

Financial Statements for

F K Multiservices Limited

31 December 1999

Registered Company Number : 271464

271464



A27
COMPANIES HOUSE

WABTN2U6T

0547
30/10/00

F K Multiservices Limited

CONTENTS

	<u>Page</u>
Report of the directors	1
Statement of directors' responsibilities	4
Auditors report	5
Profit and loss account	6
Balance sheet	7
Notes to the financial statements	8

REPORT OF THE DIRECTORS

The directors present their report and the audited accounts for the nine months ended 31 December 1999. The previous audited accounts for the company were for the year ended 4 April 1999.

ACTIVITIES

The principal activities of the company are industrial support services including thermal insulation, scaffolding, industrial sheeting and cladding, painting and building maintenance.

The nine months to 31 December 1999 has been a period of change following the takeover of Bandt plc by Tilbury Douglas Plc on 10 August 1999.

REVIEW OF THE BUSINESS AND FUTURE PROSPECTS

Both the level of business and 31 December 1999 financial position were satisfactory, and the directors expect that the present level of activity will be sustained for the foreseeable future.

RESULTS

The results of the company are as set out in the profit and loss account on page 6 which shows a profit on ordinary activities after tax of £633,000 (to 4 April 1999 £906,000).

EXCEPTIONAL OPERATING ITEMS

Following the takeover of Bandt plc by Tilbury Douglas Plc on 10 August 1999 the company incurred operating costs of £1,454,000 in respect of business restructuring. This was not considered to be fundamental restructuring.

DIVIDENDS

The directors propose a dividend of £394,000 (to 4 April 1999 £906,000) for the nine months trading.

DIRECTORS

The directors who served during the year are set out below:-

A R Hannah	(appointed 12 November 1999)
S B Hagerty	
T E McCarthy	
T P O'Cleirigh	(appointed 12 November 1999)
C N Gasparro	
R C Rutter	(resigned 10 August 1999)
R H Wilson	(resigned 10 August 1999)
A D Weston	(appointed 27 April 1999, resigned 6 January 2000)
K Heilbron	(appointed 12 November 1999)
I Woods	(appointed 12 November 1999)
J McSorley	(appointed 31 January 2000)
G McLean	(appointed 31 January 2000)

REPORT OF THE DIRECTORS (continued)

DIRECTORS (continued)

Interests in shares, and options to purchase shares, of those directors who are also directors of Tilbury Douglas Plc are disclosed in the accounts of Tilbury Douglas Plc.

The interests of the directors at 31 December 1999, who are not also directors of Tilbury Douglas Plc, in the capital of the ultimate parent undertakings are as stated below.

	Shares of 10p each	
	4 Apr 1999*	31 Dec 1999
S B Hagerty	-	28,000
K Heilbron	3,016	3,016
C N Gasparro	-	7,999

The interests of the directors who held shares and options in the capital of the previous ultimate parent undertaking, Bandt plc, before the takeover on 10 August 1999 by Tilbury Douglas Plc are as stated below.

	Shares of 5p each		Options of shares of 5p each		Exercise Price Pence	Market price on date of exercise
	4 Apr 1999*	31 Dec 1999	4 Apr 1999*	31 Dec 1999		
S B Hagerty	400,000	-	200,000 12,341	-	39.5 31.6	55.0 55.0
T E McCarthy	-	-	200,000	-	39.5	55.0
T P O'Cleirigh	-	-	25,000 4,500 50,000 11,274 4,936	- - - - -	38.0 25.0 33.5 30.6 31.6	55.0 55.0 55.0 55.0 55.0
C N Gasparro	-	-	114,285 11,274 12,341	-	35.0 30.6 31.6	53.9 55.0 55.0
I Woods	-	-	25,000 25,000 11,274 12,341	- - - -	23.0 39.5 30.6 31.6	55.0 55.0 55.0 55.0
A D Weston	-	-	4,500 50,000 25,000 75,000 7,405	-	25.0 28.0 38.0 39.5 31.6	55.0 55.0 55.0 55.0 55.0

* or later date of appointment

REPORT OF THE DIRECTORS (continued)

EMPLOYEE INVOLVEMENT

Within the bounds of commercial confidentiality management disseminates information to all levels of staff about matters that affect the progress of the company and are of interest and concern to them as employees.

