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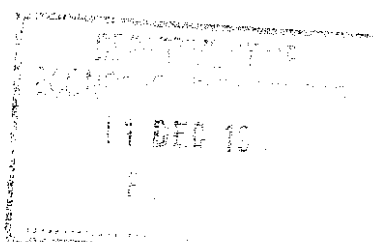
VODAC (ULSTER) LIMITED

REPORT AND ACCOUNTS

FOR THE YEAR ENDED

31 MARCH 1995

NI 23033



VODAC (ULSTER) LIMITED

CONTENTS

	<u>Page</u>
Directors' report	1-3
Auditors' report	4
Profit and loss account	5
Balance sheet	6
Cash Flow Statement	7
Statement of accounting policies	8
Notes to the financial statements	9 - 16

VODAC (ULSTER) LIMITED

REPORT OF THE DIRECTORS

The directors submit their report and the audited financial statements for the year ended 31 March 1995.

PRINCIPAL ACTIVITIES

The principal activities of the company are the retailing of cellular and radiopaging equipment and the provision of services on the Vodafone and Vodapage networks.

REVIEW OF THE BUSINESS

Turnover for the year amounted to £3,938,607 and the loss before taxation was £119,836. After taxation the loss of £119,836 has been charged to reserves. The directors do not recommend the payment of a dividend.

FUTURE DEVELOPMENTS

The company is continuing with its policy of long term growth in the field of cellular radio and radiopaging.

FIXED ASSETS

The movement in tangible fixed assets is set out on page 12 in note 7.

AUDITORS

In accordance with Article 392 of the Companies (Northern Ireland) Order 1986, a resolution proposing the re-appointment of Touche Ross & Co as auditors to the company will be put to the Annual General Meeting.

DIRECTORS

The directors of the company during the period were as follows:

Name

D J Henning

C H B Bramwell

M W Glenfield

D C Guy

L J Baillie

N Morrow

J E Mc Neice (Appointed 1 December 1994)

VODAC (ULSTER) LIMITED

REPORT OF THE DIRECTORS (CONTINUED)

DIRECTORS INTERESTS IN SHARES

Given below are details of the interests in the ordinary shares of Vodafone Group Plc at 31 March 1995 of directors of the company at that date. The interests at the beginning of the year are shown in brackets.

Vodafone Group Plc ordinary shares of 5p each

	Ordinary Shares Held	Ordinary Share Options (Note 1)	Ordinary Share Options (Note 2)
C H B Bramwell	200 (200)	NIL (NIL)	NIL (NIL)
D C Guy	13268 (2732)	NIL (NIL)	299,400 (103,500)
M W Glenfield	NIL (200)	NIL (NIL)	NIL (NIL)
N Morrow	200 (200)	NIL (NIL)	NIL (NIL)
L J Baillie	10187 (1884)	2427 (NIL)	233,400 (80,300)
J E McNeice	NIL	NIL	NIL

1) Options granted under the terms of the Vodafone Group Plc Savings Related Share Option Scheme.

2) Options granted under the terms of the Vodafone Group Plc Executive Share Option Scheme.

The shareholdings and share options in Vodafone Group Plc. of Mr D.J. Henning are disclosed in that company's annual report.

VODAC (ULSTER) LIMITED

REPORT OF THE DIRECTORS (CONTINUED)

DIRECTORS INTERESTS IN SHARES (CONTINUED)

C H B Bramwell, M W Glenfield and N Morrow were interested throughout the period in the Ordinary B shares of the company through their shareholdings in Contactors Communications Limited which owns the issued Ordinary B Shares.

REGISTERED OFFICE

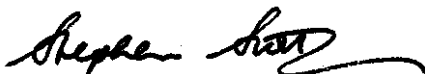
The registered office of the company is at 16 Wellington Park, Belfast, Northern Ireland.

STATEMENTS OF DIRECTORS' RESPONSIBILITIES

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 as at the end of the financial year and of the profit or loss of the company 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 and enable them to ensure that the financial statements comply with the Companies (Northern Ireland) Order 1986. 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.



By Order of the Board
Stephen Scott
Secretary

9 June 1995

REPORT OF THE AUDITORS

to the members of

VODAC (ULSTER) LIMITED

We have audited the financial statements on pages 5 to 16 which have been prepared under the accounting policies set out on page 8.

Respective responsibilities of directors and auditors

As described on page 3 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 affairs of the company as at 31 March 1995 and of the loss of the company for the year then ended and have been properly prepared in accordance with the Companies (Northern Ireland) Order 1986.

Touche Ross & Co

Touche Ross & Co
Chartered Accountants and Registered Auditors
19 Bedford Street
BELFAST
BT2 7EJ

9 June 1995

VODAC (ULSTER) LIMITED
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 MARCH 1995

	NOTE	1995 £'000	1994 £'000
Turnover	1	<u>3,939</u>	<u>3,427</u>
Operating loss	2	(59)	(77)
Interest payable	5	<u>(60)</u>	<u>(37)</u>
Loss on ordinary activities before taxation		(119)	(114)
Tax on loss on ordinary activities	6	<u>-</u>	<u>-</u>
Loss for the financial year transferred to reserves	13	<u>(119)</u>	<u>(114)</u>

All activities derive from continuing operations. There are no recognised gains or losses other than the loss for the financial year. Accordingly no statement of total recognised gains and losses is given.

