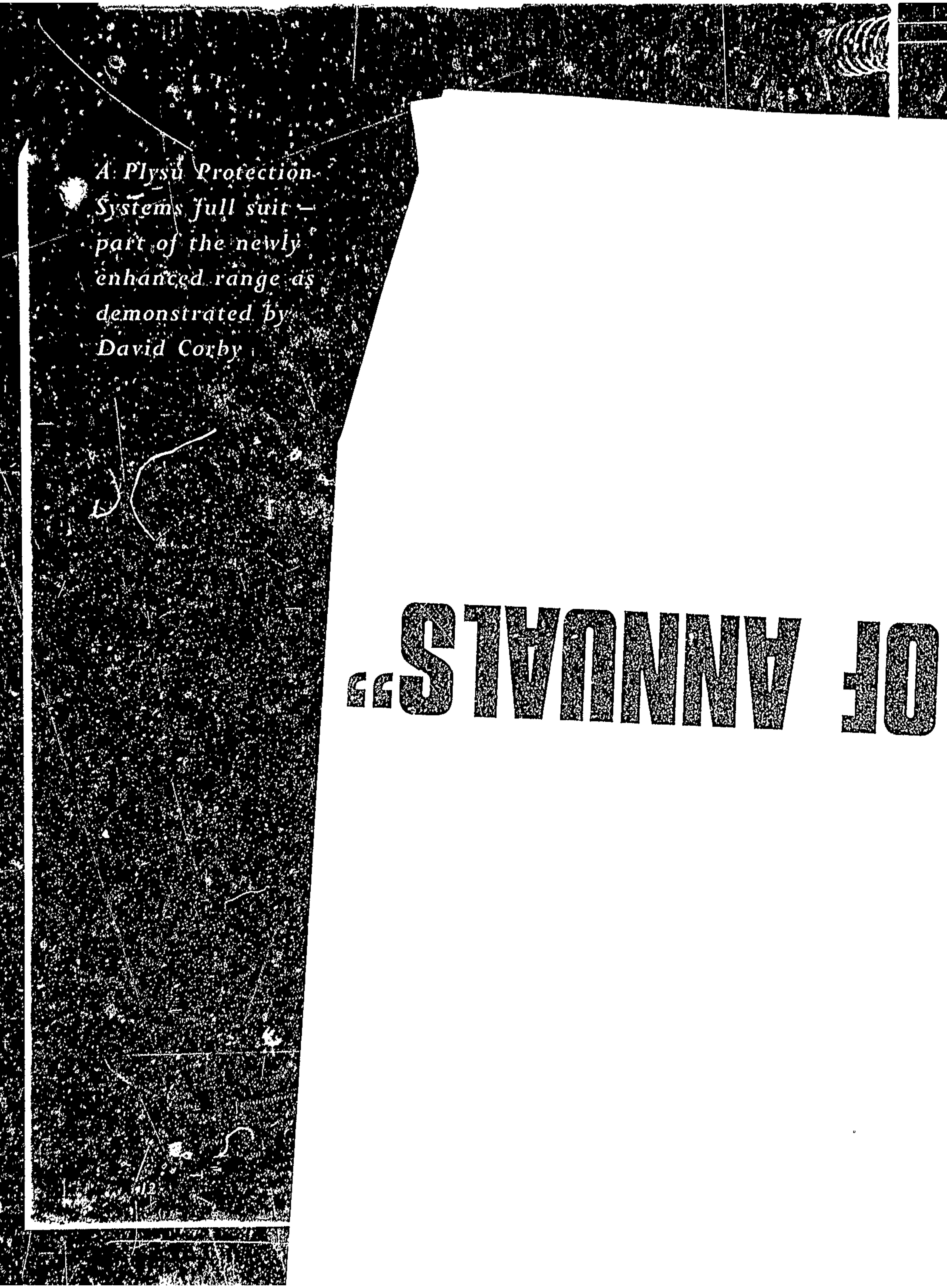
M.V.S. Macintyre
Managing director
27th May 1993





Computer imaging technology, used at Kempston, ensures exceptionally high standards of quality control during the manufacture of closures. Roy Guymer and Jacky Ball are seen here supervising the process

Plysu's laboratory is one of the few that can test bottles to full United Nations standards. Ivana Beddall is the laboratory technician drop testing this 20l. RS2



A Plysu Protection Systems full suit – part of the newly enhanced range as demonstrated by David Corby

FIVE-YEAR RECORD

	1989 (53 weeks) £000	1990 £000	1991 £000	1992 £000	1993 £000
	Years ended 31st March				
Group turnover					
UK					
Containers	40,823	42,711	47,190	46,336	47,574
Housewares	7,657	7,690	7,898	8,455	7,319
Other	1,361	1,411	1,511	1,604	1,661
	49,841	51,812	56,599	56,395	56,554
Continental Europe	4,648	6,768	8,666	9,635	29,878
Total	54,489	58,580	65,265	66,030	86,432
Employee profit share scheme allocation	50	–	200	250	–
Depreciation	4,181	5,033	5,441	5,912	7,701
Interest payable (net)	854	1,503	1,035	364	51
Group profit before tax	6,815	5,508	7,522	9,473	10,808
Expenditure on fixed assets and moulds	12,163	4,475	5,610	6,183	12,274
Earnings per share	11.5p	8.6p	11.4p	13.9p	15.3p
Dividends per share	2.85p	3.5p	4.5p	6.0p	7.0p
Shareholders' funds	26,553	29,037	31,865	35,534	53,033

Under FRS3 the results for 1993 of acquired businesses are disclosed in the consolidated profit and loss account on page 21. There were no acquired businesses in the years 1989 to 1992.

