THE LINK STORES LIMITED

REGISTERED NO. 3317483

ANNUAL REPORT AND FINANCIAL STATEMENTS

52 weeks ended 29 April 2000



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THE LINK STORES LIMITED ANNUAL REPORT AND FINANCIAL STATEMENTS 2000

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THE LINK STORES LIMITED DIRECTORS' REPORT

The directors present their report and the audited financial statements of the Company and its subsidiary ("the Group") for the 52 weeks ended 29 April 2000. Comparative figures are for the 52 weeks ended 1 May 1999.

Principal activities

The Group specialises in the sale in the United Kingdom of communication products and related services through stores trading as "The Link". Forty three new stores were opened in the period.

Results

The results of the Group are shown on page 6.

Dividends

The directors recommend that no dividend be paid (1998/99 £nil).

Year 2000

Further details of the Group's Year 2000 activities are shown in the consolidated financial statements of the ultimate parent.

Directors

The directors of the Company during the period were:

J C Clare V Dev P A Erskine I P Livingston M J Sidders

On 13 July 2000 M J Sidders resigned and S J Davies was appointed a director of the Company.

Directors' share interests

During the period a capital restructuring was effected by the Dixons Group which included the introduction of a new holding company and the issue by that company of 82 ordinary shares of 2.5p each in exchange for every 21 Ordinary shares of 10p each in the previous holding company.

The directors' beneficial and family interests in the share capital of the ultimate parent were:

	Ordinary shares	Ordinary shares
	of 2.5p each	of 10p each
	29 April 2000 ②	1 May 1999 ①
J C Clare	800,181	141,593
V Dev	-	-
P A Erskine	-	-
I P Livingston	62,353	5,649
M J Sidders	89,062	22,961

① Shares held in the previous ultimate parent.

2 Shares held in the new ultimate parent after notional 4 for 1 share split

THE LINK STORES LIMITED DIRECTORS' REPORT continued

J C Clare, I P Livingston and M J Sidders are interested as potential beneficiaries in 1,503,925 ordinary shares owned by Dixons TSR Trust Limited, the trustee of the Dixons Group plc share ownership plans. The particulars of the Trust are disclosed in the financial statements of Dixons Group plc.

No director had a beneficial interest in the shares of the Company or any other group undertaking except as disclosed above or in any contract or arrangement (apart from contracts of service) to which the Company or any other group undertaking was a party during or at the end of the financial period.

Between the balance sheet date and 5 January 2001 the interests of the following directors changed:

Directors' share interests

	5 January 2001	Ordinary shares 29 April 2000
J C Clare	983,072	800,181
I P Livingston	97,004	62,353

The directors' beneficial and family interests in the share capital of Freeserve plc were:

	Ordinary shares
	29 April 2000
J C Clare	13,333
I P Livingston	6,666
M J Sidders	332

The directors acquired their holdings in Freeserve plc during the period. Directors' interests were unchanged at 5 January 2001.

No director had a beneficial interest in the shares of the Company or any other group undertaking except as disclosed above or in any contract or arrangement to which the Company or any other group undertaking was a party during or at the end of the financial period.

Directors' share options

	At 1 May 1999	Granted in period	Exercised in period	At 29 April 2000
I.C.Clare	977,512	2,000,000	(360,000)	2,617,512
J C Clare V Dev	9/7,312	2,000,000	(300,000)	2,017,512
P A Erskine	-	_	-	-
I P Livingston	213,392	460,000	(41,280)	632,112
M J Sidders	107,656	14,936	(9,948)	112,644

The above table has been restated to reflect the capital restructuring referred to above.

THE LINK STORES LIMITED DIRECTORS' REPORT continued

Payment policy

The Company has adopted the CBI Prompt Payment Code, information about which may be obtained from the CBI. It is Company policy that payments to suppliers are made in accordance with the terms agreed with suppliers under which business transactions are conducted, provided that the supplier has complied with all relevant terms and conditions. There were no trade creditors at 29 April 2000 or 1 May 1999.

