

**CORE NOMINEES LIMITED**

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**

**31 DECEMBER 1997**

**Registered Company Number 2424514**



## **CORE NOMINEES LIMITED**

### **DIRECTORS' REPORT**

The directors present their report and the audited financial statements for the year ended 31 December 1997.

### **PRINCIPAL ACTIVITIES**

The company holds investments as nominee for Credit Lyonnais Securities.

### **BUSINESS REVIEW**

The company has not traded during the year and has received no income and incurred no expenditure, consequently the company has made neither a profit nor a loss nor any other recognised gains or losses (1996: £nil).

### **DIVIDENDS**

The directors do not recommend the payment of a dividend (1996: £nil).

### **DIRECTORS**

The directors who served during the year were as follows:

BF Armstrong  
MNC Kerr-Dineen  
SP McLaughlin  
FC Melul  
GC Mordaunt

### **DIRECTORS' INTERESTS**

None of the directors had an interest in the shares of the Company or any other shares required to be disclosed under Schedule 7(2) of the Companies Act 1985.

### **SHARE CAPITAL**

There were no changes during the year in the company's authorised or issued share capital.

## **CORE NOMINEES LIMITED**

### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors are required by the Companies Act 1985 to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company as at the end of the financial year and of the profit or loss for the financial year.

The directors consider that in preparing the financial statements on pages 4 to 5, the company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates, and that all accounting standards which they consider to be applicable have been followed.

The directors have the responsibility to prepare the financial statements on a going concern basis, where this is considered appropriate.

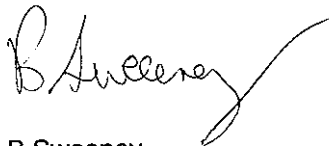
The directors have responsibility for ensuring that the company keeps accounting records which disclose with reasonable accuracy the financial position of the company and which enable them to ensure that the financial statements comply with the Companies Act 1985.

The directors have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

### **AUDITORS**

The auditors, Price Waterhouse, have expressed their willingness to continue in office and a resolution will be proposed for their reappointment at the Annual General Meeting.

By order of the Board

A handwritten signature in dark ink, appearing to read 'B. Sweeney', with a long, sweeping flourish extending to the right.

B Sweeney  
Secretary

9 January 1998

## **AUDITORS' REPORT TO THE SHAREHOLDERS OF CORE NOMINEES LIMITED FOR THE YEAR ENDED 31 DECEMBER 1997**

We have audited the financial statements on pages 4 to 5 which have been prepared under the historical cost convention and the accounting policies set out on page 5.

### **Respective responsibilities of directors and auditors**

As described on page 2 the company's directors are responsible for the preparation of the 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 as at 31 December 1997 and have been properly prepared in accordance with the Companies Act 1985.



PRICE WATERHOUSE  
Chartered Accountants  
and Registered Auditors  
London

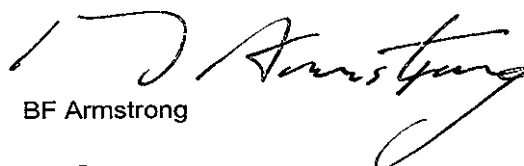
9 January 1998

**CORE NOMINEES LIMITED**

**BALANCE SHEET AT 31 DECEMBER 1997**

	<u>Note</u>	<u>1997</u> £	<u>1996</u> £
<b>CURRENT ASSETS</b>			
Amount due from Credit Lyonnais Securities		<u>2</u>	<u>2</u>
		<u>2</u>	<u>2</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	5	<u>2</u>	<u>2</u>
<b>SHAREHOLDERS' FUNDS</b>		<u>2</u>	<u>2</u>

Approved by the Board of Directors on 9 January 1998

  
BF Armstrong

  
SP McLaughlin

The notes on page 5 form an integral part of the financial statements.

## **CORE NOMINEES LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 1997**

#### **1 ACCOUNTING POLICIES**

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

#### **2 CASHFLOW STATEMENT**

The company has not traded since incorporation and accordingly a cashflow statement has not been prepared as required under Financial Reporting Standard 1.

#### **3 RESULTS**

The company has not traded since incorporation and accordingly no profit and loss account has been prepared and no disclosures under Financial Reporting Standard 3 are required.

The parent company, Credit Lyonnais Securities, bears the administration costs of the company and in consideration thereof the company makes no charge to Credit Lyonnais Securities for holding securities and loan stock or receiving dividends as nominee. There is, therefore, no income or expenditure for the year.

#### **4 DIRECTORS AND EMPLOYEES**

The company has no employees. The directors, none of whom spends a material amount of time on the company's business, are remunerated by other companies within the Credit Lyonnais Capital Markets PLC Group. The remuneration is accordingly disclosed in the financial statements of those companies.

#### **5 SHARE CAPITAL**

	<u>1997</u>	<u>1996</u>
	£	£
Authorised:		
100 Ordinary shares of £1 each	<u>100</u>	<u>100</u>
Allotted, and fully paid:		
2 Ordinary shares of £1 each	<u>2</u>	<u>2</u>

#### **6 CONTINGENT LIABILITIES**

There is a contingent liability in respect of stocks and shares registered in the name of the company.

#### **7 ULTIMATE HOLDING COMPANY**

The company's ultimate holding company is Credit Lyonnais, a société anonyme registered in France. Group financial statements can be obtained from 19 boulevard des Italiens, 75002 Paris, France.