DIRECTORS & OFFICERS

Directors

	Age	Year of appointment
Charles Sidney James Summerlin *(Non-executive chairman)*	74	1945
Malcolm Valentine Strickland Macintyre CEng *(Managing director)*	50	1982
Jonathan Robert Hill BSc(Eng) *(Engineering director)*	49	1985
Stephen Spencer Nobbs FCA *(Financial director)*	44	1987
Nicholas David Templeton-Ward BA *(Sales and marketing director)*	42	1991
Frederick Max St. Lawrence Bircher *(Non-executive director)*	60	1991
Alan Bernard Brooker JP DL FCA *(Non-executive director)*	61	1988

Secretary
Harry Stephenson Arnold FCA ATII

Auditors
KPMG Peat Marwick
Norfolk House
499 Silbury Boulevard
Central Milton Keynes
Buckinghamshire
MK9 2HA

Registered office
120 Station Road
Woburn Sands
Milton Keynes
Buckinghamshire
MK17 8SE
Tel: (0908) 582311
Registered number: 400002

Registrars and transfer office
Barclays Bank plc
Bourne House
34 Beckenham Road
Beckenham
Kent BR3 4TU

A statement of all transactions by each director of the company and his family interests in the ordinary shares of the company during the 12 months prior to the date of this notice, together with copies of all directors' service contracts, will be available for inspection during normal business hours at the company's registered office until the date of the annual general meeting. This statement will also be available for inspection at the Brewery Conference Centre on the day of the annual general meeting from 11.45am until the conclusion of the meeting.

The directors present their report together with the financial statements for the year ended 31st March 1993.

Dividends and group profit
An interim dividend of 2.0p (1.65p) per share was paid on 4th February 1993. A final dividend of 5.0p (4.35p) is proposed to be paid on 20th July 1993 to holders of ordinary shares on the register at the close of business on 18th June 1993. If approved this will result in a total dividend for the year of 7.0p (6.0p).

Dividends account for £3.32m of the profit on ordinary activities after taxation and the remaining £3.81m is added to group reserves as retained profit for the year.

Fixed assets
Information relating to tangible fixed assets is given in note 10 to the financial statements.

The directors are of the opinion that the market value of land and buildings is in excess of the net book value shown in the financial statements.

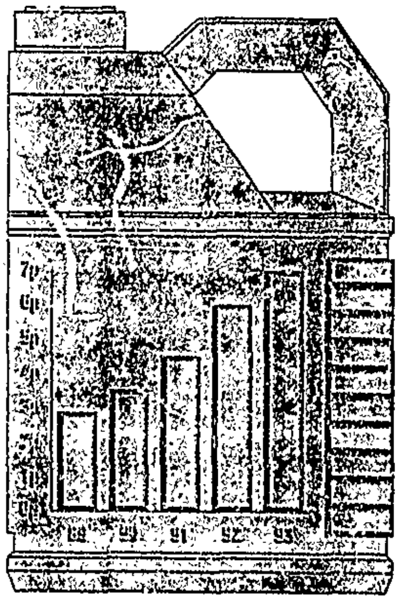
Share capital
25,329 ordinary shares were issued to employees under the terms of the Plysu Savings-Related Share Option Scheme and 48,400 ordinary shares were issued under the terms of the Plysu Executive Share Option Scheme. 3,852,359 shares were issued as part of the consideration for the acquisition of the SEP group of companies.

Employee share schemes
There are three schemes under which employees may have an interest in the share capital of the company:

(a) Plysu Employee Profit Share Scheme
The total number of shares now held in trust for employees is 318,462. No allocation was made to the scheme this year (1992: £250,000).

(b) Plysu Savings-Related Share Option Scheme (SAYE Scheme)
During the year the company has granted options to employees under the terms of this Scheme on 91,347 shares at an option price of 239p each. The total of options granted at 31st March 1993 was on 474,058 shares at option prices between 113.3p and 239p exercisable by 1999.

(c) Plysu Executive Share Option Scheme (ESO Scheme)
During the year the company has granted options on 499,290 shares at 240p per share. The total of options granted at 31st March 1993 was on 925,190 shares exercisable by 2002 at option prices of 148.3p and 240p.



Dividends per share

Earnings per share

The earnings per share on a fully diluted basis are not materially different from the earnings per share on a normal basis.

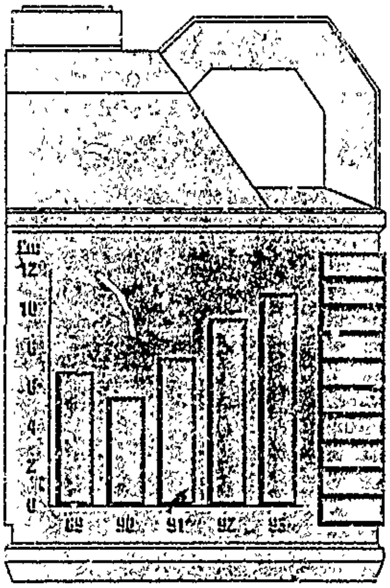
Employees

It is the company's policy that disabled people should have the same consideration as others for all job vacancies for which they apply as suitable candidates. Depending on their skills and abilities, the disabled have the same career prospects and opportunities for promotion as other employees.

There is consultation with employees through works councils which were established for just such purposes in 1980. The councils meet at regular intervals and are normally attended by one or more directors.

Political and charitable donations

The group made no political donations during the year. Donations to UK charities amounted to £4,000 (1992: £3,000).



Profit before tax

Directors

The names of the directors at the end of the year are set out on page 14. Their interests in the ordinary shares of the company at 31st March 1993 and 28th May 1993 were as shown in the table opposite.

R.E. Gordon resigned as a director on 12th November 1992.

C.S.J. Summerlin was the co-founder of Plysu in 1945 and has been chairman of the group since 1974. He is a member of the Remuneration and Audit Committees.

F.M.St.L. Bircher is chairman of the Remuneration Committee and a member of the Audit Committee. He is an executive director of Powell Duffryn plc, with responsibility for the group's worldwide engineering interests.

A.B. Brooker is chairman of the Audit Committee and a member of the Remuneration Committee. He is chairman of Kode International Plc and of E T Heron & Co Ltd and vice-chairman of Provident Financial Plc. He is also a director of Aukett Associates Plc, Addison Worldwide Ltd and East Anglian Daily Times Ltd.

Mr M.V.S. Macintyre, Mr J.R. Hill, Mr S.S. Nobbs and Mr N.D. Templeton-Ward have service contracts expiring on 31st December 1995. No other director has a service contract.