Auditors

Deloitte & Touche are willing to continue in office as auditors to the company. A resolution for their re-appointment and to authorise the Directors to agree their remuneration will be proposed at the annual general meeting.

Equal opportunities

The Group seeks to provide equal opportunities to all its employees regardless of their age, sex, colour, race, religion or ethnic origin. It is the policy of the Group that disabled persons should enjoy the same employment opportunities, training and career development as others where they possess the appropriate skills, experience and qualifications. Special consideration is given to the continuity of employment of any existing employee who becomes disabled and to the provision of alternative employment.

Employee involvement

The Group maintains its commitment to pro-active programmes for involving its employees in its affairs. This is achieved in a variety of ways, including the regular publication of newsletters and employee newspapers, audio tapes, employee briefings and by consultation with recognised trade unions and employee representatives. Regular attitude surveys are undertaken and focus groups held, providing a regular flow of ideas for improving efficiency and performance.

The Group operates The Dixons Group Forum, a body of elected employee representatives through which employees throughout the Group are consulted to ensure that their views are taken into account in making decisions that will affect the business and its employees.

The Group's philosophy is to offer highly incentivised pay systems and focused training programs to enable staff to perform well and to develop to their full potential. The Group's share option schemes, including the Sharesave Scheme and bonus schemes encourage employees at all levels to contribute to the Group's short and long term goals.

By Order of the Board

G D Budd Secretary

5 January 2001 Registered Office Maylands Avenue Hemel Hempstead Hertfordshire HP2 7TG

THE LINK STORES LIMITED DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The directors are required by UK company law to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the Company and the Group as at the end of the financial period and of the profit or loss for that period. In preparing the financial statements, suitable accounting policies have been used and applied consistently, and reasonable and prudent judgements and estimates have been made. Applicable accounting standards have been followed. The financial statements have been prepared on the going concern basis. The directors are also responsible for maintaining adequate accounting records and sufficient internal controls to safeguard the assets of the Company and the Group and to prevent and detect fraud or any other irregularities.

THE LINK STORES LIMITED AUDITORS' REPORT

To the Members of The Link Stores Limited

We have audited the financial statements on pages 6 to 19 which have been prepared under the accounting policies set out on page 11.

Respective responsibilities of directors and auditors

As described on page 4, the Company's directors are responsible for the preparation of financial statements, which are required to be prepared in accordance with applicable United Kingdom law and accounting standards. 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 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 and the Group'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 and of the Group as at 29 April 2000 and of the profit of the Group for the 52 weeks then ended and have been properly prepared in accordance with the Companies Act 1985.

5 January 2001 Hill House 1 Little New Street London EC4A 3TR

Deloitte & Touche Chartered Accountants and Registered Auditors

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THE LINK STORES LIMITED CONSOLIDATED PROFIT AND LOSS ACCOUNT for the 52 weeks ended 29 April 2000

	Note _	1999/00 £'000	1998/99 £'000
Turnover	1 _	252,064	164,209
Operating profit	2	24,952	12,487
Net interest	3	386	445
Profit on ordinary activities before taxation	_	25,338	12,932
Taxation on profit on ordinary activities	5 _	(8,370)	(4,883)
Retained profit after taxation for the period	14	16,968	8,049

All turnover and operating profit is derived from continuing operations in the United Kingdom.

There are no recognised gains or losses other than the profit for the current and preceding period.

