REPORT AND ACCOUNTS FOR THE YEAR ENDED 4TH MARCH 1995

CONTENTS	PAGE
General Information	1
Directors' Report	2/3
Directors' Responsibilities	3
Auditors' Report	4
Profit and Loss Account	5
Balance Sheet	6
Cash Flow Statement	7
Notes to the Accounts	8



GENERAL INFORMATION

Directors

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D.M.B. Snowdon A.N.H. Birkett

C. J. Malpas

A. G. Bailes

M. E. Wilding

N. R. Talbot

Secretary

A. G. Bailes

Registered Office

Hutton Hall Bakery PENRITH Cumbria CA11 7YN

Company Registration Number

340016 : England

Auditors

E. J. Williams and Co. Chartered Accountants 4 Brunswick Street CARLISLE CA1 1PP

DIRECTORS' REPORT

The directors present their report and the accounts of the company for the year ended 4th March, 1995.

Results and Dividend

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The Company's profit for the financial year, after taxation, was £166,341 (1994: £231,557). The directors recommend a dividend of £3.00 per share and propose to transfer the retained profit of £146,787 to reserves.

Principal Activities and Review of the Business

The principal activities were those of bakers and confectioners. The Company continued to expand steadily and general trading conditions were satisfactory. The building of the new manufacturing facility at Mostyn Hall, Penrith was completed and is now fully operational. The Pettigrews business has continued to develop, particularly in the U.S.A.

Exports amounted to £100,422 (1994 : £67,491).

Directors and their Interests

The directors throughout the year and their interests in the share capital of the company were as follows:

	4/3/95	5/3/94
	Ordinary Shares	Ordinary Shares
D.M.B. Snowdon	2315	2315
A.N.H. Birkett	*2314	*2314
J. N. Savage (died 29th November 1994)	N/A	100
C. J. Malpas	252	252
A. G. Bailes	200	200
M. E. Wilding	Ni1	Ni1
N. R. Talbot (Appointed 21st	Ni1	N/A
December 1994)		

^{*} including 1000 held as trustee for a family trust.

·Disabled Employees

The company has a policy of giving full and fair consideration to disabled applicants for employment, within the limited opportunities of a manufacturing, distributive and retail environment. For those disabled employees currently employed by the company, it is policy to make such arrangements as to enable them to make a full contribution to the company's activities.

Employee Involvement

The company continued its policy of keeping all employees informed on matters of concern to them. Initial Preparations were made towards obtaining "Investors in People" accreditation.

DIRECTORS' REPORT (CONTINUED)

Fixed Assets

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The movement in fixed assets is shown in note 9 to the accounts.

Political and Charitable Contributions

There were no political contributions during the year.

During the year £1,510 was donated to U.K. charities.

Auditors

Messrs. E. J. Williams and Co., Chartered Accountants, Carlisle, have expressed their willingness to continue in office and a resolution to reappoint them as Auditors will be put to the members at the Annual General Meeting.

By Order of the Board

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A. G. BAILES SECRETARY

29th November 1995

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 company and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to

- a) select suitable accounting policies and then apply them consistently;
- b) make judgements and estimates that are reasonable and prudent;
- c) 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.

AUDITORS' REPORT TO THE MEMBERS OF J. R. BIRKETT AND SONS LIMITED

We have audited the financial statements on pages 5 to 17 which have been prepared under the historical cost convention and 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 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 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 the company's affairs as at 4th March, 1995 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

