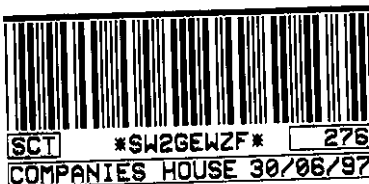


**The Sixteenth Annual Report  
and Accounts for  
Noble Group Limited  
for the year ended  
31 August 1996**

REGISTERED NO. 71689

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## **Noble Group Limited**

<i>Directors</i>	Sir Iain Noble Bt OBE, MA (Chairman) John Noble Timothy Noble MBA, MA Timothy Kimber
<i>Secretary</i>	Robin Smeaton
<i>Registered Office</i>	5 Darnaway Street Edinburgh EH3 6DW
<i>Bankers</i>	The Royal Bank of Scotland plc 36 St Andrew Square Edinburgh EH2 2YE  Bank of Scotland The Mound Edinburgh EH1 1YZ
<i>Solicitors</i>	Murray Beith Murray WS 39 Castle Street Edinburgh EH2 3BH
<i>Auditors</i>	KPMG Saltire Court 20 Castle Terrace Edinburgh EH1 2EG

## **Noble Group Limited**

### *Review of the year*

#### CHAIRMAN'S STATEMENT FOR THE YEAR ENDED 31st AUGUST 1996

The year to 31 August 1996 turned out to be a successful one, as I hoped when I wrote my statement with last year's accounts. Our group turnover rose from £1,046,660 to £1,391,117 (an increase of 33%) while our pretax profits almost doubled from £87,586 to £170,890.

Noble & Company, our corporate finance subsidiary, completed four large stock exchange transactions during the year. Our most important projects were on behalf of Wellington Underwriting and Premium Underwriting, both relating to Lloyd's of London, and involving sizeable capital increases, while we handled significant acquisitions for Waverley Mining (of Monktonhall Colliery) and for Independent Insurance (of La Palatine, a French general insurance company). We were asked to advise the Corporation of Lloyd's about the changing structure of its market places, and we developed the concept of Scottish Limited Partnerships in order to help Lloyd's to provide limited liability for its "Names".

We have been active in the Private Finance Initiative launched by the government in order to take over part of the capital spending requirements of the Treasury. We work on these projects in conjunction with Canmore Partnership Limited in which we were a founder shareholder. After a year of effort the team has just been awarded the first project in the further education sector in Britain - the new Stirling Centre of Further Education (part of Falkirk College). The team is short-listed on a number of other projects throughout Britain and we expect to complete several of these in 1997.

As a result of these and other transactions, Noble & Company had its busiest and most productive year since the company was formed. This activity is reflected in the KPMG New Issue Statistics which places us 16th in a list of the 20 businesses which had sponsored most flotations on the London stock market within the last three years; indeed we were the only Scottish based adviser on the list. The corporate finance team is now being increased to ten executives, making it one of the largest and strongest in Scotland.

Noble Securities, our investment management company, has also had a most successful year. Its funds under management increased again by some 40% and for the first time since we launched in this sector in 1992 the company became profitable after meeting all its own contributions to group overheads. This was an excellent achievement, but in the light of such rapid growth new executive staff will be required here too in the near future.

Noble Financial Publishing is a new business activity of the Group, and under Jackie Gambrell's leadership it produced a third edition of the Higher Education Financial Yearbook together with a first edition of the Further Education Financial Yearbook, the latter as the name suggests being a comparative financial analysis of Further Education Colleges. A third new book is planned for 1997. While it was loss-making in its first year, we believe this relatively new activity in publishing will develop into a profitable arm of the group.

## **Noble Group Limited**

A new and important function has been created at group level, where our company secretarial business, Noble Administration, is to act as administrators of a series of Scottish Limited Partnerships which have been formed to provide opportunities for private individuals to become Names at Lloyd's with the benefit of limited liability. This concept uniquely applies under Scottish law, and has been developed for Lloyd's by our corporate finance team. We have provided this facility for four managing agents at Lloyd's and since 31 August we have set up a new subsidiary Noble Partnership Limited, to deal with this. It is expected that there will be a significant increase in the volume of business in these limited partnerships in 1997 and future years.

Since the end of August 1996 the level of activity at both Noble & Company and Noble Securities has been such that the team has been fully stretched, and work already booked will keep us busy well into 1997, so we are confident about the outlook for the coming year.

