PARKINSON GROUP PLC

DIRECTORS' REPORT AND ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 1992

29 0 CT 1993

Company No: 924542

PARKINSON GROUP PLC

CHAIRMAN'S STATEMENT - 1992 ACCOUNTS

1992 proved to be a difficult year and despite an increase in turnover from £11.2 million to £11.5 million a trading loss of £138,000 (1991: £213,000 profit) was recorded. In addition £150,000 of exceptional expenditure was suffered, relating principally to unforeseen costs in connection with the 1991 receivership of a group company.

Tive net loss for the year was £254,000 (1991: £40,000). The group continued to be affected by the general economic recession.

Several potential opportunities to improve the overall performance and structure of the group were investigated in 1992 but no arrangements were concluded.

Our Hayden Pearse Group Ltd subsidiary and Recruitment Holdings and Staffsign divisions all had good trading years, however Anderson Squires (Deutschland) Gmbh was affected by the downturn in the German financial sector.

The reduction in interest rates has reduced the cost of borrowing and we, with many other companies in the British economy, look forward to the recovery when it eventually emerges.

The group's trading performance improved in the latter part of 1992 and this has been sustained into 1993.

We continue the task of consolidating and improving the group and its business and I would like to thank all of our employees for their continuing ongoing commitment and support.

Jack C Parkinson Chairman

Chairman

October 1993

PARKINSON GROUP PLC

REPORT OF THE DIRECTORS

The directors present their annual report and the audited accounts for the year ended 31 December 1992.

Principal activities

The principal activity of the company during the year was as a holding company and for the group it was to trade in various recruitment fields. The businesses of the principal subsidiaries are set out in Note 12 to the accounts.

Business review and future developments

The consolidated results for the year are set out on page 4 of the accounts. General comments on the development of the business during the year, together with an indication of likely future developments, are given in the Chairman's Statement.

The directors continue to seek further opportunities for internal growth and development of the group's main spheres of operation.

Dividends

4 The directors recommend that no dividend be paid for the year (1991: £ Nil).

Directors and directors' interests

The directors who served during the year and their holdings in the shares of the company were as follows:-

	31 December 1992 10p ordinary shares	31 Decembe 10p ordinary	-
Mrs B Parkinson	40,820	40,820	*
J C Parkinson	612,278	612,278	
	699,200	699,200	**
	79,000	79,000	***
P J Young (resigned 10 June 1993)	24,734	24,734	*
, ,	20,000	20,000	****
J P Harris (resigned 10 June 1993)	10,000	Nil	

- Beneficial.
- ** Held by a family trust of which certain of the directors are trustees and Mr J C Parkinson has a beneficial interest.
- *** Held by a family trust of which Mrs B Parkinson and Mr J C Parkinson are trustees. Neither of the trustees has a beneficial interest.
- **** Held by a family trust of which certain of the directors are trustees and Mr P J Young has a beneficial interest.

REPORT OF THE DIRECTORS - Continued

Directors and directors' interests - Continued

On 28 April 1992, 10,000 ordinary shares of the company were transferred from Mr J C Parkinson to a family trust of which certain of the directors are trustees and Mr J P Harris has a beneficial interest.

Share options were granted to certain directors and employees within the group on 3 July 1990 under the Executive Share Option Scheme, exercisable at a subscription price of £3.45 per share normally between the third and tenth anniversary of the date of grant.

Under these two schemes the directors had the following options at 31 December 1992:-

Executive Share Option Scheme 10p ordinary shares

J C Parkinson	12,000
P J Young (resigned 10 June 1993)	12,000
J P Harris (resigned 10 June 193)	6,000

Tangible fixed assets

6 Changes in the group's tangible fixed assets are detailed in Note 10 to the accounts.

Close company status

7 The company is a close company as defined by the Income and Corporation Taxes Act 1988.

Auditors

A resolution to reappoint Coopers & Lybrand will be proposed at the forthcoming Annual General Meeting.