A newsletter is also distributed at regular intervals to all employees which includes articles about the company's activities and its performance.

DISABLED PERSONS

The company has an established policy that disabled persons, especially should they become disabled in the course of their employment with the company, are employed where circumstances permit. The company endeavours to ensure that disabled employees benefit from training and career development programmes in common with other employees.

POLICY ON PAYMENT OF CREDITORS

It is the Company's normal practice to agree payment terms with its suppliers. Payment is made when it can be confirmed that goods and/or services have been provided in accordance with the relevant contractual conditions. At 31 December 1999 the amount owed to trade creditors payable within 1 year represented 124 days calculated in proportion to the amounts charged during the year to that date (to 4 April 1999 - 136 days).

YEAR 2000

No "Year 2000" issues have emerged to date in relation to current and ongoing business. The company does not foresee any exceptional costs arising during the current financial year from "Year 2000" issues. The directors remain vigilant of the issue.

AUDITORS

Deloitte & Touche were appointed as auditors in the period. Resolutions will be proposed at the annual general meeting to reappoint Deloitte & Touche as auditors of the company and to authorise the directors to fix their remuneration. Deloitte & Touche were appointed as auditors in the period.

Riverside House
Littlebrook Complex
Littlebrook Manorway
Dartford
Kent DA21 5PZ

Approved by the Board of Directors and
signed on behalf of the Board by


C N Gasparro

26 April 2000

Secretary

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare financial statements for each financial year that give a true and fair view of the state of affairs of the company and of the profit or loss 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;
- 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 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 REPORT TO THE MEMBERS OF F K MULTISERVICES LIMITED

We have audited the financial statements on pages 6 to 16 which have been prepared under the accounting policies set out on pages 8 and 9.

Respective responsibilities of directors and auditors

As described on page 4 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 circumstances of the company 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 affairs of the company at 31 December 1999 and of its profit for the nine months ended and have been properly prepared in accordance with the Companies Act 1985.



Deloitte and Touche
Chartered Accountants and Registered Auditors

Colmore Gate
2 Colmore Row
Birmingham
B3 2BN

26 April 2000

PROFIT AND LOSS ACCOUNT FOR THE NINE MONTHS ENDED 31 DECEMBER 1999

	Notes	9 months ended 31 Dec '99			Year ended 4 Apr '99
		Continuing Business £000	Acquisitions £000	Total £000	Total £000
TURNOVER	2	7,477	17,790	25,267	9,779
Cost of Sales		(5,781)	(13,401)	(19,182)	(6,994)
GROSS PROFIT		1,696	4,389	6,085	2,785
Administration Expenses		(1,221)	(2,218)	(3,439)	(1,527)
Exceptional operating items		(911)	(543)	(1,454)	-
Total Administration expenses		<u>(2,132)</u>	<u>(2,761)</u>	<u>(4,893)</u>	<u>(1,527)</u>
OPERATING PROFIT	3	(436)	1,628	1,192	1,258
Income from fixed asset investment	6	-	-	-	55
Interest receivable		1	-	1	2
Interest payable	6	(1)	-	(1)	(2)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		<u>(436)</u>	<u>1,628</u>	<u>1,192</u>	<u>1,313</u>
Tax on profit on ordinary activities	7			<u>(559)</u>	<u>(407)</u>
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION					
ATTRIBUTABLE TO SHAREHOLDERS				633	906
Dividends	8			(394)	(906)
RETAINED PROFIT FOR THE YEAR TRANSFERRED TO RESERVES				<u>239</u>	<u>-</u>

A statement of Total Recognised Gains and Losses is not presented as there have been no recognised gains or losses other than the profit for the nine months and the preceding year set out above. The comparative figures for the year ended 4 April 1999 were all derived from continuing operations.