E. J. WILLIAMS AND CO. CHARTERED ACCOUNTANTS REGISTERED AUDITORS CARLISLE

29TH NOVEMBER 1995

J. R. BIRKETT AND SONS LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 4TH MARCH 1995

	Notes		<u>1995</u>		<u>1994</u>
Turnover Other Operating Income	1/2		11,144,961 55,651		10,394,093 31,864
			11,200,612		10,425,957
Raw Materials & Consumables Other External Charges		3,338,170 405,027	3,743,197	3,201,454 375,084	3,576,538
			7,457,415	/ 100 700	6,849,419
Staff Costs Depreciation Other Operating Charges	4 3	4,434,231 191,376 2,634,574	7,260,181	4,122,720 199,051 2,247,485	6,569,256
Operating Profit	3		197,234		280,163
Income from Fixed Asset Investments Interest Receivable Rent Receivable	6 5	7,837 634 63,454	71,925	6,752 8,834 60,962	76,548
Interest Payable	7		269,159 39,014		356,711 23,432
Profit on Ordinary Activitie	s before T	axation	230,145	•	333,279
Tax on Profit on Ordinary Activities	8		63,804		101,722
Profit on Ordinary Activities profit for the financial year		xation and	166,341		231,557
Proposed Dividends	\$		19,554		19,554
Retained Profits Brought For	rward		146,787 1,594,661		212,003 1,382,658
Retained Profits Carried For	rward		1,741,448		1,594,661

All of the company's operations are classed as continuing.

The company had no recognised gains and losses other than the profit for the year. The notes on pages 8 to 17 form part of these accounts.

BALANCE SHEET AT 4TH MARCH 1995

	Notes	£	1995 £	£	1994 £
Fixed Assets		-	-		
Tangible Assets Investments	9 11		3,213,176 85,307		2,762,439 100,447
			3,298,483		2,862,886
Current Assets					
Stocks Debtors Cash at Bank and in Hand	12 13	322,997 407,535 65,972		242,108 394,111 96,726	
		796,504		732,945	
		790,304		152,545	
<u>Creditors</u> : Amounts falling due within one year	14	1,754,291		1,449,801	
Net Current Liabilities			(957,787		(716,856
Total Assets Less Current Liab	ilities		2,340,696		2,146,030
<u>Creditors:</u> Amounts falling due more than one year	after 14		274,459		269,380
			2,066,237		1,876,650
Provision for Liabilities & Ch	arges				
Deferred Taxation	16		315,811		273,011
ī			1,750,426		1,603,639
Capital and Reserves					
Called Up Share Capital Share Premium Account Profit and Loss Account	17		6,518 2,460 1,741,448		6,518 2,460 1,594,661
Shareholders' Funds	18		1,750,426		1,603,639

Approved by the Board on 29th November 1995.

D.M.B. SNOWDON DIRECTOR

The notes on pages 8 to 17 form part of these accounts.

CASH FLOW STATEMENT FOR THE YEAR ENDED 4TH MARCH 1995

	£	199 <u>5</u>	£	199 <u>4</u> £
Net Cash Inflow from Operating Activities		165,197		849,243
Returns on Investments & Servicing of Finance				
Interest Received Interest Paid Dividends Received Dividends Paid	634 (32,562) 6,270 (19,554)		8,834 (25,311) 5,233 (19,554)	
Net cash outflow from returns on investments and servicing of finance		(45,212)		(30,798)
Taxation				
U.K. Corporation Tax & A.C.T. paid Corporation Tax Refunded	(64,538) 2,511	(62,027)	(69,046) 16,376	(52,670)
Investing Activities				
Purchase of tangible fixed assets Sale of tangible fixed assets Purchase of investments Repayment of loans to other companies	(662,663) 20,550 (9) 15,149		(717,469) 24,730 (14) 29,603	
Net cash outflow from investing activities		(626,973)		(663,150)
Net cash inflow before financing		(569,015)		102,625
Financing				
New Loans Repayment of loans	9,205 (4,126)		103,945 (3,430)	
Net cash flow from financing		5,079		100,515
Decrease (1994 Increase) in cash and cash equivalents		(563,936) ======		203,140

Notes to the cash flow statement are included in note 20 on page 16.

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 4TH MARCH 1995

1. ACCOUNTING POLICIES

(a) Accounting Convention

The accounts are prepared under the Historical Cost Convention and in compliance with the Companies Act, 1985 and applicable Accounting Standards.