Corporate governance

The directors give their full support to the recommendations of the Cadbury Committee on corporate governance and are implementing the committee's Code of Best Practice. Except for four, all of the Code's 19 requirements have been progressively implemented over the period since it was published in December 1992. Two of the remaining requirements, dealing with the definition of decisions reserved for the board and access by board members to independent professional advice, are currently being implemented by the board. The remaining two requirements cannot be adopted until further guidance is published.

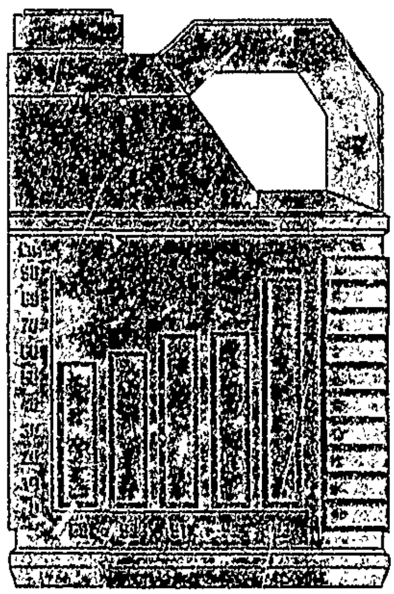
Directors' interests

	1993		*1992*	
	Ordinary shares	*Ordinary shares under option*	*Ordinary shares*	*Ordinary shares under option*
C.S.J. Summerlin	2,779,664	–	2,834,664	-
C.S.J. Summerlin (non-beneficial)	1,075,788	–	1,075,788	–
M.V.S. Macintyre	8,163	108,032	7,623	102,500
M.V.S. Macintyre (non-beneficial)	318,462	–	–	–
J.R. Hill	3,194	107,882	2,654	103,882
S.S. Nobbs	16,596	118,516	16,056	114,516
S.S. Nobbs (non-beneficial)	318,462	–	–	–
N.D. Templeton-Ward	–	110,000	–	100,000
F.M.St.L. Bircher	600	–	600	–
A.B. Brooker	2,000	–	2,000	–
R.E. Gordon	(resigned 12.11.92)		1,891,581	18,091
R.E. Gordon (non-beneficial)			887,937	–

The shares under option are part of the Plysu Executive Share Option Scheme.

Interests of 3% or more in the share capital as notified to the company at 28th May 1993

	1993	*1992*
Prudential Portfolio Managers Limited	3,780,301 (8.0%)	2,751,601 (6.3%)
Gartmore Fund Managers Limited	2,405,500 (5.1%)	not notifiable
Postel Investment Management Limited	1,829,643 (3.9%)	1,720,620 (3.9%)
Norwich Union Investment Management Limited	1,825,675 (3.8%)	not notifiable
R.E. Gordon	1,534,256 (3.2%)	see above
Barclaytrust Channel Islands Limited	not notifiable	2,915,250 (6.7%)
Scottish Amicable Investment Managers Limited	not notifiable	1,689,022 (3.9%)
TSB Group plc	not notifiable	1,516,400 (3.5%)



Turnover

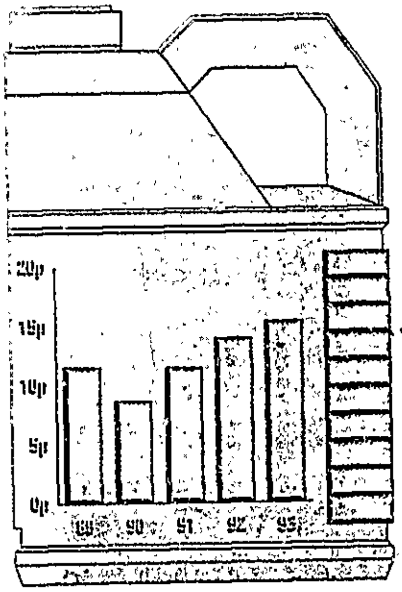
Auditors

In accordance with section 385 of the Companies Act 1985, a resolution for the re-appointment of KPMG Peat Marwick as auditors of the company is to be proposed at the forthcoming annual general meeting.

Directors' responsibilities in respect of the preparation of financial statements

The directors are required by company law to prepare financial statements which give a true and fair view of the state of affairs of the company and the group at the end of the financial year and of the profit of the group for the period to that date. The financial statements must be prepared in compliance with the required formats and disclosures of the Companies Act 1985 and with applicable accounting standards. In addition, the directors are required:

- to select suitable accounting policies and then apply them consistently;
- to make judgements and estimates that are reasonable and prudent;
- to take account of expenses and income relating to the period being reported on, whether or not they have been paid or received in that period;
- to prepare the financial statements on a going concern basis unless it is inappropriate to presume that the company will continue in business.



Earnings per share

The directors confirm that the financial statements comply with the above requirements. The directors are also responsible for maintaining adequate accounting records so as to enable them to ensure that the financial statements comply with the requirements of the Companies Act 1985, for safeguarding the assets of the group, and for preventing and detecting fraud and other irregularities.

Other information

No director had a material interest during the year in any significant contract with the company or any subsidiary.

By order of the board

H.S. Arnold

Secretary

28th May 1993

REPORT OF THE AUDITORS

To the members of Plysu plc

We have audited the financial statements on pages 20 to 34.

Respective responsibilities of directors and auditors
As described on page 18, the company's directors are responsible for the preparation of the 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 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 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 31st March 1993 and of the profit of the group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG Peat Marwick

KPMG Peat Marwick
Chartered Accountants
Registered Auditors
Milton Keynes
16th June 1993

GROUP ACCOUNTING POLICIES

1. Financial statements
The financial statements have been prepared under the historical cost convention, modified to include the revaluation of certain land and buildings, and in accordance with the Companies Act 1985 and applicable accounting standards.

The financial statements have been prepared in compliance with Financial Reporting Standard 3 – 'Reporting Financial Performance'.

2. Consolidation
The consolidated financial statements incorporate the accounts of the company and all its subsidiaries. Advantage is taken of the exemption provided by Section 230 of the Companies Act 1985 and a separate profit and loss account of Plysu plc is not presented. The results of the company are disclosed in Note 18. The consolidated financial statements include the results and retained reserves of the wholly owned subsidiaries based on their audited financial statements for the year ended 31st March 1993.