BALANCE SHEET AS AT 31 DECEMBER 1999

	Notes	9 months ended 31 Dec '99 £000	Year ended 4 Apr '99 £000
FIXED ASSETS			
Intangible Assets	9	12,222	-
Tangible assets	10	3,129	2,077
Investment in associated and subsidiary undertakings	12	329	329
		<u>15,680</u>	<u>2,406</u>
CURRENT ASSETS			
Stocks	13	495	235
Debtors	14	11,527	4,670
Cash at bank and in hand		1,141	739
		<u>13,163</u>	<u>5,644</u>
CREDITORS FALLING DUE WITHIN ONE YEAR			
Trade creditors		(2,410)	(1,221)
Sundry creditors	15	(20,683)	(1,770)
		<u>(9,930)</u>	<u>2,653</u>
NET CURRENT (LIABILITIES) / ASSETS			
		<u>5,750</u>	<u>5,059</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			
PROVISIONS FOR LIABILITIES AND CHARGES	17	(511)	(59)
NET ASSETS		<u>5,239</u>	<u>5,000</u>
CAPITAL AND RESERVES			
Called up share capital	18	5,000	5,000
Profit and loss account	19	239	-
TOTAL EQUITY SHAREHOLDERS' FUNDS			
Equity Interest	20	<u>5,239</u>	<u>5,000</u>

These financial statements were approved by the Board of Directors on 26 April 2000.

Signed on behalf of the Board of Directors.

S B Hagerty
Director


C N Gasparro
Director

NOTES TO THE FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED 31 DECEMBER 1999

1. ACCOUNTING POLICIES

The financial statements have been prepared in accordance with applicable accounting standards. The particular accounting policies adopted are described below:

- **CONVENTION**

These financial statements have been prepared in accordance with the historical cost convention.

- **TURNOVER**

Turnover comprises the invoiced value of goods and services charged to customers excluding value added tax.

- **TANGIBLE FIXED ASSETS AND DEPRECIATION**

Depreciation is provided on a straight line basis calculated to write down their cost (or valuation) over their estimated useful economic lives at the following annual rates:

Leasehold property	-	Over the period of the lease
Hire Stock	-	15% to 25% reducing balance and 33.33% straight line
Plant & Equipment	-	12.5% to 33.3%
Vehicles	-	20% to 25%

Depreciation is charged on a monthly basis from the time of acquisition.

- **LEASED ASSETS**

Fixed Assets held under finance lease and hire purchase contracts are capitalised and depreciated over their useful lives. The finance charges are allocated over the primary period of the lease in proportion to the capital element outstanding.

The costs of operating leases are charged to profit and loss account as they accrue.

- **FIXED ASSET INVESTMENTS**

Investments and loans to subsidiary and associated undertakings are stated at cost less provision of any permanent diminution in value.

- **STOCKS**

Stock is valued at the lower of cost and net realisable value.

- **PENSIONS**

The company operates two pension schemes. The profit and loss charge for the money purchase scheme personal pension plan is the contributions which are due in the year. In relation to the Bandt plc defined benefit plan the profit and loss account is charged with the regular pension cost, which is a substantially level percentage of the current and expected future personable payroll based upon current actuarial assumptions. Variations in regular cost are amortised over the expected remaining service lives of the current employees. Any differences between the amounts contributed and the amounts charged to the profit and loss account are treated as either provisions or prepayments in the balance sheet.

- **GOODWILL**

The goodwill in the company represented the excess of the fair value of the consideration given over the fair value of the identifiable net assets acquired. Goodwill arising on acquisition is recognised as an intangible asset and written off over its estimated useful life to a maximum of 20 years.

NOTES TO THE FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED 31 DECEMBER 1999**1. ACCOUNTING POLICIES (continued)****• DEFERRED TAXATION**

Provision is made and relief is taken at projected rates of taxation for timing differences between the treatment of certain items for taxation and for accounting purposes to the extent that liabilities or assets are likely to crystallise in the foreseeable future.

