Company

DAVID MOULSDALE (HOLDINGS) LIMITED AND SUBSIDIARIES FINANCIAL STATEMENTS 31 DECEMBER 1996

Registered number: 146610

8.0.007 1907 CAASOO

KIDSONS IMPEY

CHARTERED ACCOUNTANTS

Glasgow



FINANCIAL STATEMENTS

for the year ended 31 December 1996

CONTENTS

•	Page
Company information	1
Directors' report	2
Statement of directors' responsibilities	3
Auditors' report	4
Group profit and loss account	5
Company profit and loss account	6
Group balance sheet	7
Company balance sheet	8
Cash flow statement	9
Notes	10

The following page does not form part of the statutory accounts

Detailed trading and profit		
and loss account	Appendix	I

COMPANY INFORMATION

31 December 1996

NUMBER 146610

DIRECTOR D. Moulsdale

SECRETARY G. Murdoch

REGISTERED OFFICE Breckenridge House

274 Sauchiehall Street

Glasgow G2 3EH

AUDITORS Kidsons Impey

Chartered Accountants Breckenridge House 274 Sauchiehall Street

Glasgow G2 3EH

DIRECTORS' REPORT

31 December 1996

The director presents his report and the audited financial statements for the year ended 31 December 1996.

Principal activity

The principal activity of the company is that of a holding company. The principal activity of the subsidiaries is that of opticians.

Business review

The company's balance sheet as detailed on page 8 shows a satisfactory position, shareholders' funds amounting to £2. The group balance sheet on page 7 shows shareholders' funds amounting to £887,409.

Results and dividends

The results for the year are shown in the profit and loss account on page 5. An ordinary dividend amounting to £35,000 was declared.

Future developments

The director is satisfied with the performance of the group in the year. The rapid growth experienced is set to continue with the acquisition of Specialeyes Plc (detailed in note 22).

Fixed assets

In the opinion of the director there is no significant difference between the present market value of the company's assets and the amounts at which they are stated in the accounts. Details are set out in note 10.

Director

The director of the company during the year and his interests in the shares of the company as recorded in the register of directors' interests was as follows

interests was as follows	31 December 1996 Ordinary shares	1 January 1996 Ordinary shares
D. Moulsdale	2	2

continued

DIRECTORS' REPORT

(continued)

31 December 1996

Auditors

Kidsons Impey have agreed to offer themselves for re-appointment as auditors of the company.

On behalf of the board

G. Murdoch

G. Murdoch Secretary

Breckenridge House 274 Sauchiehall Street Glasgow G2 3EH

9 October 1997

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the director 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 company for that period. In preparing those financial statements, the director is required to

- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is 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. He is 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.

On behalf of the board

9 October 1997

Moulsdale

AUDITORS' REPORT

Auditors' report to the members of

David Moulsdale (Holdings) Limitedand Subsidiaries

We have audited the financial statements on pages 5 to 20 which have been prepared under the historical cost convention and the accounting policies set out on pages 10 and 11.

Respective responsibilities of directors and auditors

As described on page 3, the company's director is 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 director in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company'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 error or other irregularity. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

In our opinion the financial statements give a true and fair view of the state of the group's affairs as at 31 December 1996 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Kidsos Impor

Glasgow 27 October 1997

Kidsons Impey Registered Auditors Chartered Accountants

PROFIT AND LOSS ACCOUNT

for the year ended 31 December 1996

		Contin	uing operations	Total	Total
			Acquisitions		
	Note	1996 £	1996 £	1996 £	1995 £
Turnover	2	3,373,338	3,448,035	6,821,373	2,519,762
Cost of sales		(779,347)	(835,095)	(1,614,442)	(564,384)
Gross profit		2,593,991	2,612.940	5,206,931	1,955,378
Net operating expenses					
Administrative expenses		(1,946,762)	(2,378,454)	(4,325,216)	(1,668,606)
Operating profit	3	647,229	234,486	881,715	286,772
Investment income Interest payable	5			636 (63,615)	236 (24,889)
Profit on ordinary activities before taxation				818,736	262,119
Taxation	7			(159,253)	(79,246)
Profit on ordinary activities after taxation				659,483	182,873
Dividends	8			(35,000)	
Retained profit for the year	19			624,483	182,873

Movements in reserves are shown in note 19.

There are no recognised gains and losses in 1996 or 1995 other than the profit for the year.

