# FUTURE ELECTRONICS LIMITED

Report and Accounts

31 December 2001

Registered Number: 2087867



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#### **DIRECTORS**

D G Casey T G McGrory J A J Rourke

#### **SECRETARY**

Abogado Nominees Limited

### **AUDITORS**

Ernst & Young LLP Apex Plaza Reading Berkshire RG1 1YE

#### **BANKERS**

ABN AMRO Bank 250 Bishopsgate London EC2M 4AA

### **SOLICITORS**

Baker & McKenzie 100 New Bridge Street London EC4V 6JA

### REGISTERED OFFICE

Future House Poyle Road Colnbrook Slough SI3 OAA

#### DIRECTORS' REPORT

The directors present their report and accounts for the year ended 31 December 2001.

#### RESULTS AND DIVIDENDS

The profit for the year, after taxation and before dividend distribution, amounted to £5.496,903 (2000: £36,926,407). An interim dividend of £32,530,369 (2000: £Nil) was paid. The directors do not recommend the payment of a final dividend (2000: £Nil).

#### PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The company's principal activity continued to be the distribution of electronic components. Turnover has decreased by 24% to £245,192,911 during the year.

#### FUTURE DEVELOPMENTS

The company is committed to strengthening its market position across Europe and continues to invest in improving its efficiency and effectiveness in all locations to achieve that aim.

#### EVENTS SINCE THE BALANCE SHEET DATE

There were no significant events affecting the company since the date of the balance sheet.

#### DIRECTORS AND THEIR INTERESTS

The directors who served during the year were as follows:

D G Casev

E M O'Kelly

(resigned 6 April 2001)

T G McGrory

In addition, J A J Rourke was appointed as director on 6 April 2001. The directors at 31 December 2001 held no interest in the share capital of the company.

#### **HEALTH AND SAFETY OF EMPLOYEES**

The directors give special attention to the health and safety of their employees and endeavour to ensure that as far as possible the training, career development and promotion of disabled persons is the same as for other employees. Should employees become disabled, every effort is made to ensure that their employment continues and appropriate retraining is received.

During the year, the policy of providing employees with information about the company has continued. Regular meetings are held between management and employees to allow a free flow of information and ideas.

#### IMPACT OF THE EURO

The company has adopted the Euro as a trading currency similar to the many others it already traded in; the company's records are not maintained in Euro. Total anticipated cost to allow for the adoption of the Euro has not been significant and is subsumed into the recurring activities of the departments involved.

#### **AUDITORS**

A resolution to reappoint Ernst & Young LLP as auditors will be put to the members at the Annual General Meeting.

On behalf of the Board on 9 /04 /02

Director

# STATEMENT OF DIRECTORS' RESPONSIBILITES IN RESPECT OF THE ACCOUNTS

Company law requires the directors to prepare accounts 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 accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent; and
- prepare the accounts 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 accounts 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.

# **型 Ernst & Young**

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# INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF FUTURE ELECTRONICS LIMITED

We have audited the company's financial statements for the year ended 31 December 2001 which comprise the Profit and Loss Account, Balance Sheet, Cash Flow Statement and the related notes 1 to 20. These financial statements have been prepared on the basis of 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 legal and regulatory requirements and United Kingdom 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 to you 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 and consider the implications for our report if we become aware of any apparent misstatements within it.

#### 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 affairs of the company as at 31 December 2001 and of its results for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

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Registered Auditor

Reading

19 April Zoor

# Future Electronics Limited

# PROFIT AND LOSS ACCOUNT

For the year ended 31 December 2001

	Note	2001 £	2000 £
TURNOVER Cost of soles	2	245,192,911 (198,217,228)	323,856,424 (235,644,361)
Cost of sales			
Gross profit		46,975,683	88,212,063
Distribution costs		(24,130,811)	(22,989,057)
Administrative expenses (see note below)		(15,629,959)	(15,026,426)
Other operating (expenses)/income		(17,713)	120,995
OPERATING PROFIT	3	7,197,200	50,317,575
Bank interest receivable		658,909	506,006
Interest payable and similar charges	6	(3,391)	(425,409)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		7,852,718	50,398,172
Tax on profit on ordinary activities	7	(2,355,815)	(13,471,765)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		5,496,903	36,926,407
Dividends paid		(32,530,369)	
(LOSS)/PROFIT RETAINED FOR THE FINANCIAL YEAR	16	(27,033,466)	36,926,407

### STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

There are no recognised gains or losses other than the profit for the year of £5,496,903 (2000: £36,926,407).