2. SEGMENTAL ANALYSIS

The Company's turnover consists of sales arising in the United Kingdom.

3. OPERATING PROFIT

	9 months ended 31 Dec '99 £000	Year ended 4 Apr '99 £000
Operating profit is arrived at after charging:		
Depreciation		
On owned assets	566	375
On assets held under finance lease and hire purchase contracts	2	7
Amortisation of goodwill	451	-
Rentals under operating leases		
Hire of plant and machinery	334	137
Other lease rentals	72	63
Remuneration payable to auditors		
Audit fees	13	16
	<u> </u>	<u> </u>

4. EMPLOYEES

The average number employed by the company (including directors) within each category of persons was:-

	<u>Number</u>	<u>Number</u>
Production	776	170
Sales	4	-
Administration	<u>73</u>	<u>26</u>
	853	196
	<u> </u>	<u> </u>

The costs incurred in respect of these employees (including directors) were:-

	£000	£000
Wages and salaries	12,031	4,161
Social security costs	1,207	410
Other pension costs	<u>173</u>	<u>37</u>
	13,411	4,608
	<u> </u>	<u> </u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED 31 DECEMBER 1999

	9 months ended 31 Dec '99 £000	Year ended 4 Apr '99 £000
5. DIRECTORS		
Aggregate emoluments	<u>356</u>	<u>231</u>
Contributions for directors under defined contribution pension schemes	<u>13</u>	<u>Nil</u>
	Number	Number
Number of directors who exercised share options In Bandt plc	<u>6</u>	<u>Nil</u>
Pension contributions		
Number of directors to whom retirement benefits are accruing under defined benefit schemes.	<u>4</u>	<u>1</u>
Number of directors to whom retirement benefits are accruing under defined contribution schemes.	<u>2</u>	<u>Nil</u>
Highest paid director	£000	£000
Aggregate emoluments	<u>90</u>	<u>83</u>
Defined contribution pension scheme:		
Contributions for the period	<u>7</u>	<u>Nil</u>
The highest paid director exercised Bandt Plc options in the period.		
6. INCOME FROM FIXED ASSET INVESTMENTS		
Dividends from subsidiary undertakings	-	55
INTEREST PAYABLE		
Bank loans and overdrafts	-	(1)
Finance lease charges	(1)	(1)
	<u>(1)</u>	<u>(2)</u>
7. TAX ON PROFIT ON ORDINARY ACTIVITIES		
UK Corporation tax at 30% (4 April 1999 - 31%)	616	357
Deferred taxation	(57)	50
	<u>559</u>	<u>407</u>
The tax charge for the period is disproportionate due to the non-deduction of goodwill amortised in the period.		
8. DIVIDENDS		
On ordinary shares at £1 each		
Interim at nil p per share (4 April – 6.8p)	-	340
Proposed Final at 7.8p per share (4 April – 11.3p per share)	<u>394</u>	<u>566</u>
	<u>394</u>	<u>906</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED 31 DECEMBER 1999

9. INTANGIBLE FIXED ASSETS

	£000
Cost	
Addition and cost at 31 December 1999	<u>12,673</u>
Amortisation	
Charged in the period and at 31 December 1999	<u>451</u>
Net book value at 31 December 1999	<u><u>12,222</u></u>
Net book value at 4 April 1999	<u><u>-</u></u>

