

S&USIORES PIA:

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Notice of Meeting

Notice is hereby given that the forty-seventh annual general meeting of S. & U. Stores PLC will be held at the Birmingham Chamber of Commerce and Industry, 75 Harborne Road, Birmingham B15 3DH on Wednesday, 18th September 1985 at 11 a.m. for the following purposes:

- 1. To receive and adopt the Statement of Accounts for the year ended 31st January 1985 together with the reports of the directors and auditors.
- 2. To re-elect directors.
- 3. To re-appoint auditors.
- 4. To authorise the directors to agree the remuneration of the auditors.
- 5. To transact any other business of an annual general meeting.

By order of the board

J. Ambler

Secretary

51/53 Edgbaston Street

Birmingham B5 4QH

16th August 1985

Notes

- 1. Any member of the company entitled to attend and vote at this meeting they appoint another person or persons as a proxy to attend and, on a poll, to vote in his stead. The proxy need not be a member of the company.
- 2. In accordance with the company's articles of association, holders of the 4.2% and 31.5% cumulative preference shares are not entitled to attend or vote in respect of these shares at this annual general meeting.
- 3. None of the directors have a service contract, the duration of which is one year or more.

The register of the directors' interests required to be kept under the Companies Act 1985 will be available for inspection at the annual general meeting.

Financial Calendar 1985/86

Annual general meeting	18th September		
Announcement of results:			
Half year to 31st July Year to 31st January	Oc†ober/November June/July		
real to 019t danually	outloodly		

4.2% Preference shares
31.5% Preference shares

30th September and 31st March 31st July and 31st January

Directors and Officers

Directors	D. M. Coombs, Joint Chairman and Managing Director C. K. Coombs, B.Com, Joint Chairman R. H. Cooke A. M. V. Coombs, M.A. (Oxon) G. D. C. Coombs, M.A. (Oxon) M.Sc. (Lon) R. E. J. Fisher, F.C.A. T. Newbury K. J. Baddeley J. Ambler, B.Com.
Secretary	J. Ambler, B.Com.
Auditors	Coxen Fine & Co. Chartered Accountants Hamilton House 57/59 Warwick Road Birmingham B11 4RB
Registrars	Fenchurch Registrars Limited 8-16 Earl Street London EC2A 2DY
Solicitors	Edge & Ellison, Hatwell Pritchett & Co. Rutland House 148 Edmund Street Birmingham B3 2JR
Registered Office	51/53 Edgbaston Street Birmingham B5 4QH Registered in England 342025

Chairman's Statement

Profits before taxation for the year to 31st January 1985 are £761,000 as compared with £725,000 for the previous year. However, the after tax group profit attributable to shareholders and after allowing for an extraordinary item of £219,000 is £237,000 compared with £303,000 in 1984.

Consolidated Balance Sheet

The strength of the group lies in our very good customer relationship which is not reflected in assets. The consolidated balance sheet shows net assets of £6.678m.

Trade

We would again thank all our many trade and professional friends for their continued support.

Directors

I am particularly pleased this year to welcome three new Directors — T. Newbury who heads our Wilson Tupholme subsidiary, K. Baddeley who heads our S. D. Taylor subsidiary and J. Ambler who is also group Company Secretary.

Staff

We consider ourselves fortunate in the quality and loyalty of our personnel. In our particular trade strict procedures are necessary at all levels and these are carried out in a friendly and efficient atmosphere. Our thanks to all our staff throughout the group.

Conclusion

We are very pleased that the former Preferred Ordinary shareholders are now receiving dividends by way of the new 31.5% Cumulative Preference shares.

Derek M. Coombs

Chairman

Directors' Report

The directors present the audited accounts of the group for the year ended 31st January 1985 which were approved by the board on 21st June, 1985. The directors report as follows:—

Activities, business review and future developments

The principal activity of the group is retail consumer credit and rentals throughout England and Wales. The group also manufactures men's hosiery, mainly for export.