COMPANY PROFIT AND LOSS ACCOUNT

for the year ended 31 December 1996

	Note	1996 £	1995 £
Administrative expenses			
Operating profit		-	-
Investment income	5	43,750	
Profit on ordinary activities before taxation		43,750	-
Taxation	7	(8,750)	
Profit on ordinary activities after taxation		35,000	-
Dividends	8	(35,000)	
Retained profit for the year	19	<u>.</u>	

Movements in reserves are shown in note 19.

There are no recognised gains and losses in 1996 or 1995 other than the profit for the year.

BALANCE SHEET

at 31 December 1996

			1996	,	1995
	Note	£	£	£	£
Fixed assets					
Intangible assets Tangible assets	9 10		14,655 2,002,784		8,000 544,650
Č		-	2,017,439		552,650
Current assets					
Stocks Debtors Cash at bank and in hand	12 13	710,409 505,761 9,985		182,635 324,690 132,271	
		1,226,155		639,596	
Creditors: amounts falling due within one year	14	(1,790,119)		(801,200)	
Net current liabilities			(563,964)	_	(161,604)
Total assets less current liabilities			1,453,475	·	391,046
Creditors: amounts falling due after more than one year	15		(566,066)	_	(128,117)
			887,409	=	262,929
Capital and reserves					
Called up share capital Profit and loss account	18 19		2 887,407		2 262,927
Total shareholders' funds	17		887,409	:	262,929

The financial statements on pages 5 to 20 were approved by the director on 9 October 1997.

Je mble

D. Moulsdale Director

COMPANY BALANCE SHEET

at 31 December 1996

			1996		95
	Note	£	£	£	£
Fixed assets					
Investments	11		700		700
Current assets					
Debtors	13	3,492	_	. 2	
	_	3,492		2	
Creditors: amounts falling due within one year	14	(4,190)	_	(700)	
Net current liabilities			(698)		(698)
Total assets less current liabilities		:	2	_	2
Capital and reserves					
Called up share capital Profit and loss account	18 19		2 -		2
Total Shareholders' funds	17		2		2

The financial statements on pages 5 to 20 were approved by the director on 9 October 1997.

D. Moulsdale

Director

CASH FLOW STATEMENT

for the year ended 31 December 1996

			1996	1	995
	Note	£	£	£	£
Net cash inflow/(outflow) from operating activities	23		766,318		(77,319)
Returns on investments and servicing of finance Interest received Interest paid Interest element of finance lease rental payments		636 (45,967) (17,648)	- (62,979)	236 (16,284) (8,605)	(24,653)
Taxation Corporation tax paid			(14,474)		-
Capital expenditure and financial investment Purchase of intangible fixed assets Purchase of tangible fixed assets Sale of tangible fixed assets		(7,500) (1,136,370) 49,727		(112,164) 19,600	
			(1,094,143)	_	(92,564)
Equity dividends paid			(405,278) (35,000)	_	(194,536)
			(440,278)		(194,536)
Financing Debt due within a year: Bank loan repayments Debt due beyond a year: Bank loan advances/(repayments) Capital element of finance lease payments		(20,964) 230,235 (150,720)		- (13,287) (72,398)	
Capital Comon of intance rouse payments			58,551		(85,685)
Decrease in cash			(381,727)	-	(280,221)

NOTES ON FINANCIAL STATEMENTS

31 December 1996

1 Accounting policies

Basis of accounting

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules.

Turnover

Turnover represents the amount derived from the provision of goods and services falling within the company's activities after deduction of trade discounts and value added tax.

Depreciation

Depreciation of fixed assets is calculated to write off their cost or valuation less any residual value over their estimated useful lives as follows:

Leasehold improvements25% reducing balanceEquipment10% - 15% reducing balanceMotor vehicles20% - 25% reducing balanceFixtures and fittings15% - 25% reducing balanceGoodwill5 % straight lineLease premium5.5 % straight line

Leases and hire purchase contracts

Tangible fixed assets acquired under finance leases and hire purchase contracts are capitalised at the estimated fair value at the date of inception of each lease or contract. The total finance charges are allocated over the period of the lease in such a way as to give a reasonably constant charge on the outstanding liability.

Rentals paid under operating leases are charged to income as incurred.

Stocks

Stocks are valued at the lower of cost and net realisable value. Cost is computed on a first in first out basis. Net realisable value is based on estimated selling price less the estimated cost of disposal.