10A. TANGIBLE FIXED ASSETS

	Land and Buildings	Hire Stock	Plant, equipment & motor vehicles	Total
	£000	£000	£000	£000
COST				
At 5 April 1999	187	1,493	1,070	2,750
Additions at cost	39	370	578	987
Group business transfers	291	-	844	1,135
Disposals	(2)	-	(245)	(247)
At 31 December 1999	<u>515</u>	<u>1,863</u>	<u>2,247</u>	<u>4,625</u>
DEPRECIATION:				
At 5 April 1999	29	314	330	673
Provided in period	15	242	311	568
Group business transfers	12	-	349	361
Disposals	-	-	(106)	(106)
At 31 December 1999	<u>56</u>	<u>556</u>	<u>884</u>	<u>1,496</u>
NET BOOK VALUE				
31 December 1999				
Owned assets	459	1,307	1,363	3,129
	<u>459</u>	<u>1,307</u>	<u>1,363</u>	<u>3,129</u>
NET BOOK VALUE				
4 April 1999				
Owned assets	158	1,179	727	2,064
Assets under finance leases and hire purchase agreements	-	-	13	13
	<u>158</u>	<u>1,179</u>	<u>740</u>	<u>2,077</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED 31 DECEMBER 1999

**10B. FUTURE CAPITAL EXPENDITURE
NOT PROVIDED FOR IN THE ACCOUNTS**

No capital expenditure commitments were outstanding at 31st December 1999 (at 4 April 1999 – nil).

11. OPERATING LEASES

At 31 December 1999 the Company had annual commitments under non-cancelable operating leases as follows

	Land and Buildings		Other	
	9 months ended 31 Dec '99 £000	Year ended 4 Apr '99 £000	9 months ended 31 Dec '99 £000	Year ended 4 April '99 £000
Commitments expiring:				
Within one year	-	-	184	6
In two to five years	-	-	158	35
After five years	35	25	15	-
	<u>35</u>	<u>25</u>	<u>357</u>	<u>41</u>

The leases of land and buildings are subject to rent reviews at intervals of five years.

12. INVESTMENT IN ASSOCIATED AND SUBSIDIARY UNDERTAKINGS

	31 Dec '99 £000	4 Apr '99 £000
Subsidiary undertakings:		
Gross value at period end	329	329
Net book value at period end	<u>329</u>	<u>329</u>

The principal subsidiary undertakings are set out below. None of the shares relate to a listed investment. The subsidiary undertakings are wholly owned and incorporated in Great Britain.

In accordance with the provisions of Section 228 of The Companies Act 1985 the company is exempt from the obligation to prepare and deliver group accounts as the company is included in the audited consolidated accounts of its ultimate parent undertaking, Tilbury Douglas Plc, which is registered in England and Wales. Accordingly these statements present information about the company as an individual undertaking and not as a group.

In the opinion of the directors the aggregate value of the shares in and amounts owing from the company's subsidiary undertakings is not less than the total amount at which they are stated in the balance sheet.

Name of Undertaking	Country of Incorporation	Description of shares held	Proportion of nominal value of issues shares held by company % direct
Brian Willey (Southern) Limited	Great Britain	Ordinary £1 shares	100
Global Protect Limited	Great Britain	Ordinary £1 shares	100

The principal business activities of these subsidiary undertakings are:-

- (i) Brian Willey (Southern) Limited – the provision of industrial painting
- (ii) Global Protect Limited – the provision of industrial services including abrasive blasting, painting and fire protection- now dormant.

NOTES TO THE FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED 31 DECEMBER 1999

	31 Dec '99 £000	4 Apr '99 £000
13. STOCKS		
Goods held for resale	191	-
Materials	304	235
	<u>495</u>	<u>235</u>

The replacement cost of stock is not materially different from the amounts stated in the accounts.

14. DEBTORS

Amounts recoverable on contracts	1,674	424
Trade debtors	8,215	2,014
Amounts owed by subsidiary and fellow subsidiary undertakings	1,372	1,684
Other debtors	106	29
Prepayments and accrued income	160	464
Dividends receivable	-	55
	<u>11,527</u>	<u>4,670</u>

For April 1999 the amounts due from Bandt plc and other group companies have been re-classified in line with Tilbury Douglas Plc policy of treating settlement as due on demand.

15. SUNDRY CREDITORS

Finance leases and hire purchase creditors	-	3
Amounts owed to parent undertaking	13,340	-
Amounts owed to subsidiary and to fellow subsidiary undertakings	3,252	12
Other creditors	338	-
Corporation tax	784	167
Other taxation and social security	2,210	742
Advance payments on contracts	9	-
Accruals	356	280
Dividends	394	566
	<u>20,683</u>	<u>1,770</u>

For April 1999 the amounts due from Bandt plc and other group companies have been re-classified in line with Tilbury Douglas Plc policy of treating settlement as due on demand.

