**CCN GROUP LIMITED** 

(Registration No. London 653331)

REPORT AND ACCOUNTS FOR THE YEAR ENDED 31 MARCH 1995



#### DIRECTORS REPORT

The directors present their report and the audited accounts for the year ended 31 March 1995.

#### DIRECTORS

The directors holding office during the year were as follows:-

Mr E M Barnes - Chairman Mr J Peace Mr D S Bird Mr J N Saunders Mr R M Aubrook Mr R J Webber Mrs J L Barber

On 3 April 1995 Mr I M Stewart was appointed a director.

#### **ACTIVITIES**

The company provides bureau and information services for consumer credit control, business information, direct marketing and credit card management.

In addition to the company's interests in overseas investments (see note 11), the company has branch operations in France, Italy, Spain and South Africa.

## BUSINESS REVIEW AND FUTURE DEVELOPMENTS

Both the level of business and the year end financial position were satisfactory and the directors expect that the level of activity will again be increased during the present year.

#### RESULTS AND DIVIDENDS

The results for the year are set out in the profit and loss account on page 4. A special interim dividend of £12,928,000 was paid on 31 March 1995. (1994: £NIL). The directors propose a final dividend of £6,240,000 (1994: £4,364,000). The balance of £6,688,000 was transferred from reserves (1994: £4,364,000 transferred to reserves).

#### **FIXED ASSETS**

Details of changes in the fixed assets of the company are shown in notes 10 and 11 to the accounts.

#### CHARITABLE DONATIONS

During the year the company made donations to United Kingdom charitable organisations amounting to £2,427 (1994: £1,363).

### **AUTHORITY FOR COMPANY TO PURCHASE OWN SHARES**

At the board meeting held on 29 July 1994 it was resolved that the company, under section 162 of the Companies Act 1985 could purchase certain of its own shares. In accordance with sections 160 and 162 of the same act the shares acquired were subsequently cancelled.

The company purchased during the year 4,784 ordinary shares having a nominal value of £4,784 (representing 0.97% of the company's share capital at 31 March 1994) for an aggregate consideration of £927,665. The shares were purchased and subsequently cancelled following the exercise of options by three directors in respect of the CCN Share Option Scheme, which has now expired.

### **DIRECTORS' REPORT (continued)**

### EMPLOYMENT OF DISABLED PERSONS

The company's policy and practice is to encourage and assist the employment of disabled people, their recruitment, training and promotion and the retention of employees who become disabled, having regard to the requirements and demands of employment opportunities which are available.

#### **EMPLOYEE INVOLVEMENT**

It has been the established practice of the company for many years by way of a formal corporate communications programme, together with staff meetings on a broader scale, to disclose to staff at all levels information on matters of concern to them as employees.

These activities are also an essential requirement of management in achieving a common awareness by all employees of the financial and economic factors affecting the performance of the company and will, as a matter of policy, continue to be so.

#### ENVIRONMENT

During the year the company continued to improve and develop environmental practice including among other things matters such as introducing energy saving lighting and the use of recycled products in respect of the purchase of stationery and other office equipment.

## STATEMENT OF DIRECTORS' RESPONSIBILITIES

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

The directors confirm that suitable accounting policies have been used and applied consistently and reasonable and prudent judgements and estimates have been made in the preparation of the financial statements for the year ended 31 March 1995. The directors also confirm that applicable accounting standards have been followed and that the financial statements have been prepared on the going concern basis.

The directors are responsible for keeping proper accounting records, for taking reasonable steps to safeguard the assets of the company, and to prevent and detect traud and other irregularities.

Registered office:

Talbot House Talbot Street Nottingham NG1 5HF

By order of the Board GA Young

Secretary

30 June 1995

## REPORT OF THE AUDITORS TO THE MEMBERS OF CCN GROUP LIMITED

We have audited the financial statements set out on pages 4 to 16.