During the year Henry Chaplin was appointed to the Board of Noble & Company, a well deserved appointment, and we welcomed Anjali Dholakia to the corporate finance team. Mary Hardie arrived to look after our accounts and those of our client companies. Jackie Gambrell joined to take charge of Noble Financial Publishing.

In the last year the total staff numbers have risen from 19 to 25. This growth has forced us to use up the last remaining corners in our office at 5 Darnaway Street, where we have been happily based since 1984. Not all modern businesses are able to live in a spacious and comfortable Georgian townhouse, but by the summer of 1996 it was clear that our numbers were becoming too great for comfort within the building. In October this year, since the year end, we therefore acquired a new office at 76 George Street with over 8,000 sq.ft., nearly double the space available in Darnaway Street. This too is a Georgian town house, partially modernised, and we look forward to moving in early 1997.

As already mentioned we are optimistic for the coming year. Our aim is to establish the name and reputation of Nobles among the front line of Scottish financial institutions during the coming year and thereafter.

A handwritten signature in dark ink, appearing to read 'Iain Noble', with a vertical line drawn through the 'I'.

Sir Iain Noble, Bt  
Chairman  
18 December 1996

# Noble Group Limited

## *Directors' Report*

The directors have pleasure in presenting their sixteenth annual report together with the financial statements of the company and the group for the year ended 31 August 1996.

### Activities

The principal activities of the group are the provision of financial, advisory and administrative services to corporate bodies as well as portfolio management for individuals and trusts, and the publication of yearbooks.

### Results

The results for the year ended 31 August 1996 are set out in the accompanying financial statements and attached notes. The directors propose that no dividend be paid for the year. A review of the business is provided in the chairman's statement.

### Fixed Assets

Information relating to changes in fixed assets is given in the notes to the financial statements.

### Directors


The directors who have remained in office throughout the year have the following beneficial interests in the ordinary shares of the company:

	<u>Shares of £100 each</u>	
	<u>31 August 1996</u>	<u>31 August 1995</u>
Sir Iain Noble	200	200
John Noble	200	200
Timothy Noble	200	200
Timothy Kimber	-	-

### Auditors

Our auditors, KPMG, have indicated that a limited liability company, KPMG Audit plc, is to undertake part of their audit business. Accordingly, a resolution is to be proposed at the general meeting at which the accounts are laid for the appointment of KPMG Audit plc as auditors of the company.

By Order of the Board



Robin Smeaton  
Company Secretary  
Edinburgh  
18 December 1996

## **Noble Group Limited**

### ***Statement 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 group and of the profit or loss of the group for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make adjustments and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 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.

## **Noble Group Limited**

### ***Report of the Auditors, KPMG to the Members of Noble Group Limited***

We have audited the financial statements on pages 7 to 20.

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

As described on page 5 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.

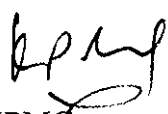
#### **Basis of opinion**

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 relating 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 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 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 the group as at 31 August 1996 and of the profit of the group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

  
KPMG  
Chartered Accountants  
Registered Auditors  
14 January 1997

Saltire Court  
20 Castle Terrace  
Edinburgh  
EH1 2EG

# **Noble Group Limited**

## ***Accounting Policies***

### **Accounting Convention**

The financial statements have been prepared under the historical cost convention, as modified by the revaluation of certain fixed assets, and in accordance with applicable accounting standards and the Companies Act 1985.

### **Consolidation**

The consolidated financial statements incorporate the financial statements of the company and all its subsidiaries and are prepared on an acquisition basis. In accordance with S230(3) of the Companies Act 1985, a separate profit and loss account of the company is not presented.

### **Income**

Income represents the value of work done and is credited to the profit and loss account on an accruals basis.

### **Foreign Currencies**

Revenue and expenditure in foreign currencies are translated at the rates of exchange ruling on the dates of such transactions. Foreign currency costs in respect of overseas investments are translated at the rates ruling at the time the investment is made. Other assets and liabilities held in foreign currencies are translated at the rates ruling on the balance sheet date. Exchange differences arising are taken to the profit and loss account.

### **Fixed Tangible Assets**

Heritable property, which is stated at valuation, is maintained to a standard that preserves likely residual disposal value at a level at least equal to its book value. No provision for depreciation is therefore considered necessary.

Antique furniture and paintings, which are not considered to have a finite working life, are not depreciated on the grounds that any depreciation would be immaterial. Office equipment and motor vehicles which are owned by the company are depreciated on a straight line basis over a three to five year period in order to write off their cost over their expected useful lives.