Deferred taxation

Deferred taxation is provided on the liability method in respect of the taxation effect of all timing differences to the extent that tax liabilities are likely to crystallise in the foreseeable future.

Pensions

Defined contribution scheme

Contributions are charged to the profit and loss account as they become payable in accordance with the rules of the scheme.

NOTES ON FINANCIAL STATEMENTS

31 December 1996

1 Accounting policies

continued

Consolidation

These financial statements have been prepared by consolidating the following financial statements using the acquisition method:

Optical Express (Aberdeen) Limited Optical Express (Ayr) Limited Optical Express (Central) Limited Optical Express (Forge) Limited Optical Express (Gyle) Limited Optical Express (Leith) Limited Optical Express (Westfield) Limited

Optical Express (Central) Limited started trading on the 11 December 1995. The 13 month period of trade has been incorporated into these financial statements.

2 Turnover

3

The turnover for the year was derived from the group's principal activity. The whole of the turnover is attributable to the UK market.

Operating profit	1996 £	1995 £
Operating profit is stated after crediting		
Profit on sale of assets	1,277	-
and after charging		
Staff costs (note 4) Auditors' remuneration	2,648,703 18,800	952,016 16,250
Operating leases Hire of assets other than plant Loss on sale of assets	5,879 	1,382 4,097
Depreciation of tangible fixed assets (note 10) owned assets leased assets Amortisation of intangible fixed assets (note 9)	111,680 68,337 845	80,327 49,354 ————————————————————————————————————
	180,862	=======================================
The total amount charged against profits in respect of finance leases and hire purchase contracts is (of which part is shown as depreciation and the balance is shown as interest payable in note 6)	85,985	57,959 ————

NOTES ON FINANCIAL STATEMENTS

31 December 1996

Directors and employees

1996 1995 1996 1999 1996 1999		Company	our n	uments C.,	Staff costs including directors' emol
## Pension costs Continuous costs	95				
Pension costs 74,244 8,363 2,648,703 952,016 Average monthly number employed including executive directors: Production 35 23 Office and management 28 19	£	£			
Average monthly number employed Number Number including executive directors: Production 35 23 Office and management 28 19	<u>-</u>	- 			
including executive directors: Production 35 23 Office and management 28 19			952,016	2,648,703	
Production 35 23 Office and management 28 19			Number	Number	
Office and management 28 19			23	35	
0,			19	28	
Other 89 60			60	89	
152 100			100	152	
Group Company			roup	Gı	
1996 1995 1996 199				1996	
Director £ £	£	t.	£	£	Director
Emoluments 31,563 12,000 -	-	-	12,000	31,563	
Company contributions to money purchase pension schemes 32,750 -		<u> </u>	<u>-</u>	32,750	purchase pension schemes
64,313 12,000 -		<u> </u>	12,000	64,313	

Defined contribution pension scheme

The company operates a defined contribution scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £74,244 (1995 £8,363). Contributions totalling £0 (1995 £0) were payable to the fund at 31 December 1996 and are included in creditors.

Investment income 5

Investment income	Gro	un	Com	pany
	1996 £	1995 £	1996 £	1995 £
Interest receivable	636	236	-	-
Dividends received		<u>.</u>	43,750	-

Interest payable

micrest payable	G	Group	Con	ipany
	1996	1995	1996	1995
	£	£	£	£
Bank interest Bank loan interest Hire purchase interest	20,593	16,284	-	-
	25,374	-	-	-
	17,648	8,605	-	-
	63,615	24,889	=	<u>-</u>

NOTES ON FINANCIAL STATEMENTS

31 December 1996

7 T	axation
-----	---------

	(Group		mpany
	1996 £	1995 £	1996 £	1995 £
Corporation tax on profit on ordinary activities at 24.25% (1995 25%) Tax on franked investment income	159,253	79,246 -	8,750	<u>-</u>
	159,253	79,246	8,750	-

8 Dividends

	Group		Company	
	1996 £	1995 £	1996 £	1995 £
Equity - final	35,000	<u>-</u>	35,000	-

9 Intangible fixed assets

Group	ŋ

Sivap	Goodwill £	Lease Premium £	Total £
Cost			
1 January 1996 Additions	3,000	5,000 7,500	8,000 7,500
31 December 1996	3,000	12,500	15,500
Amortisation			
Charge for the year	150	695	845
31 December 1996	150	695	845
Net book amount			
31 December 1996	2,850	11,805	14,655
1 January 1996	3,000	5,000	8,000