NOTES TO THE FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED 31 DECEMBER 1999

16. ACQUISITIONS

From 5th April 1999 following the purchase of the assets and trade of the industrial services business from fellow group subsidiaries, the following assets and liabilities were acquired.

	Book Value £000
Fixed assets	
Tangible assets	767
Current assets	
Stock	54
Debtors	4,415
Cash at bank and in hand	<u>47</u>
	4,516
Total assets	<u>5,283</u>
Liabilities	
Trade and other creditors	(1,092)
Deferred Taxation	<u>(68)</u>
Net assets	4,123
Goodwill	<u>12,673</u>
	<u><u>16,796</u></u>
Satisfied by:	
Cash	14,467
Deferred consideration	<u>2,329</u>
	<u><u>16,796</u></u>

Of the goodwill arising on the acquisitions of £12,673,000 a value of £451,000 was amortised in the period to 31st December 1999.

NOTES TO THE FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED 31 DECEMBER 1999

	31 Dec '99 £000	4 Apr '99 £000
17. PROVISION FOR LIABILITIES AND CHARGES		
Deferred taxation	70	59
Other provisions (for costs of reorganisation)	441	-
	<u>511</u>	<u>59</u>
Deferred taxation – provided		
a) Movement in period		
5 th April 1999	59	
Credit for the period	(57)	
Transfers on acquisition	68	
	<u>70</u>	
b) The source of the balance on deferred Tax account is as follows:		
Accelerated capital allowances	70	59
	<u>70</u>	<u>59</u>
c) Amounts provided at the year end for costs of re-organisation are anticipated to be incurred in the current financial year.		
Other provisions		
Charged in the period	1454	
Expended in the period	<u>1013</u>	
	<u>441</u>	
18. CALLED UP SHARE CAPITAL		
Authorised		
• Ordinary shares of £1 each	10,000	10,000
Allotted and fully paid		
• Ordinary shares of £1 each	5,000	5,000
19. PROFIT AND LOSS ACCOUNT		
5 April 1999	-	
Retained profit for the nine months	239	
31 December 1999	<u>239</u>	

NOTES TO THE FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED 31 DECEMBER 1999

	31 Dec '99 £000	4 Apr '99 £000
20. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS		
Profit attributable to shareholders	633	906
Dividends	<u>(394)</u> 239	<u>(906)</u> -
Capital subscribed	-	4,999
Movement in period	<u>239</u>	<u>4,999</u>
Opening shareholders' funds	5,000	1
Closing shareholders' funds	<u>5,239</u>	<u>5,000</u>

22. CONTINGENT LIABILITIES

At 31 December 1999 there were contingent liabilities in respect of guarantees given in the ordinary course of business

23. CASH FLOW STATEMENT

The company is not presenting a cash flow statement. It has taken advantage of the exemption contained in financial Reporting Standard 1 (revised) – Cash Flow Statements, as the ultimate parent undertaking, Tilbury Douglas Plc, has included a consolidated cash flow statement in the group accounts.

24. ULTIMATE PARENT UNDERTAKING AND RELATED PARTY TRANSACTIONS

The company's immediate parent undertaking is Fincham Insulations Limited. Following the takeover of Bandt plc on 10 August 1999 the ultimate parent undertaking and ultimate controlling party is Tilbury Douglas Plc, which is incorporated in Great Britain. The Group accounts of Tilbury Douglas Plc are available from Companies House, Crown Way, Maindy, Cardiff CF4 3UZ.

The company had taken advantage of the exemption contained in Financial Reporting Standard 8 – Related Party Transactions not to report transactions with investee companies in the Tilbury Douglas Group which are eliminated in the consolidated financial statements of Tilbury Douglas Plc.