### **Leases and Hire Purchase Agreements**

Assets acquired under finance leases and hire purchase agreements are capitalised and are depreciated on the same basis as owned assets or over the period of the lease or hire purchase agreement as appropriate. Outstanding obligations under finance leases and hire purchase agreements, net of finance charges, are included as a liability.

Operating lease costs are charged on a straight line basis to the profit and loss account.



## **Noble Group Limited**

### **Investments**

Unlisted investments are included at the lower of cost or directors' valuation.

### **Deferred Taxation**

Deferred taxation is provided at the appropriate rate of corporation tax on timing differences where there is a reasonable probability that a liability will arise in the foreseeable future.

### **Work in Progress**

Work in progress is stated at the lower of cost and net realisable value. Costs include direct costs and an appropriate apportionment of attributable overheads.

# Noble Group Limited

## Consolidated Profit and Loss Account

For the year ended 31 August 1996	Notes	1996 £	1995 £
<i>Income</i>		1,391,117	1,046,660
Administrative expenses	1	(1,225,380)	(917,240)
		165,737	129,420
Gain on sale of fixed assets		12,501	-
Loss on sale of investments		(7,156)	(29,832)
		171,082	99,588
Net interest payable	3	(192)	(12,002)
<i>Profit on ordinary activities before taxation</i>		170,890	87,586
Taxation	4	(43,205)	(33,499)
Profit for the financial year		127,685	54,087
Retained profit brought forward		<u>149,803</u>	<u>95,716</u>
		<u>277,488</u>	<u>149,803</u>
Profit for the financial year is retained in:		£	£
The company		67,774	6,986
Subsidiary undertakings		<u>59,911</u>	<u>47,101</u>
		<u>127,685</u>	<u>54,087</u>

# Noble Group Limited

## Consolidated Balance Sheet

As at 31 August 1996

		1996	1995
	Notes	£	£
<i>Fixed Assets</i>			
Tangible assets	6	717,293	649,077
Investments	7	<u>21</u> 717,314	<u>10,050</u> 659,127
<i>Current Assets</i>			
Debtors	8	285,338	267,592
Work in progress		220,000	74,000
Cash at bank and in hand		—	—
		505,338	341,592
<i>Creditors</i>			
Amounts falling due within one year	9	(446,223)	(330,232)
<i>Net Current Assets or Liabilities</i>		<u>59,115</u>	<u>11,360</u>
<i>Total Assets Less Current Liabilities</i>		776,429	670,487
<i>Creditors</i>			
Amounts falling due after more than one year	10	(159,317)	(181,060)
		<u>617,112</u>	<u>489,427</u>
<i>Capital and reserves</i>			
Called up share capital	11	60,000	60,000
Revaluation reserve	12	279,624	279,624
Profit and loss account		<u>277,488</u>	<u>149,803</u>
		<u>617,112</u>	<u>489,427</u>

Sir Iain Noble Bt Chairman

Timothy P Noble Director

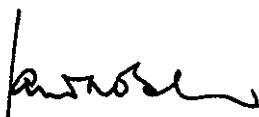
# Noble Group Limited

## Company Balance Sheet

As at 31 August 1996

	Notes	1996 £	1995 £
<i>Fixed Assets</i>			
Tangible assets	5	646,588	641,810
Investments	7	<u>20,021</u> 666,609	<u>30,050</u> 671,860
<i>Current Assets</i>			
Debtors	8	188,915	115,380
		<u>188,915</u>	<u>115,380</u>
<i>Creditors</i>			
Amounts falling due within one year	9	(373,497)	(319,557)
<i>Net Current Liabilities</i>		(184,582)	(204,177)
<i>Total Assets Less Current Liabilities</i>		482,027	467,683
<i>Creditors</i>			
Amounts falling due after more than one year	10	(127,630)	(181,060)
		<u>354,397</u>	<u>286,623</u>
<i>Capital and reserves</i>			
Called up share capital	11	60,000	60,000
Revaluation reserve	12	279,624	279,624
Profit and loss account		<u>14,773</u>	<u>(53,001)</u>
		<u>354,397</u>	<u>286,623</u>

