FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST DECEMBER 1994

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NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting	
will be held at Unit 4, Saracen Estate, Hemel Hempstead.	
on at	
for the following purposes:	
To receive and adopt the financial statements for the year ender December 1994 together with the reports of the directors and authereon;	d 31st ditors
To re-elect R.J. Murrell (who will retire by rotation at the general meeting) to the board of directors of the company;	annual
To re-appoint Messrs. Brebner Allen and Trapp as auditors to company and to authorise the board to determine their remunerati	to the .on;
To transact any other ordinary business of an annual general meet	ing.
Registered office: The Quadrangle 190 Mandaum Street L.M. N	

A member entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote, on a poll, on his behalf. A proxy need not be a member of the company.

Secretary

180 Wardour Street

London W1V 3AA

To be valid, the instrument appointing a proxy must be deposited at the company's registered office not less than 48 hours before the time appointed for holding the meeting.

YEAR ENDED 31ST DECEMBER 1994

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The following does not form part of the statutory accounts:

17

Trading and Profit and Loss Account

OFFICERS AND PROFESSIONAL ADVISORS

DIRECTORS

A. Remmele

H. Ferus

(Resigned 7th February 1995)

R.J. Murrell C. Gubler

(Resigned 7th February 1995)

COMPANY SECRETARY

L.M. Murrell

REGISTERED OFFICE

The Quadrangle 180 Wardour Street London W1V 3AA

REGISTERED AUDITOR

Brebner Allen and Trapp 180 Wardour Street London W1V 4LB

SOLICITORS

Nabarro Nathanson 50 Stratton Steet London, W1X 6NX

BANKERS

Midland Bank Plc 23 Marlowes Hemel Hempstead Hertfordshire HPl 11G

HEAD OFFICE

Unit 4 Saracen Trading Estate Mark Road Hemel Hempstead, Herts HP2 7BJ

REPORT OF THE DIRECTORS

FOR THE YEAR ENDED 31ST DECEMBER 1994

The directors have pleasure in presenting their annual report and financial statements for the year ended 31st December 1994.

Results and dividends

The profit after tax for the year amounted to £46,047, as shown on page 5.

The directors do not recommend the payment of a dividend.

Transfers taken to reserve are shown on page 5.

Review of the business and future prospects

The company is principally engaged in the manufacture of vacuum packaging pouches and the supply of thermoforming and flowrap films.

The directors are pleased with the increased level of turnover achieved in the year and the growth in Scotland following the appointment of an additional salesman in mid 1993.

The directors are making every effort to maintain and increase profit margins, through a continued difficult economic climate, and are hopeful that the current level of business and profitability will be expanded through 1995.

A small expansion programme has been set for the second half of 1995 by the addition of factory premises adjoining the existing factory, and the addition of a fourth bag making machine. Two additional salesmen will also be appointed during 1995.

Fixed assets

Movements in fixed assets are shown in the notes to the financial statements.

Directors and their interests

The directors during the year under review, none of whom were interested in the company's shares during the year, were:

- A. Remmele
- H. Ferus

(Resigned 7th February 1995)

- R.J. Murrell
- C. Gubler

(Resigned 7th February 1995)

In accordance with the articles of association, R.J. Murrell will retire by rotation and, being eligible, will offer himself for re-election.

REPORT OF THE DIRECTORS

FOR THE YEAR ENDED 31ST DECEMBER 1994

Charitable and political gifts

Gifts for charitable purposes during the financial year amounted to £411.

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 the affairs of the company and of the profit or loss of the company for that period. In preparing these 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;
- 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

The auditors, Messrs. Brebner Allen and Trapp, are willing to continue in office and a resolution to re-appoint them will be proposed at the annual general meeting.

Signed on behalf of the board

R.J. Murrell

Director

Date: 26.9.95

REPORT OF THE AUDITORS TO THE MEMBERS OF

ACTION PACKAGING COMPANY LIMITED

We have audited the financial statements on pages 5 to 16 which have been prepared under the historical cost convention and the accounting policies set out in the notes to the accounts.

