

Company Registration No. 5520917

ST IVES MANAGEMENT SERVICES LIMITED

Annual Report and Financial Statements

Fifty two weeks ended 31 July 2009

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ST IVES MANAGEMENT SERVICES LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS 2009

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ST IVES MANAGEMENT SERVICES LIMITED

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

St Ives plc	(Resigned on 29 September 2009)
M Armitage	(Appointed on 6 August 2009)
P Harris	(Resigned on 29 September 2009)
P Martell	(Appointed on 29 September 2009)
L Wigglesworth	(Appointed on 29 September 2009)

SECRETARY

P Harris

REGISTERED OFFICE

St Ives House
Lavington Street
London SE1 0NX

BANKERS

HSBC Bank plc
76 Edgware Road
London W2 2EQ

SOLICITORS

Herbert Smith LLP
Exchange House
Primrose Street
London EC2A 2HS

INDEPENDENT AUDITORS

Deloitte LLP
Chartered Accountants and Statutory Auditors
Leeds

ST IVES MANAGEMENT SERVICES LIMITED

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the fifty two weeks ended 31 July 2009 ("the financial year") Comparative figures are for the fifty two weeks ended 1 August 2008

BUSINESS REVIEW AND PRINCIPAL ACTIVITIES

The company is a wholly owned subsidiary of St Ives plc and operates as part of the St Ives plc group's ("the group") Commercial Products business segment The company's principal activity is supply of print management services The company sub-contracts work to other group companies and specialist outsource suppliers There have not been any significant changes in the company's principal activities in the year under review The directors are not aware, at the date of this Report, of any likely major changes in the company's activities in the coming year

The company's profit for the financial year after tax, as shown in the profit and loss account on page 8 of the financial statements, amounted to £309,923 (2008 – loss £1,266,426) The directors do not recommend the payment of a dividend (2008 – £nil)

The balance sheet on page 9 of the financial statements shows that the company's financial position at the year-end has, in net liabilities terms, improved since the prior year-end due to the profit arising in the financial year

The group manages its operations under two principal business segments The performance of the Commercial Products segment of St Ives plc, which includes the company, is discussed in the group's Annual Report and Accounts which does not form part of this Report For this reason, the company's directors believe that further key performance indicators for the company are not necessary or appropriate for an understanding of the development and performance of the company during the year or the position of its particular business at the end of the year

PRINCIPAL RISKS AND UNCERTAINTIES

In the long term, competitive pressure in the UK is a continuing risk for the company, which could result in it losing sales from its principal customer The company manages this risk by providing added value services to its customers, delivering fast response times, not only in supplying products but also in handling all customer queries, and by maintaining strong relationships with customers

All markets served by the company are influenced by the economic climate and in particular customer confidence The company will continue to keep this risk under review

The company's sales are invoiced in Sterling and exposure to movement in foreign exchange rates is minimal Where significant exposure might arise, no risk is borne directly by this company as the group's treasury function takes out contracts to manage this risk at a group level Bank balances and group loans carry variable interest fixed by reference to Sterling base rates Thus, while base rate changes affect interest, the potential impact is not expected to be material

The company's credit risk is primarily attributable to its trade debtors The amounts presented in the balance sheet are net of provisions for doubtful debts An allowance for impairment is made where there is an identified loss event which, based on previous experience and the terms of any credit insurance policy which may apply at the time of the loss event, is evidence of a reduction in the recoverability of cash flows The credit risk on liquid funds is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies Having one principal customer, the company does have a concentration of credit risk although, in the directors opinion, this is not a significant risk to the company due to government ownership of that customer

Group risks are discussed in St Ives plc's Annual Report and Accounts which does not form part of this Report

ST IVES MANAGEMENT SERVICES LIMITED

DIRECTORS' REPORT (continued)

FUTURE PROSPECTS

The company continues to focus on the UK market, where a quick turnaround is required and overseas competition is less able to compete

Given the length of the company's principal print management contract, the directors are of the view that, subject to there being no further deterioration in the general economic conditions prevalent within the UK, the company's performance should further improve over the coming year through an increased focus in particular on customer services and a further reduction in its customers' costs