Sir Iain Noble Bt, Chairman



Timothy P Noble, Director



# Noble Group Limited

## Consolidated Cashflow Statement

For the year ended 31 August 1996

	1996 £	1995 £	
Profit on ordinary activities before taxation	170,890	87,586	
Interest payable	192	12,002	
Depreciation	44,289	46,036	
(Gain)/Loss on sale of investments/fixed assets	(5,345)	29,832	
(Increase)/decrease in debtors and work in progress	(163,746)	(20,693)	
Increase/(decrease) in creditors	<u>64,790</u>	<u>15,370</u>	
<b>Net cash inflow from operating activities</b>	111,070	170,133	
<b>Returns on investments and servicing of finance</b>			
Net interest (paid)/received	132	(12,221)	
<b>Taxation</b>			
UK Corporation tax paid	(29,508)	(22,341)	
<b>Investing activities</b>			
Payments to acquire fixed assets	(117,454)	(15,402)	
Receipt from sale of investments/fixed assets	<u>20,344</u>	<u>12,144</u>	
<b>Net cash (outflow) from investing activities</b>	<u>(97,110)</u>	<u>(3,258)</u>	
<b>Net cash (outflow)/inflow before financing</b>	(15,416)	132,313	
<b>Financing</b>			
Shareholders' loans	-	(45,000)	
Other loans	(40,000)	40,000	
Net repayments of bank loans	(30,000)	(30,000)	
Increase/(decrease) in finance lease creditors	<u>59,923</u>	<u>(31,521)</u>	
<b>Net cash outflow from financing</b>	<u>(10,077)</u>	<u>(66,521)</u>	
<b>(Decrease)/increase in cash and cash equivalents</b>	<u>(25,493)</u>	<u>65,792</u>	
<b>Analysis of balance of cash and cash equivalents as shown in the balance sheet</b>	<b>1996 £</b>	<b>1995 £</b>	<b>Change in year £</b>
Cash at bank and in hand	-	-	-
Bank overdraft	<u>(198,228)</u>	<u>(172,735)</u>	<u>(25,493)</u>
	<u>(198,228)</u>	<u>172,375</u>	<u>(25,493)</u>

## Noble Group Limited

### *Statement of total recognised gains and losses for the year ended 31 August 1996*

	1996 £	1995 £
Profit for the financial year	<u>127,685</u>	<u>54,087</u>
Total recognised gains and losses relating to the year	<u>127,685</u>	<u>54,087</u>

### *Reconciliation of movements in shareholders' funds*

Profit for the financial year	127,685	54,087
Opening shareholders' funds	<u>489,427</u>	<u>435,340</u>
Closing shareholders' funds	<u>617,112</u>	<u>489,427</u>

# Noble Group Limited

## Notes to the Accounts

For the year ended 31 August 1996

	1996 £	1995 £
<b>1. Administrative Expenses</b>		
Administrative expenses include:		
Finance and hire purchase charges	1,770	2,949
Auditors' remuneration - for audit work	7,150	9,500
- for non-audit work	12,955	8,200
Depreciation of fixed tangible assets	44,289	46,036
Directors' emoluments (including pension contribution and car benefits)	<u>147,654</u>	<u>138,853</u>
Particulars of directors' emoluments:		
Consultancy fees (see note 14)	42,495	38,250
Other emoluments	<u>105,159</u>	<u>100,603</u>
	<u>147,654</u>	<u>138,853</u>

Excluding pension contributions, the emoluments of the Chairman were £25,761 (1995 - £28,523) and of the highest paid director were £92,612 (1995 - £86,532). The emoluments of the directors, excluding pension contributions, were within the following ranges:

	1996	1995
£ 5,001 - £10,000	2	1
£10,001 - £15,000	-	1
£25,001 - £30,000	1	1
£85,001 - £90,000	-	1
£90,001 - £95,001	1	-

	1996 £	1995 £
<b>2. Employees</b>		
The average number of employees during the year was 20 (1995 - 18).		
Salaries	652,994	497,722
Social Security costs	74,208	49,139
Other pension costs	<u>38,092</u>	<u>19,551</u>
	<u>765,294</u>	<u>566,412</u>

# Noble Group Limited

## Notes to the Accounts (continued)

	1996 £	1995 £
<b>3. Net interest payable</b>		
Interest receivable and other income	21,720	14,269
Interest on bank overdraft	(10,164)	(12,320)
Interest on bank loans	<u>(11,748)</u>	<u>(13,951)</u>
	<u>(192)</u>	<u>(12,002)</u>