Respective responsibilities of directors and auditors

As described in the directors' report 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 accounts, give a true and fair view of the state of the company's affairs at 31st December 1994 and of its profit for the year then ended, and have been properly prepared in accordance with the Companies Act 1985.

Brebner Allen & Trapp

Chartered Accountants and Registered Auditor 180 Wardour Street London W1V 4LB

Jetober 1991

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST DECEMBER 1994	Notes	1994	1993 as restated
		£	£
TURNOVER	2	4,486,207	4,208,647
Cost of sales		(3,700,573)	(<u>3,448,871</u>)
GROSS PROFIT		785,634	759,776
Net operating expenses	3	(731,988)	(709,051)
OPERATING PROFIT	4	53,646	50,725
Profit on disposal of fixed assets		6,601	500
PROFIT ON ORDINARY ACTIVITIES		60,247	51,225
Other interest receivable and similar income	:	1,851	809
		62,098	52,034
Interest payable	7	(1,316)	(920)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATIO	N	60,782	51,114
Tax on profit on ordinary activities	8	(14,735)	(14,620)

Total

Total

46,047

36,494

The company has neither acquired or commenced any new business activities in the year nor discontinued any operations and it has no recognised gains or losses other than the profit for the year.

PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION

BALANCE SHEET

31ST	DECEMBER	1994					

Notes		1994	1993
		£	£
9		64,514	51,429
10 11	$ \begin{array}{r} 844,951 \\ 1,212,941 \\ \underline{120,496} \\ 2,178,388 \end{array} $		745,460 1,097,670 128,045 1,971,175
12	(1,046,337)		(865,378)
		1,132,051	1,105,797
		1,196,565	1,157,226
13			(6,708) 1,150,518
15 16		1,000,000 196,565 1,196,565	1,000,000 150,518 1,150,518
	9 10 11 12	9 10	£ 9 64,514 10 10 844,951 11 1,212,941 120,496 2,178,388 12 (1,046,337) 1,132,051 1,196,565 13

Approved by the board on:

Robert John Murrell

(Director)

CASH FLOW STATEMENT

FOR THE YEAR ENDED 31ST DECEMBER 1994		1994	1993
		£	£
NET CASH INFLOW FROM OPERATING ACTIVITIES		46,396	68,607
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE			
Interest received	1,851		809
Hire purchase and finance lease interest paid	(1,316)		(920)
NET CASH INFLOW (OUIFLOW) FROM RETURNS ON INVESTMENTS AND SERVICING OF FINANCE		535	(111)
TAXATION			
Tax payments Tax repayments	(13,850)		3,073
TAX (PAYMENTS) REPAYMENTS		(13,850)	3,073
INVESTING ACTIVITIES			
Payments to acquire tangible fixed assets Receipts from sales of tangible fixed assets	(48,798) 12,269		(20,781) 500
NET CASH OUTFLOW FROM INVESTING ACTIVITIES		(36,529)	(20,281)
NET CASH (OUTFLOW) INFLOW BEFORE FINANCING		(3,448)	51,288
FINANCING			
Hire purchase and finance lease repayments	(4,101)		(4,837)
NET CASH OUTFLOW FROM FINANCING		(4,101)	(4,837)
(DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	5	(7,549)	46,451

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST DECEMBER 1994

ACCOUNTING POLICIES 1

(1.1) Basis of accounting

These financial statements have been prepared under the historical cost convention.

(1.2) Depreciation

Depreciation is calculated to write off the cost or valuation, less estimated residual values, of tangible fixed assets over their estimated useful lives to the business. The annual depreciation rates and methods are as follows:

Improvements to short

- Amortised over the term of the lease leasehold property

Fixtures and fittings - 4 years - straight line

Motor Vehicles - 2-3 years - straight line Plant and Equipment

- 5 years - straight line

(1.3) Stock

Stock is valued at the lower of cost and net realisable value. Cost is determined on a first-in, first-out basis. Net realisable value is based on estimated selling price, less any further costs of realisation.

(1.4) Deferred taxation

Provisions are made so that the deferred taxation account represents corporation tax, calculated on the liability method, in respect of the excess of tax allowances given for fixed assets over the depreciation provided.

