

HAYS OVERSEAS HOLDINGS LIMITED

Financial Statements

For the year ended

30 June 2001

Company Registration Number 964234 (England & Wales)



HAYS OVERSEAS HOLDINGS LIMITED

Financial statements

For the year ended 30 June 2001

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HAYS OVERSEAS HOLDINGS LIMITED

Company information

The Board of Directors

R E Frost
G J Williams
N A McLachlan
P A Dunge
S J Charnock

Company Secretary

S J Charnock

Registered office

Hays House
Millmead
Guildford
Surrey
GU2 4HJ

Auditors

Deloitte & Touche
Chartered Accountants
& Registered Auditors
Hill House
1 Little New Street
London
EC4A 3TR

Bankers

Barclays Bank plc
54 Lombard Street
London
EC3P 3AH

Solicitors

Freshfields
65 Fleet Street
London
EC4Y 1HS

HAYS OVERSEAS HOLDINGS LIMITED

The directors' report

For the year ended 30 June 2001

The directors present their report and the audited financial statements for the year ended 30 June 2001.

PRINCIPAL ACTIVITIES

The company's principal activity during the year was to act as a sub-holding company. It has no employees.

The directors consider the state of the company's affairs to be satisfactory.

RESULTS AND DIVIDENDS

The trading results for the year and the company's financial position at the end of the year are shown in the attached financial statements.

The directors have not recommended a dividend (2000 - nil).

DIRECTORS

The directors who served the company during the year were as follows:

R E Frost (retired 30 June 2001)
G J Williams
N A McLachlan
P A Dungate
J R Cole (resigned 12 June 2001)
S J Charnock

No director had an interest at any time during the year in any subsisting contract or arrangement to which the company or any other Group company was a party nor did any director hold any shares during the year in the company or any other Group company except as disclosed below.

The interests of R E Frost, J R Cole, G J Williams and N A McLachlan in the shares of Hays plc are shown in the financial statements of that company.

The beneficial interests of other directors in office at 30 June 2001 and their families in the ordinary shares of Hays plc were as follows:

	At 1 July 2000	At 30 June 2001	Maximum number of shares receivable under the long term incentive plan
S J Charnock	215,232	192,218	199,552

Outstanding options under Hays plc employee share save schemes were as follows:

	At 1 July 2000	Granted in period	Exercised in period	At 30 June 2001
S J Charnock	101,140	31,939	(42,464)	90,615
P A Dungate	50,381	13,857	(19,656)	44,582

HAYS OVERSEAS HOLDINGS LIMITED

The directors' report

For the year ended 30 June 2001

DIRECTORS RESPONSIBILITIES

The directors are obliged under UK company law to prepare financial statements for each financial year. The financial statements, of which the form and content is prescribed by the Companies Act 1985, must 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 the profit for that period, and they must comply with applicable UK law and accounting standards.

The directors are also responsible for the adoption of suitable accounting policies, their consistent use in the financial statements, supported where necessary by reasonable and prudent judgements.

The directors confirm that the above requirements have been complied with in the financial statements.

In addition, the directors are responsible for maintaining adequate accounting records and sufficient internal controls to safeguard the assets of the Group and to prevent and detect fraud or any other irregularities.

The accounts have been prepared on the going concern basis, since the directors are satisfied that the company has adequate resources to continue in operational existence for the foreseeable future.

AUDITORS

Deloitte and Touche have expressed their willingness to continue in office as auditors and a resolution to re-appoint them will be proposed at the forthcoming AGM.

By order of the Board



S J Charnock
Company Secretary

Date: 4/12/01

Hays House
Millmead
Guildford
Surrey
GU2 4HJ

HAYS OVERSEAS HOLDINGS LIMITED

Auditors' report to the shareholders

For the year ended 30 June 2001

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF HAYS OVERSEAS HOLDINGS LIMITED

We have audited the financial statements of Hays Overseas Holdings Limited for the year ended 30 June 2001 which comprise the profit and loss account, the balance sheet, the statement of total recognised gains and losses and the related notes 1 to 14. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

As described in the statement of directors' responsibilities, the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and auditing standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report, if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the directors' report for the above year and consider the implications for our report if we become aware of any apparent misstatements.

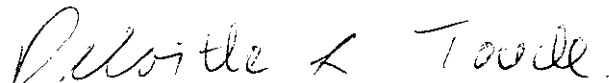
Basis of audit opinion

We conducted our audit in accordance with United Kingdom 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 the company's affairs as at 30 June 2001 and of its loss for the year then ended, and have been properly prepared in accordance with the Companies Act 1985.