Note: administrative expenses of £15,629,959 and £15,026,426 included foreign exchange losses of £341,956 and £988,058 for the years ended 31 December 2001 and 31 December 2000, respectively.

# **BALANCE SHEET**

At 31 December 2001

		2001	2000
	Note	£	£
FIXED ASSETS			
Tangible assets	8	5,428,035	4,715,381
Investments	9	4,358,103	51,828
		9,786,138	4,767,209
CURRENT ASSETS			
Stock	10	50,908,675	62,540,885
Debtors	11	42,933,940	67,737,760
Cash at bank and in hand		4,243,118	9,565,157
		98,085,733	139,843,802
CREDITORS: amounts falling due within one year	12	(17,252,059)	(26,899,431)
NET CURRENT ASSETS		80,833,674	112,944,371
TOTAL ASSETS LESS CURRENT LIABILITIES		90,619,812	117,711,580
CREDITORS: amounts falling due after more than one year	13	(221,332)	(279,634)
NET ASSETS		90,398,480	117,431,946
CAPITAL AND RESERVES			
Called-up share capital	15	88,069,083	88,069,083
Share premium account	16	875,938	* *
Profit and loss account	16	1,453,459	•
SHAREHOLDERS' FUNDS - ALL EQUITY	16	90,398,480	117,431,946

Approved by the Board on 9/4/02

Director

# STATEMENT OF CASH FLOWS

At 31 December 2001

Note	2001 £	2000 £
NET CASH INFLOW FROM OPERATING ACTIVITIES 17	34,485,499	20,489,960
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE Interest received Interest paid	658,909 (3,391)	506,006 (425,409)
	655,518	80,597
TAXATION Corporation tax paid	(2,355,815)	(13,471,765)
CAPITAL EXPENDITURE AND FINANCIAL INVESTMENT Purchase of tangible fixed assets Disposal of tangible fixed assets Capital contribution	(1,974,059) - (4,306,275)	(3,156,690)
NET CASH OUTFLOW BEFORE FINANCING		(3,154,924)
EQUITY DIVIDENDS PAID	(32,530,369)	-
FINANCING (Decrease)/increase in amounts owed to Future Electronics Inc. 17	703,462	(266,449)
(DECREASE)/INCREASE IN CASH	(5,322,039)	3,677,419
RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN FUNDS (Decrease)/increase in cash in the year Cash (inflow)/outflow from movement in amounts due to Future Electronics	(5,322,039)	3,677,419
Inc. and lease financing Repayment of bank overdraft	(703,462) 9,554	•
MOVEMENT IN NET FUNDS 17	(6,015,947)	3,943,868
NET FUNDS AT 1 JANUARY 17	9,524,968	5,581,100
NET FUNDS AT 31 DECEMBER 17	3,509,021	9,524,968

At 31 December 2001

#### 1 ACCOUNTING POLICIES

#### Basis of preparation

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

### Tangible fixed assets and depreciation

All tangible fixed assets are stated at cost less accumulated depreciation.

Depreciation is provided on all tangible fixed assets at rates calculated to write-off the cost, less estimated residual value, of each asset evenly over its expected useful life as follows:

Short leasehold improvements

5 years

Computer equipment

4 years

Equipment and fixtures

5 to 10 years

The carrying values of tangible fixed assets are reviewed for impairment if events or changes in circumstances indicate the carrying value may not be recoverable.

#### Fixed asset investments

Fixed asset investments are stated at cost less any amounts written off for diminution in value.

#### Stocks

Stocks are stated at the lower of cost and net realisable value. Cost is purchase price less trade discounts and is computed on a first in first out basis. Net realisable value is based on estimated selling price less any further costs expected to be incurred on disposal.