THE LINK STORES LIMITED CONSOLIDATED BALANCE SHEET as at 29 April 2000

			2000		1999
	Note	£'000	<u>000°3</u>	£,000	£'000
Fixed assets					
Tangible assets	6		22,221		19,631
- 			,		,
Current assets Stocks	8	21,511		16,999	
Debtors – due within one year	9	9,885		12,479	
Cash at bank and in hand		10,597		4,368	
Cash at bank and in hand		41,993		33,846	
		41,555		33,040	
Creditors – due within one year		(0.000)		(0.000)	
Borrowing	7.0	(8,200)		(8,200)	
Other creditors	10	$\frac{(14,471)}{(22,671)}$		(20,614)	
		(22,671)		(28,814)	
Net current assets			19,322		5,032
Total assets less current liabilities			41,543		24,663
Total assets less current nationities			41,545		24,003
Creditors - due after more than one					
year					
Other creditors	11		(4,200)		(13,591)
Provisions for liabilities and charges	12		(112)		(199)
			37,231		10,873
For ity shough aldow's funds					
Equity shareholder's funds Ordinary share capital	13		_		
Share premium account	13 14		- 66,687		57,297
Profit and loss account	14		(29,456)		(46,424)
1 tone and toss account	17				10,873
			37,231		10,673

The financial statements were approved by the Board of Directors on 5 January 2001 and signed on its behalf by :

I P Livingston

THE LINK STORES LIMITED PARENT COMPANY BALANCE SHEET as at 29 April 2000

			2000		1999
	Note_	£'000	£'000	£'000	£'000
Fixed assets					
	_		22 221		10 621
Tangible assets	6		22,221		19,631
Current assets					
Stocks	8	21,511		16,999	
Debtors	9	9,390		12,479	
Cash at bank and in hand		10,588		4,368	
		41,489		33,846	
		72,100		,	
Creditors - due within one year					
Borrowing		(8,200)		(8,200)	
Other creditors	10_	(26,858)		(27,737)	
		(35,058)		(35,937)	
Net current assets/(liabilities)			6,431		(2,091)
Total assets less current liabilities			28,652		17,540
Creditors - due after more than one					
year					(10.501)
Other creditors	11		(4,200)		(13,591)
Provisions for liabilities and charges	12		(112)		(199)
110 (100 100 100 100 100 100 100 100 100			24,340		3,750
Equity shareholders' funds					
Ordinary share capital	13		-		-
Share premium account	14		66,687		57,297
Profit and loss account	14		(42,347)		(53,547)
			24,340		3,750

The financial statements were approved by the Board of Directors on 5 January 2001 and signed on its behalf by :

I P Livingston

THE LINK STORES LIMITED CONSOLIDATED CASH FLOW STATEMENT for the 52 weeks ended 29 April 2000

	M.4.	61000	1999/00	C1000	1998/99
	Note	£'000	£'000	£,000	£,000
Net cash inflow from operating activities	15		20,941		13,144
Returns on investments and servicing of finance					
Interest received			386		445
Taxation					
Taxation paid			(6,529)		(1,915)
Capital expenditure and financial investment					
Purchase of tangible fixed assets		(8,375)		(11,224)	
Receipts from sale of tangible fixed assets		(193)		105	
			(8,568)		(11,119)
Net cash inflow before management of liquid resources and financing			6,230		555
resources and imaneing			0,230		555
Financing					
Additional share premium received		9,390		10,870	
Increase in debt due within one year	16	(0.201)		3,200	
Reduction in creditors due after one year		(9,391)	(I)	(10,869)	3,201
Increase in cash in the period	17		6,229		3,756

THE LINK STORES LIMITED RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS for the 52 weeks ended 29 April 2000

	1999/00 £'000	1998/99 £'000
Opening shareholders' funds	10,873	(8,046)
Profit for the period	16,968	8,049
Additional share premium	9,390	10,870
		
Net additions to shareholders' funds	26,358	18,919
Closing shareholders' funds	37,231	10,873

1 ACCOUNTING POLICIES

The financial statements have been prepared in accordance with applicable accounting standards. The principal accounting policies are set out below.

1.1 Accounting convention and basis of consolidation

The financial statements are prepared in accordance with the historical cost convention. The consolidated financial statements incorporate the financial statements of The Link Stores Limited and its subsidiary company for the 52 weeks ended 29 April 2000. Comparative figures are for the 52 weeks ended 1 May 1999.