GOING CONCERN

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly and as explained in Note 1, they continue to adopt the going concern basis in preparing the financial statements

DIRECTORS

Directors who served throughout the year (except as noted) are shown on page 1

DIRECTORS' INDEMNITIES

The ultimate parent company has made qualifying third party indemnity provisions for the benefit of certain of its directors which remain in force at the date of this Report

SUPPLIER PAYMENT POLICY

It is the company's normal practice to make payments to suppliers in accordance with agreed terms provided that the supplier has performed in accordance with the relevant terms and conditions. The average creditor days outstanding at 31 July 2009 were 78 (2008 – 84)

EMPLOYMENT POLICIES

The company is an Equal Opportunities Employer and no job applicant or employee receives less favourable treatment on the grounds of age, sex, marital status, race, colour, sexual orientation, religious or philosophical beliefs

It is the policy of the company that people with disabilities, whether registered disabled or not, should receive full and fair consideration for all job vacancies for which they are suitable applicants. Employees who become disabled during their working life will be retained in employment wherever possible and will be given help with any necessary rehabilitation and retraining. The company is prepared to modify procedures or equipment, wherever this is practicable, so that full use can be made of an individual's ability

Employees of the company are regularly consulted by the directors and managers and kept informed of matters affecting them and the overall development of the company

The company has a positive approach to health and safety at work and regards compliance with statutory requirements as a minimum standard. Resources are available to ensure that continuing progress is made towards achieving a healthier and safer working environment for all employees

ST IVES MANAGEMENT SERVICES LIMITED

DIRECTORS' REPORT (continued)

ENVIRONMENT

The St Ives group recognises the importance of its environmental responsibilities, monitors its impact on the environment, and designs and implements policies to reduce any damage that might be caused by the group's activities. The company operates in accordance with group policies, which are described in St Ives plc's Annual Report and Accounts which does not form part of this Report.

AUDITORS

Deloitte LLP have indicated their willingness to be reappointed for another term and appropriate arrangements are being made for them to be deemed reappointed as auditors in the absence of an Annual General Meeting.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they 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 these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and estimates that are reasonable and prudent,
- state whether applicable UK 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 adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. 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.

ST IVES MANAGEMENT SERVICES LIMITED

DIRECTORS' REPORT (continued)

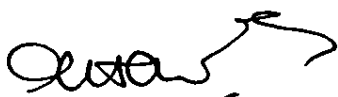
DISCLOSURE OF INFORMATION TO AUDITORS

United Kingdom company law (Section 418 of the Companies Act 2006) requires each director to make an individual statement regarding the disclosure of information to the auditors. The statement must confirm that as at the date of this Report and as far as the director is aware there is no relevant audit information (as defined in the Companies Act 2006) of which the company's auditors are unaware, and that the director has taken all the steps he/she ought to have taken in order to make him/herself aware of any relevant audit information (as defined) and to establish that the company's auditors are aware of that information.

A director is deemed to have taken all the steps necessary that he/she ought to have taken if he/she has made such enquiries of his/her fellow directors and of the company's auditors for that purpose, and taken such other steps, if any, for that purpose as are required by his/her duty as a director of the company to exercise due care, skill and diligence.

All of the directors of the company as at the date of approval of this report have provided such a statement to the company. The company's auditors have been advised that confirmation has been given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

Approved by the board of directors and signed on its behalf by



P Harris
Secretary
18 January 2010

ST IVES MANAGEMENT SERVICES LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ST IVES MANAGEMENT SERVICES LIMITED

We have audited the financial statements of St Ives Management Services Limited for the fifty two weeks ended 31 July 2009 which comprise the profit and loss account, the balance sheet and the related notes 1 to 18. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Sections 495 and 496 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities, the directors are responsible for preparing the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 July 2009 and of its profit for the fifty two weeks then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been properly prepared in accordance with the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

ST IVES MANAGEMENT SERVICES LIMITED

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ST IVES MANAGEMENT SERVICES LIMITED
(continued)**

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit



Christopher Powell (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditors
Leeds, United Kingdom
18 January 2010