(1.5) Foreign currencies

Transactions in foreign currencies are translated into sterling at the rates of exchange current at the dates of the transactions or at the contracted rate if the transaction is covered by a forward exchange contract.

Assets and liabilities denominated in a foreign currency are translated at the balance sheet date at the exchange rate ruling on that day or if appropriate at the forward contract rate. Resulting exchange gains and losses are taken to the profit and loss account.

(1.6) Pension contributions

The company operates a defined contribution scheme for the directors and employees. The assets are held separately from those of the company, being invested with Insurance Companies. Contributions to the scheme are calculated on a percentage of pensionable salary.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST DECEMBER 1994

(1.7) Assets leased

Where the company enters into operating and/or finance leases, its policy is to regard leases as finance leases where their term give rights approximating to ownership.

Assets held under finance leases (including hire purchase contracts) are capitalised at the fair value of the asset at the inception of the lease, with an equivalent liability categorised as appropriate under creditors due within and after one year. Assets are depreciated over the shorter of the lease term and their useful economic life; in the case of assets held under hire purchase agreements they are depreciated over their useful economic life. Finance charges are allocated to accounting years over the life of each lease to produce a constant rate of charge on the outstanding balance.

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

TURNOVER 2

Operating profit

Turnover is the total amount, excluding value added tax, receivable by the company in the ordinary course of business for goods supplied and for services provided as a principal.

3	ANALYSIS OF TURNOVER AND NET OPERATING EXPENSES	1994 £	1993 £
	Turnover	4,486,207	4,208,647
	Cost of sales	(<u>3,700,573</u>)	(<u>3,448,871</u>)
	Net operating expenses Distribution costs Administrative expenses	(83,580) (648,408) (731,988)	(79,715) (629,336) (709,051)
	Operating profit	53,646	50,725

There were no discontinued operations in either 1994 or 1993.

NOTES TO THE FINANCIAL STATEMENTS

4	OPERATING PROFIT		
	Operating profit is stated after charging:	1994 £	1993 £
	Administrative expenses including: Other operating lease rentals Depreciation Directors' emoluments Auditors' remuneration for audit services (including expenses) and after crediting:	40,500 30,045 44,272 5,460	40,500 23,355 44,124 _5,460
	Exchange gains on foreign currency borrowings	<u>24,800</u>	<u>15,203</u>
5	STAFF COSTS		
	The cost of employing staff, including directors, was: Wages and salaries Social security costs Pension costs	1994 £ 302,224 27,793 19,360 349,377	1993 £ 277,756 28,369 18,618 324,743
	The average weekly number of employees during the year was:	1994	1993
	Office and management Factory	8 6 14	8 6 14

ACTION PACKAGING COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST DECEMBER 1994

6	DIRECTORS' EMOLUMENTS Management remuneration Pension contributions	1994 £ 37,894 <u>6,378</u> <u>44,272</u>	1993 £ 37,943 <u>6,181</u> <u>44,124</u>
	Details of directors' emoluments, excluding pension contributions, are:		
	The chairman		-
	The highest paid director	37,894	<u>37,943</u>
	Other directors were in the following bands of emoluments:	Number	Number
	£0 to £5,000	3	3
7	INTEREST PAYABLE On bank loans, overdrafts and other loans wholly repayable within five years:	1994 £	1993 £
	Finance lease and hire purchase contracts payable by instalments	<u>1,316</u>	920
	Aggregate charges under finance leases	1,316	920
8	TAXATION	1994 £	1993 £
	UK corporation tax at 33% on the profit adjusted for tax purposes	14,735 14,735	14,620 14,620

The company is a "close" company within the provisions of the Income and Corporation Taxes Act 1988.