(b) Turnover

Turnover comprises the value of all invoiced sales excluding Value Added Tax.

(c) Depreciation

Depreciation is provided on tangible fixed assets other than freehold property at the following rates calculated to write off the cost or valuation less estimated residual value of each asset over its expected useful life:

	<u>kate</u>	Dasis
Leasehold Buildings	Term of Lease	•
Plant and Machinery	10%	Reducing Balance
Fixtures and Fittings	10%	Reducing Balance
Motor Vehicles	25%	Reducing Balance
MOTOL AGUICIES	2570	1100000

The directors are of the opinion that as the freehold buildings are maintained to a good state of repair, then freehold land and buildings would realise more than their balance sheet value therefore no provision is made for depreciation as required by Statement of Standard Accounting Practice No. 12.

(d) Stocks

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

(e) Deferred Taxation

Deferred Taxation is provided on the liability method to the extent that it is probable that a liability or asset will crystallise in the future. It is provided on items of income and expenditure included in the Profit and Loss Account in different years from those in which they are assessed for taxation purposes.

(f) <u>Leases</u>

Rental costs under operating leases are charged to the Profit and Loss Account in equal annual amounts over the periods of the leases.

(g) Pension Costs

Contributions payable by the company are charged to the Profit and Loss Account when they become due.

(h) Foreign Exchange

Transactions in foreign currencies are translated into sterling at the rates ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the rates ruling at that date. These translation differences are dealt with in the Profit and Loss Account.

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 4TH MARCH 1995 (CONTINUED)

2. TURNOVER

	Turnover analysis by geographical market:	1995 £	1994 £
	United Kingdom Europe and U.S.A.	11,044,539 100,422	10,326,602 67,491
		11,144,961	10,394,093
3.	OPERATING PROFIT	<u>1995</u> £	<u>1994</u> £
	This is stated after charging:		
	Depreciation: Charge for year Loss on disposal of	190,423	190,018
	Tangible Fixed Assets Directors' Remuneration Auditors' Remuneration (as auditors) Hire of plant (including operating leases)	953 375,205 5,500 18,919	9,033 437,648 5,000 18,855
4.	STAFF COSTS	<u>1995</u> £	1994 £
	Wages and Salaries Social Security Costs Other Pension Costs	4,075,189 292,828 66,214	3,682,877 284,322 155,521
		4,434,231	4,122,720

The average weekly number of employees during the year was 585 (1994: 546) analysed as follows:

	<u>1995</u>	<u>1994</u>
Administration Production Shops	54 165 366	53 155 338
•	·	
	585	546
	===	===

The figure for "other pension costs" represents employers' contributions paid to defined contribution schemes for directors and certain employees.

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 4TH MARCH 1995 (CONTINUED)

5.	INTEREST RECEIVABLE	1995 £	1994 £
	Money Market and Bank Deposits Other Loans	332 302 634 =====	8,651 183
6.	INCOME FROM FIXED ASSET INVESTMENTS	1995 £	1994 £
	Listed Investments Other Investments	87 7,750 7,837	85 6,667 6,752
7.	INTEREST PAYABLE	<u>1995</u> £	1994 £
	On bank overdraft and loans repayable within five years.	39,014 =====	23,432
8.	TAXATION	<u>1995</u> £	1994 £
	U.K. Corporation Tax at 25% on profits for year	20,850	59,358
•	Over/Underprovision for previous year's liability	(1,414)	445
	Transfer to Deferred Tax Account	42,800	40,400
	Tax attributable to Franked Investment Income	1,568	1,519
		63,804	101,722

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 4TH MARCH 1995 (CONTINUED)