Turnover has been expanded satisfactorily but profits have been affected by certain non-recurring costs.

As a result of steps taken during the year the manufacturing division has been considerably reduced in size and will therefore no longer be a burden on group profitability.

Results and dividends

The group's profit for the financial year and dividends paid are shown in the group profit and loss account on page 8. The directors are pleased that the holders of the former preferred ordinary shares are now receiving dividend by way of the new 31.5% cumulative preference shares. The dividend on the 4.2% preference shares is being paid as normal. There is no recommendation for a dividend on the ordinary shares. It is the directors' intention to review the position at the end of the current financial year.

Directors and their interests

The directors at the end of the year are as listed on page 4.

Messrs. T. Newbury and K. J. Baddeley and Miss J. Ambler who were appointed directors on 3rd October 1984 in accordance with the Articles of Association retire but being eligible offer themselves for re-election.

At the annual general meeting the director retiring by rotation will be Mr. C. K. Coombs who will offer himself for re-election.

The directors' beneficial and other interests are as follows:---

	At 31	st January 1986		At 31st Janua r date of appoint	
	Warrants	31.5% Preference	Ordinary	Preferred Ordinary	Ordinary
D. M. Coombs	17,500	70,000	1,945,772	70,000	1,910,772
C. K. Coombs	3,556	14,225	1,859,127	14,225	1,859,072
A. M. V. Coombs	_	,,,	191,000	*****	191,000
G. D. C. Coombs			211,000		211,000
R. E. J. Fisher	500	2,000	6,000	2,000	*****
Miss J. Ambler			3,240		3,240
T. Newbury	3,750	15,000	-	15,000	

Grevayne Properties Ltd., a company of which Messrs. A. M. V. Coombs and G. D. C. Coombs are directors and shareholders, owned 85,000 ordinary shares in the company at 31st January 1985.

Since 31st January 1985 there have been no changes in directors' interests.

No director held any 4.2% preference shares in the company at the beginning or end of the year.

There were no contracts subsisting during or at the end of the financial year in which a director of the company was materially interested.

Employment of disabled persons

The group continues to give full and fair consideration to applications for employment by disabled persons, together with the policy of fulfilling its obligations towards employees who are disabled or become disabled during the period of their employment by group companies.

Substantial shareholdings

The directors have been advised of the following substantial interests:-

Ordinary Shares Arandaville Investments Limited

2,000,000 shares (22.73%)

31.5% Cumulative preference shares

Scottish Amicable Life Assurance Society 410,000 shares (11.39%)

Other than the directors' interests already mentioned, the directors are not aware of any other share interests in excess of 5% of any class of share capital.

Capital expenditure

The changes in the group's fixed assets are as shown in the notes on page 14.

Assets on lease, which were previously shown under fixed assets, are now included under debtors in accordance with Statement of Standard Accounting Practice No. 21 (SSAP No. 21) and the comparative figures for 1984 have accordingly been restated.

Employee involvement

Regular meetings are held with employees to discuss trading, financial position and prospects. Opportunity is given at these meetings for senior executives to be questioned about matters which concern the employees.

Close company

So far as is known, the company is not a close company within the meaning of the Income and Corporation Taxes Act 1970.

Auditors

Coxen Fine & Co. have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the annual general meeting.

By order of the board

J. Ambler

Secretary

51/53 Edgbaston Street Birmingham B5 4QH

21st June 1985

Group Profit and Loss Account

for the year ended 31st January 1985

		1985	1984
	Note	£000	£000
Turnover	2	36,388	30,037
		:	
Gross profit	2	9,064	7,844
Operating and administration expenses		8,303	7,119
Profit on ordinary activities before taxation	3	 761	725
Front on ordinary activities before taxation	,	761	725
Corporation tax on profit on ordinary activities	4	305	422
Group profit on ordinary activities after taxation		456	303
Extraordinary items	5	(219)	_
			