## Respective responsibilities of directors and auditors

As described on page 2, 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 issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

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

#### Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the company at 31 March 1995 and of the profit and total recognised gains for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Coopers and Lybrand

Chartered Accountants and Registered Auditors

Nottingham

30 June 1995

# PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 1995

	Notes	1995 £'000	1994 £'000
TURNOVER - Continuing operations	2	77,884	SE 400
Cost of sales	~		65,499
GROSS PROFIT		(50,048)	<u>(44,654)</u>
		27,836	20,845
Distribution costs Administrative expenses		(5,428)	(4,131)
		(4,874) ———	(3,977)
OPERATING PROFIT - Continuing operations		17,534	12,737
Investment income Interest payable	3	1,653	1,435
Share of profit/(loss) of Associate Company	4	(539)	(938)
To the state of th		5	(12)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	5	10 650	40.000
Taxation		18,653	13,222
PROFIT FOR THE PROPERTY.	8	(6,173)	(4,494)
PROFIT FOR THE FINANCIAL YEAR		12,480	8,728
Dividends	9	(19,168)	(4,364)
RETAINED (LOSS)/PROFIT FOR THE YEAR	19		
	19	(6,688)	4,364
			<del></del>
STATEMENT OF TOTAL RECOGNISED GAINS & LOSSES		-	
Profit for the financial year		10.400	0.700
Prior year adjustment	22c	12,480 -	8,728 (155)
Total gains recognised since last annual report		12,480	8,573
,			

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

BALANCE SHEET AS AT 31 MARCH 1995				
	Notes	1995 2'000	1994 £'000	
FIXED ASSETS		2 000	2 000	
Tangible fixed assets investments	10 11	14,311 1,966	9,809 1,961	
CURRENT ASSETS		16,277	11,770	
Stocks and Work in Progress Debtors: amounts falling due within one year Debtors: amounts falling due after one year Cash at bank and in hand	12 13 14	1,895 32,535 1,111 4,260	2,268 38,839 596 3,432	
CURRENT LIABILITIES		39,801	45,135	
Creditors: amounts falling due within one year	15	(30,790)	(26,004)	
Net current assets		9,011	19,131	
TOTAL ASSETS LESS CURRENT LIABILITIES		25,288	30,901	
Creditors: amounts falling due after one year	16	(4,778)	(3,100)	
NET ASSETS		20,510	27,801	
CAPITAL AND RESERVES				
Called up share capital Share premium account Capital redemption reserve Profit and loss account	18 19 19 19	490 320 5 19,695	490 - - 27,311	
EQUITY SHAFEHOLDERS' FUNDS		20,510	27,801	

The financial statements on pages 4 to 16 were approved by the Board of Directors on 30 June 1995 and were signed on its behalf by:-

J Peace

Director

## NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 MARCH 1995

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom. The principal accounting policies, which are summarised below, have been consistently applied, except as noted in (b) below.

#### a) Basis of Accounting

The accounts have been prepared under the historical cost basis of accounting. As permitted by Section 228(1) of the Companies Act 1985, group accounts have not been included in these financial statements.

### b) Changes in Accounting Policies

The new UITF Abstract 6 'Accounting for post retirement benefits other than pensions' require the adoption of accounting policies which differ from those previously adopted by the company. Accordingly, the following changes have been made. Comparative figures have been amended where necessary for the changes.

With effect from 1 April 1993, the company has changed the method of accounting for post retirement health care for pensioners to reflect the total anticipated liability as assessed by qualified actuaries, in accordance with UITF Abstract 6. Previously such benefits were accounted for on the basis of cash payments made. Following the change in accounting policy, deferred taxation has been provided in full (see note 17 and 22).

#### c) Cash Flow Statement

The company is a wholly owned subsidiary of The Great Universal Stores Plc and the cash flows of the company are included in the consolidated cash flow statement of The Great Universal Stores Plc, consequently the company is exempt under the terms of Financial Reporting Standard Number 1 from publishing a cash flow statement.

#### d) Tangible Fixed Assets

Fixed assets are shown at cost.

Depreciation is provided at rates calculated to write off the cost, less estimated residual value, of each asset on a straight line basis over its expected useful life, as follows:

Plant and machinery

-20% to 331/3% per annum

Fixtures and fittings

-10% to 20% per annum

Leased assets

-over the period of the lease

#### e) Leased Assets

Fixed assets held under finance leases are capitalised. The finance charges are allocated using the actuarial method over the primary period of the lease at a constant rate of interest on the capital element outstanding.

#### f) Investments

Investments in group companies are valued at cost less any provisions necessary for permanent diminution in value.

The company's share of associated companies' profits/(losses) is included in the profit and loss account and its share of net assets is included in the balance sheet as an investment.

### g) Stocks and Work in Progress

Stocks and work in progress are stated at the lower of cost and net realisable value.

#### h) Deferred Taxation

Provision is made for deferred taxation on all timing differences. Deferred taxation assets, relating to the provision of employee pensions and post retirement benefits, are recognised where there is a reasonable probability that such assets will be realised in the foreseeable future.