9. TANGIBLE FIXED ASSETS

		Land & Bui	Short	Plant & Machinery £	Fixtures & Fittings	Motor Vehicles £	Total £
	Cost or Valuation						
	At 6th March 1994 Additions Disposals	1,624,554 159,038 -	77,531 500 -	1,105,496 65,975 -		383,401 73,100 45,049	3,822,982 662,663 45,049
	At 4th March 1995	1,783,592	78,031	1,171,471	996,050	411,452	4,440,596
	Depreciation						
	At 6th March 1994 Charge for year On Disposals	- - -	18,579 5,264 -	555,988 61,548 -		199,275 52,626 23,546	1,060,543 190,423 23,546
	At 4th March 1995		23,843	617,536	357,686	228,355	1,227,420
	m 1 17 1						
	Net Book Value						
	At 4th March 1995	1,783,592	54,188	553,935	638,364	183,097	3,213,176
	At 5th March 1994	1,624,554	58,952	549,508	345,299	184,126	2,762,439
10.	CAPITAL COMMITMENT	<u>rs</u>				<u>1995</u>	1994
	Capital expenditur	re contracte	ed for bu	t		t	t
	not provided in th	ne financial	l statemen	nts			111,127 ======
11.	FIXED ASSET INVEST	<u>rments</u>				1995 £	<u>1994</u>
	Listed Investment Shares in Associat Loans to Associate Other Investments Other Loans					£ 1,237 31,313 46,483 235 6,039 85,307	1,237 31,313 47,351 226 20,320 100,447

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 4TH MARCH 1995 (CONTINUED)

11. FIXED ASSET INVESTMENTS (continued)

(a)	Listed Investments	vestments 1995		1994	
()		Cost	Value	Cost	Value
	1500 53% Cumulative Preference	£	£	£	£
	Shares in Retail Corporation Plc.	1,237	825	1,237	825
		=====	===		===

(b) Shares in and Loans to Associated Undertakings

Cost	Shares £	<u>Loans</u> £
At 6th March 1994 Movement during year	31,313 -	47,351 (868)
At 4th March 1995	31,313	46,483 ======

The company holds more than 10% of the equity of the following undertakings:

Name of <u>Undertaking</u>	Country of Incorporation	Description of Shares	No. <u>Held</u>	Proportion of Nominal Value of Issued Shares Held
J.R.B.(Penrith) Lt Yorkcloud Limited Gillbank Farm Ice	England England	Ordinary Ordinary	25 31000	25% 34.4%
Cream Ltd.	England	Ordinary	12500	100%

The company also held 200 Ordinary Shares (being 40% of the nominal value of issued shares) in Tudor (Penrith) Limited which went into liquidation in February 1991. An initial distribution of £60,000 was received during the year ended 29th February 1992. No further amount was received until the final distribution in October, 1995 when the company received £12,950.

Details of these undertakings are as follows:

Name of <u>Undertaking</u>	Trade or Current Position	Relevant Financial Year End	Aggregate Capital & Reserves £	Profit For The Financial Yr.
J.R.B.(Penrith)Ltd	l.Non-Trading & D	ormant	N/A	N/A
Yorkcloud Ltd.	Hotel Operator	4/2/95	202,659	73,315
Gillbank Farm Ice Cream Ltd.	Non-Trading and Dormant	28/2/95	(2,048)	Ni1

Group accounts have not been prepared in view of the immateriality of the results and net liabilities of Gillbank Farm (Ice Cream) Ltd. in relation to the group as a whole.

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 4TH MARCH 1995 (CONTINUED)

12.	STOCKS	1995	1994
	Raw materials and consumables Finished goods and goods for resale	£ 216,951 106,046	1994 £ 177,436 64,672
		322,997	242,108
13.	DEBTORS	<u>1995</u> £	1994 £
	Trade Debtors Other Debtors Prepayments	294,731 110,632 2,172	282,863 109,309 1,939
	riepayments	407,535	394,111
14	CREDITORS		
	Amounts falling due within one year:	1995 £	1994 £
	Loans (note 15) Bank Overdraft (secured) Trade Creditors Corporation Tax Other Taxes & Social Security Costs Other Creditors Accruals Proposed Dividends	3,430 637,378 333,102 17,529 124,800 12,645 605,853 19,554	3,430 104,196 464,235 55,200 132,551 2,332 668,303 19,554
	``	1,754,291	1,449,801
		=== == ===	

The bank overdraft is secured by a charge over land owned by the company.

