

**LAMBERT FENCHURCH OVERSEAS LIMITED**

**REPORT & FINANCIAL STATEMENTS  
FOR THE NINE MONTHS ENDED 31 DECEMBER 2002**

REGISTERED NUMBER: 2214161



# LAMBERT FENCHURCH OVERSEAS LIMITED

## DIRECTORS' REPORT FOR THE NINE MONTHS ENDED 31 DECEMBER 2002

The directors submit their annual report together with the audited Financial Statements of the Company for the nine months ended 31 December 2002.

### ACTIVITIES AND REVIEW OF THE BUSINESS

The principal activity of the Company is that of a holding Company.

### RESULTS AND DIVIDENDS

The Company made a loss after taxation of £4,428,000 (year ended 31 March 2002: profit £5,640,000). Interim dividends of £nil (year ended 31 March 2002: £7,850,000) were paid during the period. The directors do not propose to pay a final dividend (year ended 31 March 2002: £nil). Retained losses of £4,428,000 (year ended 31 March 2002: loss of £2,210,000) have been transferred to reserves.

During the period the Company changed its year end from 31 March to 31 December. Accordingly, these financial statements reflect the activities of the Company for the 9 months ended 31 December 2002.

### PERSONNEL

The Company has no employees. All Group employees are employed by Heath Lambert Management Limited, the Group's management services company.

### DIRECTORS

The directors of the Company who held office during the period and to the date of this report were:

M J Caley  
S K Beerh  
C J Sturgess

### DIRECTORS' INTERESTS

None of the directors held any direct beneficial interest in the share capital of Lambert Fenchurch Overseas Limited. The beneficial interests, including family interests in the shares of the ultimate parent undertaking, HLF Group plc (formerly HLF Insurance Holdings Limited), according to the register of directors' interests maintained in compliance with the Companies Act 1985, are as follows:

	Number of Shares in HLF Group plc at 31 December 2002				Number of Shares in HLF Group plc at 31 March 2002			
	Ordinary Shares of 1p each	Preference Shares of £1 each	11% Unsecured £1 Loan Stock	Ordinary B Shares of 1p each	Ordinary Shares of 1p each	Preference Shares of £1 each	11% Unsecured £1 Loan Stock	Ordinary B Shares of 1p each
S K Beerh	114,207	23,133	35,812	10,000	114,207	23,133	35,812	10,000
M J Caley	56,287	120,228	108,892	-	56,287	120,228	108,892	-
C J Sturgess	2,800	4,128	3,072	20,000	2,800	4,128	3,072	20,000

# LAMBERT FENCHURCH OVERSEAS LIMITED

## DIRECTORS' REPORT FOR THE NINE MONTHS ENDED 31 DECEMBER 2002 (Continued)

### PAYMENTS TO SUPPLIERS

The Company has no trade creditors. All such creditors are paid by Heath Lambert Management Limited, a fellow group undertaking. The policy for payment of creditors is disclosed in the financial statements of Heath Lambert Management Limited.

### RESPONSIBILITIES OF THE DIRECTORS

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

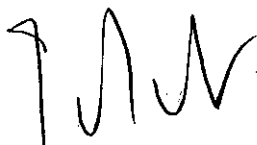
- select appropriate accounting policies and then apply them consistently.
- make judgements and estimates that are reasonable and prudent.
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- 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

Following the conversion of our auditors PricewaterhouseCoopers to a Limited Liability Partnership (LLP) from 1 January 2003, PricewaterhouseCoopers resigned on 6 February 2003 and the directors appointed its successor, PricewaterhouseCoopers LLP, as auditors. A resolution to re-appoint PricewaterhouseCoopers LLP as auditors to the company will be proposed at the Annual General Meeting.

By Order of the Board



HLF Corporate Services Limited  
Company Secretary  
Friary Court  
Crutched Friars  
London EC3N 2NP

1 May 2003

# **LAMBERT FENCHURCH OVERSEAS LIMITED**

## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF LAMBERT FENCHURCH OVERSEAS LIMITED**

We have audited the financial statements which comprise the profit and loss account, the balance sheet and the related notes which have been prepared under the accounting policies set out in the statement of accounting policies.

### **Respective responsibilities of Directors and Auditors**

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and Accounting Standards are set out in the statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards issued by the Auditing Practices Board. This report, including the opinion, has been prepared for and only for the Company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 is not disclosed.

We read the other information contained in the annual report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. The other information comprises only the directors' report.

### **Basis of audit 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 31 December 2002 and of its loss for the period then ended and have been properly prepared in accordance with the Companies Act 1985.