ST IVES MANAGEMENT SERVICES LIMITED

PROFIT AND LOSS ACCOUNT

Fifty two weeks ended 31 July 2009

		52 weeks to 31 July 2009	52 weeks to 1 August 2008
	Note	£	£
TURNOVER	2	40,737,350	15,676,504
Cost of sales		(37,743,754)	(15,058,974)
GROSS PROFIT		2,993,596	617,530
Selling expenses		(202,280)	–
Administrative expenses		(1,928,169)	(2,161,361)
OPERATING PROFIT/(LOSS)	4	863,147	(1,543,831)
Interest payable and similar charges	5	(411,534)	(235,780)
PROFIT/(LOSS) BEFORE TAX		451,613	(1,779,611)
Tax (charge)/credit on (loss)/profit	6	(141,690)	513,185
PROFIT/(LOSS) FOR THE FINANCIAL YEAR	14	<u>309,923</u>	<u>(1,266,426)</u>

All transactions are derived from continuing operations

There are no recognised gains or losses in either the current or previous financial years other than the profits and losses disclosed in the profit and loss account. Accordingly no separate statement of total recognised gains and losses is required.

The accompanying notes are an integral part of this profit and loss account

BALANCE SHEET
31 July 2009

31 July 2009 1 August 2008

	Note	£	£
FIXED ASSETS			
Tangible assets	7	82,797	176,784
CURRENT ASSETS			
Stocks	8	4,350	–
Debtors – amounts due within one year	9	15,758,536	18,559,571
Debtors – amounts due in greater than one year	9	1,453,611	2,488,219
		<u>17,216,497</u>	<u>21,047,790</u>
CREDITORS amounts falling due within one year	11	(18,255,796)	(22,487,619)
NET CURRENT LIABILITIES		<u>(1,039,299)</u>	<u>(1,439,829)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		(956,502)	(1,263,045)
PROVISIONS FOR LIABILITIES	12	–	(3,380)
NET LIABILITIES		<u>(956,502)</u>	<u>(1,266,425)</u>
CAPITAL AND RESERVES			
Called up share capital	13	1	1
Profit and loss account	14	(956,503)	(1,266,426)
SHAREHOLDERS' DEFICIT	16	<u>(956,502)</u>	<u>(1,266,425)</u>

The accompanying notes are an integral part of this balance sheet

These financial statements were approved by the board of directors on 18 January 2010 and signed on its behalf by



M Armitage
Director

ST IVES MANAGEMENT SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Fifty two weeks ended 31 July 2009

1 ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable United Kingdom law and accounting standards. The accounting policies, which have been adopted and applied consistently throughout the accounting period and the preceding period, are described below.

(a) Accounting convention

The financial statements are prepared under the historical cost convention.

Going concern

The financial statements are prepared under the historical cost convention. The group's treasury function is responsible for managing the liquidity of the group and the company, and the ultimate parent of the company, St Ives plc, funds the operations of the company and other subsidiaries through a combination of equity, inter-company loans and bank overdrafts which it guarantees jointly with other subsidiaries. The group has sufficient funding facilities to fund the company's operations for the next twelve months and is committed to make this funding available to the company for the next twelve months. The company is exposed to a number of risks and uncertainties as outlined in the Directors' Report but, after making enquiries into the company's financial position and considering the forecast performance at a divisional level, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

(b) Accounting period

The financial statements are prepared for the fifty two weeks ended 31 July 2009 ("the financial year"). Comparative figures are for the fifty two weeks ended 1 August 2008.

(c) Turnover

Turnover represents amounts receivable for goods and services provided in the normal course of business, net of trade discounts, up-front payments, VAT and other sales related taxes.

Turnover is recognised when goods and services have been delivered and ownership has passed.

(d) Tangible fixed assets

Tangible fixed assets are stated at cost less depreciation and provision for impairment. Depreciation is provided on cost less estimated residual value, in equal annual instalments over the estimated lives of the assets. The annual rates of depreciation are as follows:

Fixtures, fittings and equipment	33 33%
Computer equipment	50%
Motor vehicles	25%

ST IVES MANAGEMENT SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

Fifty two weeks ended 31 July 2009

1 ACCOUNTING POLICIES (continued)

(e) Tax

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date

Deferred tax is provided in full on timing differences which result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in tax computations in periods different from those in which they are included in the financial statements