3. Depreciation
Depreciation is provided to write off the cost or valuation of tangible fixed assets over their estimated useful economic lives as follows:

Straight line		*Reducing balance*	
Freehold buildings	50 years	Motor vehicles	25% to 33% per year
Plant and machinery	5 to 10 years		
Moulds	2 to 5 years	*No depreciation is provided on freehold land.*	

4. Stocks
Stocks are valued at the lower of cost and net realisable value. In determining the cost of raw materials, consumables and goods for resale, the average purchase price is used. For work in progress and finished goods, cost is taken as production cost which includes an appropriate proportion of overheads.

5. Taxation
The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Provision for deferred taxation is made if it is probable that such deferred taxation will be payable in the foreseeable future.

6. Foreign currencies
The attributable profits of overseas subsidiaries are translated into sterling at the average rate for the year and their assets and liabilities are translated at the rate ruling at the balance sheet date. The exchange differences arising are taken directly to reserves.

7. Pension costs
The company operates pension schemes in the UK providing benefits based on final pensionable pay. The assets of the schemes are held separately from those of the company. Contributions to the schemes are charged to the profit and loss account so as to spread the cost of pensions over employees' working lives with the company. The subsidiary companies in the Netherlands and Belgium operate pension schemes based upon final pensionable pay, the contributions to which are paid to an insurance company.

8. Government assistance
Government assistance is credited to the profit and loss account evenly during the development phase of the project to which it relates.

9. Leases
Rental charges for the group's operating leases are charged to the profit and loss account.

10. Research and development
The research and development costs of new products and services are written off in the year of expenditure except for projects where recovery is reasonably certain, in which case development costs are capitalised and amortised over the period expected to benefit from the development.

CONSOLIDATED CASH FLOW STATEMENT

for the year ended 31st March 1993

	1993		1992	
	£000	£000	£000	£000
Net cash flow from operating activities		18,424		18,652
Returns on investments and servicing of finance				
Interest received	287		30	
Interest paid	(338)		(394)	
Dividends paid	(2,841)		(2,084)	
Net cash outflow from returns on investments and servicing of finance		(2,892)		(2,448)
Taxation				
UK corporation tax paid	(3,240)		(2,604)	
Overseas tax paid	(1,409)		(190)	
Tax paid		(4,649)		(2,794)
Investing activities				
Purchase of tangible fixed assets	(12,274)		(6,183)	
Purchase of subsidiary undertakings (net of cash and cash equivalents acquired) – see note 19	72		–	
Sale of plant and machinery	161		118	
Net cash outflow from investing activities		(12,041)		(6,065)
Net cash (outflow)/inflow before financing		(1,158)		7,345
Financing				
Issue of ordinary share capital	(100)		(112)	
Costs of issue of new shares	125		–	
New unsecured loan repayable in 1994	(3,000)		–	
Repayments of amounts borrowed	379		5,897	
Net cash (inflow)/outflow from financing		(2,596)		5,785
Increase in cash and cash equivalents		1,438		1,560
		(1,158)		7,345

Details relating to the consolidated cash flow statement are given in note 20 on page 33.

BALANCE SHEET

as at 31st March 1993

	Notes	1993 £000	1993 £000	1992 £000	1992 £000
Fixed assets					
Tangible assets	10		34,115		31,706
Investments	11		14,856		982
			48,971		32,688
Current assets					
Stocks	12	3,456		3,519	
Debtors	13	12,329		10,949	
Cash		684		851	
		16,469		15,319	
Creditors					
Amounts falling due within one year	14	(16,084)		(15,117)	
Net current assets			385		202
Total assets less current liabilities			49,356		32,890
Creditors					
Amounts falling due after more than one year	14		(3,000)		–
Provisions for liabilities and charges	15-16		(938)		(844)
			45,418		32,046
Capital and reserves					
Called up share capital	17		4,743		4,350
Share premium account	18		88		121
Merger reserve	18		10,329		–
Profit and loss account	18		30,258		27,575
			45,418		32,046

These financial statements were approved by the board of directors on 28th May 1993 and were signed on its behalf by:

M.V.S. Macintyre
Managing director
28th May 1993

CONSOLIDATED BALANCE SHEET

as at 31st March 1993

	Notes	1993 £000	1993 £000	1992 £000	1992 £000
Fixed assets					
Tangible assets	10		52,645		35,648
Current assets					
Stocks	12	5,659		3,806	
Debtors	13	19,603		13,351	
Cash		4,314		853	
		29,576		18,010	
Creditors					
Amounts falling due within one year	14	(24,022)		(17,264)	
Net current assets			5,554		746
Total assets less current liabilities			58,199		36,394
Creditors					
Amounts falling due after more than one year	14		(3,675)		–
Provisions for liabilities and charges	15-16		(1,491)		(860)
			53,033		35,534
Capital and reserves					
Called up share capital	17		4,743		4,350
Share premium account	18		88		121
Merger reserve	18		9,821		–
Profit and loss account	18		38,381		31,063
			53,033		35,534

These financial statements were approved by the board of directors on 28th May 1993 and were signed on its behalf by:

M.V.S. Macintyre
Managing Director
28th May 1993

CONSOLIDATED PROFIT AND LOSS ACCOUNT

for the year ended 31st March 1993

		1993		1993	1992
		Continuing operations		Total	Total as restated
			Acquisitions		
	Notes	£000	£000	£000	£000
Turnover	1	67,597	18,835	86,432	66,030
Cost of sales		(46,993)	(13,787)	(60,780)	(46,092)
Gross profit		20,604	5,048	25,652	19,938
Net operating expenses	2	(11,086)	(3,715)	(14,801)	(10,079)
Operating profit	3-5	9,518	1,333	10,851	9,859
Profit/(loss) on sale of tangible fixed assets		(27)	35	8	(22)
Profit on ordinary activities before interest		9,491	1,368	10,859	9,837
Interest receivable				287	30
Interest payable	6			(338)	(394)
Profit on ordinary activities before taxation				10,808	9,473
Taxation on profit on ordinary activities	7			(3,678)	(3,426)
Profit on ordinary activities after taxation				7,130	6,047
Appropriated for dividends paid and proposed	8			(3,320)	(2,611)
Retained profit for the year	18			3,810	3,436
Earnings per fully paid ordinary share	9			15.3p	13.9p