1.2 Turnover

Turnover comprises sales of goods and services excluding VAT and sales taxes.

1.3 Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation and, where appropriate, provision for impairment or estimated loss on disposal. Depreciation is provided to write off the cost of the assets by equal instalments over their estimated useful lives. The rates used are as follows:

Short leasehold property

- over the term of the lease

Fixtures, fittings and equipment

- between 10% and 33¹/₃% per annum

1.4 Investments

Investments in subsidiaries are stated at cost less provisions for any impairment in value.

1.5 Stocks

Stocks are stated at the lower of cost and net realisable value.

1.6 Deferred taxation

Provision is made or recovery anticipated in respect of all timing differences likely to reverse in the foreseeable future at rates at which the liability or the asset is expected to crystallise.

1.7 Operating leases

Rentals payable under property leases are charged to the profit and loss account in equal instalments up to each market rent review date, throughout the lease term. Rentals payable under leases for plant and machinery are charged to the profit and loss account in equal instalments over the total lease term.

1.8 Post retirement benefits

The expected cost of providing pensions, as calculated periodically by qualified actuaries, is charged to the profit and loss account so as to spread the pension cost over the normal expected service lives of employees in the scheme in such a way that the pension cost is a substantially level percentage of current and expected future pensionable payroll.

		1999/00 £'000	1998/99 £'000
2	OPERATING PROFIT		
	Turnover Cost of sales Gross profit	252,064 (213,142) 38,922	164,209 (141,075) 23,134
	Distribution expenses Administration expenses	(2) (13,968) 24,952	(40) (10,607) 12,487
	Operating profit is stated after charging:		
	Depreciation Auditors' remuneration	6,443	4,697
	- audit fees Rentals paid under operating leases	15	15
	- other	16,666	12,485
3	NET INTEREST		
	Interest receivable and similar income from third parties	386	445
4	EMPLOYEES AND DIRECTORS		
	Staff costs for the period were:	21 220	15 001
	Wages and salaries Social security costs	21,238 1,627	15,881 1,295
	Other pension costs	605	567
		23,470	17,743
		Employees	Employees
	The average monthly number of employees, including directors, was:	1,702	1,294
	The directors received no remuneration (1998/99 £nil) for services to the C	Company during the	e period.
		1999/00 £'000	1998/99 £'000
5	TAXATION ON PROFIT ON ORDINARY ACTIVITIES		
	UK corporation tax at 30% (1998/99 30.9%)	8,537	4,759
	Deferred taxation Adjustment in respect of prior periods:	32	124
	Corporation tax	(1)	-
	Group Relief	(78)	-
	Deferred tax	(120) 8,370	4,883
		<u> </u>	4,003

			Short Leasehold Property £'000	Fixtures, Fittings and Equipment £'000	Total £'000
6	GROUP AND PARENT COMPANY TANGIBLE FIXED ASSETS				
	Cost				
	At 1 May 1999		3,151	23,970	27,121
	Additions		1,283	7,798	9,081
	Disposals		228	(261)	(33)
	At 29 April 2000		4,662	31,507	36,169
	Depreciation				
	At 1 May 1999		309	7,181	7,490
	Charge for the period		535	5,908	6,443
	Disposals		209	(194)	13 040
	At 29 April 2000		1,053	12,895	13,948
	Net book value				
	At 29 April 2000		3,609	18,612	22,221
	At 1 May 1999		2,842	16,789	19,631
7	FIXED ASSET INVESTMENTS				Parent Company £
	Cost and net book value At 29 April 2000 and 1 May 1999				1
	Details of the principal subsidiary undertaking are s	set out in note	e 25.		
			2000		1999
			Parent		Paren
		Group	Company	Group	Compan
		£'000	£'000	£'000	£'00
8	STOCKS				
	Finished goods and goods for resale	21,511	21,511	16,999	16,999
9	DEBTORS				
	Due within one year				
	Amounts due from other group undertakings	495		-	-
	Other debtors	9,390	9,390	12,479	12,479
	-	9,885	9,390	12,479	12,479