*PricewaterhouseCoopers LLP*

PricewaterhouseCoopers LLP  
Chartered Accountants and Registered Auditors  
Southwark Towers  
32 London Bridge Street  
London, SE1 9SY  
1 May 2003

# **LAMBERT FENCHURCH OVERSEAS LIMITED**

## **PROFIT AND LOSS ACCOUNT FOR THE NINE MONTHS ENDED 31 DECEMBER 2002**

	Notes	9 months to 31 December 2002 £'000	12 months to 31 March 2002 £'000
Administrative expenses	2	(2,862)	(24)
Amounts provided against investments in subsidiary undertakings	9	<u>(2,722)</u>	<u>-</u>
<b>Operating Loss</b>		<b>(5,584)</b>	<b>(24)</b>
Loss on disposal of associated and subsidiary undertakings	6	-	(13)
Investment income	5	-	7,239
Interest receivable	3	840	1,433
Interest payable	4	(412)	(578)
<b>(Loss) / Profit on Ordinary Activities before Taxation</b>		<b><u>(5,156)</u></b>	<b><u>8,057</u></b>
Taxation on (loss) / profit on ordinary activities	7	728	(2,417)
<b>(Loss) / Profit on Ordinary Activities after Taxation</b>		<b><u>(4,428)</u></b>	<b><u>5,640</u></b>
Dividends	8	-	(7,850)
<b>Retained Loss for the Period</b>	15	<b><u>(4,428)</u></b>	<b><u>(2,210)</u></b>

Results for the current period and prior year are attributable to continuing operations.

There are no recognised gains and losses other than those reflected in the profit and loss account above.

The notes on pages 6 to 14 form part of these financial statements.

**LAMBERT FENCHURCH OVERSEAS LIMITED****BALANCE SHEET AS AT 31 DECEMBER 2002**

	Notes	As at 31 December 2002 £'000	As at 31 March 2002 £'000
<b>Fixed Assets</b>			
Investments	9	<u>25,875</u>	<u>32,157</u>
<b>Current Assets</b>			
Debtors			
Amounts falling due within one year	10	31,280	3,445
Amounts falling due after more than one year	10	<u>565</u>	<u>21,957</u>
		31,845	25,402
<b>Creditors – Amounts Falling Due Within One Year</b>	11	(56,227)	(51,385)
<b>Net Current Liabilities</b>		<u>(24,382)</u>	<u>(25,983)</u>
<b>Total Assets Less Current Liabilities</b>		<u>1,493</u>	<u>6,174</u>
<b>Creditors – Amounts Falling Due After More Than One Year</b>	12	-	(213)
<b>Provisions For Liabilities And Charges</b>	13	-	(40)
<b>Net Assets</b>		<u>1,493</u>	<u>5,921</u>
<b>Capital And Reserves</b>			
Called Up Share Capital	14	5,886	5,886
Profit and Loss Account	15	(4,393)	35
<b>Equity Shareholders' Funds</b>	17	<u>1,493</u>	<u>5,921</u>

Approved by the Board of Directors on 1 May 2003 and signed on its behalf by:



C J Sturgess  
Director

The notes on pages 6 to 14 form part of these financial statements.

# **LAMBERT FENCHURCH OVERSEAS LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS**

### **1. ACCOUNTING POLICIES**

#### **(a) GROUP FINANCIAL STATEMENTS AND BASIS OF ACCOUNTING**

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards. The directors believe that it is appropriate to prepare the financial statements on a going concern basis as HLF Group plc has provided the Company with a letter of support to enable it to meet its liabilities as they fall due.

Group financial statements have not been prepared at 31 December 2002 as the Company is a wholly owned subsidiary undertaking of another body corporate incorporated in Great Britain and these financial statements are publicly available. The results of the Company and its subsidiaries have been included in the group financial statements of HLF Group plc and Heath Lambert Group Limited.

The directors have reviewed the Company's existing accounting policies and consider them to be appropriate in accordance with FRS 18's objectives of relevance, reliability, comparability and understandability.

#### **(b) FOREIGN EXCHANGE**

Assets and liabilities denominated in foreign currencies are expressed in sterling at rates of exchange ruling at the year end. Transactions in foreign currencies are translated at exchange rates ruling at the transaction date. Differences arising from the translation of foreign currencies at year end rates are included in the result before taxation.

#### **(c) INVESTMENTS**

Investments in subsidiaries and associated undertakings are stated at cost less provision for any impairment in value.

#### **(d) TAXATION**

Corporation tax payable is provided on taxable profits at the current rate.