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
for the year ended 31st March 1993

	1993 £000	1992 £000
Profit on ordinary activities after taxation	7,130	6,047
Exchange gains on foreign currency net investments	3,508	121
Total recognised gains for the financial year	10,638	6,168

NOTE OF HISTORICAL COST PROFITS AND LOSSES
for the year ended 31st March 1993

	1993 £000	1992 £000
Profit on ordinary activities before taxation	10,808	9,473
Difference between the historical cost depreciation charge and the actual depreciation charge for the year calculated on the revalued amount	14	14
Historical cost profit on ordinary activities before taxation	10,822	9,487
Historical cost profit for the year retained after taxation and dividends	3,824	3,450

RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS
for the year ended 31st March 1993

	1993 £000	1992 £000
Profit on ordinary activities after taxation	7,130	6,047
Dividends	(3,320)	(2,611)
Other recognised gains and losses related to the year (net)	3,508	121
New share capital issued	393	14
Share premium on new share capital	92	98
Merger reserve arising on new shares	10,329	–
Costs of share issue written off to share premium	(125)	–
Goodwill written off in the year	(508)	–
Net additions to shareholders' funds	17,499	3,669
Opening shareholders' funds	35,534	31,865
Closing shareholders' funds	53,033	35,534

NOTES TO THE FINANCIAL STATEMENTS

1. Turnover and operating assets

Classes of business

	Containers and other activities		*Housewares*		*Group*	
	1993	*1992*	*1993*	*1992*	*1993*	*1992*
	£000	£000	£000	£000	£000	£000
Turnover						
Total sales	80,402	58,948	10,534	10,907	90,936	69,855
Inter-division sales	(1,289)	(1,372)	(3,215)	(2,453)	(4,504)	(3,825)
Sales to third parties	79,113	57,576	7,319	8,454	86,432	66,030
Operating assets						
Divisional operating assets	52,011	29,535	6,188	6,859	58,199	36,394

Geographical segments

	1993	*1992*
	£000	£000
Turnover by destination		
United Kingdom	56,622	55,235
The Netherlands	12,986	3,343
Belgium	12,640	4,179
Rest of Europe	4,010	3,112
Rest of the world	174	161
Group	86,432	66,030

	Total sales		*Inter-divisional sales*		*Sales to third parties*	
	1993	*1992*	*1993*	*1992*	*1993*	*1992*
	£000	£000	£000	£000	£000	£000
Turnover by origin						
United Kingdom	59,621	59,643	(1,437)	(1,623)	58,184	58,020
The Netherlands	14,302	8,010	(54)	–	14,248	8,010
Belgium	14,097	–	(97)	–	14,000	–
Group	88,020	67,653	(1,588)	(1,623)	86,432	66,030

	1993	*1992*
	£000	£000
Operating assets		
United Kingdom	33,720	32,835
The Netherlands	13,288	3,559
Belgium	11,191	–
Group	58,199	36,394

Operating results by class of business and geographical segment have not been disclosed as, in the opinion of the directors, this would be seriously prejudicial to the interests of the group.

The acquisition of the SEP Group has increased the sales to third parties and operating assets of *Containers and other activities* by £18,835,000 and £17,170,000 respectively in 1993. Turnover by origin in the Netherlands has increased by £6,033,000 and in Belgium by £12,802,000 as a result of the SEP acquisition. All of the operating assets in Belgium relate to SEP.

NOTES TO THE FINANCIAL STATEMENTS

continued

2. Operating expenses

	1993 Continuing operations		1993 Total	1992 Total as restated
		Acquisitions		
	£000	£000	£000	£000
Distribution costs	4,740	963	5,703	4,244
Administration charges	6,346	2,752	9,098	5,835
	11,086	3,715	14,801	10,079

Note: The 1992 comparative figures have been restated by reclassifying £776,000 of costs from cost of sales to distribution costs and £22,000 from administrative charges to a separate heading. These changes are to reflect more accurately the nature of these costs and to comply with FRS3.

3. Operating profit

	1993	1992
Stated after charging:	£000	£000
Depreciation on tangible fixed assets	7,701	5,912
Auditors' remuneration		
Audit fees	75	50
Non-audit fees (see note below)	21	19
Contribution to Employee Profit Share Scheme	–	250
Charges under operating leases	206	558

Note: A further £182,000 of auditors' remuneration (non-audit fees) was incurred in respect of the acquisition of the SEP Group and is included in acquisition costs (see note 19).

4. Staff costs (including directors' emoluments)

Wages and salaries	21,775	16,122
Social security costs	3,960	1,332
Company's contribution to employees' pension funds	556	455
	26,291	17,909

Average number of employees involved in:	*Numbers*	*Numbers*
Production	1,321	1,027
Administration, sales and distribution	320	244
	1,641	1,271

NOTES TO THE FINANCIAL STATEMENTS
continued

	1993	1992
5. Directors' emoluments	£000	£000
Fees	71	59
Emoluments, including pension contributions	412	392
Compensation for loss of office	316	–
	799	451
The emoluments, excluding pension contributions, of:		
The chairman	45	43
The highest paid director	86	110

The number of directors whose emoluments, excluding pension contributions, fell in each £5,000 bracket was as follows:

	Numbers	Numbers
£10,001 – £15,000	–	2
£15,001 – £20,000	2	–
£40,001 – £45,000	1	1
£55,001 – £60,000	–	1
£60,001 – £65,000	1	2
£65,001 – £70,000	1	1
£70,001 – £75,000	1	–
£80,001 – £85,000	1	–
£85,001 – £90,000	1	–
£110,001 – £115,000	–	1

6. Interest payable	£000	£000
Interest on overdrafts and bank loans wholly repayable within five years	338	394
7. Taxation on profit for the year on ordinary activities		
UK corporation tax at 33% (1992:33%)	2,722	3,087
Adjustment in respect of previous year	96	19
Overseas tax	828	308
	3,646	3,414
Transfer to deferred tax	32	12
	3,678	3,426
8. Dividends on the fully paid ordinary shares		
Interim of 2.0p (1.65p) paid 4th February 1993	948	718
Proposed final of 5.0p (4.35p) payable 20th July 1993	2,372	1,893
	3,320	2,611
9. Earnings per share		
Earnings per fully paid ordinary share are calculated by dividing the profit attributable to ordinary shareholders of £7,130,000 (1992: £6,047,000) by 46,492,371 (1992: 43,415,010), the average number of ordinary shares in issue during the year.	15.3p	13.9p