#### Deferred taxation

Deferred taxation is provided using the liability method on all timing differences which are expected to reverse in the future without being replaced, calculated at the rate at which it is anticipated the timing differences will reverse.

Deferred taxation assets are only recognised if recovery without replacement by equivalent debit balances is reasonably certain.

#### Foreign currencies

Transactions in foreign currencies are recorded at the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date. All exchange differences are taken to the profit and loss account.

#### Leasing commitments

Rentals paid and payable under operating leases are charged to the profit and loss account on a straight-line basis over the lease term.

#### 2 TURNOVER

Turnover represents the amounts derived from the sale of goods supplied by the company, net of value added tax and trade discounts. All turnover arises from continuing operations.

An analysis of turnover by geographical market of destination has not been provided on the grounds that, in the opinion of the directors, it would be seriously prejudicial to the interests of the company.

At 31 December 2001

#### 3 OPERATING PROFIT

	2001 £	2000 £
Operating profit is stated after charging:		
Depreciation of tangible fixed assets:		
- owned by the company	1,261,405	1,020,432
Auditors' remuneration		
- audit services	35,000	44,000
- other services	29,677	152,260
Operating lease rentals		
- motor vehicles	42,971	97,615
- land and buildings	1,385,875	942,622
Foreign exchange loss	341,956	988,058
-		

#### 4 DIRECTORS' EMOLUMENTS

The directors of the company are also directors of several fellow subsidiaries of Future Electronics Inc. Whereas the emoluments received by the directors are for services to all the subsidiaries it is not possible to allocate the amount which is for services to Future Electronics Limited. The total emoluments for the services to Future Electronics Limited is not over £200,000 and therefore the emoluments of the highest paid director are not disclosed.

### 5 STAFF COSTS

	2001	2000
	£	£
Wages and salaries	12,461,828	12,716,867
Social security costs	1,332,132	1,303,851
	13,793,960	14,020,718

The monthly average number of employees (including directors) during the year was as follows:

	2001 No.	2000 No.
Warehouse Sales and administration	155 351	166 329
	506	495
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At 31 December 2001

# 6 INTEREST PAYABLE AND SIMILAR CHARGES

O	INTEREST TATABLE AND SIMILAR CI	MINOLD			
				2001 £	2000 £
	On loans from group undertakings On bank overdrafts			- 3,391	416,648 8,761
	On bank overdians			3,391	425,409
7	TAX ON PROFIT ON ORDINARY ACTI	VITIES			
				2001 £	2000 £
	United Kingdom corporation tax payable: - current tax on income for the period - prior year corporation tax under provided			1,888,445 467,370	13,468,630 3,135
				2,355,815	13,471,765
8	TANGIBLE FIXED ASSETS				
		Short leasehold improvements £	Computer equipment £	Equipment and fixtures £	Total £
	Cost: At 1 January 2001 Additions Write-off of fully depreciated assets Transfers	1,634,059 380,052 (465,610)	2,080,121 311,953 (450,059) 138,603	3,600,809 1,282,054 (437,325) (138,603)	7,314,989 1,974,059 (1,352,994)
	At 31 December 2001	1,548,501	2,080,618	4,306,935	7,936,054
	<b>Depreciation:</b> At 1 January 2001 Charge for the year Write-off of fully depreciated assets	893,449 304,852 (465,610)	885,354 468,391 (450,059)	820,805 488,162 (437,325)	2,599,608 1,261,405 (1,352,994)
	At 31 December 2001	732,691	903,686	871,642	2,508,019
	NY 4 L and Landson	<del></del>		-	
	Net book value: At 31 December 2001	815,810	1,176,932	3,435,293	5,428,035
		815,810 740,610	1,176,932	3,435,293	5,428,035

At 31 December 2001

# 9 FIXED ASSET INVESTMENTS

Cost and net book value: At 1 January 2001 Additions	51,828 4,306,275
31 December 2001	4,358,103

The company holds 100% of the preferred share capital of FE Future Holding BV, a company incorporated in The Netherlands. The company holds 50% of the voting rights in FE Future Holding BV, which is the holding company for the European subsidiary undertakings.