	1996 £	1995 £
<b>4. Taxation</b>		
Corporation tax at 25% (1995 - 25%)	(48,497)	(35,025)
Adjustment to prior year provisions	<u>5,292</u>	<u>1,526</u>
	<u>(43,205)</u>	<u>(33,499)</u>

## 5. Fixed Tangible Assets - Company

	Heritable property £	Office Equipment £	Computer Equipment £	Antique Furniture & Paintings £	Motor Vehicles £	Total £
<u>Cost or valuation</u>						
At beginning of year	575,000	106,905	30,332	16,144	105,559	833,940
Additions		-	16,435		19,384	35,819
Disposals	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	(41,536)	(41,536)
At end of year	<u>575,000</u>	<u>106,905</u>	<u>46,767</u>	<u>16,144</u>	<u>83,407</u>	<u>828,223</u>
<u>Depreciation</u>						
At beginning of year	-	103,057	10,379	-	78,694	192,130
Charge for year	-	2,303	11,622	-	12,167	26,092
Disposals	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>	(36,587)	(36,587)
At end of year	<u>      </u>	<u>105,360</u>	<u>22,001</u>	<u>      </u>	<u>54,274</u>	<u>181,635</u>
<u>Net book value:</u>						
At end of year	<u>575,000</u>	<u>1,545</u>	<u>24,766</u>	<u>16,144</u>	<u>29,133</u>	<u>646,588</u>
At beginning of year	<u>575,000</u>	<u>3,848</u>	<u>19,953</u>	<u>16,144</u>	<u>26,865</u>	<u>641,810</u>



# Noble Group Limited

## Notes to the Accounts (continued)

### 6. Fixed Tangible Assets - Consolidated

	Heritable property	Office equipment	Computer equipment	Antique furniture & paintings	Motor vehicles	Total
	£	£	£	£	£	£
Cost of valuation						
At beginning of year	575,000	114,695	43,451	16,144	105,559	854,849
Additions	-	2,253	77,642	-	37,559	117,454
Disposals	-	-	-	-	(41,536)	(41,536)
At end of year	<u>575,000</u>	<u>116,948</u>	<u>121,093</u>	<u>16,144</u>	<u>101,582</u>	<u>930,767</u>
Depreciation						
At beginning of year	-	105,966	21,112	-	78,694	205,772
Charge for year	-	4,603	23,354	-	16,332	44,289
Disposals	-	-	-	-	(36,587)	(36,587)
At end of year	-	<u>110,569</u>	<u>44,466</u>	-	<u>58,439</u>	<u>213,474</u>
Net book value:						
At end of year	<u>575,000</u>	<u>6,379</u>	<u>76,627</u>	<u>16,144</u>	<u>43,143</u>	<u>717,293</u>
At beginning of year	<u>575,000</u>	<u>8,729</u>	<u>22,339</u>	<u>16,144</u>	<u>26,865</u>	<u>649,077</u>

The company's and group's heritable property interests have been valued by the directors on 31 August 1996 on the basis of open market value. The historical cost of heritable property is £295,376. No depreciation has been provided (see note 17).

Included in office equipment, computer equipment and motor vehicles are assets acquired under finance leases and hire purchase agreements with a net book value of £95,908 (1995 - £28,127). Depreciation of these assets charged in the year amounted to £14,484 (1995 - £28,827).

# Noble Group Limited

## Notes to the Accounts (continued)

	Subsidiary Undertakings £	Associate Company £	Other Unlisted Investments £	Total £
<b>7. Fixed Asset Investments</b>				
At beginning of year	20,000	-	10,050	30,050
Disposals	-	-	(10,050)	(10,050)
Additions		21		21
At end of year	<u>20,000</u>	<u>21</u>	<u>-</u>	<u>20,021</u>

Details of the subsidiary undertakings and associated companies are as noted below.