#### i) Turnover

Turnover comprises the value of services (excluding value added tax) performed in the normal course of business.

### j) Pension Costs and Post Retirement Benefits

The company provides pension benefits to eligible employees through membership of a pension plan operated by its parent company. The plan has rules which specify the benefits to be paid and is financed accordingly with assets being held in independently administered funds. The cost of providing retirement benefits, which is based on pension costs across the group as a whole, is charged to profit and loss account over the expected period of employment in accordance with recommendations made by qualified actuaries.

The cost of providing other post retirement benefits for pensioners is recognised on a basis similar to that adopted for pensions.

### k) Foreign Currency Translation

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the year end. Profits and losses on exchange arising in the normal course of trading and exchange differences arising on the translation of foreign currency balances are dealt with in the profit and loss account.

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#### 2 TURNOVER

An analysis of turnover by geographical market and the analysis of turnover and profit before taxation by class of business has not been given.

#### 3 INVESTMENT INCOME

		1333	1994
		£,000	£'000
	Interest receivable	1,653	1,338
	Dividends receivable	1,000	•
		<del></del>	<u>97</u>
		1,653	1,435
4	INTEREST PAYABLE	Plant Collection of the Collec	
		1995	1994
		£,000	£'000
	On finance leases		
		539	938

### 5 PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

Profit on ordinary activities before taxation is stated after charging:

Depreciation charge for the year	1995 £'000	1994 £'000
<ul> <li>tangible owned fixed assets</li> <li>tangible fixed assets held under finance lease</li> <li>Auditors' remuneration - Audit fee</li> <li>Auditors' remuneration - Other UK fees</li> <li>Staff costs (see Note 6)</li> </ul>	1,228 2,949 33 23 31,304	605 3,987 27 32 25,125
Operating leases: - property - plant & equipment	715 1,490	675 1,292

### 6 STAFF COSTS AND EMPLOYEES

Particulars of employees (including executive directors) are as shown below:

Staff costs during the year:

<b>. ,</b>	1995 Full	1995 Part	1994 Full	1994 Part
	time £'000	time £'000	time £'000	time £'000
Wages and salaries	27,858	295	22,211	252
Social security costs	2,625	20	2,152	23
Other pension costs	506	•	487	
	30,989	315	24,850	275
	<del></del>			

The average weekly number of persons employed by the company during the year was as follows:

		1995 Number employed		34 employed
	Full time	Part time	Full time	Part time
Production	1,196	72	1,074	64
Distribution/sales	132	-	84	
Administrative	34	-	28	-
	1,362	72	1,186	64

### 7 DIRECTORS REMUNERATION

Aggregate emoluments (excluding pension contributions) of the company's directors were:

	1995 £'000	1994 £'000
Management remuneration	806	1,516
Emoluments (excluding pension contributions) of the Chairman	141	66
Emoluments (excluding pension contributions) of the highest paid director	141	374

The number of directors (including the chairman and highest paid director) who received fees and other emoluments (excluding pension contributions) in the following ranges was:

	1995 Number	1994 Number
£15-001-£20,000		
£65,001-£70,000	-	1
£85,001-£90,000	-	1
£90,001–£95,000	<del>.</del>	1
£100,001-£105,000	1	-
£115,001—£120,000	2	-
£125,001—£130,000	2	-
	•	1
£130.001-£135,000	1	-
£140,001-£145,000	1	1
£215,001–£220,000		1
£310,001—£315,000		,
£315,001-£320,000	_	
£370,001-£375,000	-	1
•	•	7

The figures shown above represent emoluments earned during the relevant financial year, but also includes in 1994 bonuses payable after the year end to 4 directors in respect of the Phantom Share Option Scheme. Such bonuses were earned over the four year period from 1990/91 to 1993/94.