Deferred tax is not provided on timing differences from the revaluation of fixed assets where there is no commitment to sell the asset, or on unremitted earnings where there is no commitment to remit these earnings. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted

(f) Pension costs

The company contributes to individual defined contribution stakeholder pension plans in respect of certain employees. Pension costs are charged against profits as payable

(g) Cash flows

A statement of cash flows has not been prepared as, in accordance with Financial Reporting Standard 1 (Revised) "Cash Flow Statements", cash flow information has been shown in the financial statements of the ultimate parent company

ST IVES MANAGEMENT SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

Fifty two weeks ended 31 July 2009

2 TURNOVER

The company's turnover is derived exclusively from the UK

The directors consider that the company has only one class of business and consequently no further analysis of turnover or profit is given

3 INFORMATION REGARDING DIRECTORS AND EMPLOYEES

All directors are remunerated by other group companies for their services to the group as a whole and it is not practicable to apportion their remuneration between the companies of which they are a director. Consequently their remuneration has not been disclosed in the company's financial statements. The remuneration of M. Armitage, P. Martell, P. Harris and L. Wigglesworth is included in the Annual Report and Accounts of St Ives Plc

	2009 £	2008 £
Employee costs during the financial year (including directors)		
Wages and salaries	1,429,314	1,279,559
Social security costs	95,681	129,900
Pension costs – defined contribution	5,841	1,377
	<u>1,530,836</u>	<u>1,410,836</u>

	2009 Number	2008 Number
Monthly average number of persons employed (including directors).		
Administration and management	25	26
	<u>25</u>	<u>26</u>

4 OPERATING PROFIT/(LOSS)

	2009 £	2008 £
Operating profit/(loss) is after charging		
Fees payable to the company's auditors for the audit of the company's annual accounts	6,300	14,000
Depreciation	133,867	40,164
Operating lease rentals – land and buildings	–	8,750
	<u>–</u>	<u>8,750</u>

Fees paid to the company's auditors, Deloitte LLP, for services other than the statutory audit of the company are not disclosed in these financial statements since the consolidated accounts of the company's ultimate parent company, St Ives plc, are required to disclose non-audit fees on a consolidated basis

5 INTEREST PAYABLE AND SIMILAR CHARGES

	2009 £	2008 £
Bank interest	<u>411,534</u>	<u>235,780</u>

ST IVES MANAGEMENT SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)
Fifty two weeks ended 31 July 2009

6 TAX CHARGE/(CREDIT) ON PROFIT/(LOSS)

(a) Analysis of tax charge/(credit)

	2009 £	2008 £
Current tax		
Tax charge/(credit) at 28% (2008 – 29 33%) based on the profit/(loss) for the financial year	170,197	–
Group relief for current period	–	(516,565)
Adjustments in respect of prior periods	<u>13,117</u>	<u>–</u>
Net current tax	183,314	(516,565)
Deferred tax (note10).		
Timing differences, origination and reversal	(37,387)	3,380
Adjustments in respect of prior periods	<u>(4,237)</u>	<u>–</u>
	<u><u>141,690</u></u>	<u><u>(513,185)</u></u>

(b) Reconciliation of tax charge/(credit)

	2009 £	2008 £
Tax charge/(credit) at 28% (2008 – 29 33%) based on the profit/(loss) for the financial year	126,451	(521,960)
Effects of.		
Disallowed expenses and non-taxable income	6,359	8,775
Capital allowances in deficit/(excess) of depreciation	37,483	(3,380)
Movement in short term timing differences	(96)	–
Adjustments in respect of prior periods	<u>13,117</u>	<u>–</u>
Current tax charge/(credit)	<u><u>183,314</u></u>	<u><u>(516,565)</u></u>

ST IVES MANAGEMENT SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

Fifty two weeks ended 31 July 2009

7 TANGIBLE FIXED ASSETS

	Fixtures, fittings and equipment £	Motor vehicles £	Total £
Cost or valuation			
At 2 August 2008	196,948	–	196,948
Additions	32,157	–	32,157
Transfer from group companies	–	16,122	16,122
At 31 July 2009	229,105	16,122	245,227
Accumulated depreciation.			
At 2 August 2008	20,164	–	20,164
Charge for the year	130,173	3,694	133,867
Transfer from group companies	–	8,399	8,399
At 31 July 2009	150,337	12,093	162,430
Net book value.			
At 31 July 2009	78,768	4,029	82,797
At 1 August 2008	176,784	–	176,784