Group profit attributable to shareholders		237	303
Dividends paid On 4.2% cumulative preference share On 31.5% cumulative preference shares		8 142	8
Amount set aside to reserves		87	295
Earnings per ordinary share	6	3.48p	2.38p
Fully diluted earnings per ordinary share	6	3.29p	-

Balance Sheets

at 31st January 1985

		Gr	oup	S. & U. S	tores PLC
Fixed assets	Note	1985 £000	1984 £000	1985 £000	1984 £000
Intangible assets Tangible assets Investments	7 8 9	1,125 4,038 	1,125 3,839 	 2,027 2,892	1,922 2,892
		5,163	4,964	4,919	4,814
Current assets					
Stocks Debtors	10 11	367 8,576	339 7,680	210 5,463	143 5,632
		8,943	8,019	5,673	5,775
Creditors: amounts falling due within one year	12	(7,017)	(5,683)	(4,873)	(4,948)
Net current assets		1,926	2,336	800	827
Total assets less current liabilities		7,089	7,300	5,719	5,641
Creditors: amounts falling due after more than one year	12	(51)	(93)		_
Deferred taxation	4	(360)	(616)		
		6,678	6,591	5,719 	5,641
Capital and reserves Called up share capital Share premium account Revaluation reserve Profit and loss account	13 14 14 14	1,750 2,277 1,462 1,189	1,750 2,277 1,485 1,079	1,750 2,277 894 798	1,750 2,277 908 706
	,	6,678	6,591	5,719	5,641
D. M. Coombs Directors		Aplgrave	d by the dire	ctors 21st Ju	ne 1985.

Source and Application of Group Funds

for the year ended 31st January 1985

	1985 £000 £000		1984 £000	1 £000
Source of funds	1000	2000	2000	2000
Profit on ordinary activities before taxation Extraordinary items before taxation	761 (297)	464	725 — —	725
Depreciation which is charged in arriving at the profit: Assets on lease Tangible assets Proceeds on disposal of tangible fixed assets	.'	1,149 627 407 ——————————————————————————————————		561 506 54 1,846
Application of funds Tangible fixed assets Taxation paid Dividends paid	• .	1,167 175 150		866 4 8
Increase/(decrease) in working capital Stocks Assets on lease Other debtors Banks Other creditors	28 909 1,136 (1,680) 762	1,155 2,647	19 1,112 593 (500) (256)	968 1,846

Notes on the Accounts

Accounting policies

The accounting policies set out below have been applied by the group in the preparation of its accounts for the year ended 31st January 1985 and are consistent with previous years.

A Accounting convention

The accounts have been prepared under the historical cost convention as modified by the revaluation of freehold properties.

B Consolidation

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The group profit and loss account and balance sheet include the accounts of the parent company and its subsidiaries made up to the end of the financial year.

C Tangible fixed assets

Depreciation has been provided to write off the valuation or cost over their estimated lives as follows:-

Freehold buildings Fixtures and plant Vehicles Computers

1% per annum straight line

10% to 20% per annum on reducing balance

25% per annum on reducing balance

20% per annum straight line

D Stocks

Stocks have been stated at the lower of cost and estimated realisable value. The cost of goods manufactured within the group comprises materials, labour and related overheads.

E Debtors

Bad debts are written off and a specific provision is made on all debts which are considered doubtful.

F Assets on lease

Income is taken to profit and loss account when receivable. Depreciation is charged rateably in accordance with the income flow of the period of the primary lease.

G Deferred taxation

Provision for taxation deferred by accelerated capital allowances is made only to the extent that there is a reasonable probability that such taxation will become payable in the foreseeable future.

H Consumer credit

Interest and service charges are taken to profit and loss account when the consumer credit is granted.

Notes on the Accounts (continued)

2. Turnover and profits

Turnover represents goods sold to and amounts collectable from customers outside the group, less returns and V.A.T. (where applicable).