NOTES TO THE FINANCIAL STATEMENTS

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FOR THE YEAR ENDED 31ST DECEMBER 1994

9	TANGIBLE FIXED ASSETS	Improveme nts to short leasehold property		Motor Vehicles	Plant and Equipment	Total
	COST	£	£	£	£	£
	At 1st January 1994	7,513	60,267	64,591	65,652	198,023
	Additions at cost	3,595	11,412	33,191	600	48,798
	Applicable to disposals	_	(9,235)	(29,830)	_	(39,065)
	At 31st December 1994	11,108	62,444	67,952	66,252	207,756
	DEPRECIATION					
	At 1st January 1994	2,100	52,475	32,176	59,844	146,595
	Charge for the year	635	5,909	21,4 1 7	2,083	30,0 4 4
	Released by disposals		(9,235)	(24,162)	_	(33,397)
	At 31st December 1994	2,735	49,149	29,431	61,927	143,242
	NET BOOK VALUE					
	At 31st December 1994	8,373	13,295	38,521	4,325	64,514
	At 31st December 1993	5,412	7,793	32,415	5,809	51,429

Details of fixed assets held under finance leases and hire purchase contracts included in the above are as follows:

	nts to short leasehold property	Fixtures	Motor Vehicles £	Plant and Equipment £	Total £
1994	_	_	_	_	_
Net book value			8,951		<u>8,951</u>
Charge for the year			<u>5,654</u>		<u>5,654</u>
1993					
Net book value			14,605		14,605
Charge for the year			2,356		2,356
STOCKS				1994 £.	1993 £
Raw materials and cons Goods for resale	umables			631,340 213,611 844,951	510,770 234,690 745,460

NOTES TO THE FINANCIAL STATEMENTS

11	DEBTORS	1994 £	1993 £
	Trade debtors	1,173,471	1,050,450
	Other debtors	597	899
	Prepayments and accrued income	38,873	46,321
		1,212,941	1,097,670
12	CREDITORS: Amounts falling due within one year	1994	1993
		£	£
	Net obligations under finance leases and	0.004	5 41 5
	hire purchase contracts Trade creditors	8,024	5,417
	Amounts owed to other group undertakings	171,874 688,231	108,370
	U.K. corporation tax	15,495	561,907 14,610
	Tax and social security costs	143,793	151,803
	Other creditors		146
	Accruals and deferred income	18,920	23,125
		1,046,337	865,378
		1994	1993
		£.	£
	Secured creditors included above are as follows:	_	~
	Hire purchase instalments:		
	secured on the assets concerned	8,024	5,417
13	CREDITORS: Amounts falling due after		
	more than one year	1994	1993
	Not obligations under finance leases and	£	£
	Net obligations under finance leases and hire purchase contracts		6 700
	Title purchase contracts		<u>6,708</u>
		1994	1993
		£	£
	Secured creditors included above are as follows:		
	Hire purchase instalments:		
	secured on the assets concerned	-	<u>6,708</u>
14	LEASE COMMITMENTS		
	Net obligations under finance leases and hire purcha	ase contracts	
		1994	1993
	Minimum lease payments due:	£.	£
	Within one year	8,209	5, 4 17
	1-2 years		8,209
	Gross obligations	8,209	13,626
	Less: finance charges allocated to future periods	(185)	(1,501)
	Net obligations	8,024	<u>12,125</u>

ACTION PACKAGING COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS

	Annual commitments under operating leases					
	Operating leases expiring:	Land & Buildings 1994 £	Other Assets 1994 £	Land & Buildings 1993 £	Other Assets 1993 £	
	After 5 years	40,500	<u> </u>	40,500		
	Annual commitments at 31st December 1994	40,500		<u>40,500</u>	<u>-</u>	
15	SHARE CAPITAL Equity interests:	Number	Value	Number	Value	
	Authorised:	1994	1994 £	1993	1993 £	
	Ordinary shares of £1 each	1,000,000	1,000,000	1,000,000	1,000,000	
	Issued and fully paid: Ordinary shares of £1 each	1,000,000	1,000,000	1,000,000	1,000,000	
16	PROFIT AND LOSS ACCOUNT			£		
	At 1st January 1994 Profit for the year (page At 31st December 1994	5)		150,518 46,047 196,565		
17	RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS		1994	1993 (as restated)		
				£	£	
	Profit for the financial y	year		46,047	36,494	
	Net addition to shareholders' funds			46,047	36,494	
	Opening shareholders' funds			1,150,518	1,114,024	
	Closing shareholders' fund	ds		1,196,565	1,150,518	