BY ORDER OF THE BOARD

Company Secretary

79 A October 1993

3

REPORT OF THE AUDITORS TO THE MEMBERS OF PARKINSON GROUP PLC

We have audited the accounts on pages 4 to 22 in accordance with Auditing Standards.

In our opinion the accounts give a true and fair view of the state of affairs of the company and the group at 31 December 1992 and of the loss and cash flows of the group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

COOPERS & LYBRAND

Cooper & Johns

Chartered Accountants and Registered Auditors

Maidstone

ĊΩ

ø.

्ठ १,४

)_\(\text{October 1993}

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 1992

	Notes	<u>1992</u> £'000	<u>1991</u> £000
TURNOVER Cost of sales	1(d),2	11,463 (8,875)	11,187 (8,984)
GROSS PROFIT Administrative expenses Interest payable and similar charges Other operating income	3	2,588 (2,460) (267) 1	2,203 (1,980) (280) 270
(LOSS)/PROFIT ON CONTINUING ACTIVITIES Loss on discontinued activities Exceptional items	9 4	(138)	213 (290)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION Tax on loss on ordinary activities	5 8	(288) 49	(77) 34
LOSS ON ORDINARY ACTIVITIES AFTER TAXATION Minority interests		(239) (15)	(43) 3
LOSS FOR THE FINANCIAL YEAR		(254)	(40)

The movements in reserves are set out in note 20 to the accounts.

The notes on pages 8 to 22 form part of these accounts.

Auditors' report page 3.

CONSOLIDATED BALANCE SHEET AT 31 DECEMBER 1/102.

FIXED ASSETS	Notes	<u>1992</u> £'000	<u>1991</u> £'00?
Tangible fixed assets	10	1 070	1 120
Investment properties	10	1,078 325	1,139 325
mvestment properties	11	523	325
ϵ^*		1,403	1,464
		1,705	
CURRENT ASSETS			
Debtors	13	1,815	2,092
Cash at bank and in hand		16	38
		1,831	2,130
CREDITORS: amounts falling due within			
one year	14	(2,228)	(2,341)
NET CURRENT LIABILITIES		(397)	(211)
, and the state of		(321)	(211)
Total assets less current liabilities		1,006	1,253
CREDITORS: amounts falling due after more		,	
than one year	15	(830)	(840)
PROVISIONS FOR LIABILITIES AND CHARGES		• /	` /
Deferred tax	16	•	(6)
			
NET ASSETS		176	407
ALINEAL LATA TRANSPORT			***************************************
CAPITAL AND RESERVES	440		
Called up share capital	17	156	156
Share premium account		489	489
Revaluation reserve	18	172	154
Capital reserve		7	. 7
Profit and loss account	20	(663)	(399)
•		161	407
MINORITY INTERES IS		15	7U/
		176	407

The accounts on pages 4 to 22 were approved by the board of directors on Moctober 1993 and signed on its behalf by:

J C Parkinson - Chairman

The notes on pages 8 to 22 form part of these accounts.

Auditors' report page 3.

COMPANY BALANCE SHEET AT 31 DECEMBER 1992

	<u>Notes</u>	1992 £000	<u>1991</u> £'000
FIXED ASSETS Tangible fixed assets Investments	10 12	142 556 ·	199 581
		698	780
CURRENT ASSETS Debtors CREDITORS: amounts falling due within one year	13 14	1,600	2,757
NET CURRENT LIABILITIES	19	(2,102)	(2,972)
NET ASSETS		196	565
CAPITAL AND RESERVES Called up share capital Share premium account Capital reserve Other reserve Profit and loss account	17 s	156 489 7 (456)	156 489 7 28 (115)

The accounts on pages 4 to 22 were approved by the board of directors on Coctober 1993 and signed on its behalf by:

J C Parkinson - Chairman

The notes on pages 8 to 22 form part of these accounts.

inditoral report page 3.