Group turnover and profit before taxation by class of business is analysed below:

Gloup terriover and profit before taxation by class or our	intoos is anar,			
	Tu	rnover	Profit I	
Consumer credit, rentals and other retail trading Manufacturing	1985 £000 35,761 627	1984 £000 29,181 856	1985 £000 786 (25)	1984 £000 792 (67)
	36,388	30,037	761	725
			1985 £000	1984 £000
Group turnover as defined Cost of goods sold and amounts of credit granted Depreciation on assets on lease Interest payable			36,338 (25,674) (1,149) (501)	30,037 (21,216) (561) (416)
Gross profit			9,064	7,844
Interest payable comprises interest on bank and other be Bank interest Hire purchase	orrowings rep	payable within	1985 £000 352 149	1984 £000 269 147
,			a (
			in the second control of the second	'.
3. Profit on ordinary activities before taxation Stated after charging or crediting:		,	1965 £000	1984 £000
Wages and salaries Social security costs		en e	3,846 403	3,317 351
Other pension costs Depreciation (other than on assets on lease) Hire of plant and machinery Auditors' remuneration Profit on sales of land and buildings		•	28 627 19 34 (72)	. 45 506 44 31 (.6)

Notes on the Accounts

* ***		
4, Corporation tax on profit on ordinary activities		
	1985 £000	1984 £000
Corporation tax payable at 45 83% (1984 50.33%) based on the profit for the year Advance corporation tax recoverable Transfers to and from deferred taxation	689 (64) (256)	150 — 272
Adjustment in respect of prior years	369 (64)	422
•	305	422

Provision of £360,000 (1984 £616,000) has been made for the amount of potential liability at 31st January 1985 in respect of accelerated capital allowances relating to assets on lease at the rates of tax ruling when the timing differences are expected to reverse.

No account has been taken of the liability to taxation which could arise if the properties were to be disposed of at the amounts at which they are stated in the balance sheet, as it is expected that the properties will be retained by the group and it is impracticable to quantify the potential liability.

5. Extraordinary items

	£000	1984 £000
Redundancy and terminal losses on closure of manufacturing company VAT direction in respect of earlier years	176	-
VAT direction in respect of earlier years	121	
Corporation tax recoverable at 45.83% on extraordinary loss	29 7 (78)	
Copposition tax recoverable at 40.00 % on extraordinary loss	(78)	
	219	mc _{an} a

6. Earnings per ordinary share

Earnings per share has been calculated on 8,800,000 ordinary shares in issue and on earnings of £306,000 (1984 on the 12,400,896 ordinary and preferred ordinary shares then in issue and on earnings of £295,000).

Fully diluted earnings per share has been calculated on 9,700,189 shares and on earnings of £319,000, after allowing for the conversion into ordinary shares at a subscription price of 25p each of the 900,199 1985/89 warrants issued during the year.

Notes on the Accounts (continued)

7.	Intangible assets				
_				1985 £000	1984 £000
net	dwill being excess of cost of shares in subside book values at dates of acquisition	1,125	1,546		
600	dwill (in subsidiaries no longer trading) writter	off (see note 14)			(421
				1,125	1,125
8.	Tangible assets	· · ·		0 0 11 0	51.0
		Gro	oup	S. & U. St	ores PLC
	d assets hold land and buildings	1985 £000	1984 £000	1985 £000	1984 £000
Valua	ation and cost at 31st January 1984	2,577	2,598	1,399	1,400
Addi Disp	tions Osals	25 (144)	1 (22)	20	(1
		2,458	2,577	1,419	1,399
					1,000
	eciation at 31st January 1984 sion for the year	122 23	98	65	52
Dispo		(9)	25 (1)	14 —	13
		136	122	79	65
Net b	oook value at 31st January 1985	2,322	2,455	1,340	1,334
Freeh	nold properties were professionally valued at 3 & U. Stores PLC). Additions since are at cos	31st March 1973 at £ t.	2,234,201 fo	r the group (£	,340,213
Fixtu	res, plant, vehicles and computers				
Cost	at 31st January 1984	2,747	2,127	1,193	1,029
Addit Dispo		1,142 (490)	855 (235)	355 (144)	299 (135)
		3,399	2,747		
.	pointing at 21 at language 1004			1,404	1,193
Provis	eciation at 31st January 1984 sion for the year	1,363 604	1,050 461	605 211	509 181
Dispo	sals	(284)	(148)	(99)	(85)
		1,683	1,363	717	605
Vet b	ook value at 31st January 1985	1,716	1,384	687	588
	tangible fixed assets	4,038	3,839	2,027	1,922