Amounts falling due after more than one year:

Loans (note 15) $\frac{1995}{\pounds} \qquad \frac{1994}{\pounds}$ $\frac{274,459}{269,380} \qquad \frac{269,380}{200}$

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 4TH MARCH 1995 (CONTINUED)

15.	LOANS		<u>1995</u>		<u>1994</u>
	Loan from Company Pension Scheme (repayable March 1996).		£ 250,000		250,000
	Loan from Supplier repayable by instalments:				
	In one year Between one and two years Between two and five years In five years or more	3,430 3,430 10,290 10,739	27,889	3,430 3,430 10,290 5,660	22,810
			277,889		272,810

The loan from the Pension Scheme bears interest at 3% per annum above bank base rate and is repayable in full no later than March, 1996.

The loan from supplier is repayable by quarterly instalments of £857.45 over a period of 9 years commencing September 1990. Interest is charged at 4% below bank base rate.

16. DEFERRED TAXATION

Deferred Taxation provided in the accounts and the amounts for which no provision has been made are as follows:

•	Amounts I	Provided	Amounts Not	
	1995	1994	1995	<u> 1994</u>
	£	£	£	£
Excess capital allowances over depreciation	270,800	228,000	Nil	Nil
Other timing differences	49,900	49,900	Nil	Nil
	320,700	277,900	Nil	Ni1
	=======		=======	

The movements on the provision for Deferred Taxation are as follows:

	1995	1994
	£	£
Provision at 6th March 1994	277,900	237,500
Transfer from Profit & Loss Account	42,800	40,400
Provision at 4th March, 1995	320,700	277,900
Less: Advance Corporation Tax	4,889	4,889
recoverable	015 011	070 011
	315,811	273,011
	=	_======

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 4TH MARCH 1995 (CONTINUED)

17.	CALLED UP SHARE CAPITAL	<u>1995</u>	<u>1994</u>
	Authorised	t.	Ĺ
	10,000 Ordinary Shares of £1	10,000	10,000
	Allotted, Called Up and Fully Paid	=====	_
	6,518 Ordinary Shares of £1	6,518	6,518
		======	=====
18.	RECONCILIATION OF MOVEMENT ON SHAREHOLDERS' FUNDS	1005	100/
		199 <u>5</u> £	1994 £
	Profit for the financial year	166,341	231,557
	Dividends	19,554	19,554
	Net addition to shareholders' funds Shareholders' funds at 6th March, 1994	146,787 1,603,639	212,003 1,391,636
	bildienoiders funds at our rater, 1994		1,371,030
	Shareholders' Funds at 4th March, 1995	1,750,426	1,603,639

19. FINANCIAL COMMITMENTS

At 4th March, 1995 the company had annual commitments under non-cancellable operating leases as follows:

	<u>1995</u>		<u>1994</u>	
\$	Land and Buildings	Equipment £	Land and Buildings	Equipment £
Expiring within one year Expiring within two and five	63,186	4,391	11,750	7,860
years inclusive	31,410	6,121	42,432	10,226
Expiring in over five years	379,855	_	348,286	
	474,451	10,512	402,468	18,086

The majority of the company's leases of land and buildings are subject to rent review periods ranging between three and five years.

In addition to the above the company leases several in-store shops; the rental is based on turnover.

