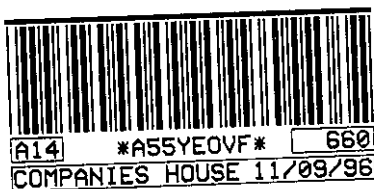


VIGLEN LIMITED

FINANCIAL STATEMENTS

FOR THE YEAR ENDED

30 JUNE 1996



Company No: 1208441

VIGLEN LIMITED

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 1996

Company registration number:

1208441

Registered office:

Viglen House
Alperton Lane
Alperton
Middlesex
HA0 1DX

Directors:

A Tanielian
D Kazandjian
R Davis
R Babaian
A G Dean
B Tkachuk (Chairman)
M E Ray

Secretary:

M E Ray

Bankers:

National Westminster Bank Plc
PO Box No 592
18 Cromwell Place
London
SW7 2LB

Auditors:

Grant Thornton
Registered auditors
Chartered accountants
London

VIGLEN LIMITED

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 1996

INDEX	PAGE
Report of the directors	1 - 4
Report of the auditors	5
Accounting policies	6 & 7
Profit and loss account	8
Balance sheet	9
Cash flow statement	10
Notes to the financial statements	11 - 19

VIGLEN LIMITED

REPORT OF THE DIRECTORS

The directors have pleasure in presenting their report and the audited financial statements for the year ended 30 June 1996.

Principal activities

The company is principally engaged in the manufacturing and marketing of computers, peripherals and software.

Business review

During the year the company enjoyed a considerable expansion in the market for its products, which are predominantly sold in the United Kingdom.

The market conditions have been difficult with selling prices continuing to fall but nevertheless the company has been able to increase its turnover.

Expectations for the current year are to continue these trends.

Results

The results for the year are set out on page 8. The profit for the period after taxation amounted to £7,479,453 (1995: £8,333,139). Retained profit for the period transferred to reserves was £3,829,453 (1995: £4,583,139).

Dividends

An interim dividend of £1,650,000 was paid on 1 May 1996 to Amstrad plc (1995: £1,750,000). The directors recommend the payment of a final dividend of £2,000,000 (1995: £2,000,000).

Directors and directors' interests

All directors served throughout the year except that Mr B Tkachuk was appointed to the board on 21 March 1996, and Mr M E Ray was appointed on 15 April 1996. Mr D C W Rogers resigned on 12 January 1996 and Mr V W Boyadjian resigned on 31 March 1996.

No director had, during or at the end of the period, a material interest in any contract which was significant in relation to the company's business.

No director has, or had, during the year or at the year end, any interest in the shares of the company.

VIGLEN LIMITED

REPORT OF THE DIRECTORS

The directors had the following interests in share options of the parent undertaking:

	30 June 1996	1 July 1995 or date of appointment
A Tanelian	-	-
D Kazandjian	53,950	-
R Davis	-	-
R Babaian	53,950	-
B Tkackuk	92,938	92,938
M E Ray	26,364	26,364

As part of an amendment to the agreement to sell the shares of Viglen Limited to Amstrad plc Mr A Tanelian, Mr D Kazandjian, Mr R Babaian and Mr R Davis have contracted to receive part of their deferred consideration by means of fully paid shares of Amstrad plc. Their expected shareholdings will be as follows:

	No of ordinary shares
Mr A Tanelian	1,437,146
Mr D Kazandjian	609,698
Mr R Babaian	261,300
Mr R Davis	182,910

The interests of Mr A G Dean in the shares of the parent undertaking are disclosed in that company's financial statements.

Directors' responsibilities for the financial statements

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those 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;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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, for safeguarding the assets of the company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

VIGLEN LIMITED

REPORT OF THE DIRECTORS

Payment policy

It is the company's normal practice to pay its suppliers within agreed terms provided that the suppliers meet their obligations.

Fixed assets

Details of movements in fixed assets of the company during the year, are disclosed in notes 8 and 9 to the financial statements.