#### 8 TAXATION

UK Corporation tax at 33% (1994: 33%)	1995 £'000	1994 £'000
Current Deferred	6,123 197	4,517
Under/(Over) provision in prior years: Current		(53)
Deferred	5 /150\	(13)
Overseas tax	(152)	28 15
	6,173	4,494

9	DIVIDENDS				
	Ordinary:			1995 £'000	1994 £'000
	Special interim dividend paid Final - proposed			12,928 6,240	4,364
				19,168	4,364
10	TANGIBLE FIXED ASSETS				
		Plant and machinery £'000	Fixtures and fittings £'000	Leased assets £'000	Total £'000
	COST				
	At 1 April 1994 Additions Disposals Exchange adjustments	1,887 2,363 - -	4,541 1,426 (6) 1	30,724 4,893 (9167)	36,752 8,682 (9,173) 1
	At 31 March 1995	4,250	5,962	26,050	36,262
	DEPRECIATION				<del></del>
	At 1 April 1994 Charge for the year Disposals Exchange adjustments	188 715 -	2,753 513 (4) 1	24,002 2,949 (9,166)	26,943 4,177 (9,170) 1
	At 31 March 1995	903	3,263	17,785	21,951
	NET BOOK VALUE	<del></del>			
	At 31 March 1995	3,347	2,699	8,265	14,311
	At 31 March 1994	1,699	1,788	6,322	9,809

#### 11 FIXED ASSET INVESTMENTS

	Subsidiary undertakings	Associated undertakings	Other unquoted investments	Total investments
Shares at cost:	£'000	€,000	£'000 °	5,000
At 1 April 1994 Additions Share of profit/(loss) after tax	1,938 - -	22 - 5	1 - -	1,961 - 5
At 31 March 1995	1,938	27	1	1,966

The principal subsidiary undertakings, whose activities are the same as the company, are as follows:

CCN Asia Pacific Pty incorporated and registered in Australia, 100% owned.

CCN Group BV incorporated and registered in the Netherlands, 100% owned.

CCN Datacom BV incorporated and registered in the Netherlands, 100% owned.

CCN Marketing Systemen BV incorporated and registered in the Netherlands, 100% owned.

CCN Finance NV incorporated and registered in the Dutch Antilles, 100% owned.

Conet Corporate Communications Network GrnbH incorporated and registered in Germany, 100% owned.

CCN South Africa Pty incorporated and registered in South Africa, 70% owned.

### The principal associated undertakings are as follows:

CCN Verwaltungs GmbH incorporated and registered in Germany, 50% owned.

CCN Deutschland GmbH & Co KG incorporated and registered in Germany, 50% owned.

CCN Card Finanz GmbH incorporated and registered in Germany, 50% owned.

CCN MOSAIC Iberia SA incorporated and registered in Spain, 50% owned.

#### 12 STOCKS AND WORK IN PROGRESS

	1995 £'000	1994 £'000
Raw materials and consumables Work in Progress	129 1,766	84 2,184
	1,895	2,268

## 13 DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

		1995 £'000	1994 £'000
	Trade debtors  Due from ultimate parent undertaking  Due from subsidiary undertakings	13,365 13,848	12,868 21,209
	Due from fellow subsidiary undertakings	528	966
	Due from associated undertakings	410 343	191
	Prepayments and accrued income	4,041	157 3,448
		32,535	38,839
14	DEBTORS: AMOUNTS FALLING DUE AFTER ONE YEAR		
		1995	1994
		£'000	£'000
	Due from associated undertakings	500	
	Deferred Taxation (see Note 17)	560 551	-
	·	991	596
		1,111	596
15	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		1995	1994
		£'000	£'000
	Trade creditors	4.700	
	Due to subsidiary undertakings	4,766 8	3,379
	Due to fellow subsidiary undertakings	235	596 213
	Corporation tax	6,204	4,504
	Other taxation and social security	2,449	2,237
	Proposed dividend	6,240	4,364
	Accruais and deferred income	8,183	8,367
	Obligations under finance leases	2,705	2,344
		30,790	26,004
16	CREDITORS: AMOUNTS FALLING DUE AFTER ONE YEAR	<del></del>	
	TOTAL TOTAL TOTAL ONE YEAR		
		1995	1994
		£'000	£'000
	Obligations under finance leases due between 2 and 5 years	4,469	0.700
	Obligations under finance leases due after more than 5 years	78	2,720 149
	Accrual for post retirement benefits	231	
		201	231
		4,778	3 100
		=====	3,100

## 17 PROVISIONS FOR LIABILITIES/(ASSETS) AND CHARGES

	Deferred Taxation 1995 £'000
At 1 April 1994	<b>(</b> )
Proryear adjustment (see note 22c)	(520) (76)
Restated at 1 April 1994 Profit and loss account:	(596)
Current year	197
Prior years	(152)
At 31 March 1995	(551)

The deferred taxation asset and the amount unprovided are analysed as follows:

	1995 Liability /(asset) provided £'000	1995 Liability /(asset) unprovided £'000	1994 Liability /(asset) provided £'000	1994 Liability /(asset) unprovided £'000
Accelerated capital allowances Other	497 (1048)	- -	387 (983)	-
	(551)	-	(596)	-

#### 18 CALLED UP SHARE CAPITAL

	1995	1994
Authorised 505,000 ordinary shares of £1 each	£505,000	£505,000
Allotted, called up and fully paid 489,850 ordinary shares of £1 each	£489,850	£489,850

During the year 4784 shares were issued at par value for a consideration of £325,312. The shares were bought back and cancelled by the company on 8 July 1994.