NOTES ON FINANCIAL STATEMENTS

31 December 1996

10 Tangible fixed assets

Group			Fixtures	Leasehold	
Cost	Motor Vehicles £	Equipment £	and Fittings	Improve- ments £	Total £
1 January 1996	170,355	310,050	164,113	29,813	674,331
Additions	158,122	707,773	815,648	5,057	1,686,600
Disposals	(64,600)	-	-	· <u>-</u>	(64,600)
31 December 1996	263,877	1,017,823	979,761	34,870	2,296,331
Depreciation					
1 January 1996	42,588	42,602	37,038	7,453	129,681
Charge for year	36,475	53,796	84,033	5,713	180,017
Disposals	(16,150)	-		<u> </u>	(16,150)
31 December 1996	62,913	96,398	121,071	13,166	293,548
Net book amount					
31 December 1996	200,965	921,425	858,690 ———	21,704	2,002,784
l January 1996	127,767	267,448	127,075	22,360	544,650

The net book amount of fixed assets includes £732,926 (1995 £232,914) in respect of assets held under finance leases and hire purchase contracts, the depreciation of which is shown in note 3.

11 Fixed asset investments

Company	Total
Cost	£
1 January 1996 Additions Disposals	700 - -
31 December 1996	700
Net book amount	
31 December 1996	700
1 January 1996	700

NOTES ON FINANCIAL STATEMENTS

31 December 1996

12	Stocks	1996 £	1995 £
	Stock	710,409	182,635
		710,409	182,635

13 Debtors

	Group		Company	
	1996	1995	1996	1995
	£	£	£	£
Amounts falling due within one year				
Trade debtors	164,647	26,991	-	-
Other debtors Prepayments and accrued income-	270,848	86,704	3,492	2
	70,266	210,995		<u>-</u>
	505,761	324,690	3,492	2

14 Creditors: amounts falling due within one year

Within one year	Gı	roup	Com	ıpany
	1996	1995	1996	1995
	£	£	£	£
Bank loans and overdrafts	690,719	407,490	-	-
Trade creditors	328,100	111,603	-	-
Corporation tax	238,625	93,846	-	-
Other taxation and social security	132,260	50,488	-	-
Other creditors	3,490	3,327	4,190	700
Accruals and deferred income	172,838	57,407	•	-
Obligations under finance leases and hire purchase contracts - note 15	224,087	77,039	<u> </u>	
	1,790,119	801,200	4,190	700
				

The following liabilities disclosed under creditors falling due within one year are secured by the group:

1770	1995
690,719	407,490
	1996 690,719

The group has two bank loans. The first loan is being repaid by monthly instalments of £1,747 and bears interest at 11.3%. This loan will be repaid by August 1999. The second loan is being repaid at quarterly instalments of £7,500 and bears interest at base plus 2 percent. This loan will be repaid by December 2005. Both loans are secured by bonds and floating charges.

NOTES ON FINANCIAL STATEMENTS

31 December 1996

15 Creditors: amounts falling due after more than one year

after more than one year	Group		Company	
	1996 £	1995 £	1996 £	1995 £
Bank loans Obligations under finance leases	226,191 339,875	40,704 87,413	<u>-</u> .	-
	566,066	128,117	-	

The following liabilities disclosed under creditors falling due after more than one year are secured by the company:

• •	1996	1995
Bank loans	226,191	40,704
Maturity of debt		
In one year or less, or on demand - see note 14 Between one and two years Between two and five years	44,748 44,748 107,424 74,019	20,964 20,964 19,740
In five years or more	270,939	61,668
Amounts falling due after more than five years:		
Bank loans	74,019	-
Obligations under finance leases and hire purchase contracts		
These are repayable over varying periody monthly instalments as follows:	ds	
In the next year - see note 14 In the second to fifth years	224,087 339,875	77,039 87,413
	563,962	164,452

16 Deferred taxation

	1996		1995	
	Potential liability £	Provision made £	Potential liability £	Provision made £
Corporation tax deferred by excess capital allowances	120,566		- ,	<u>-</u>
	120,566	-		

The potential liability and provision are based on a corporation tax rate of 24.25% (1995 25%).