Investments

During the year Viglen France SA was incorporated and Amstrad Direct Limited was purchased from Amstrad plc.

Research and development

The company carries out research and development as part of its day to day activities in relation to its products according to the market in which it operates.

Health and safety

In accordance with the provision of the Health and Safety at Work Act 1974, the company has issued a written statement of its general policy with respect to the health, safety and welfare at work of its employees and the organisation and arrangements for carrying out that policy. The statement has been brought to the notice of all employees of the company.

Employment of disabled persons

It is the policy of the company to give full and fair consideration to applications for employment from disabled persons, to continue wherever possible the employment of members of staff who may become disabled and to ensure that suitable training, career development and promotion is afforded to such persons.

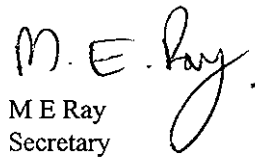
VIGLEN LIMITED

REPORT OF THE DIRECTORS

Auditors

Grant Thornton having offered themselves for reappointment as auditors shall be deemed to be reappointed for the next financial year in accordance with Section 386 of the Companies Act 1985.

Approved by the Board of Directors
and signed by order of the Board


M E Ray
Secretary

15 August 1996

REPORT OF THE AUDITORS TO THE MEMBERS OF

VIGLEN LIMITED

We have audited the financial statements on pages 6 to 19 which have been prepared under the accounting policies as set out on pages 6 and 7.

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 the company's affairs at 30 June 1996 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



**GRANT THORNTON
REGISTERED AUDITORS
CHARTERED ACCOUNTANTS
LONDON**

15 August 1996

VIGLEN LIMITED

PRINCIPAL ACCOUNTING POLICIES

The financial statements have been prepared in accordance with applicable accounting standards in the UK and under the historical cost convention except that certain freehold properties are shown at their revalued amounts. The principal accounting policies set out below have remained unchanged from the previous period.

Turnover

Turnover comprises the invoiced value of goods and services supplied by the company, excluding value added tax and trade discounts.

Depreciation

Depreciation is calculated to write down the cost or valuation less estimated residual value of all tangible fixed assets other than freehold land by equal annual instalments over their expected useful lives. The rates generally applicable are:

Leasehold improvements	- over life of lease
Freehold buildings	- 2% on cost or revalued amount
Motor vehicles	- 25% on cost
Fixtures and fittings	- 10%-20% on cost

Tooling is depreciated over 12 months on a straight line basis.
Freehold land is not depreciated.

Stocks and work in progress

Stocks and work in progress are valued at the lower of cost and net realisable value after making due allowance for obsolete and slow moving stocks.

Research and development

Expenditure on research and development is charged against profits in the year in which it is incurred.

Foreign currencies

Transactions in foreign currencies are translated at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities are translated at the rates of exchange ruling at the balance sheet date. All exchange differences are dealt with through the profit and loss account.

VIGLEN LIMITED

PRINCIPAL ACCOUNTING POLICIES

Deferred taxation

Deferred tax is provided for under the liability method using the tax rates estimated to arise when the timing differences reverse and is accounted for to the extent that it is probable that a liability or asset will crystallise. Unprovided deferred tax is disclosed as a contingent liability.

Warranty

Warranty revenues are released to profit in the year of sale. Provision is made in the same period for the expected future cost of providing the warranty.

Exemption from preparing group accounts

The financial statements contain information about Viglen Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under Section 228 of the Companies Act 1985 from the requirement to prepare consolidated financial statements as it is a wholly owned subsidiary of Amstrad Plc (see note 24).