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST DECEMBER 1994

18	NOTES TO CASH FLOW STATEMENT				
i)	Reconciliation of operating profit to net cash				
Ι)	inflow from operating activities				
	HIIIOW IIOM Operations	1994	1993		
		£	£.		
	Operating profit	53,646	50,725		
	Depreciation and amortisation charges	30,044	23,355		
	(Increase) decrease in stocks	(99,491)	26,905		
	(Increase) decrease in debtors	(115, 270)	7,249		
	(Increase) decrease in debtors	177,467	(39,627)		
	Increase (decrease) in creditors	2777207			
	Net cash inflow from	46,396	68,607		
	operating activities	40,390	00,007		
	- 1 to a there is each and each equivalente				
ii)	Analysis of changes in cash and cash equivalents				
	during the year	1994	1993		
	·	£	£		
	1004	128,045	81,59 4		
	Balance at 1st January 1994	•	46,451		
	Net cash (outflow) inflow	<u>(7,549)</u>			
	Balance at 31st December 1994	120,496	128,045		
iii)	Analysis of the balances of cash and cash equivalents				
	as shown in the balance sheet				
		Cash at			
		bank and			
		in hand			
		£			
	At 1st January 1993	81,594			
	Movement in the year	46,451			
	At 31st December 1993	128,045			
	Movement in the year	<u>(7,549</u>)			
	At 31st December 1994	<u>120,496</u>			
d)	Analysis of changes in financing during the year				
iv)	WIGHTASTS OF CHUIGOS THE THEMOSING COM-12 TO 1				
	Hire purchase and finance lease	1994	1993		
	THE PHEADO WAS IMADE TO THE PROPERTY OF THE PR	£	£		
	Balance at 1st January 1994	12,125	16,962		
	Coch suffler from financing	(4.101)	(4.837)		

20 PARENT UNDERTAKING

Cash outflow from financing

Balance at 31st December 1994

The directors consider Sudpack - Export AG (incorporated in Switzerland) to be the company's ultimate parent undertaking.

(4,101)

8,024

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST DECEMBER 1994

21 PENSION COSTS

The company operates a defined contribution pension scheme with the assets of the scheme held separately by Insurance Companies. The charge in the year amounts to £19,360 (1993: £18,618).

22 ACCOUNTS APPROVAL

The accounts set out on pages 5 to 16 were approved by the directors on

TRADING AND PROFIT AND LOSS ACCOUNT

		1994	1993
		£	£
Sales		4,486,207	4,208,647
Purchases Closing stock	3,707,759 (7,186)		3,448,871
Cost of Sales		3,700,573	3,448,871
Gross profit		785,634	759,776
Other income: Interest receivable		1,851	809
		787,485	760,585
Overhead expenses (Page 18):			
Distribution expenses	83,580		79,715
Administration expenses	643,123		629,756
	,	(726,703)	(709,471)
Net profit before taxation		60,782	51,114

SCHEDULES ACCOMPANYING DETAILED PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED SIST DECEMBER 1994	1994	1993
	£	£
Distribution expenses:		
Freight and Carriage	83,580	<u>79,715</u>
	83,580	79,715
Administrative expenses:		
Rent and rates	59,341	56,402
Light and heat	11,979	11,467
Repairs and renewals	16,904	17 ,14 5
Wages and salaries	264,330	239,813
Employers NI	27,793	28,369
Pension contributions	12,982	12,437
Motor and travelling	26,862	27,679
Legal and professional	9,658	9,477
Audit and accountancy	8,334	9,206
Management charge	11,487	23,682
Insurance	37 ,738	38,664
Printing and stationery	27,698	28,282
Telephone and telex	22,105	18,500
Depreciation:		
Improvements to short leasehold property	635	376
Fixtures and fittings	5,965	5,674
Motor Vehicles	21,417	15,183
Plant and Equipment	2,028	2,122
Profit on disposal of fixed assets	(6,601)	(500)
General expenses	23,013	21,271
Charitable donations	411	470
Bad debts	33,044	26,976
Loss on foreign exchange	(24,800)	(15,203)
Bank charges	5,212	7,220
Interest on finance leases	1,316	920
Directors' remuneration:		
R.J. Murrell	37,894	37,943
Pension contributions	6,378	6,181
	643,123	629,756