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 1992

	<u>Note</u>	<u>1992</u> £'000	<u>1991</u> £200
Net cash for operating activities	21	334	659
Returns on investment and servicing of finance			
Interest paid		(246)	(280)
Net cash out flow from returns on investments and servicing of finance		(246)	(280)
Taxation			•
UK taxation recovered/(paid)		86	(78)
Investing activities			, 4 s
Payments to acquire fixed assets Receipts from sales of fixed assets		(11) 16	(116) 668
Net cash inflow from investing activities		5	552
Net cash inflow before financing		179	853
Financing	,	•	•
(Repayment)/receipt of loans	•	(10)	169
Increase in cash and cash equivalent	22	169	1,022

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 1992

Principal accounting policies

The accounts have been prepared in accordance with applicable Accounting Standards in the United Kingdom. The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the group's accounts:-

(a) Basis of accounting

The accounts have been prepared under the historical cost convention with the exception that certain fixed assets have been revalued.

(b) Basis of consolidation

The group accounts comprise the accounts of the holding company and its principal subsidiaries which are listed in note 12. The accounts of all subsidiaries are made up to 31 December.

(c) Goodwill

Goodwill represents the excess of the cost or value attributed to investments in businesses or subsidiaries over the fair value of the underlying net assets at the date of their acquisition. Goodwill is written off against reserves in the year in which it arises.

(d) Turnover

Turnover represents the amounts receivable by the group in the ordinary course of business, not of Value Added Tax, for goods sold and services provided outside of the group.

(e) Depreciation

Depreciation is provided on a straight line basis in order to write off the cost of the assets over their estimated useful lives at the following rates:-

Fixtures, fittings, plant, equipment

& vehicles

- between 10% and 25% per annum

Leasehold properties

- over the period of the lease

Freehold properties

- 2% per annum

In accordance with SSAP19: (i) investment properties are revalued annually and the aggregate surplus or deficit is transferred to a revaluation reserve and by no depreciation is provided in respect of freehold investment properties.

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 1992 - Continued

Principal accounting policies - continued

(f) <u>Deferred taxation</u>

Deferred taxation is provided using the liability method in respect of the taxation effect of all timing differences to the extent that in the directors' opinion it is probable that liabilities will crystallise in the foreseeable future.

(g) Leased assets

Assets acquired under finance leases are capitalised and included in tangible fixed assets. The capital element of future payments is treated as a liability and the interest is charged to the profit and loss account. The cost of leases, other than finance leases, is charged to the profit and loss account as incurred.

(h) <u>Pension scheme</u>

The group operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the group in an independently administered fund.

(i) Foreign exchange

Assets and liabilities in foreign currencies are translated into sterling at the exchange rates ruling at the year end. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences arising from the above are included in the profit and loss account.

Turnover and results

2		<u>1992</u> £000	<u>1991</u> L'000
	United Kingdom Rest of Europe	11,255 208	ານ,923 264
	•	11,463	11,187
		, 	**********

In the directors' opinion there are no significant trading activities other than recruitment and activities ancilliary to this.

Interest payable and similar charges

3		1992	<u> 1991</u>
		£000	<u>000°</u> £
	On bank loans, overdrafts and other loans	•	
	wholly repayable within five years	152	163
	On other loans	115	117
		267	280
		201 2m	
	Exceptional items		

Exceptional items

4 The exceptional items were as follows:-

	<u>1992</u> £'000	1991 £'000
Costs incurred in respect of discontinued activities	150	-
		

Loss on ordinary activities before taxation

Loss on ordinary activities before taxation is stated after charging/(crediting) the following 5 items:-

	<u>1992</u> £000	<u>1991</u> £000
Depreciation	72	110
	73	110
Auditors' remuneration: audit services	27	27
other services	2	
Directors' remuneration	161	197
Hire of plant and machinery	37	43
Loss/(profit) on disposal of fixed assets	2	(230)
	}	•

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 1992 - Continued

Staff numbers and costs

6 During the year the average number of persons employed by the group was as follows:-

	<u>1992</u>	<u> 1991</u>
	No	No
Recruitment	. 79	74
		==
	£'000	£000
Wages and salaries	1,530	1,402
Social security costs	124	134
Other pension costs	56	73
	1,710	1,609