#### 10 STOCK

		2001 £	2000 £
	Finished goods and goods for resale	50,908,675	62,540,885
2 11	DEBTORS		
ઠ		2001	2000
5		£	£
LNIVSI &	Trade debtors	26,968,510	48,389,639
1	Amounts due from group undertakings	13,822,058	
11	Other debtors		3,993,334
	Prepayments and accrued income	853,509	551,142
		42,933,940	67,737,760
			<del></del>
12	CREDITORS: amounts falling due within one year		
		2001	2000
		£	£
	Bank overdrafts	-	9,554
	Trade creditors	1,080,659	6,192,148
	Amounts owed to group undertakings	5,965,955	3,520,200
	Other taxes and social security	343,412	383,217
	Corporation tax	937,817	
	Other creditors	1,665	6,957
	Accruals and deferred income	8,922,551	7,392,725
		17,252,059	26,899,431

£

At 31 December 2001

### 13 CREDITORS: amounts falling due after more than one year

	2001	2000
	£	£
Amounts owed to group undertakings Accruals and deferred income	221,332	30,635 248,999
	221,332	279,634

Accruals and deferred income contain reverse premiums, of which £83,000 (2000: £110,667) will be released after five years.

#### 14 DEFERRED TAXATION

The potential and provided amounts in respect of deferred taxation at 31 December 2001 amount to nil (2000: £Nil).

#### 15 SHARE CAPITAL

	2001 £	2000 £
Authorised		
Ordinary shares of £1 each	100,000,000	100,000,000
Allotted, called up and fully paid	00.040.000	00.000.000
Ordinary shares of £1 each	88,069,083	88,069,083
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### 16 RECONCILIATION OF SHAREHOLDERS' FUNDS AND MOVEMENT ON RESERVES

	Share capital £	Share premium account £	Profit and loss account £	Total Share- holders' Funds £
Balance at 1 January 2000 Profit for the year	88,069,083	875,938	(8,439,482) 36,926,407	
Balance at 31 December 2000 Profit for the year Dividend and other appropriations	88,069,083	875,938 - -	5,496,903	117,431,946 5,496,903 (32,530,369)
Balance at 31 December 2001	88,069,083	875,938	1,453,459	90,398,480

At 31 December 2001

#### 17 NOTES TO THE STATEMENT OF CASH FLOWS

(a) Reconciliation of operating profit to net cash outflow from operating activities:

2001 £	2000 £
7,197,200	50,317,575
1,261,405	1,020,432
11,632,210	(18,833,454)
24,803,820	18,366,564)
(10,409,136)	6,351,971
34,485,499	20,489,960
	7,197,200 1,261,405 11,632,210 24,803,820 (10,409,136)

(b) Analysis of changes in net debt:

	1 January 2001 £	Cash flows £	Non-cash movements £	31 Dec- ember 2001 £
Cash at bank and in hand	9,565,157	(5,322,039)	-	4,243,118
Bank overdrafts	(9,554)	9,554	_	_
Amounts owed to Future Electronics Inc.	(30,635)	(703,462)	=	(734,097)
Total	9,524,968	(6,015,947)	-	3,509,021

### 18 OPERATING LEASE COMMITMENTS

At 31 December, the company had annual commitments under non-cancellable operating leases as follows:

	Land and buildings		Other	
	2001	2000 restated	2001	2000 restated
	£	£	£	£
Operating leases which expire:				
Within one year	1,242,290	-	59,573	7,194
In two to five years	4,982,861	25,650	47,519	80,180
In over five years	-	1,243,725	-	, -
	6,225,151	1,269,375	107,092	87,374

At 31 December 2001

### 19 RELATED PARTY TRANSACTIONS

Mr Robert Miller is the ultimate controller of Future Electronics Limited and of the following companies who ultimate parent undertaking is also Future Electronics Inc. During the year, the company entered into the following related party transactions, in the ordinary course of business:

	Country of operation	2001 £	2000 £
Sales to related parties Related party Future Electronics Corporation Future Electronics Inc. (Distribution) PTE Limited Future Electronics A.S. Future Electronics Sp. 7.0.0	USA Singapore Norway Poland	19,556,751 1,894,851 5,293,343	18,263,959 1,745,946 5,180,724
Future Electronics Sp. Z.o.o. Future Electronics Deutschland GmbH Future Electronics (Distribution) Israel Limited Future Electronics Kft.	Germany Israel Hungary	2,381,934 29,949,458 19,052,700 257,657 78,386,694	2,804,006 42,217,734 25,160,632 95,373,001
	Country of operation	2001 £	2000 £
Purchases from related parties Related party Future Electronics Corporation Future Electronics Inc. (Distribution) PTE Limited	USA Singapore	54,629,604 1,895,966 56,525,570	68,818,212 3,873,940 72,692,152
	Country of operation	2001 £	2000 £
Loan interest paid/payable to related parties Related party Future Electronics Corporation	USA		240.766
F.E. Future Holding B.V.	Netherlands	-	340,766 75,882 416,648
Loan interest received/receivable from related parties	Country of operation	2001 £	2000 £
Related party Future Electronics Corporation	USA	463,772	
	00/1	463,772	

At 31 December 2001

# 19 RELATED PARTY TRANSACTIONS (CONTINUED)

	Country of operation	2001 £	2000 £
Sales commission paid and payable to related parties Related party			
Future Electronics S.A.	France	4,757,462	4,684,028
Future Electronics S.r.L.	Italy	2,591,212	2,372,588
Future Electronics (Ireland) Limited	Ireland	1,038,214	899,911
Future Electronics A/S	Denmark	987,146	982,747
Future Electronics B.V.	Netherlands	623,898	900,969
Future Electronics Oy	Finland	847,782	596,476
FAI Electronics AB	Sweden	1,584,353	1,535,059
Future Electronics Kft.	Hungary	64,804	120,085
Future Electronics Distribution (Spain) S.L.	Spain	943,470	889,524
Future Electronics NV	Belgium	387,264	-
		13,825,605	12,981,387
		=	
	Country of	2001	2000
	operation	£	£
Amounts due from related parties			
Related party			
Future Electronics Deutschland GmbH	Germany	-	2,506,744
Future Electronics Inc. (Distribution) PTE Limited	Singapore	459,407	110,575
Future Electronics A.S.	Norway	-	745,528
Future Electronics Sp. Z.o.o.	Poland	282,486	1,976,668
Future Electronics Distribution (Israel) Limited	Israel	3,205,703	8,192,083
Future Electronics Distribution (Spain) SL	Spain	=	41,736
Future Electronics Kft.	Hungary	227,704	754,681
Future Electronics Corporation	USA	9,570,394	401,226
F.E. Future Holding B.V.	Netherlands	76,364	59,731
Future Electronics NV	Belgium	-	14,673
		13,822,058	14,803,645

At 31 December 2001

### 19 RELATED PARTY TRANSACTIONS (CONTINUED)

	Country of	2001	2000
	operation	£	£
Amounts owed to related parties			
Related party			
F.E. Future Holding B.V.	Netherlands	51,557	179,313
Future Electronics S.A.	France	838,207	710,839
Future Electronics (Ireland) Limited	Ireland	1,147,410	1,234,625
Future Electronics A/S	Denmark	114,173	164,570
Future Electronics Deutschland GmbH	Germany	1,531,573	-
Future Electronics Distribution (Spain) S.L.	Spain	87,661	126,290
Future Electronics S.r.L.	Ītaly	344,037	386,514
Future Electronics Oy	Finland	107,428	136,587
FAI Electronics AB	Sweden	428,654	436,301
Future Electronics A.S.	Norway	401,963	-
Future Electronics B.V.	Netherlands	179,195	145,161
		5,231,858	3,520,200
Future Electronics Inc.	Canada	734,097	30,635
		5,965,955	3,500,835

# ULTIMATE HOLDING COMPANY AND CONTROLLER

The company is a wholly owned subsidiary of Future Electronics Inc., which is incorporated in Canada. Future Electronics Inc. is also, in the opinion of the directors, the ultimate parent undertaking. The consolidated financial statements of Future Electronics Inc. are not available to the public.

In the opinion of the directors, Mr Robert Miller, who controls 100% of the shares of Future Electronics Inc., is the company's ultimate controller.