VIGLEN LIMITED**PROFIT AND LOSS ACCOUNT****FOR THE YEAR ENDED 30 JUNE 1996**

	Note	12 months ended 30 June 1996 £	15 months ended 30 June 1995 £
Turnover	1	105,952,345	114,169,726
Operating costs	2	<u>(95,497,850)</u>	<u>(101,329,189)</u>
Operating profit		10,454,495	12,840,537
Net interest	4	<u>553,958</u>	<u>519,301</u>
Profit on ordinary activities before taxation	1,5	11,008,453	13,359,838
Tax on profit on ordinary activities	6	<u>(3,529,000)</u>	<u>(5,026,699)</u>
Profit on ordinary activities after taxation		7,479,453	8,333,139
Dividends	7	<u>(3,650,000)</u>	<u>(3,750,000)</u>
Retained profit for the year transferred to reserves	16	<u><u>3,829,453</u></u>	<u><u>4,583,139</u></u>

There were no recognised gains or losses other than the profit for the financial year.

The accompanying accounting policies and notes form an integral part of these financial statements.

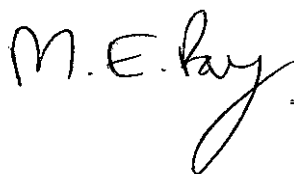
VIGLEN LIMITED

BALANCE SHEET AT 30 JUNE 1996

	Note	At 30 June 1996 £	At 30 June 1995 £
Fixed assets			
Tangible assets	8	5,249,277	4,825,717
Investments	9	<u>32,813</u>	<u>-</u>
		5,282,090	4,825,717
Current assets			
Stocks	10	10,593,662	15,508,216
Debtors	11	12,966,497	12,321,735
Cash at bank and in hand		<u>14,840,282</u>	<u>6,968,664</u>
		38,400,441	34,798,615
Creditors: amounts falling due within one year	12	<u>(22,432,209)</u>	<u>(22,467,562)</u>
Net current assets		<u>15,968,232</u>	<u>12,331,053</u>
Total assets less current liabilities		21,250,322	17,156,770
Provisions for liabilities and charges			
Other provisions	13	<u>(868,851)</u>	<u>(604,752)</u>
		<u>20,381,471</u>	<u>16,552,018</u>
Capital and reserves			
Called up share capital	15	10,067	10,067
Profit and loss account	16	<u>20,371,404</u>	<u>16,541,951</u>
Shareholders' funds	17	<u>20,381,471</u>	<u>16,552,018</u>
Equity shareholders' funds		20,371,471	16,542,018
Non equity shareholders' funds		<u>10,000</u>	<u>10,000</u>
		<u>20,381,471</u>	<u>16,552,018</u>

The financial statements were approved by the Board of Directors on 15 August 1996

M E Ray



Director

The accompanying accounting policies and notes form an integral part of these financial statements.

VIGLEN LIMITED**CASH FLOW STATEMENT****FOR THE YEAR ENDED 30 JUNE 1996**

	Note	12 months ended 30 June 1996 £	15 months ended 30 June 1995 £
Net cash inflow from operating activities	18	16,567,196	8,356,075
Return on investments and servicing of finance			
Interest received		558,552	614,154
Interest paid		(4,184)	(102,853)
Dividends paid		<u>(3,650,000)</u>	<u>(1,750,000)</u>
Net cash outflow from returns on investments and servicing of finance		(3,095,632)	(1,238,699)
Taxation			
Corporation tax paid		(1,874,029)	(2,451,665)
Payments to Amstrad plc for group relief		<u>(2,380,000)</u>	<u>-</u>
		(4,254,029)	(2,451,665)
Investing activities			
Purchase of tangible fixed assets		(1,351,100)	(2,495,652)
Sale of tangible fixed assets		37,996	42,565
Purchase of investments in subsidiary companies		(32,813)	-
Realisation of fixed asset investment		<u>-</u>	<u>1,000,000</u>
Net cash outflow from investing activities		<u>(1,345,917)</u>	<u>(1,453,087)</u>
Increase in cash and cash equivalents	19	<u>7,871,618</u>	<u>3,212,624</u>

The accompanying accounting policies and notes form an integral part of these financial statements.

VIGLEN LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 1996

1 TURNOVER AND PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

Turnover and profit on ordinary activities before taxation are attributable to the manufacturing and marketing of computers, peripherals and software. The company operates in one class of business activity. Turnover and operations arise predominantly in the UK.