10. Tangible fixed assets	Freehold land and buildings	Plant and machinery	Total
Group	£000	£000	£000
Cost or valuation			
At 31st March 1992	14,655	54,702	69,357
Exchange rate adjustments	1,921	4,965	6,886
On acquisition of subsidiaries	7,476	16,020	23,496
Additions	1,547	10,727	12,274
Disposals	–	(1,362)	(1,362)
At 31st March 1993	25,599	85,052	110,651

NOTES TO THE FINANCIAL STATEMENTS
continued

10. Tangible fixed assets (continued)

	Freehold land and buildings £000	Plant and machinery £000	Total £000
Depreciation			
At 31st March 1992	(1,208)	(32,501)	(33,709)
Exchange rate adjustments	(425)	(3,412)	(3,837)
On acquisition of subsidiaries	(1,995)	(11,901)	(13,896)
Charge for year	(383)	(7,318)	(7,701)
Disposals	–	1,137	1,137
At 31st March 1993	(4,011)	(53,995)	(58,006)
Net book value			
At 31st March 1992	13,447	22,201	35,648
At 31st March 1993	21,588	31,057	52,645
Company			
Cost or valuation			
At 31st March 1992	12,651	48,901	61,552
Additions	975	6,966	7,941
Disposals	–	(1,089)	(1,089)
Transfers to group companies	–	(509)	(509)
At 31st March 1993	13,626	54,269	67,895
Depreciation			
At 31st March 1992	(1,138)	(28,708)	(29,846)
Charge for year	(211)	(5,027)	(5,238)
Disposals	–	936	936
Transfers to group companies	–	368	368
At 31st March 1993	(1,349)	(32,431)	(33,780)
Net book value			
At 31st March 1992	11,513	20,193	31,706
At 31st March 1993	12,277	21,838	34,115

Details of revalued assets of the group	1993 £000	1992 £000
Land and buildings at 1978 valuation	2,895	2,895
Aggregate depreciation thereon	(602)	(562)
Net book value	2,293	2,333
Historical cost of revalued assets	1,381	1,381
Aggregate depreciation based thereon	(479)	(453)
Net book value based on historical cost	902	928

11. Fixed asset investments

Company		
Ordinary shares in unlisted wholly owned subsidiaries	5,978	982
Loans to subsidiary undertakings	8,878	–
At 31st March	14,856	982

Details of the company's trading subsidiaries can be found on page 37. The increase of £13,874,000 is in respect of the acquisition of the SEP Group (including acquisition costs) as shown within note 19.

NOTES TO THE FINANCIAL STATEMENTS
continued

	The group 1993 £000	The group 1992 £000	The company 1993 £000	The company 1992 £000
12. Stocks				
Raw materials and consumables	3,023	2,481	2,228	2,279
Work in progress	303	189	189	189
Finished goods	2,333	1,136	1,039	1,051
	5,659	3,806	3,456	3,519
13. Debtors				
Due within one year				
Trade debtors	17,279	12,768	42	135
Amounts owed by subsidiary companies	–	–	11,400	10,700
Other debtors	1,832	406	808	39
Prepayments and accrued income	492	177	79	75
	19,603	13,351	12,329	10,949
14. Creditors				
Amounts falling due within one year				
Bank loans and overdrafts	2,565	481	958	–
Trade creditors	11,340	8,252	7,620	7,157
Amounts due to subsidiary companies	–	–	270	98
Other taxes and social security	2,025	1,944	1,198	1,854
Corporation tax	2,977	3,590	2,667	3,225
Other creditors and accruals	2,743	1,104	999	890
Proposed dividend	2,372	1,893	2,372	1,893
	24,022	17,264	16,084	15,117
Amounts falling due after more than one year				
Bank loans repayable within five years	3,553	–	3,000	–
Other creditors	122	–	–	–
	3,675	–	3,000	–

All loans are unsecured except for £1,086,000 in respect of loans existing in the SEP Group at acquisition which are secured on the freehold of the Gent factory. £3,330,000 of bank loans falling due after more than one year are repayable between one and two years.

15. Provisions for liabilities and charges	Deferred taxation £000	Reorganisation provisions £000	Total £000
Group			
Balance at 1st April 1992	860	–	860
Established upon acquisition of SEP Group	42	755	797
Exchange rate adjustments	8	82	90
Profit and loss account	32	(252)	(220)
Movement on ACT recoverable	(36)	–	(36)
Balance at 31st March 1993	906	585	1,491
Company			
Balance at 1st April 1992	844	–	844
Established upon acquisition of SEP Group	–	212	212
Profit and loss account	32	(114)	(82)
Movement on ACT recoverable	(36)	–	(36)
Balance at 31st March 1993	840	98	938

NOTES TO THE FINANCIAL STATEMENTS
continued

16. Deferred taxation

	1993 Provided £000	1993 Unprovided £000	1992 Provided £000	1992 Unprovided £000
Group				
Accelerated capital allowances	1,573	2,102	1,491	2,055
Advance corporation tax	(667)	–	(631)	–
	906	2,102	860	2,055
Company				
Accelerated capital allowances	1,507	2,102	1,475	2,055
Advance corporation tax	(667)	–	(631)	–
	840	2,102	844	2,055

17. Share capital of the company

	1993 £000	1992 £000
Authorised		
At 31st March: 54 million ordinary shares of 10p each (1992: 47.5 million)	5,400	4,750
Allotted, called up and fully paid		
At 31st March 1992: 43,500,002 ordinary shares of 10p each	4,350	
73,729 shares issued on exercise of options	8	
3,852,359 shares issued on acquisition of the SEP Group	385	
At 31st March 1993: 47,426,090 ordinary shares of 10p each	4,743	

Details of share options are given in the report of the directors.
Note: The company's adjusted share price for capital gains tax purposes on 31st March 1982 was 35.97p before indexation.