NOTES ON FINANCIAL STATEMENTS

31 December 1996

17 Reconciliation of movements in shareholders' funds

		Gr 1996 £	oup 1995 £	1996 £	Company 1995 £
	Profit for the financial year	659,483	182,873	35,000	-
	Dividends	(35,000)	<u>-</u>	(35,000)	<u> </u>
	Net addition to shareholders' funds	624,483	182,873	-	-
	Opening shareholders' funds	262,926	80,056	2	2
	Closing shareholders' funds	887,409	262,929	2	2
18	Called up share capital	Number of shares	1996 £	Number of shares	1995 £
	Authorised				
	Ordinary shares of £1	100	100	100	100
	Allotted called up and fully paid				
	Ordinary shares of £1	2	2	2	2
19	Profit and loss account			Group	Company
				1996 £	1996 £
	1 January 1996			262,924 624,483	<u>.</u>
	Retained profit for the year 31 December 1996			887,407	 -
	31 December 1990				

NOTES ON FINANCIAL STATEMENTS

31 December 1996

20 Guarantees and other financial commitments

Financial commitments under non-cancellable operating leases will result in the following payments falling due in the year to 31 December 1997

	1996 Land and Buildings £	1995 Land and Buildings £
Expiring Within two to five years After five years	8,000 437,675	98,950 ——
	445,675	98,950

21 Investment in subsidiary companies

Name of Company	Country of Registration	Holding	Proportion Held	Nature of Business
Optical Express (Aberdeen) Ltd	Scotland	Ordinary Shares	100%	Opticians
Optical Express (Ayr) Ltd	Scotland	Ordinary Shares	100%	Opticians
Optical Express (Central) Ltd	Scotland	Ordinary Shares	100%	Opticians
Optical Express (Forge) Ltd	Scotland	Ordinary Shares	100%	Opticians
Optical Express (Gyle) Ltd	Scotland	Ordinary Shares	100%	Opticians
Optical Express (Leith) Ltd	Scotland	Ordinary Shares	100%	Opticians
Optical Express (Westfield) Ltd	Scotland	Ordinary Shares	100%	Cenral Buying Agent

22 Post balance sheet event

In January 1997 the company purchased the entire share capital of Specialeyes Plc, a company based in Greenford, Middlesex for the sum of £1.925 million, valuing the company at 6 pence per share with initial funding being supplied by the Clydesdale Bank Plc.

Specialeyes operated 63 retail opticians nationwide but had been identified as suffering from poor trading performance with reported losses despite occupying prime retail locations. In addition to the 63 stores above, a further six stores were obtained as a result of the termination of a joint venture with Opto Ltd.

The post implementation plan is to rebrand all stores to the proven total eyecare "Optical Express concept" with the substantial investment in new stock, refurbishment and re-equiping of all stores being funded through working capital.

NOTES ON FINANCIAL STATEMENTS

31 December 1996

23 Notes to the cash flow statement

Reconciliation of operating profit to operating cash flows

to operating cash flows	1996 £	1995 £
Operating profit Depreciation charges Amortisation (Profit)/loss on sale of fixed assets Increase in stocks Increase in debtors Increase/(decrease) in creditors	881,715 180,017 845 (1,277) (527,774) (181,071) 413,863	286,772 129,681 - 4,097 (87,335) (272,266) (138,268)
Net cash inflow/(outflow) from operating activities	766,318	(77,319)

(168,570)

(175,242)

(343,812)

(136,563)

(480,375)

DAVID MOULSDALE (HOLDINGS) LIMITED AND SUBSIDIARIES

NOTES ON FINANCIAL STATEMENTS

31 December 1996

24 Notes to the cash flow statement (continued)

Change in net debt resulting from cash flows

Movement in net debt in the year

Net debt at 1 January 1996

Net debt at 31 December 1996

New finance leases

Analysis of changes in net debt

Analysis of changes in net debt				
	At start of year £	Cash flows £	Other changes	At end of year £
Cash in hand, at bank Overdrafts	132,271 (386,526)	(122,286) (259,445)	- -	9,985 (64 5 ,971)
		(381,731)		
Debt due within 1 year Debt due after 1 year Finance leases	(20,964) (40,704) (164,452)	20,964 (230,235) 150,720 (58,551)	(44,748) 44,748 (550,230)	(44,748) (226,191) (563,962)
Total	(480,375)	(440,282)	(550,230)	(1,470,887)
Reconciliation of net cash flow to movem	nent in net debt			
			9 96 £	1995 £
Decrease in cash in the year		(381,7	731)	(254,255)
Cash inflow from increase in debt and lease financing		(58,5	(51) —	(85,685)

(440,282)

(550,230)

(990,512)

(480,375)

(1,470,887)