8. Tangible assets (continued)				
	Grd 1985 £000	1984	1985	tores PLC 1984
The historical cost and related depreciation of freehold land and buildings at 31st January 1985 was	1000	£000	£000	2000
Historical cost Accumulated depreciation	854 134	952 120	425 79	4Ú5 65
	720	832	346	340
At 31st January 1985 there were no commitments for cap by the Board (1984 £nil).	ital expenditu	re either con	atracted for or a	outhorised
9. Investments			,	
Shares in subsidiary companies			1985 £000	1984 £000
Cost of shares in subsidiaries less amounts written off			2,892	2,892
10. Stocks Raw materials Work in progress Finished stock			1985 £000 15 38	1984 £000 31 81
			314 ————————————————————————————————————	339
The stock of S. & U. Stores PLC is all finished stock.			` `	
11. Debtors	Gro	up	S. & U. Sto	ores PLC
Amounts due within one year:	1985 £000	1984 £000	1985 £000	1984 £000
Trade debtors Amounts due by subsidiaries	6,556	5,583	2,717	2,547
Assets on lease Prepayments and accrued income	956 1,064	1,196 901	2,258 — 488	2,555 530
	8,576	7,680	5,463	5,632

Notes on the Accounts (continued)

12. Creditors (1) Amounts falling due with the		Group		S. & U. Stores PLC	
(1) Amounts falling due within one Year: Bank overdrafts		1985 £000	1984 £000	1985 £000	1984 £000
Trade creditors Hire purchase liabilities Owing to subsidiaries Other taxation and social security Corporation tax Accruals and other creditors Unsecured loans from directors	(a) (b)	4,237 527 150 165 454 1,184 300	2,557 992 533 — 154 80 977	2,127 215 10 1,454 44 — 723	1,963 309 99 1,387 58 56
a) The group's bankers have fived at a		7,917	390 5,483	4,873	390 4,948

⁽a) The group's bankers have fixed charges on certain properties and floating charges on other assets of the company and subsidiary companies to secure monies which are or may become due. The company has given

(2) Amounts falling due after more than one year: Creditors falling due after more than one year are all in respect of hire purchase liabilities.

13. Called up share capital	Authorised		issued and fui₂⁵ paid	
4.2% Cumulative preference shares of £1 each 31.5% Cumulative preference shares of 12½p each Ordinary shares of 12½p each	1985 £000 200 450 1,350	1984 £000 200 700 1,100	1985 £000 200 450 1,100	1984 £000 200 450 1,100
By special recolutions	2,000	2,000	1,750	1,750

By special resolutions passed 12th September 1984, the 17.5% cumulative participating preferred ordinary shares were converted into 31.5% cumulative preference shares and all arrears of dividends (sie to 31st

By special resolution passed on the same date, the 1,999,244 unissued 31.5% cumulative preference shares were converted into ordinary shares in the capital of the company.

On the passing of the special resolutions, the holders of the preferred ordinary shares on the register of the company at 7th September 1984 were given warrants to subscribe one ordinary share of 12½p in the company at 7th September 1904 were given warrants to Subscribe one ordinary share of 1272p in the company at a price of 25p per share for every four preferred ordinary shares then held by them. Subscription rights attaching to the warrants will be exercisable on 30th August in any of the five years 1985 to 1989

⁽b) The loans from directors are unsecured, interest free and have no fixed date for repayment.