19	RESERVES	Share premium account £'000	Capital redemption reserve £'000	Profit and loss account £'000
	At 1 April 1994 as originally reported Prior year adjustment (see note 22c)	:	•	27,466 (155)
	At 1 April 1994 as rectated Retained profit/(loss) for the year Transfer between reserves Shares issued Premium paid on purchase of own shares At 31 March 1995	320	5	27,311 (6,688) (5) (923)
20	MOVEMENTS IN SHAREHOLDERS' FUNDS		1995 £'000	1994 £'000
	Profit for the financial year Dividends		12,480 (19,168)	8,728 (4,364)
	New share capital issued Capital distribution		(6,658) 320 (923)	4,364 - -
	Net addition/(reduction) in shareholders' funds		(7,291)	4,364
	Opening shareholders' funds as originally reported Prior year adjustment (see note 22c)		27,801	23,592 (155)
	Opening shareholds 's' funds as restated		27,801	23,437
	Closing shareholders' funds		20,510	27,801



#### 21 DIRECTORS' INTERESTS

None of the directors had any interests at the beginning or end of the year in the shares of the company. During the year the following shares were alloted to directors:

No.	of	sh	а	res

Mr J. Peace .	3.190
Mr R.M. Aubrook	797
M-J.N. Saunders	797

The shares were bought back and cancelled by the company on 8 July 1994.

Other than stated above, no director was interested in the shares of the company or any of its fellow subsidiary undertakings or, except for Mr E M Barnes, its ultimate parent undertaking. The interest of Mr Barnes in the shares of the ultimate parent undertaking is disclosed in that company's directors report.

There were no contracts of significance subsisting during or at the end of the financial year in which a director of the company was materially interested.

#### 22 FINANCIAL COMMITMENTS

a) Capital commitments  Contracted but not provided for Authorised but not contracted for	1995 £'000	1994 £'000
	170 137	103 124
	307	227

#### b) Lease commitments

The company had annual commitments under non cancellable operating leases as follows:

	1995 Land & Buildings £'000	1995 Plant & Equipment £'000	1994 Land & Buildings £'000	1994 Plant & Equipment £'000
Expiring within one year	770	1,870	664	1,500
Expiring within two to five years inclusive	316	-	21	
Expiring in over five years	-	-	-	-
	1,086	1,870	685	1,500

#### 22 FINANCIAL COMMITMENTS (continued)

#### c) Pension and post retirement benefit commitments

The company provides pension benefits to eligible employees through membership of a pension plan operated by its ultimate parent undertaking The Great Universal Stores Plc. The plan has rules which specify the benefits to be paid and is financed accordingly with assets being held in independently administered funds.

The total pension cost was £506,000 (1994: £487,000) and this is based on pension costs across the group as a whole. The pension cost is assessed in accordance with the advice of a qualified actuary and the results of the latest valuation are reported in the accounts of The Great Universal Stores Plc.

In the prior year and in accordance with UITF Abstract 6, the method of accounting for obligations to pensioners for post retirement health care has been changed from a cash basis to a basis similar to that adopted for pension obligations. The actuarial value of the obligation has been determined in accordance with the advice of qualified actuaries. It amounts to £231,000 and has been treated as a prior year adjustment. In addition a deferred taxation asset of £76,000 has been established, resulting in a net prior year adjustment for post retirement health care benefits of £155,000. The principal assumption, used in determining the required provision, is that medical cost inflation would be 10% per annum for five years and 7% for the longer term.

#### 23 ULTIMATE PARENT UNDERTAKING

The company's ultimate parent undertaking is The Great Universal Stores PLC, which is registered in England and Wales. Copies of that company's consolidated financial statements may be obtained from the Secretary, The Great Universal Stores PLC, Universal House, Devonshire Street, Manchester, M60 1XA.