8 STOCKS

	2009 £	2008 £
Raw materials and consumables	4,350	–

There are no material differences between replacement cost and the values shown above for all stock categories for either year

ST IVES MANAGEMENT SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)
Fifty two weeks ended 31 July 2009

9 DEBTORS

	2009 £	2008 £
Amounts falling due within one year.		
Trade debtors	11,504,029	15,133,280
Group tax relief receivable	–	516,565
Amounts owed by group undertakings	500,613	–
Prepayments, accrued income and other debtors	3,753,894	2,909,726
	<u>15,758,536</u>	<u>18,559,571</u>
Amounts falling due after more than one year		
Deferred tax asset (note 10)	38,244	–
Prepayments	1,415,367	2,488,219
	<u>17,212,147</u>	<u>21,047,790</u>

10 DEFERRED TAX ASSET

	2009 £
Balance at 2 August 2008	–
Reclassification from deferred tax liabilities	(3,380)
Credit to the profit and loss account	41,624
	<u>38,244</u>
Balance at 31 July 2009	<u>38,244</u>

The amounts of deferred tax recognised in the financial statements are as follows

	2009 £	2008 £
Depreciation in excess of capital allowances	38,244	–
	<u>38,244</u>	<u>–</u>

11 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2009 £	2008 £
Bank overdraft	9,290,933	13,507,349
Trade creditors	6,382,936	5,052,277
Amounts owed to group undertakings	993,642	877,980
Other creditors	625,299	–
Other taxes and social security	60,652	716,888
Accruals	897,451	2,333,125
	<u>18,255,796</u>	<u>22,487,619</u>

The company's overdraft is guaranteed by St Ives plc and certain other United Kingdom subsidiaries

ST IVES MANAGEMENT SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

Fifty two weeks ended 31 July 2009

12 PROVISIONS FOR LIABILITIES

	Deferred tax £
Balance at 2 August 2008	3,380
Reclassification to deferred tax assets	<u>(3,380)</u>
Balance at 31 July 2009	<u><u>-</u></u>

13 CALLED UP SHARE CAPITAL

	Number of shares	2009 £	2008 £
Authorised			
Ordinary shares of £1 00 each	<u>1,000</u>	<u>1,000</u>	<u>1,000</u>

	Number of shares	2009 £	2008 £
Called up, allotted and fully paid			
Ordinary shares of £1 00 each	<u>1</u>	<u>1</u>	<u>1</u>

14 RESERVES

	Profit and loss account £
Balance at 2 August 2008	(1,266,426)
Retained profit for the financial year	<u>309,923</u>
Balance at 31 July 2009	<u><u>(956,503)</u></u>

ST IVES MANAGEMENT SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

Fifty two weeks ended 31 July 2009

15 PENSION COMMITMENTS

The company participates in the defined contribution schemes operated by St Ives plc

The pension costs of the company are disclosed in note 3

16 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' DEFICIT

	2009 £	2008 £
Opening shareholders' (deficit)/funds	(1,266,425)	1
Retained profit/(loss) for the financial year	<u>309,923</u>	<u>(1,266,426)</u>
Closing shareholders' deficit	<u>(956,502)</u>	<u>(1,266,425)</u>

17 RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption granted by paragraph 3(c) of Financial Reporting Standard 8 "Related Party Transactions" not to disclose transactions with St Ives plc group companies or interests of the group who are related parties

18 ULTIMATE PARENT COMPANY AND CONTROLLING PARTY

The company's ultimate parent company and ultimate controlling party is St Ives plc, a company incorporated and registered in England and Wales. The immediate parent company and immediate controlling party is St Ives Holdings Ltd also incorporated and registered in England and Wales. Copies of the financial statements of St Ives plc and St Ives Holdings Ltd can be obtained from the Company Secretary at the registered office St Ives House, Lavington Street, London SE1 0NX.

The largest and smallest group in which the results of the company are consolidated is that headed by St Ives plc