			Parent		
			I WI CHI		Parent
		Group £'000	Company £'000	Group £'000	Company £'000
10	CREDITORS - due within one year				
	Borrowing				
]	Loans	8,200	8,200	8,200	8,200
	Other creditors				
	Amounts due to subsidiary undertaking	-	15,308	-	11,850
	Amounts due to other group undertakings	5,560	4,193	18,367	13,648
	Corporation tax	6,691	5,148	-	-
	Other taxation and social security payable	80	69	763	755
4	Accruals and deferred income	2,140	2,140	1,484	1,484
		14,471	26,858	20,614	27,737
		22,671	35,058	28,814	35,937
ł	Other creditors Amounts due to other group undertakings	4,200	4,200	13,591	13,591
	PROVISIONS FOR LIABILITIES AND CHARGES	Group £'000	Parent Company £'000	Group £'000	Parent Company £'000
	Deferred taxation				
	At 1 May 1999	199	199		
	Credit for the period	(87)	(87)		
	At 29 April 2000	112	112		
	Additional information on deferred taxation Deferred taxation for which provision has been made:				
	Accelerated capital allowances	170	170	199	199
	Accelerated capital allowances Other timing differences	170 (58) 112	170 (58) 112	199 - 199	199 - 199

There are no unprovided amounts of deferred taxation.

13	SHARE CAPITAL	2000 <u>£</u>	1999 £
	Authorised		
	20 Ordinary shares of £1 each	20	20
	60 'A' Ordinary shares of £1 each	60	60
	40 'B' Ordinary shares of 50 pence each	20	20
		100	100
	Allotted and fully paid		
	60 'A' Ordinary shares of £1 each	60	60
	40 'B' Ordinary shares of 50 pence each	20	20
		80	80

A' and 'B' Ordinary shares rank equally as regards dividend entitlements. The holders of the 'A' shares are entitled to 3 votes in aggregate and the holders of the 'B' shares are entitled to 2 votes in aggregate.

14	RESERVES	Share premium account £'000	Profit and loss account £'000
	Group		
	At 1 May 1999	57,297	(46,424)
	Additional share premium	9,390	-
	Retained profit for the period		16,968
	At 29 April 2000	66,687	(29,456)
	Parent Company		
	At 1 May 1999	57,297	(53,547)
	Additional share premium	9,390	-
	Retained profit for the period		11,200
	At 29 April 2000	66,687	(42,347)

The additional share premium represents deferred consideration due from BT Cellnet during the period.

As permitted by section 230 of the Companies Act 1985, no profit and loss account for the Company is included in these financial statements.

15	NET CASH INFLOW FROM OPERATING ACTIVITIES	1999/00 <u>£'000</u>	1998/99 £'000
	Operating profit	24,952	12,487
	Depreciation	6,443	4,697
	Increase in stocks	(4,512)	(4,069)
	Decrease/(increase) in debtors	2,594	(4,667)
	Increase/(decrease) in creditors	(8,777)	4,696
	Loss on disposal of fixed assets	241	· -
		20,941	13,144

			1999/00 £'000	1998/99 £'000
16	ANALYSIS OF CASH FLOWS	_		
	Increase in debt due within one year Other short term borrowing	_		3,200
17	RECONCILIATION OF NET CASH FLOW TO MOVI NET FUNDS/(DEBT)	EMENT IN		
	Increase in cash in the period		6,229	3,756
	Net cash flow from increase in debt due within one year Change in net funds/(debt) resulting from cash flows		6,229	(3,200)
	Opening net funds		(3,832)	(4,388)
	Closing net funds		2,397	(3,832)
	Cash at bank and in hand Overdrafts	1 May 1999 £'000 4,368	Cash flow £'000	29 April 2000 £'000 10,597
		4,368	6,229	10,597
	Debt due within one year	(8,200)	•	(8,200)
	Net (debt)/funds	(3,832)	6,229	2,397
			Group and Pare	ent Company
			2000	1999
			£'000	£,000
19	CAPITAL COMMITMENTS			
	Contracted		199	1,304

20 CONTINGENT LIABILITIES

In the normal course of business, the Company has contingent liabilities in respect of lease covenants relating to premises assigned or sublet to third parties.