14. Reserves	Group		S. & U. Stores PLC	
Share premium account	1985 £600 2,277	1984 £000 2,277	1985 £000 2,277	1984 £000 2,277
Revaluation reserve at 31st January 1984	1,485	1,510	908	921
Transfer to profit and loss account depreciation on freehold properties	(23)	(25)	(14)	(13)
Balance at 31st January 1985	1,462	1,485	894	908
Profit and loss account				
Balance at 31st January 1984	1,079	1,180	706	983
Amount set aside from profit for the financial year	87	295	78	131
Transfer from revaluation reserve				
depreciation on freehold properties	23	25	14	13
Goodwill written off (see note 7)	-	(421)		(421)
Balance at 31st January 1985	1,189	1,079	798	706

S. & U. Stores PLC has not presented its own profit and loss account as permitted by section 149(5) of the Companies Act 1948. The amount of the consolidated profit for the financial year dealt with in the company's accounts is shown above, after payment of dividends on cumulative preference shares.

15. Information regarding directors and employees A Employees	1985	1984
The average weekly number of persons employed by the group in the United Kingdom was Part time workers included	762 16	731 31
B Directors' emoluments	1985 £	1984 £
Directors' emoluments for management services	161,635	153,016
Joint chairmen (each)	30,000	30,000
The table which follows shows the number of other directors, and their salary ranges, excluding pension contributions, were within the bands stated:		
Contribution (10/0 Village) and Section (10/0)		ctors
	1985	1984
Up to £5,000	1	
£ 5,001 to £10,000	1	
£10,001 to £15,000	1	
£15,001 to £20,000	3	- 4
£20,001 to £25,000		
£25,001 to £30,000	-	,

C Pension commitments
The group has no commitments for pensions that have not been fully funded outside the group.

Report of the Auditors

To the members of S. & U. Stores PLC

We have audited the financial statements on pages 8 to 17 in accordance with approved Auditing Standards.

In our opinion the financial statements give a true and fair view of the state of affairs of the company and the group at 31st January 1985 and of the profit and source and application of funds of the group for the year then ended and comply with the Companies Acts 1948 to 1981.

Coxen Fine & Co.

Chartered Accountants

Hamilton House 57/59 Warwick Road Birmingham B11 4RB

21st June 1985

Five Year Financial Statement

					
	1981	1982	1983	1984	1985
	£000	£000	£000	£000	£000
Profit on ordinary activities before taxation	569	670	767	725	761
Exceptional items	74		-	****	
Corporation tax	_	(23)	(258)	(422)	(305)
	643	647	509	303	456
Extraordinary items	(61)	(96)			(2,19)
	582	551	509	303	237
		=			·
Assets employed					
Fixed assets	4,845	4,867	5,786	4,964	5,163
Current assets	5,435	5,804	6,211	8,019	8,943
	10,280	10,671	11,997	12,983	14,106
Creditors	(4,607)	(4,455)	(5,039)	(5,776)	(7,068)
	5,673	6,216	6,958	7,207	7,038
Deferred taxation			(241)	(616)	(360)
Total assets employed	5,673	6,216	6,717	6,591	6,678
· · · · · · · · · · · · · · · · · · ·					
Funds					
Called up share capital	1,750	1,750	1,750	1,750	1,750
Reserves	3,923	4,466	4,967	4,841	4,928
Shareholders' funds	5,673	6,216	6,717	6,591	6,678

Principal Group Companies and their activities

Comsumer credit, rentals and other retail trading

S. & U. Stores PLC
S. D. Taylor Limited
Wilson Tupholme Limited
Stanlor Finance and Loans Limited
Stanlor Finance and Loans (Hanley) Limited
Stanlor Finance and Loans (Sheffield) Limited
Sartorial Shops Limited

Manufacturing

A. E. Holt (Leicester) Limited

Tweedies (Sports Centres) Limited

The whole of the issued share capital of the above subsidiary companies is beneficially owned by S. & U. Stores PLC.