2 OPERATING COSTS

	12 months ended 30 June 1996 £	15 months ended 30 June 1995 £
Other operating income	(18,943)	(9,918)
Changes in work in progress and finished goods	724,312	(5,735,186)
Raw material and consumables	80,617,797	93,444,323
Other external charges	7,187,488	5,962,044
Staff costs	5,688,347	5,516,734
Depreciation	899,222	335,630
Profit on sale of fixed assets	(9,678)	(3,745)
Other operating charges	409,305	1,269,617
Exceptional items:		
Write down of freehold property	-	549,690
	<u>95,497,850</u>	<u>101,329,189</u>

3 STAFF COSTS

Staff costs during the period were as follows:

	12 months ended 30 June 1996 £	15 months ended 30 June 1995 £
Wages and salaries	5,159,322	5,031,209
Social security costs	529,025	485,525
	<u>5,688,347</u>	<u>5,516,734</u>

The average number of employees of the company during the period was 271 (1995: 207).

VIGLEN LIMITED**NOTES TO THE FINANCIAL STATEMENTS****FOR THE YEAR ENDED 30 JUNE 1996**

Remuneration in respect of directors was as follows:

	12 months ended 30 June 1996 £	15 months ended 30 June 1995 £
Remuneration	<u>284,618</u>	<u>410,689</u>

The emoluments of the directors were as follows:

	£	£
The chairman	-	-
The highest paid director	<u>78,175</u>	<u>165,055</u>

The emoluments of the other directors, fell within the following ranges:

	12 months ended 30 June 1996 Number	15 months ended 30 June 1995 Number
£0 to £5,000	2	1
£10,001 to £15,000	1	-
£15,001 to £20,000	1	-
£25,001 to £30,000	1	-
£30,001 to £35,000	-	1
£60,001 to £65,000	-	1
£70,001 to £75,000	2	1
£75,001 to £80,000	<u>-</u>	<u>1</u>

4 NET INTEREST

	12 months ended 30 June 1996 £	15 months ended 30 June 1995 £
Interest receivable	558,142	622,154
Interest payable on borrowings wholly repayable within five years	<u>(4,184)</u>	<u>(102,853)</u>
	<u>553,958</u>	<u>519,301</u>

VIGLEN LIMITED**NOTES TO THE FINANCIAL STATEMENTS****FOR THE YEAR ENDED 30 JUNE 1996****5 PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION**

Profit on ordinary activities before taxation is after charging/(crediting):

	12 months ended 30 June 1996 £	15 months ended 30 June 1995 £
Depreciation	899,222	335,630
Auditors remuneration:		
- Audit services	29,000	32,500
- Non audit services	-	800
Profit on sale of fixed assets	<u>(9,678)</u>	<u>(3,745)</u>

6 TAX ON PROFIT ON ORDINARY ACTIVITIES

The tax charge is based on the profit for the period and represents:

	12 months ended 30 June 1996 £	15 months ended 30 June 1995 £
United Kingdom corporation tax @ 33% (1995: 33%)	3,570,000	4,839,464
Deferred tax (note 14)	-	153,348
	<u>3,570,000</u>	<u>4,992,812</u>
Adjustments in respect of prior year		
Corporation tax	<u>(41,000)</u>	<u>33,887</u>
	<u>3,529,000</u>	<u>5,026,699</u>

7 DIVIDENDS

	12 months ended 30 June 1996 £	15 months ended 30 June 1995 £
Ordinary \$0.01 shares - interim dividend of £165 per share paid 1 May 1996 (1995: £175)	1,650,000	1,750,000
Ordinary \$0.01 shares - proposed final dividend of £200 per share (1995: £200)	<u>2,000,000</u>	<u>2,000,000</u>
	<u>3,650,000</u>	<u>3,750,000</u>