The Company has given guarantees in respect of its subsidiary undertaking's bank facilities. No amounts were drawn against these facilities at 29 April 2000 (1 May 1999 £nil).

		2000 Land and buildings £'000	Land and Buildings £'000
21	OPERATING LEASE COMMITMENTS		
	At 29 April 2000 the Company and Group were committed to the following payments during the 52 weeks ending 28 April 2001 in respect of operating leases which expire:		
	Within 1 year	1,954	
	Between 2 and 5 years	3,219	3,701
	After 5 years	11,779	9,596
		16,952	13,297

22 POST RETIREMENT BENEFITS

Subject to certain criteria, the Company's permanent employees are eligible to join a funded, contributory pension scheme which provides, inter alia, pension benefits based on final pensionable salary. The assets of the scheme are held by a separate trust. Contributions are assessed in accordance with the advice of independent qualified actuaries so as to spread the pension cost over the normal expected service lives of members.

The scheme is valued by a qualified actuary at least every three years. The last valuation was carried out as at 6 April 1998, using the projected unit method.

Further particulars of the schemes are disclosed in the financial statements of Dixons Group plc.

23 RELATED PARTY DISCLOSURE

Transactions with group undertakings

During the period, the Company paid DSG Retail Limited £10,704,681 (1998/99 £7,926,000) for the provision of management services. In addition, all purchases, payments and receipts were made through DSG Retail Limited on behalf of the Company. All transactions were made on normal commercial terms.

During the period, DSG Retail Limited provided a non-interest bearing working capital loan to the Company as follows:

Loans made	£'000_
As at 1 May 1999	12,300
Maximum loan made during the period	15,300
Balance at 29 April 2000	12,300_

Period end balances with group undertakings are as follows:

	Group	
	2000	1999
	£'0000	£'000
Debtors:		
DSG Retail Limited	495	0
Creditors:		
DSG Retail Limited	4,272	(11,885)
Mastercare Coverplan Service Agreements Limited	122	(98)
Dixons Group plc	-	(3,359)
Coverplan Insurance Services Limited	1,166	(3,025)
	5,560	18,367

Transactions with minority shareholder

With effect from the close of business on 3 May 1997, 40% of the share capital of the Company was sold to Telecom Securicor Cellular Radio Limited ("Cellnet") and during the period, further consideration of £7,500,000 became payable.

Under normal commercial terms, the Company received cellular telephone income from Cellnet for the year of £72,521,087 (1998/99 £62,547,693).

During the period, Cellnet provided a non-interest bearing working capital loan to the Company as follows:

Loans made	£'000
As at 1 May 1999	8,200
Maximum loan made during the period	10,200
Balance at 29 April 2000	8,200

24 PARENT COMPANY

The Company's immediate parent and controlling party is DSG Retail Limited.

The Company's ultimate parent and controlling party is Dixons Group plc which is registered in England and Wales. Copies of its accounts may be obtained from its registered office at Maylands Avenue, Hemel Hempstead, Hertfordshire HP2 7TG.

25 PRINCIPAL SUBSIDIARY UNDERTAKING

The principal subsidiary undertaking at 29 April 2000 was Link FS Limited. It is wholly owned, incorporated and operates in the United Kingdom and is registered in England and Wales.

In the opinion of the directors, the aggregate value of the shares in and amounts due from the Company's subsidiary undertaking are not less than the aggregate of the amounts at which assets are included in the Company's balance sheet.