18. Reserves

	Share premium account £000	Merger reserve £000	Profit and loss account £000	Total £000
Group				
Opening balance at 1st April 1992	121	–	31,063	31,184
Retained profit for the year	–	–	3,810	3,810
Premium on issue of shares (nominal value £393,000)	92	10,329	–	10,421
Goodwill written off in the year	–	(508)	–	(508)
Costs of share issue written off to share premium	(125)	–	–	(125)
Currency translation differences on foreign currency net investments	–	–	3,508	3,508
Closing balance at 31st March 1993	88	9,821	38,381	48,290
Company				
Opening balance at 1st April 1992	121	–	27,575	27,696
Retained profit for the year	–	–	2,683	2,683
Premium on issue of shares	92	10,329	–	10,421
Costs of share issue written off to share premium	(125)	–	–	(125)
Closing balance at 31st March 1993	88	10,329	30,258	40,675

19. Purchase of subsidiary undertakings

	On acquisition £000	*Fair value adjustments* £000	*Fair value net assets* £000
Net assets acquired of SEP Group			
Tangible fixed assets	4,970	4,630	9,600
Stocks	1,426		1,426
Debtors	5,178		5,178
Cash at bank and in hand	2,954		2,954
Bank loans	(1,237)		(1,237)
Creditors	(3,834)	76	(3,758)
Deferred tax	(42)		(42)
Other provisions	–	(755)	(755)
Net assets	9,415	3,951	13,366
Goodwill			508
Purchase consideration			13,874
The purchase consideration was financed as follows:			
Issue of shares and deferred consideration			10,992
Cash			2,535
Acquisition costs		472	
Less: written off to share premium		(125)	347
			13,874

Analysis of the net inflow of cash and cash equivalents in respect of the purchase of subsidiary undertakings	£000
Cash consideration (including acquisition costs)	2,882
Cash at bank and in hand acquired	(2,954)
Net inflow of cash and cash equivalents	(72)

On 23rd June 1992 Plysu completed the acquisition of all of the issued share capital of the SEP Group. The SEP Group comprises Sep Nederland B.V., Sep N.V. and Semco BVBA. The acquired companies had common ownership, activities and management and have therefore been treated as a single acquisition.

The consideration for the SEP Group was financed by 832,121 Plysu ordinary shares at a premium of 275p per share, of which 97,641 remain unissued as deferred consideration, a placing of 3,117,879 Plysu ordinary shares at a premium of 266.5p per share and £2.5m in cash. The premium on the issue of these shares created a merger reserve of £10.3m under the merger relief provisions of the Companies Act 1985.

A fair value provision of £755,000 was established on acquisition to cover the future costs of reorganisation within the group. A second adjustment of £4,630,000 was also made on acquisition to revalue the acquired freehold land and buildings to fair value.

The acquisition has been accounted for using acquisition accounting principles; goodwill on consolidation has been written off against reserves.

NOTES TO THE FINANCIAL STATEMENTS
continued

20. Notes to the cash flow statement

Reconciliation of operating profit to net cash inflow from operating activities	1993 £000	1992 £000
Operating profits	10,851	9,859
Depreciation charges	7,701	5,912
(Increase)/decrease in stocks	(78)	642
Decrease/(increase) in debtors	670	(145)
(Decrease)/increase in creditors and provisions	(720)	2,384
Net cash inflow from operating activities	18,424	18,652

Analysis of changes in cash and cash equivalents	1993 £000	1992 £000
Balance at 1st April 1992	372	(1,194)
Net cash inflow before adjustments for the effect of foreign exchange rate changes	1,438	1,560
Effect of foreign exchange rate changes	473	6
Balance at 31st March 1993	2,283	372

Analysis of the changes in cash and cash equivalents as shown in the balance sheet	1993 £000	1992 £000	Change in year £000
Cash at bank and in hand	4 314	853	3,461
Bank overdrafts	(2,031)	(481)	(1,550)
	2,283	372	1,911

Analysis of changes in financing during the year	Share capital (including premium) £000	Loans £000
Balance at 1st April 1992	4,471	–
Net cash (outflows)/inflows from financing	(25)	2,621
Shares issued for non-cash consideration	385	–
Loans of subsidiary undertakings acquired during the year	–	1,237
Foreign exchange rate adjustments	–	229
Balance at 31st March 1993	4,831	4,087

The shares issued for non-cash consideration were due to the SEP acquisition detailed in notes 18 and 19.

NOTES TO THE FINANCIAL STATEMENTS

continued

	The group 1993 £000	The group 1992 £000	The company 1993 £000	The company 1992 £000
21. Commitments				
Capital expenditure				
Authorised by the directors and not provided for in the accounts:				
Committed	2,500	1,800	2,400	1,500
Not committed	3,750	7,500	2,750	6,000
Operating leases				
Commitments for payments in the next year for plant and machinery under operating leases expiring as follows:				
Within one year	76	176	17	134
Between two and five years	431	428	247	356
	507	604	264	490

22. Pension costs

UK schemes

As explained in the accounting policies set out on page 20, the group operated three pension schemes in the UK providing benefits based on final pensionable pay, contributions being charged to the profit and loss account so as to spread the cost of pensions over employees' working lives with the group. During the year two of these schemes were merged into one scheme.

Costs have been assessed in accordance with SSAP24. The contributions are determined by an independent qualified actuary on the basis of triennial valuations using the projected unit credit method of valuation. The most recent valuation was at 1st April 1992. The assumptions which have the most significant effect on the results of the valuation are those relating to the rate of return on investments and the rates of increase in salaries and pensions. It was assumed that investment returns would exceed the rate of increase in salaries by 2% and that pensions would increase in line with the rate of inflation up to a maximum of 5% in any one year.

The most recent actuarial valuation showed that the aggregate market value of the schemes' assets was £19,808,000 and that the actuarial value of those assets represented 167% of the benefits that had accrued to members after allowing for expected future increases in earnings.

Overseas schemes

Prior to the current year overseas schemes have been immaterial. The acquisition of overseas subsidiaries now means that there are pension schemes in Belgium and the Netherlands which are a material component of the consolidated global pension costs.