Deferred taxation is recognised in respect of all timing differences between taxable and booked income and expenditure that have originated but not reversed at the Balance Sheet date. Deferred tax assets are recognised to the extent that they are recoverable. Deferred taxation is not recognised on permanent differences or for taxation that would become payable if the undistributed reserves of overseas companies were remitted to the UK. Deferred tax balances are not discounted.

#### **(e) INTEREST RECEIVABLE**

Interest receivable is recognised in the Profit and Loss Account as earned.

#### **(f) CASH FLOW STATEMENT**

The Company is a wholly owned subsidiary of HLF Group plc and it is included in the consolidated financial statements of the parent company. Consequently, the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS1 (Revised 1996).

# **LAMBERT FENCHURCH OVERSEAS LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS (Continued)**

### **2. (LOSS) / PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION**

(Loss) / profit on ordinary activities before taxation is stated after charging:

	<b>9 months to 31 December 2002 £'000</b>	<b>12 months to 31 March 2002 £'000</b>
Provision against amounts due from group undertakings	356	-
Exchange losses on balances with group undertakings	2,506	24

Auditors' remuneration of £5,000 (year ended 31 March 2002: £5,000) has been borne by Heath Lambert Management Limited, a fellow subsidiary undertaking.

The exchange losses arise primarily due to the effect of movements in the value of the US Dollar on the investment in, and loans and inter-company balances with, Lambert Fenchurch US Holdings Inc.

### **3. INTEREST RECEIVABLE**

	<b>9 months to 31 December 2002 £'000</b>	<b>12 months to 31 March 2002 £'000</b>
Interest receivable from group undertakings	836	1,433
Other interest	4	-
	<u>840</u>	<u>1,433</u>

### **4. INTEREST PAYABLE**

	<b>9 months to 31 December 2002 £'000</b>	<b>12 months to 31 March 2002 £'000</b>
Interest payable to group undertakings	<u>412</u>	<u>578</u>

### **5. INVESTMENT INCOME**

	<b>9 months to 31 December 2002 £'000</b>	<b>12 months to 31 March 2002 £'000</b>
Income from shares in group undertakings	-	6,423
Income from shares in associated undertakings	-	816
	<u>-</u>	<u>7,239</u>

# **LAMBERT FENCHURCH OVERSEAS LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS (Continued)**

### **6. LOSS ON DISPOSAL OF ASSOCIATED AND SUBSIDIARY UNDERTAKINGS**

	<b>9 months to 31 December 2002 £'000</b>	<b>12 months to 31 March 2002 £'000</b>
Loss on disposal of Associated Undertaking	<u>-</u>	<u>13</u>

The prior year loss on disposal of associated undertaking relates to the loss arising from the disposal of the Company's shares in ALF Broker Services Italy S.r.l. for a cash consideration of £35,592.

### **7. TAXATION ON PROFIT ON ORDINARY ACTIVITIES**

The taxation (credit) / charge represents UK Corporation Tax calculated at 30% of profits chargeable to tax.

	<b>9 months to 31 December 2002 £'000</b>	<b>12 months to 31 March 2002 £'000</b>
<b>Current period</b>		
UK Corporation Tax at 30%	(11)	2,441
Deferred Tax	<u>(605)</u>	<u>-</u>
	<u>(616)</u>	<u>2,441</u>
<b>Prior year</b>		
Corporation Tax	(112)	(24)
	<u>(728)</u>	<u>2,417</u>

#### **RECONCILIATION OF CORPORATION TAX CHARGE**

	<b>9 months to 31 December 2002 £'000</b>	<b>12 months to 31 March 2002 £'000</b>
(Loss)/profit on ordinary activities before taxation	<u>(5,156)</u>	<u>8,057</u>
Standard rate of Corporation Tax in UK of 30%	(1,547)	2,417

#### **The Corporation Tax charge for the period has been affected by:**

Expenses not deductible for tax purposes	-	10
Adjustments to tax charge in respect of previous periods	(112)	(24)
Increase in provisions not taxable	924	-
Losses incurred but not utilised in period	605	-
Other	<u>7</u>	<u>14</u>
<b>Corporation tax (credit) / charge for the period</b>	<u>(123)</u>	<u>2,417</u>

# LAMBERT FENCHURCH OVERSEAS LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (Continued)

### 7. TAXATION ON PROFIT ON ORDINARY ACTIVITIES (Continued)

MOVEMENTS IN DEFERRED TAXATION ASSET / (LIABILITY)	As at 31 December 2002 £'000	As at 31 March 2002 £'000
At 1 April 2002	(40)	(40)
Credit to profit and loss account	605	-
At 31 December 2002	<u>565</u>	<u>(40)</u>

Deferred taxation is provided in respect of a net loss of £1,884,000 at 30% (31 March 2002: 30%). Based on profit forecasts, the directors expect the Company to utilise this asset in future periods.