DELOITTE & TOUCHE
Chartered Accountants & Registered Auditors
Hill House
1 Little New Street
London EC4A 3TR

Date: 11 DECEMBER 2001

HAYS OVERSEAS HOLDINGS LIMITED

Profit and loss account

For the year ended 30 June 2001

	Notes	2001 £'000	2000 £'000
OPERATING LOSS			
Net operating charges	2	(20)	(694)
Provision against intercompany balances		<u>(10,812)</u>	<u>(37,309)</u>
Operating loss		(10,832)	(38,003)
Income from fixed asset investments	4	-	91
Operating loss before interest		<u>(10,832)</u>	<u>(37,912)</u>
Interest receivable	5	329	731
Interest payable and similar charges	6	<u>-</u>	<u>(997)</u>
Loss on ordinary activities before taxation		(10,503)	(38,178)
Tax credit on loss on ordinary activities	7	<u>22</u>	<u>54</u>
Loss on ordinary activities after taxation for the financial year		<u>(10,481)</u>	<u>(38,124)</u>

All of the activities on the company are classed as continuing.

HAYS OVERSEAS HOLDINGS LIMITED

Balance sheet
As at 30 June 2001

	Note	2001 £'000	2000 £'000
Fixed Assets			
Investments	8	102,508	47,472
Current Assets			
Debtors	9	933	2,554
Cash at bank		377	520
		1,310	3,074
Creditors: Amounts falling due within one year	10	(140,215)	(76,079)
NET CURRENT LIABILITIES		(138,905)	(73,005)
TOTAL ASSETS LESS CURRENT LIABILITIES		(36,397)	(25,533)
Capital and reserves			
Called-up equity share capital	11	4,020	4,020
Share premium account	12	9,203	9,203
Profit and loss account	12	(49,620)	(38,756)
SHAREHOLDERS' DEFICIT		(36,397)	(25,533)

These financial statements were approved by the board on 4 DECEMBER and are signed on its behalf by:

N A McLachlan
Director



HAYS OVERSEAS HOLDINGS LIMITED

Statement of total recognised gains and losses

For the year ended 30 June 2001

	2001 £'000	2000 £'000
Loss for the financial year	(10,481)	(38,124)
Currency translation differences on foreign currency/net investments	(383)	-
Recognised losses relating to the year	<u>(10,864)</u>	<u>(38,124)</u>

There are no other recognised gains or losses relating to the current or prior year.

HAYS OVERSEAS HOLDINGS LIMITED

Notes to the financial statements

For the year ended 30 June 2001

1 ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared under the historical cost convention in accordance with applicable accounting standards.

The company is a wholly owned subsidiary of Hays plc, which is incorporated in Great Britain and registered in England and Wales, and which prepares consolidated accounts to 30 June. Therefore, as the company is exempt from the obligation to prepare and deliver Group accounts, the financial statements only present information about the company as an individual undertaking and not about its Group.

Cash flow statement

The company has taken advantage of the exemption granted in Financial Reporting Standard No 1 (revised) not to produce a cash flow statement since the ultimate parent company, Hays plc, produces a consolidated cash flow statement including the cash flows of the company.

Investments

Investments are included at cost less provision for any impairment. Profits or losses arising from disposals of fixed investments are treated as part of the result from ordinary activities.

Investment income comprises dividends and interest and is accounted for on a receivable basis.

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit.

Going Concern

The financial statements have been prepared on the going concern basis, given the continuing support from the company's parent, Hays plc.

2. NET OPERATING CHARGES

	2001 £'000	2000 £'000
Other operating charges	-	(6)
Net loss on foreign currency retranslation	(20)	(688)
Provision against intercompany loans	(10,812)	(37,309)
	(10,832)	(38,003)

The remuneration of the auditors has been borne by the ultimate company in both years. During the year a further provision was made of £10,812,000 (2000 - £37,308,762) against the company's loans to Hays Overseas Holdings GmbH. These loans are now fully provided against.

3. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

No director received any remuneration from the company during the current or prior year. The company has had no employees during the year or prior year.

HAYS OVERSEAS HOLDINGS LIMITED

Notes to the financial statements

For the year ended 30 June 2001

4 INCOME FROM SHARES IN GROUP UNDERTAKINGS

	2001 £'000	2000 £'000
Income from Group undertakings	-	91

5 INTEREST RECEIVABLE

	2001 £'000	2000 £'000
Other loan interest receivable	1	2
Interest from Group undertakings	328	729
	<u>329</u>	<u>731</u>

6 INTEREST PAYABLE

	2001 £'000	2000 £'000
Inter Group interest payable	-	(997)

7 TAX CREDIT ON LOSS ON ORDINARY ACTIVITIES

	2001 £'000	2000 £'000
Based on the loss for the year:		
UK Corporation tax at 30% (2000 - 30%)	(22)	(54)

8 INVESTMENTS

	Shares in Group undertakings £'000
COST OR VALUATION	
At 1 July 2000	47,472
Additions	94,228
Reclassification of amounts provided against intercompany balances	(39,192)
At 30 June 2001	<u>102,508</u>

Additions in the year relate mainly to Group reorganisations.