It has not been possible to transpose the cost and solvency of the foreign schemes onto methods and assumptions consistent with the requirements of SSAP24 for the production of these financial statements. As such for this year pension costs have been taken in line with the contributions paid to the local insurance companies who manage the schemes.

The group

The actuary has certified that the actuarial value as at 31st March 1993 of the assets of all the schemes are more than sufficient to cover the accrued liabilities to members based upon expected future increases in earnings.

The total pension charge for the group (including overseas schemes) was £556,000 (1992: £455,000).

Notice is hereby given that the 46th annual general meeting of Plysu plc will be held at The Brewery Conference Centre, Chiswell Street, London EC2 at 12.15 p.m. on 15th July 1993 for the following purposes:

1. To consider the company's financial statements and the reports of the directors and auditors for the year ended 31st March 1993.

2. To confirm the interim dividend of 2.0p per share paid on 4th February 1993 and to approve the proposed final dividend of 5.0p per share payable 20th July 1993.

3. To re-elect directors:

   (a) Mr. C.S.J. Summerlin, being over the age of 70, retires and offers himself for re-election.

   (b) Mr. A.B. Brooker retires in accordance with the articles of association and offers himself for re-election.

4. To consider and, if thought fit, to pass the following resolution which will be proposed as an ordinary resolution:

   That the directors be and are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 ('the Act') to exercise all or any of the powers of the company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £657,391 (but less any amount representing relevant securities allotted by the directors prior to the date of proposal of this resolution pursuant to the existing authority given to them pursuant to the ordinary resolution of the company passed on 15th July 1992), for a period expiring (unless previously renewed, varied or revoked by the company in general meeting) at the conclusion of the next annual general meeting of the company following the passing of this resolution, and to 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 pursuant to any such offer or agreement.

5. To consider and, if thought fit, to pass the following resolution which will be proposed as a special resolution:

   That, subject to the passing of resolution 1, the directors be and are hereby generally 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 pursuant to the authority conferred by resolution 1 as if section 89(1) of the Act did not apply to such allotment provided that this power:

   (a) shall expire fifteen months after the date of the passing of this resolution or at the conclusion of the next annual general meeting of the company following the passing of this resolution, whichever first occurs, save that the company may make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities pursuant to any such offer or agreement; and

(b) shall be limited to:

(i) allotments of equity securities where such securities have been offered (whether by way of a rights issue, open offer or otherwise) to holders of ordinary shares made in proportion (as nearly as may be) to their existing holdings of ordinary shares but subject to the directors having a right to make such exclusions or other arrangements in connection with such offering as they deem necessary or expedient:

(a) to deal with equity securities representing fractional entitlements; and

(b) to deal with legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory; and

(ii) other allotments of equity securities for cash up to an aggregate nominal amount of £217,500.

6. To appoint auditors and to authorise the directors to fix their remuneration.

7. To transact any other ordinary business of the company.

Every member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend, and, in a poll, vote in their stead.

A proxy need not be a member of the company. Completion of a form of proxy will not preclude a member from attending and voting in person.

120 Station Road, Woburn Sands, Milton Keynes, Buckinghamshire MK17 8SE	By order of the board H.S.Arnold *Secretary* 23rd June 1993

Explanatory note to shareholders: s.95 disapplication of pre-emption rights

The special resolution number 2 in the Notice of Meeting is to give directors authority to allot equity securities:

- in connection with a rights issue pro rata to the rights of existing shareholders; and
- for any other purpose provided that the aggregate value of such allotments does not exceed £217,500 (approximately 5% of the issued share capital). The disapplication of pre-emption rights will last until next year's annual general meeting or fifteen months after the passing of the resolution whichever is earlier. The directors will continue to be bound by guidelines which restrict the total number of shares issued for cash on a non-pre-emptive basis in any three year period to 7½% of the issued share capital.

GROUP DIRECTORY

Plysu plc and Plysu Central Services Woburn Sands Milton Keynes Buckinghamshire MK17 8SE	Tel: +44 (0)908 582311 Fax: +44 (0)908 585450	
Plysu Containers UK* Woburn Sands Milton Keynes Buckinghamshire MK17 8SE Tel: +44 (0)908 582311 Fax: +44 (0)908 585450	Todmorden Road Littleborough Lancashire OL15 9EG Tel: +44 (0)706 377744 Fax: +44 (0)706 379044	
Plysu Continental Singel 20 B-9000 Gent Belgium Tel: +32 (0)9 250 06 11 Fax: +32 (0)9 250 06 79	Haarlemmerstraatweg 73 1165 MK Halfweg The Netherlands Tel: +31 (0)2907-4341 Fax: +31 (0)2907-7024	Postbus 1080 6460 BB Kerkrade The Netherlands Tel: +31 (0)45-436643 Fax: +31 (0)45-436644
Plysu Dairy & Juice Interchange Park Newport Pagnell Buckinghamshire MK16 9PU Tel: +44 (0)908 210234 Fax: +44 (0)908 611519	Todmorden Road Littleborough Lancashire OL15 9EG Tel: +44 (0)706 377744 Fax: +44 (0)706 379044	Great Western Business Park Armstrong Way Yate Bristol BS17 5PR Tel: +44 (0)454 325532
Plysu Housewares Limited Wolseley Road Kempston Bedford MK42 7UD	Tel: +44 (0)234 841771 Fax: +44 (0)234 841037	
Plysu Protection Systems Limited Woburn Sands Milton Keynes Buckinghamshire MK17 8SE	Tel: +44 (0)908 582311 Fax: +44 (0)908 585450	

SUBSIDIARIES

Incorporated in Great Britain and registered in England and Wales	*Nature of business*
Plysu Containers Limited	Sale of moulded plastics containers
Plysu Housewares Limited	Sale of moulded plastics, housewares and garden products
Plysu Protection Systems Limited	Sale of protection systems
Incorporated in the Netherlands	
Plysu Continental Holdings B.V.	Overseas holding company
Plysu B.V. **Sep Nederland B.V.**	Sale of moulded plastics containers
Incorporated in Belgium	
Plysu N.V. **Sep N.V.** **Semco BVBA**	Sale of moulded plastics containers

All companies principally operate in their country of incorporation.