VIGLEN LIMITED**NOTES TO THE FINANCIAL STATEMENTS**

FOR THE YEAR ENDED 30 JUNE 1996

8 TANGIBLE FIXED ASSETS

	Freehold property £	Leasehold improvements £	Fixtures, fittings & equipment £	Motor vehicles £	Total £
Cost or valuation					
At 1 July 1995	1,872,158	627,638	3,153,670	245,029	5,898,495
Additions	7,060	10,984	1,196,783	136,273	1,351,100
Disposals	-	-	(218,325)	(81,524)	(299,849)
At 30 June 1996	<u>1,879,218</u>	<u>638,622</u>	<u>4,132,128</u>	<u>299,778</u>	<u>6,949,746</u>
Depreciation					
At 1 July 1995	104,074	30,551	813,748	124,405	1,072,778
Disposals	-	-	(218,324)	(53,207)	(271,531)
Charged in the period	21,218	127,271	696,911	53,822	899,222
At 30 June 1996	<u>125,292</u>	<u>157,822</u>	<u>1,292,335</u>	<u>125,020</u>	<u>1,700,469</u>
Net book amount at 30 June 1996	<u>1,753,926</u>	<u>480,800</u>	<u>2,839,793</u>	<u>174,758</u>	<u>5,249,277</u>
Net book amount at 30 June 1995	<u>1,768,084</u>	<u>597,087</u>	<u>2,339,922</u>	<u>120,624</u>	<u>4,825,717</u>

Leasehold improvements relate to short leasehold property.

As part of the acquisition of the company by Amstrad plc in July 1994 the valuation of the freehold property was considered by both parties and reduced by £549,690. If this property were stated at its historic cost it would have been included at a cost of £2,428,908.

9 FIXED ASSET INVESTMENTS

	30 June 1996 £	30 June 1995 £
Investment in subsidiary companies	<u>32,813</u>	<u>-</u>

The investment relates to the company's two subsidiary companies, Amstrad Direct Limited incorporated in the United Kingdom and registered in England and Wales and Viglen France SA incorporated in France. Viglen owns 100% of the ordinary share capital of both companies.

Amstrad Direct Limited's principal activity is the marketing and sale of consumer electronic products.

Viglen France SA does not trade.

VIGLEN LIMITED**NOTES TO THE FINANCIAL STATEMENTS****FOR THE YEAR ENDED 30 JUNE 1996****10 STOCKS**

	30 June 1996 £	30 June 1995 £
Raw materials, consumables and bought in products	9,196,629	13,386,871
Work in progress and finished goods	1,397,033	2,121,345
	<u>10,593,662</u>	<u>15,508,216</u>

11 DEBTORS

	30 June 1996 £	30 June 1995 £
Trade debtors	11,439,114	11,416,407
Other debtors	800	63,009
Prepayments and accrued income	336,929	342,319
ACT recoverable	500,000	500,000
Corporation tax recoverable	260,204	-
Amounts owed by group companies	429,450	-
	<u>12,966,497</u>	<u>12,321,735</u>

The ACT recoverable shown in debtors is due after more than one year.

12 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	30 June 1996 £	30 June 1995 £
Payments received on account	270,956	515,837
Trade creditors	10,376,875	11,211,195
Corporation tax	4,008,271	4,400,796
ACT payable	865,200	937,500
Other taxes and social security costs	1,518,784	1,144,233
Dividends	2,000,000	2,000,000
Accruals and deferred income	1,937,402	2,258,001
Amounts owed to group companies	1,454,721	-
	<u>22,432,209</u>	<u>22,467,562</u>

VIGLEN LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 1996

13 PROVISIONS FOR LIABILITIES AND CHARGES

	£
Other provision at 1 July 1995	604,752
Provided during the period	264,099
At 30 June 1996	<u>868,851</u>

These provisions relate to the expected future cost of providing warranty support.