HAYS OVERSEAS HOLDINGS LIMITED

Notes to the financial statements

For the year ended 30 June 2001

SUBSIDIARY UNDERTAKINGS

*** Hays France SA (France)**

Distribution and Warehouse Services

Hays DSIA France SAS
Hays Logistique France SASU

Office Support Services

Hays DX France SAS
Hays Ceritex SAS

Personnel Services

Alpha Travail Temporaire SAS
Hays IT SAS

*** Hays Overseas Holdings GmbH (Germany)**

Distribution, Warehousing and Crate Management Services

Hays Logistics GmbH
Bijsterbosch Deutschland GmbH Verwaltung

Management and Storage of Data

Hays Information Management GmbH

*** Hays USA Holdings Inc (America)**

Distribution Services

Hays Home Delivery Services Inc

Management and Storage of Data

Hays Information Management Inc

*** Hays Holding BV (Netherlands)**

Distribution and Warehousing Services

Hays Chilled and Logistics Services BV
Hays Transport BV
Hays Customs Activities BV
Hays Distribution BV

Management and Storage of Data

Hays Informatiebeheer BV

Personnel Services

Roozen & Van Hoof Groep BV

HAYS OVERSEAS HOLDINGS LIMITED

Notes to the financial statements

For the year ended 30 June 2001

*** Hays Business Services Ireland Limited**

Office Support Services Limited

Hays DX (Ireland) Limited

Personnel Services

Hays Personnel Services (Ireland) Limited

Crate Management

Hays Asset Control Solutions (Ireland) Limited

Hays Information Management Solutions AS (Norway)

Management of Storage of Data

TTN Geodata Services AS

*** Hays Sodibelco SpA (95%) (Italy) - Distribution Services**

*** Hays Logistics Iberia SA (Spain) - Distribution Services**

*** Hays Overseas (Portugal) SGPS LDA - Personnel Services**

*** ASC Human Resources Consultants NV.SA (Belgium) - Personnel Services**

*** Data Entry International (Poland) Spolka Z.0.0 - Commercial Services**

*** Hays Document Management (Private) Ltd (Pakistan) - Commercial Services**

*** Hays Logistics Hellas SA (Greece) - Logistics**

1. At 30 June 2001, Hays Overseas Holdings Limited (and/or a subsidiary or subsidiaries in aggregate) owned 100% of each of the issued shares and controlled 100% of the voting rights of the companies, except where otherwise indicated. Shares in companies marked with an (*) were directly owned by Hays Overseas Holdings Limited and in companies not so marked were owned by a subsidiary or subsidiaries of Hays Overseas Holdings Limited.
2. Companies are registered and operate in the country indicated.

9. DEBTORS

	2001 £'000	2000 £'000
Amounts owed by Group undertakings	927	2,554
Prepayments and accrued income	6	-
	<u>933</u>	<u>2,554</u>

HAYS OVERSEAS HOLDINGS LIMITED

Notes to the financial statements

For the year ended 30 June 2001

10. CREDITORS: Amounts falling due within one year

	2001 £'000	2000 £'000
Amounts owed to Group undertakings	139,872	76,011
Other creditors	343	68
	<u>140,215</u>	<u>76,079</u>

11. SHARE CAPITAL

Authorised share capital:

	2001 £'000	2000 £'000
4,020,000 Ordinary shares of £1.00 each	<u>4,020</u>	<u>4,020</u>

Allotted, called and fully paid up

	2001 £'000	2000 £'000
Ordinary share capital	<u>4,020</u>	<u>4,020</u>

12. RESERVES

	Share Premium £'000	Profit and loss account £'000
At 1 July 2000	(9,203)	(38,756)
Foreign Exchange Translation	-	(383)
Amounts transferred from profit and loss account	-	(10,481)
At June 2001	<u>(9,203)</u>	<u>(49,620)</u>

13. ULTIMATE PARENT UNDERTAKING AND RELATED PARTIES

The company's ultimate and immediate controlling entity is Hays plc, incorporated in Great Britain. It has included the company in its Group accounts, copies of which are available from Companies House, Crown Way, Maindy, Cardiff CF14 3UZ.

The company has taken advantage of the exemption granted to subsidiary undertakings, 90 per cent or more of whose voting rights are controlled within the Group, not to disclose transactions with other Group companies and investees of the Group qualifying as related parties.