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 4TH MARCH 1995 (CONTINUED)

20. CASH FLOW STATEMENT

(a) Reconciliation of operating profit to net cash inflow from operating activities

		1995 £	1994 £
	Operating profit Depreciation Charges Loss on sale of tangible fixed assets Rent received Increase in stocks Increase in Debtors Decrease (1994 Increase) in Creditors	197,234 190,423 953 63,454 (80,889) (9,986) (195,992) ————————————————————————————————————	280,163 190,018 9,033 60,962 (52,069) (6,879) 368,015 849,243
(b)	Cash and Cash Equivalents	1995 £	1994 £
	Balance at 6th March 1994 Net cash outflow (1994 inflow)	(7,470) (563,936)	(210,610) 203,140
		(571,406)	(7,470)

(c) Analysis of the balances of cash and cash equivalents during the $\frac{1}{1}$ year in the balance sheet

	<u>1995</u> £	1994 £	Change in Year
Cash at bank and in hand Bank overdraft	65,972 (637,378)	96,726 (104,196)	(30,754) (533,182)
	(571,406)	(7,470)	(563,936)

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 4TH MARCH 1995 (CONTINUED)

20. CASH FLOW STATEMENT (Continued)

(d) Analysis of changes in financing during the year

		Loans £
Balance at 6th March 1994 Cash inflows Cash outflows		272,810 9,205 (4,126)
Balance at 4th March 1995		277,889
DIRECTORS' REMUNERATION	1995 £	1994 £
Emoluments (including Pension Contributions)	375,205	437,648 ======
Emoluments (excluding Pension Contributions) of:		
Co-Chairman	77,207 =====	75,942 =====
Highest Paid Director and Co-Chairman	94,842 =====	96,104 ======
Numbers whose emoluments (excluding pension contributions) fall within each bracket of £5000.	<u> 1995</u>	<u>1994</u>
£ 0 to £ 5,000 £ 5,001 to £ 10,000 £15,001 to £ 20,000 £35,001 to £ 40,000 £40,001 to £ 45,000 £45,001 to £ 50,000 £50,001 to £ 55,000 £75,001 to £ 80,000 £90,001 to £ 95,000 £95,001 to £ 100,000	1 1 1 - 1 1 1	1 - 1 1 1 - 1 -
	Cash inflows Cash outflows Balance at 4th March 1995 DIRECTORS' REMUNERATION Emoluments (including Pension Contributions) Emoluments (excluding Pension Contributions) of: Co-Chairman Highest Paid Director and Co-Chairman Numbers whose emoluments (excluding pension contributions) fall within each bracket of £5000. £ 0 to £ 5,000 £ 5,001 to £ 10,000 £ 15,001 to £ 20,000 £ 35,001 to £ 40,000 £ 45,001 to £ 50,000 £ 45,001 to £ 50,000 £ 50,001 to £ 55,000 £ 50,001 to £ 80,000 E 50,001 to £ 80,000	Cash inflows Cash outflows Balance at 4th March 1995 DIRECTORS' REMUNERATION 1995 Emoluments (including Pension Contributions) Emoluments (excluding Pension Contributions) of: Co-Chairman 77,207 Highest Paid Director and Co-Chairman 94,842 Numbers whose emoluments (excluding pension contributions) fall within each bracket of £5000. \$\frac{1}{2}\$ 0 to £ 5,000 \$\frac{1}{2}\$ 5,001 to £ 10,000 \$\frac{1}{2}\$ 10,000 \$\frac{1}{2}\$ 5,001 to £ 40,000 \$\frac{1}{2}\$ 40,001 to £ 45,000 \$\frac{1}{2}\$ 50,001 to £ 55,000 \$\frac{1}{2}\$ 50,001 to £ 55,000 \$\frac{1}{2}\$ 50,001 to £ 80,000 \$\frac{1}{2}\$ 57,001 to £ 80,000 \$\frac{1}{2}\$ 675,001 to £ 80,000 \$\frac{1}{2}\$ 675,001 to £ 80,000 \$\frac{1}{2}\$ 1000 to £ 99,000 1000 to £ 99,000 1100 to £ 99,000