### 8. DIVIDENDS

	9 months to 31 December 2002 £'000	12 months to 31 March 2002 £'000
Interim dividends paid	-	7,850
Final dividend proposed	-	-
	<u>-</u>	<u>7,850</u>

### 9. INVESTMENTS

	Investments in Subsidiary Undertakings £'000	Loans to Subsidiary Undertakings £'000	Associated Undertakings £'000	Total £'000
<b>Cost</b>				
At 1 April 2002	27,496	2,809	1,887	32,192
Additions	1,356	-	-	1,356
Transfers from group undertakings	179	-	-	179
Transfers to group undertakings	(2,932)	-	(1,887)	(4,819)
Exchange difference on loans	-	(311)	-	(311)
At 31 December 2002	<u>26,099</u>	<u>2,498</u>	<u>-</u>	<u>28,597</u>
<b>Provisions for impairment in value</b>				
At 1 April 2002	-	-	35	35
Provided in period	2,722	-	-	2,722
Transfer to group undertakings	-	-	(35)	(35)
At 31 December 2002	<u>2,722</u>	<u>-</u>	<u>-</u>	<u>2,722</u>
<b>Net Book Value at 31 December 2002</b>	<u>23,377</u>	<u>2,498</u>	<u>-</u>	<u>25,875</u>
<b>Net Book Value at 31 March 2002</b>	<u>27,496</u>	<u>2,809</u>	<u>1,852</u>	<u>32,157</u>

# **LAMBERT FENCHURCH OVERSEAS LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS (Continued)**

### **9. INVESTMENTS (Continued)**

During the period investments in subsidiaries with a net book value of £2,932,000 and investments in associates with a net book value of £1,852,000 were transferred to Heath Lambert Overseas Limited, the immediate parent undertaking at net book value and accordingly no profit or loss was recognised.

The addition to investments in subsidiary undertakings of £1,356,000 represents the capitalisation of an inter-company balance with Heath Lambert Sweden AB. A provision of £1,356,000 was made against this investment during the period, and is included in the total provision of £1,598,000 as described in the paragraph below.

During the period, the Directors made provisions totalling £2,722,000 against the carrying value of the investments in a number of subsidiary undertakings. The provisions include an amount of £1,598,000 in respect of Heath Lambert Sweden AB and an amount of £911,000 in respect of Heath Lambert Singapore PTE. These provisions result in the carrying value of both of these investments being written down to nil.

In the opinion of the Directors the value of the Company's remaining investments in its subsidiaries and associated undertakings is not less than the amount shown in the balance sheet.

### **10. DEBTORS**

	As at 31 December 2002 £'000	As at 31 March 2002 £'000
Amounts falling due within one year :		
Amounts owed by group undertakings	31,134	3,303
Amounts owed by associated undertakings	70	67
Other debtors	76	75
	<hr/> 31,280	<hr/> 3,445
Amounts falling due after more than one year :		
Amounts owed by group undertakings	-	21,911
Deferred taxation	565	-
Other debtors	-	46
	<hr/> 565	<hr/> 21,957

### **11. CREDITORS - AMOUNTS FALLING DUE WITHIN ONE YEAR**

	As at 31 December 2002 £'000	As at 31 March 2002 £'000
Amounts owed to group undertakings	53,567	48,362
Amounts owed to associated undertakings	-	279
Other creditors	540	502
Corporation tax	2,120	2,242
	<hr/> 56,227	<hr/> 51,385

# **LAMBERT FENCHURCH OVERSEAS LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS (Continued)**

### **12. CREDITORS - AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR**

	As at 31 December 2002 £'000	As at 31 March 2002 £'000
Amounts owed to group undertakings	-	213
	<u>-</u>	<u>213</u>

### **13. PROVISIONS FOR LIABILITIES AND CHARGES**

	As at 31 December 2002 £'000	As at 31 March 2002 £'000
Deferred taxation - Short term timing differences	-	40
	<u>-</u>	<u>40</u>

Deferred taxation is provided in respect of all known timing differences at 30% (31 March 2002: 30%).

### **14. CALLED UP SHARE CAPITAL**

	As at 31 December 2002 £'000	As at 31 March 2002 £'000
10,000,000 Authorised ordinary shares of £1 each	10,000	10,000
5,886,076 Called-up and fully paid ordinary shares of £1 each	<u>5,886</u>	<u>5,886</u>

### **15. RESERVES**

	Profit and Loss Account £'000
At 1 April 2002	35
Retained loss for the period	(4,428)
At 31 December 2002	<u>(4,393)</u>

### **16. DIRECTORS' EMOLUMENTS**

None of the directors provided any services to the Company during the period.