VODAC (ULSTER) LIMITED

BALANCE SHEET

AT 31 MARCH 1995

		1995		1994	
	NOTE	£,000	£'000	£'000	£'000
FIXED ASSETS					
Tangible assets	7		203		186
CURRENT ASSETS					
Stocks	8	113		87	
Debtors	9	729		685	
Cash at bank and in hand		88		59	
		-----		-----	
		930		831	
CREDITORS: amounts falling due within one year.					
	10	1652		1417	
		-----		-----	
NET CURRENT LIABILITIES			(722)	(586)	
			-----	-----	
			(519)	(400)	
			=====	=====	
CAPITAL AND RESERVES					
Called up Equity Share Capital (£100)	12		-	-	
Share premium account			494	494	
Profit and loss account	13		(1013)	(894)	
			-----	-----	
EQUITY SHAREHOLDERS FUNDS - DEFICIENCY			(519)	(400)	
			=====	=====	

These financial statements were approved by the Board of Directors on 9 June 1995.

Signed on behalf of the Board of Directors.


C H B Bramwell

Directors


M W Glenfield

VODAC (ULSTER) LIMITED**CASH FLOW STATEMENT****FOR THE YEAR ENDED 31 MARCH 1995**

	1995		1994	
	£'000	£'000	£'000	£'000
Net cash inflow/(outflow) from operating activities		(117)		(140)
Servicing of finance:				
Interest paid		(60)		(37)
Investing activities				
Purchase of Fixed Assets	(110)		(104)	
Receipts from sale of Fixed Assets	34		19	
	-----		-----	
Net cash outflow from investing activities		(76)		(85)
		-----		-----
Net cash outflow before financing		(253)		(262)
Financing:				
New short term loans	282		300	
	----		----	
Net cash inflow from financing		282		300
Increase in cash and cash equivalents		29		38
		=====		=====

Additional disclosures are provided in note 17 to the accounts.

VODAC (ULSTER) LIMITED

STATEMENT OF ACCOUNTING POLICIES

1. Basis of accounting.

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

2. Turnover

Turnover represents the invoiced value, excluding value added tax, of goods and services supplied by the company.

3. Stocks

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

4. Depreciation of tangible fixed assets.

The cost of tangible fixed assets is written off, from the time they are brought into use, by equal instalments over their expected useful lives as follows:-

Short term leaseholds	the term of the lease
Furniture and fittings	6-7 years
Motor vehicles	4 years
Plant and machinery	10 years

5. Deferred Taxation

Provision is made for deferred taxation only where there is a reasonable probability that a liability will crystallise in the foreseeable future.

6. Pension Costs

Retirement benefits to employees in the company are provided by a defined contribution scheme, whereby the assets of the scheme are held separately from those of the company in an independently administered fund. The company contributions are accounted for by charging costs against profits as payments accrue.

VODAC (ULSTER) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

	<u>1995</u>	<u>1994</u>
1. Turnover	£'000	£,000
Sales of cellular radio products	<u>3,939</u>	<u>3,427</u>
Geographical analysis of turnover by area of destination:		
United Kingdom	<u>3,939</u>	<u>3,427</u>
2. Operating Loss		
	<u>1995</u>	<u>1994</u>
i) Summary;	£'000 £'000	£'000 £'000
Turnover	3,939	3,427
Cost of Sales	3,082	2,692
Gross Profit	----- 857	----- 735
Selling and distribution costs	141	145
Administrative expenses	775	667
	-----	-----
	916	812
Operating Loss	----- (59) =====	----- (77) =====
ii) Operating loss has been arrived at after charging:		
Depreciation of tangible fixed assets - owned assets	58	55
Auditors remuneration	9	7
Operating lease rentals	6	7
Property rents	60	31
	=====	=====

NOTES TO THE FINANCIAL STATEMENTS**3. Employees**

The average number of persons employed by the company (including directors) during the year:

	1995 Number	1994 Number
Administration	21	20
Selling and distribution	4	6
	----	----
	25	26
	=====	=====

The cost incurred in respect of these employees (including directors):

	1995 £'000	1994 £'000
Wages and salaries	358	336
Social security costs	40	40
Other pension costs	3	3
	----	----
	401	379
	=====	=====

VODAC (ULSTER) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

4. Directors	1995 £'000	1994 £'000
--------------	---------------	---------------

Emoluments	135	99
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The emoluments, excluding pension contribution, of directors of the company:

Chairman	-	-
----------	---	---

Highest paid Director	37	35
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Other Directors	Number	Number
£NIL - £5,000	2	2
£10,000 - £15,000	-	-
£15,000 - £20,000	-	-
£20,000 - £25,000	-	-
£25,000 - £30,000	1	-
£30,000 - £35,000	1	2
£35,000 - £40,000	1	-

5. Interest payable	1995 £'000	1994 £'000
---------------------	---------------	---------------

Interest payable to group companies	60	37
-------------------------------------	----	----

6. Tax on loss on ordinary activities

No taxation provision was required due to loss relief available.