<u>Company</u>	<u>Country of Registration</u>	<u>Principal Activity</u>	<u>Percentage Ownership</u>
Noble Securities Limited	Scotland	Investment Management	100 %
Noble & Company Limited	Scotland	Corporate Finance Advice	100 %
Canmore Partnership Limited	Scotland	PFI Project Management	21 %

	1996		1995	
	Group £	Company £	Group £	Company £
<b>8. Debtors</b>				
Trade debtors	55,772	7,625	104,800	6,250
Prepayments and accrued income	229,566	12,055	162,792	9,772
Other debtors	-	-	-	-
Amounts owed by group undertakings	-	119,235	-	48,594
Taxation	-	-	-	764
Dividends receivable	-	50,000	-	50,000
	<u>285,338</u>	<u>188,915</u>	<u>267,592</u>	<u>115,380</u>

# Noble Group Limited

## Notes to the Accounts (continued)

	1996		1995	
	Group	Company	Group	Company
	£	£	£	£
<b>9. Creditors</b>				
Amounts falling due within one year				
Trade creditors	14,155	14,155	14,790	2,266
Bank loan	24,000	24,000	30,000	30,000
Bank overdraft	198,228	276,323	172,735	247,238
Finance lease creditor	28,595	11,818	10,929	10,542
Other tax and social security	21,326	21,326	18,106	18,106
Other creditors	25,285	2,872	19,667	1,704
Accruals	85,911	15,003	28,980	9,701
Taxation	<u>48,723</u>	<u>8,000</u>	<u>35,025</u>	<u>-</u>
	<u>446,223</u>	<u>373,497</u>	<u>330,232</u>	<u>319,557</u>

<b>10. Creditors</b>				
Amounts falling due after more than one year				
	1996		1995	
	Group	Company	Group	Company
	£	£	£	£
Loan from Darnaway Venture Capital Ltd	-	-	40,000	40,000
Shareholders' loans	15,000	15,000	15,000	15,000
Bank loan	99,000	99,000	123,000	123,000
Finance lease creditor	<u>45,317</u>	<u>13,630</u>	<u>3,060</u>	<u>3,060</u>
	<u>159,317</u>	<u>127,630</u>	<u>181,060</u>	<u>181,060</u>

Long term bank loans including amounts repayable within one year are as follows:

	1996		1995	
	Group	Company	Group	Company
	£	£	£	£
Repayable within five years	120,000	120,000	120,000	120,000
Repayable after five years	<u>3,000</u>	<u>3,000</u>	<u>27,000</u>	<u>27,000</u>
	<u>123,000</u>	<u>123,000</u>	<u>147,000</u>	<u>147,000</u>

The long term bank loan consists of a heritable property loan bearing interest at 2% per annum above the bank base rate. The loan is repayable in instalments of £2,000 per month and is secured over the heritable property of the company. The bank overdraft is secured by a floating charge over the assets of the company, a second charge over the heritable property and a letter of pledge over the company's investments.

Shareholders' loans have been provided to assist with the working capital of the company. They are repayable at the option of the directors and are not interest bearing.

# Noble Group Limited

## Notes to the Accounts (continued)

### 11. Called up share capital

	Authorised		Allotted and fully paid	
	1996	1995	1996	1995
	£	£	£	£
Ordinary shares of £100 each	<u>100,000</u>	<u>100,000</u>	<u>60,000</u>	<u>60,000</u>

### 12. Revaluation Reserve

	1996	1995
	£	£
Heritable Property:		
Balance at beginning and end of year	<u>279,624</u>	<u>279,624</u>

	1996		1995	
	<u>Provided</u>	<u>Potential</u>	<u>Provided</u>	<u>Potential</u>
	£	£	£	£
On property revaluation surplus at 33 %	<u>-</u>	<u>15,000</u>	<u>-</u>	<u>22,000</u>

### 14. Transactions with Directors

Professional consultancy fees payable to Fearann Eilean Iarmain and Ardkinglas Estate and Kimber Associates of which Sir Iain Noble, John Noble and Timothy Kimber are sole proprietors respectively are disclosed in note 1.

# Noble Group Limited

## Notes to the Accounts (continued)

### 15. Pensions

The group operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the group in an independently administered fund.

The pension cost charge represents contributions payable by the company to the fund and amounted to £38,092 (1995 - £19,551). As at 31 August 1996 there were outstanding contributions payable to the fund of £2,113 (1995 - £1,800).

### 16. Capital commitments

	Group 1996 £	Group 1995 £
Authorised	<u>830,000</u>	<u>50,000</u>

### 17. Post balance sheet events

In October 1996 the company purchased new office premises costing £830,000 financed by a bank loan. The directors have negotiated to sell the building for £1,380,000 subject to contract and to lease it back for the group's own use. At the same time they have agreed subject to contract to sell the main part of the company's heritable property at 5 Darnaway Street, Edinburgh for the sum of £425,000 (see note 6).

### 18. Approval of financial statements

The financial statements were approved by the board of directors on 18 December 1996.