Directors' remuneration

7 Emoluments of the directors, including pension contributions, were as follows:-

, 6 1	,	•
	<u>1992</u> £'000	<u>1991</u> £'000
Menagement services	197	197
	rin/s	######
Directors' emoluments, excluding pension contributions,	, were as follows:-	

	<u>1992</u> £'000	£'000
Emoluments of the Chairman and highest paid director	67 	65 ==

Directors' remuneration - continued

The emoluments of the directors fell within the following ranges:-

		<u> 1992</u>	<u> 1991</u>
		No	No
	£Nii - £5,000		
	£15,001 - £20,000	-	1
	£35,001 ~ £40,000	1	-
	£40,001 - £45,000	1	-
	£60,001 - £65,000	-	1
	£65,001 - £70,000	1	1
	•	1	1
	Tax on loss on ordinary activities		
8		4000	
		<u>1992</u>	<u> 1991</u>
		£'000	£000
	United Kingdom corporation tax at 25%		<i>5</i> 3
	Group relief and brought forward losses	_	(53)
	Deferred taxation	(6)	(4)
	Adjustments in respect of prior years	(-)	(7)
	Corporation tax	(43)	(30)

		(49)	(34)

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 1992 - Continued

Loss on discontinued activities

On 24 December 1991, Parkinson Staff Bureau Limited ceased trading and on 20 January 1992, the directors of this company placed it into liquidation. The unaudited management results of this sub-idiary for the year ended 31 December 1991 were:-

CZOOO

	. £000
Turnover Cost of sales	3,177 (2,017)
Gross profit	1,160
Administrative expenses Interest payable and similar charges	(1,457) (36)
Net loss for the year	(333)

The net assets of this company were not consolidated as the directors believed that, in placing the company in liquidation, the control of the company had effectively passed to the liquidator. The consolidated loss of this business to the Group during 1991, allowing for the write off of all amounts due by the company to the group, was £289,523. This loss was shown as loss on discontinued activities.

Tangible fixed assets

10 Group

	Freehold properties £'000	Fixtures, fittings, plant, equipment & vehicles	Total £'000
COST OR VALUATION			, 0
At 1 January 1992	994	442	1,436
Additions	₹.	11	· 11
Disposals	-	(56)	·(56)
Revaluation	19		19
At 31 December 1992	1,013	297	1,410
	· · · · · · · · · · · · · · · · · · ·	,	
DEPRECIATION			
At 1 January 1992	70	227	297
Charge for the year	19	54 ,.	. 73
Disposais	<i>*</i>	(38)	., (38)
			
At 31 December 1992	89	243	332
	مغنتي	*********	
NET BOOK VALUE	•	7	
At 31 December 1992	924	154	1,078
	2202	SECURIOS .	*********
At 1 January 1992	924	215	1,139
•	127	-	-

The cost and depreciation of fixtures, fittings, plant, equipment & vehicles at 1 January 1992 have been adjusted to reflect amounts disclosed as short leashold properties in the 1991 accounts.

The freehold properties were valued on an open market basis by an independent firm of Chartered Surveyors as at 31 December 1992.

The historical cost and accumulated depreciation of freehold properties, included above at valuation, is as follows:-

	<u>1992</u> £000	<u>1991</u> 1'000
Cost Accumulated depreciation	841 (76)	841 (58)
Net book value	765	783

Tangible fixed assets - continued

Company

11

	Fixtures, fittings, plant, equipment & vehicles	
COST	2000	
At 1 January 1992	416	
Additions	9	
Disposals	(5ú)	
1	(50)	
At 31 December 1992	369	
	, ——	,
DEPRECIATION		
At 1 January i 992	217	*
Charge for the year	48	
Disposals	(38)	
-		
At 31 December 1992	227	
•		
	,	
NET BOOK VALUE		*
At 31 December 1992	142	
	title of	•
At 1 January 1992	199	
	<u> </u>	
Investment properties		· ·
	1992	<u>2</u> 1991
	£000	0000
Valuation at 1 January	325	720
Additions		.23
Disposals		(365)
Revaluation		(30)
	·	
Valuation at 31 December	325	325

The investment properties were valued on an open market basis by an independent firm of Chartered Surveyors as at 31 December 1992.