## **LAMBERT FENCHURCH OVERSEAS LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS (Continued)**

#### **17. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS**

	As at 31 December 2002 £'000	As at 31 March 2002 £'000
(Loss) / profit for the period	(4,428)	5,640
Dividends	-	(7,850)
Net (reduction)/addition to shareholders funds	(4,428)	(2,210)
Opening shareholders' funds	5,921	8,131
Closing shareholders' funds	1,493	5,921

#### **18. COMMITMENTS AND LIABILITIES**

The Company and certain fellow Group companies are guarantors of loan facilities provided by National Westminster Bank and other lenders to the Company, HLF Group plc (the ultimate parent undertaking), and certain fellow Group companies. At 31 December 2002, there was £187.4m drawn down under these facilities (31 March 2002: £178.1m). On 1 May 2003, the ultimate parent company amended these facilities. The potential additional contingent liability in respect of the maximum drawdown under these facilities on 1 May 2003 is £16.8m (December 2002: £7.6m, March 2002: £25.9m). The assets and liabilities of the Company are secured under a deed dated 22 November 1999, in respect of the above facilities. The facilities are subject to review on 1 May 2004 and, in the event that the business continues as anticipated, the banks have indicated that they will be prepared to extend the facilities to 1 August 2004 and defer scheduled repayments to that date.

At 31 December 2002, the Company had access to a revolving credit and overdraft facility of up to £15m, and a capital expenditure facility of up to £28m, on which a margin of 2.25% in excess of UK LIBOR is charged. With the exception of the mezzanine loan that is due to be repaid in 2008, the loans are due for repayment in instalments up to 2007. The facilities continue to be secured by fixed and floating charges over the assets of the ultimate parent company and certain fellow Group companies

## **LAMBERT FENCHURCH OVERSEAS LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS (Continued)**

#### **19. PRINCIPAL SUBSIDIARY AND ASSOCIATED UNDERTAKINGS**

At 31 December 2002 the Company held 100% of the ordinary share capital and voting rights of the following companies, except where otherwise stated:

<u>Subsidiary Undertakings</u>	<u>Country of Incorporation</u>	<u>Holding %</u>	<u>Type of business</u>
Heath Lambert Australia Ltd	Australia	100%	Insurance Broker
L Hammond & Co. (Far East)(1967) Ltd	Hong Kong	100%	Investment Holding Co.
Heath Lambert (Hong Kong) Limited	Hong Kong	100%	Insurance Broker
Lambert Fenchurch US Holdings Inc	USA	78%	Investment Holding Co.
Heath Lambert Sweden AB	Sweden	100%	Insurance Broker
Heath Lambert Singapore Pte Ltd	Singapore	70%	Reinsurance Broker
Heath Lambert Korea Ltd	Korea	93%	Insurance Broker
Park Lane S.A	France	98%	Underwriting Agency

All the companies listed above have financial years ending 31 December with the exception of Heath Lambert Singapore Pte Limited whose financial year end is 31 March.

Additionally the Company owned more than 10% of the issued share capital of the following companies:

<u>Associated Undertakings</u>	<u>Country of Incorporation</u>	<u>Holding %</u>	<u>Type of business</u>
Conseils Courtage Assurances et Reassurances	France	33%	Insurance Broker
Business Efficiency Ltd	Tanzania	20%	Insurance Broker

All the companies listed above have financial years ending 31 December with the exception of Conseils Courtage Assurances et Reassurances whose financial year end is 30 September.

## **LAMBERT FENCHURCH OVERSEAS LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS (Continued)**

#### **20. RELATED PARTIES**

As a wholly owned subsidiary undertaking of HLF Group plc, the Company has taken advantage of the exemption in Financial Reporting Standard 8 "Related party disclosures" not to disclose transactions with other members of the group headed by HLF Group plc.

#### **21. ULTIMATE PARENT COMPANY**

At 31 December 2002, the Company's ultimate parent undertaking was HLF Group plc (formerly HLF Insurance Holdings Limited), a company registered in England. The Company's immediate parent undertaking was Heath Lambert Overseas Limited, a company registered in England.

The smallest and largest undertaking for which group financial statements are prepared and for which the company is a member are those headed by Heath Lambert Group Limited and HLF Group plc respectively. Copies of these group financial statements may be obtained from the Company Secretary at Friary Court, Crutched Friars, London EC3N 2NP.