VODAC (ULSTER) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

7. Tangible fixed assets

	Short-term leasehold premises	Plant, machinery, furniture, vehicles	Total
	£'000	£'000	£'000
Cost			
Balance at 1 April 1994	31	253	284
Additions	2	108	110
Disposals	-	(65)	(65)
	-----	-----	-----
At 31 March 1995	33	296	329
	-----	-----	-----

Depreciation

Balance at 1 April 1994	5	93	98
Charge for year	1	57	58
Disposals	-	(30)	(30)
	-----	-----	-----
At 31 March 1995	6	120	126
	-----	-----	-----
Net book value			
At 31 March 1995	27	176	203
	-----	-----	-----
At 31 March 1994	26	160	186
	-----	-----	-----

8. Stocks

	1995 £'000	1994 £'000
Finished goods	113	87
	=====	=====

9. Debtors

	1995 £'000	1994 £'000
Due within one year:		
Trade debtors	380	365
Amounts owed by group companies	50	57
Prepayments and accrued income	299	263
	-----	-----
	729	685
	=====	=====

VODAC (ULSTER) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

10 Creditors - amounts falling due within
one year.

	1995 £'000	1994 £'000
Trade creditors	100	73
Amounts owed to group companies	348	481
Other taxation and social security	110	71
Accruals and deferred income	216	196
Loans from group companies	878	596
	<hr/>	<hr/>
	1652	1417
	<hr/>	<hr/>

11 Provision for liabilities and charges

The amounts provided for deferred taxation and the full potential liability, calculated on the liability method are as follows:-

	1995 Amount Provided £'000	1995 Potential Liability £'000	1994 Amount Provided £'000	1994 Potential Liability £'000
Accelerated capital allowances	-	(2)	-	(3)
Other timing differences	-	(9)	-	(7)
Unused tax losses	-	(104)	-	(85)
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	-	(115)	-	(95)
	<hr/>	<hr/>	<hr/>	<hr/>

VODAC (ULSTER) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

12. Called up Share Capital

	1995 £	1994 £
Authorised, allotted & fully paid		
Ordinary 'A' shares of £1 each	51	51
Ordinary 'B' shares of £1 each	49	49
	-----	-----
	100	100
	=====	=====

13. Profit and loss account

	1995 £'000	1994 £'000
Retained losses at 31 March 1994	(894)	(780)
Retained loss for the period	(119)	(114)
	-----	-----
Retained losses at 31 March 1995	(1013)	(894)
	=====	=====

There are no movements in shareholders funds other than the loss for the period as above.

14. Leased Assets

Operating leases

Commitments existed at the year end under operating leases in respect of annual rentals which expire:

	1995			1994		
	Land and Buildings £'000	Plant and Machinery £'000	Other Assets £'000	Land and Buildings £'000	Plant and Machinery £'000	Other Assets £'000
Between two and five years	-	2	-	-	3	-
After five years	-	-	-	-	-	-
	=====	=====	=====	=====	=====	=====

15. Capital commitments

There were no capital commitments in place at the Balance Sheet date.

16. Group Companies

51% of the ordinary shares of Vodac (Ulster) Ltd are held by Vodac Limited, a company registered in England and Wales.

The ultimate parent company is Vodafone Group Plc, which is incorporated in England and Wales. The financial statements of Vodafone Group Plc and Vodac Limited are available from The Courtyard, London Road, Newbury.

VODAC (ULSTER) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

17. Notes to the cash flow statement

a) Reconciliation of operating loss to net cash outflow from operating activities.

	1995 £'000	1994 £'000
Operating Loss	(59)	(77)
Depreciation charges	58	55
(Profit)/Loss on disposal	1	(2)
Increase in stocks	(26)	(28)
Increase in debtors	(44)	(152)
(Decrease)/Increase in creditors	(47)	64
	-----	-----
Net cash inflow (outflow) from operating activities.	(117)	(140)
	-----	-----

b) Analysis of changes in cash and cash equivalents during the year.

	1995 £'000	1994 £'000
Balance at 1 April 1994	59	21
Net cash inflow	29	38
	-----	-----
Balance at 31 March 1995	88	59
	-----	-----

Cash and cash equivalents comprise the balance at bank only.

VODAC (ULSTER) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

c) Analysis of changes in financing during the year.

	Short Term Loans	
	1995 £'000	1994 £'000
Balance at 1 April 1993	596	296
Cash inflows from financing	282	300
	-----	-----
Balance at 31 March 1994	878	596
	-----	-----