The historical cost of the investment properties, included above at valuation, at 31 December 1992 was £312,000 (1991: £312,000).

Investments

1

12	Investment in subsidiaries	1992	1991
		000°£	£'000
	At 1 January	581	1,803
	Additions during the year	28	10
	Write off on transfer of businesses		
	(note 19)	(28)	(1,232)
	Provision against investments	(25)	-
	At 31 December	556	581

The individual businesses of Staffsign Limited, Recruitment Holdings Limited and Anderson Squires Group Limited were transferred to Parkinson Group Pic on 31 December 1991. These businesses are carried at nil value in the books of Parkinson Group Pic at 31 December 1992.

The following are the principal subsidiaries of Parkinson Group Pic at 31 December 1992:

Name of company	Share capital	% held	Activity
Foleybrook Properties Limited	£100	100*	Property investment
Staffsign Limited	£1,000	100	Dormant from 31 December 1991
RHL Limited	£400	100*	Holding company
Recruitment Holdings Limited	£100	100	Dormant from 31 December 1991
Anderson Squires Group Limite	d £520	100*	Dormant from 31 December 1991
Atkinson Compton Associates L	imited £100	100*	Ceased trading 1 November 1991.
Hayden Pearse Group Limited	1200	68*	Recruitmen:

The above subsidiaries are all incorporated and trade in Great Britain.

Shares are ordinary shares of E each except for the shares of RFIL Limited which are ordinary shares of LG.01 each.

Name of company	Country of lacorporation	% held	Activity
Anderson Squires (Deutschland OmbH) German-	100 *	Recruitment in Cermany

* Direct subsidiary of Parkinson Group Pic.

Debtors

13	Group £'000	1992 Company £'000	Group £'000	1991 <u>Company</u> £'000
Trade debtors Amounts owed by subsidiary	1,709	1,371	1,851	1,673
companies	-	173	•	890
Prepayments Advance corporation tax	95	51	88	84
recoverable	-	~	43	43
Other debtors	11	5	110	67
	~			
	1,815	1,600	2,092	2,757
	ممانندا			

Creditors: amounts falling due within one year

14		Group £000	1992 <u>Company</u> £'000	Group £000	1991 <u>Company</u> £'000
		TOO	7000	100	1000
	Bank loans and overdrafts	1,306	1,165	1,497	1,329
	Trade creditors	90	84	151	117
	Amounts owed to subsidiary companies Other creditors including		121	•	835
	taxation and social security: Corporation tax				
	Other taxes and social security	541	519	262	262
	Other creditors	111	115	253	295
	Accruais	180	98	178	134
		,	ومنيندهمين	سيناها	
		2,228	2,102	2,341	2,972
			white the same of	1-1-12-1-14	

The bank loans and overdrafts are secured by debentures over the assets of the group.

Creditors: amounts falling due after more than one year

15		Group £'000	1992 <u>Company</u> £000	Group £000	1991 Company £'000
	Bank loans	830	•	840	-
			===	=	
	Details of loans not wholly	repayable withi	n five years are as	follows: <u>1992</u> £000	<u>1991</u> £'000
	Bank loan of £920,000 repa Until April 2007 Mortgage of £909,000 repa until March 2005 Less: due within one year	•		890	- 909 (69)
				830	840

The bank loan is secured by a debenture over the freehold and investment properties of the group.

These loans are repayable as follows:-

	<u>1992</u> £'000	<u>1991</u> £000
Within one year	60	69
Between two and five years	240	276
Over five years	<i>5</i> 90	564
	ومنتجمنين	
	890	909
		·

During the year the mortgage was repaid and replaced by a further term loan of £920,000, repayments being by equal quarterly instalments until April 2007 with interest being charged at 214% over Libor.