14 DEFERRED TAXATION

	Amount provided		Amount unprovided	
	30 June 1996	30 June 1995	30 June 1996	30 June 1995
	£	£	£	£
Accelerated capital allowances	-	-	259,856	165,867
Other timing differences	-	-	(442,129)	(497,698)
	<u>-</u>	<u>-</u>	<u>(182,273)</u>	<u>(331,831)</u>

15 SHARE CAPITAL

	30 June 1996	30 June 1995
	£	£
Authorised, allotted, called up and fully paid		
10,000 deferred shares of £1 each	10,000	10,000
10,000 ordinary shares of \$0.01 each	67	67
	<u>10,067</u>	<u>10,067</u>

The deferred shares do not have voting rights attached to them and are not entitled to receive a dividend.

16 PROFIT AND LOSS ACCOUNT

	12 months ended 30 June 1996
	£
At 1 July 1995	16,541,951
Retained profit for the year	3,829,453
At 30 June 1996	<u>20,371,404</u>

VIGLEN LIMITED**NOTES TO THE FINANCIAL STATEMENTS****FOR THE YEAR ENDED 30 JUNE 1996****17 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS**

	12 months ended 30 June 1996 £	15 months ended 30 June 1995 £
Profit for the financial year	7,479,453	8,333,139
Dividends	(3,650,000)	(3,750,000)
Net increase in shareholders' funds	3,829,453	4,583,139
Shareholders' funds at 1 July 1995	16,552,018	11,968,879
Shareholders' funds at 30 June 1996	<u>20,381,471</u>	<u>16,552,018</u>

18 NET CASH INFLOW FROM OPERATING ACTIVITIES

	12 months ended 30 June 1996 £	15 months ended 30 June 1995 £
Operating profit	10,454,495	12,840,537
Write down of freehold property	-	549,690
Depreciation	899,222	335,630
Profit on sale of fixed assets	(9,678)	(3,745)
Decrease/(increase) in stocks	4,914,554	(5,735,186)
Increase in debtors	(384,968)	(1,205,610)
Increase in creditors	429,472	970,007
Increase in provisions	264,099	604,752
Net cash inflow from continuing operating activities	<u>16,567,196</u>	<u>8,356,075</u>

19 ANALYSIS OF CHANGES IN CASH AND CASH EQUIVALENTS

	30 June 1996 £	30 June 1995 £
At 1 July 1995	6,968,664	3,756,040
Net cash inflow	7,871,618	3,212,624
At 30 June 1996	<u>14,840,282</u>	<u>6,968,664</u>

VIGLEN LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 1996

20 ANALYSIS OF CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise:

	30 June 1996 £	30 June 1995 £	31 March 1994 £	Change in year to 30 June 1996 £	Change in period to 30 June 1995 £
Cash at bank and in hand	14,840,282	6,968,664	3,826,212	7,871,618	3,142,452
Bank overdraft	-	-	(70,172)	-	70,172
	<u>14,840,282</u>	<u>6,968,664</u>	<u>3,756,040</u>	<u>7,871,618</u>	<u>3,212,624</u>

21 CAPITAL COMMITMENTS

	1996 £	1995 £
Authorised but not contracted for	124,000	175,000
Contracted for but not provided in the financial statements	-	100,000
	<u>124,000</u>	<u>275,000</u>

22 CONTINGENT LIABILITIES

At 30 June 1996 the company had entered into forward foreign exchange contracts with a sterling equivalent of £2,578,658.

There were no other contingent liabilities at 30 June 1996 or 30 June 1995, except as disclosed in note 14.

23 LEASING COMMITMENTS

At 30 June 1996 the company had an annual operating lease commitment of £311,400 (1995: £311,400). The operating leases to which these amounts relate expire as follows:

	1996 Land and buildings £	1995 Land and buildings £
In one year or less	3,000	3,000
Between one and five years	308,400	308,400
	<u>311,400</u>	<u>311,400</u>

VIGLEN LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 1996

24 ULTIMATE PARENT UNDERTAKING

The directors consider that the ultimate parent undertaking of this company is Amstrad plc, which is registered in England and Wales.

The largest group of undertakings for which group accounts have been drawn up is that headed by Amstrad plc. Copies of the group accounts are available from Amstrad plc, Brentwood House, 169 Kings Road, Brentwood, Essex, CM14 4EF