Provisions for liabilities and charges

16 <u>Deferred tax</u>

	Group £'000	1992 Company £'000	Group £'000	1991 <u>Company</u> £'000
At 1 January Credit in profit and loss	6	~	10	-
account	<u>(6)</u>	-	(4) -6	
Group	And the same		1112	-
	Amount provided	1992 Full potential <u>liability</u> £000	Amount provided £000	1991 Full potential <u>liability</u> £000
Accelerated capital allowances		e e e e e e e e e e e e e e e e e e e	6 =	6

Company

There was no potential liability for the company at 31 December 1992 (31 December 1991: INil).

Share capital

17

	1992 £	<u>1991</u> £
Authorised: 5,000,000 ordinary shares of 10p	500,000	500,000
Allotted, called up and fully paid: 1,563,824 ordinary shares of 10p	156,382	156,382

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 1992 - Continued

Revaluation reserve

18	Kevamanon 1636170	Freehold properties	1992 Investment properties £'000	Freehold properties £000	1991 Investment properties £'000
	At 1 January On disposal of properties Revaluation	141 - 19	13	89 (15) 68	214 (171) (30)
	Transfer to realised reserves in respect of additional depreciation (note 20)	(1)	-	<u>(1)</u> 141	13
	At 31 December	159	13	===	
	Other reserve			<u>1992</u> £000	<u>1991</u> £0530
19	At 1 January Write off on transfer of bu	sinesses (note	: 13)	28 (28	
	Transfer to realised reserve subsidiaries disposed of (22 III leaheer d	01		(178)
	At 31 December			*******	

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 1992 - Continued

Revaluation reserve

18		Freehold properties £'000	1992 Investment properties £'000	Freehold properties £000	1991 Investment properties £'000
	At 1 January	141	13	89	214
	On disposal of properties	-	-	(15)	(171)
	Revaluation Transfer to realised reserves in respect of additional	19	-	68	(30)
	depreciation (note 20)	(1)	-	(1)	-
	At 31 December	159	13	141	13
		====			===
	Other reserve				
				<u>1992</u>	<u>1991</u>
				000°£	0003
19	At 1 January			28	1,438
	Write off on transfer of businesses (note 13) Transfer to realised reserves in respect of			(28)	(1,232)
	subsidiaries disposed of (note 20)			-	(178)
	At 31 December				
	M 31 DECEMBER				28

	Profit and loss account				
20	·		1992		1991
		Group	Company	Group	Company
		000°£	£,000	£000	£'000
	At 1 January	(399)	(115)	(454)	(174)
	Adjustment on removal of subsidiaries no longer consolidated	\	(-10)	(454)	(174)
	Loss for the year	- -	-	94	-
	Retranslation of opening net investment in overseas	(254)	(341)	(40)	(119)
	subsidiary Transfer from other reserve in respect of subsidiaries	(11)	-	-	•
	disposed of (note 19) Transfer from revaluation reserve in respect of additional	-	-	-	178
	depreciation (note 18)	1	-	1	•
	At 31 December	(663)	(45.6)		
		(003)	(456) ===	(399)	(115)

The company has taken advantage of Section 230 of the Companies Act 1985 and has not presented its own profit and loss account.

Net cash flow from operating activities

21		<u>1992</u> £'000	1991 £000
	Operating profit	129	493
	Depreciation	72	110
	Exceptional items paid in the year	(130)	
	Loss/(profit) on sale of fixed assets	` 2	(230)
	Decrease in trade debtors	197	1,137
	Increase/(decrease) in trade creditors	74	(953)
	Increase in other provisions	٠.	(5)
	Exchange adjustments taken to reserves in		• • • • • • • • • • • • • • • • • • • •
	respect of working capital	(10)	•
	Adjustments in respect of disposal		
	of subsidiaries		107

		334	659
