ANNUAL REPORT 1994





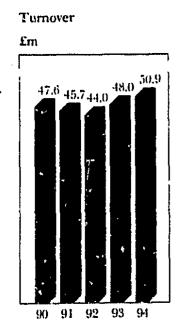
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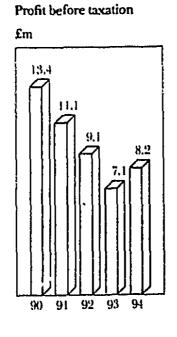
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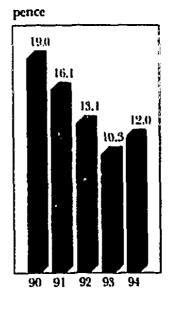


Results at a glance and financial highlights

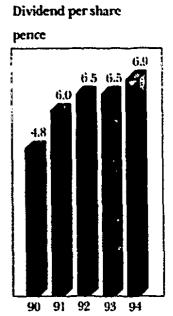
1994	1993
£,000	5,000
50,874	48,000
i ration a MAN	_இ ல் நகு நடித்தில் இருந்தி இது இது நடி
8,222	7,142
2,379	2,129
5,843	5.013
12.0p	10.3p
6.9p	6.5p
	£'000 50,874 8,222 2,379 5,843







Earnings per share





Directors and advisers



Devol McMuno



John Deer



Hon Terba



Was Roberts



Les Brook

DAVID McMCRTRY Chairman and Chief Executive, age 54, was employed by Rolls-Royce plc, Bristol, for 17 years, latterly holding the positions of Deputy Chief Designer and Assistant Chief of Engine Design of all Rolls-Royce engines manufactured at the Filton, Bristol, works. After inventing the original probe in the early 1970s, David McMurry formed Renishaw in 1973 with John Deer and joined Renishaw tull time in 1976. He is a member of a number of national and international technology committees. In June 1994, in Her Majesty the Queen's British Empire (CBE) "for services to Science and Technology", Earlier in the year he was appointed visiting Professor of the University of Huddersheld and in July 1994 he was awarded an honorary Doctorate of Engineering of the University of Birmingham. He was also a finalist in the Prince Philip Prize for Design. In addition to his role as Chairman and Chief Executive, he also has responsibility for group technology.

JOHN DEER, Deputy Chairman, age 56, trained as a mechanical engineer and worked for Rolls-Royce plc. Bristor from 1960 until 1974, when he moved to Renishaw to become the first full time employee, responsible for the mitial production and distribution of Renishaw products. He is responsible for manufacturing within the Group.

BEN TAYLOR, Assistant Chief Executive, age 45, has been involved in the field of metrology all his working life after graduating in mechanical engineering and design from Pennsylvania State University. Prior to joining Renishaw Inc. as President in 1985, he was the Director of Engineering at Sheffield Measurement, USA, Ben Laylor was appointed to the Board of Renishaw plc in 1987 and is responsible for group marketing, international operations, group quality, strategy and planning and human resources. He chairs a US national metrology committee and also serves on a number of other metrology committees and associations.

ALLEN ROBERTS, Finance Director, age 45, is a Fellow of the Institute of Chartered Accountants in England and Wales. Prior to joining the Company in 1979, he was employed for 11 years by Peat, Marwick, Mitchell & Co. He was appointed a director in 1980. Allen Roberts heads group finance, business systems and Wotton Travel and is the company secretary.

LEO BROOK, a non-executive director, age 82, joined Reinshaw in 1980. He is an engineer of long experience and has held many directorships and senior appointments in the engineering industry. He was Chairman of Simon Engineering plc from 1970 to 1977 and Chairman of Associated Nuclear Services from 1977 to 1980.

Company secretary and registered office A.C.G. Roberts, FCA New Mills, Wotton-under-Edge Gloucestershire. G1.12 8JR Registered number: 1106260 Telephone: (01453) 524524 Telex: 437120 RENMET G Facsimile: (01453) 524001

Auditors KPMG Peat Marwick

Solicitors Norton Rose Principal bankers Lloyds Bank Ple Société Générale

Stockbrokers
S.G. Warburg Securities Limited

Registrars and transfer office Lloyds Bank Registrars The Causeway, Worthing, West Sussex, BN99 6DA Telephone: (01903) 502541



Chairman's statement

rading results and dividend

From before tax, including a 45% improvement in operating profit, amounted to £8.2 million (1993-£7.1 million). After tax of £2.4 million (1993-£2.3 million) earnings amounted to £5.8 million (1993-£5.0 million) equivalent to 12.0p per ordinary share (1993-40.3p). A final dividend of 4.4p (1993-4.0p) is recommended giving a total for the year of 6.9p (1993-6.5p).

Turnover for the year rose of to £50.9 million from £48.0 million in 1993, of which 91% were sales to overseas customers. Particular growth came from sales of the new scanning products and the Raman microscope, and the development of new markets in the Far East, other than Japan, together with significant contributions from the USA and the UK. Furnover in Germany and Japan however remained depressed, these two important markets showing a decline of £2.4 million in turnover (£3.1 million at constant exchange rates) compared with the previous year.

The increase in operating profit derived not only from the net rise in turnover, but also from the firm control of overheads. Net interest receivable fell from £2.2 million to £1.05 million, mainly due to reduced interest rates.

Facilities

The new manufacturing facility, adjoining the technology centre at New Mills, was built and successfully commissioned during the year and is now fully operational. The company premises at Cwmbran, South Wales, with a book value of £907,000, are subject to a purchase option agreement expiring on 31st December 1996, granted to the current lessee in the sum of £3.0 million. A £250,000 non returnable option deposit has been credited to the profit and loss account. Our Italian and Spanish subsidiaries have been relocated to improved premises and our subsidiary in Hong Kong is now firmly established with representative offices in Singapore and Beijing.

Research and development

The Group has maintained its commitment to research and development, and associated engineering expenditures, to develop new products, improve the application and efficiency of existing products and to streamline further the manufacturing processes. During the year research and development expenditure totalled £3.5 million which, with associated engineering expenditure of £2.5 million, amounted to 12% of turnover. Additional investment in CAD/CAM technology has been undertaken recently and more staff with the required specialist research and development skills are being recruited for the Group's new product programmes. Sales of new products arising from our recent research and development programmes were primarily responsible for supporting and then increasing turnover through the recession.

Capitalisation issue

In order to bring the issued share capital more into line with the capital employed in the business, the Board is proposing a one for ten capitalisation issue of new shares. The new shares, if shareholders approve this proposal, will rank equally with the existing ordinary shares, except that they will not rank for the final dividend in respect of the year ended 30th June 1994. The Company's present authorised share capital is insufficient to permit the implementation of the capitalisation issue. Accordingly, it is proposed also to increase the authorised share capital from £10,000,000 to £14,000,000.

Personnel

I should like to express the appreciation of the Board to the staff throughout the Group for their enthusiasm and efforts, particularly in the last few difficult years.

Current trading and outlook

The Board is encouraged by what it hopes are the first tentative signs of an upturn in all our markets, including Japan and Germany, after a very long recessionary period. Group turnover in the three months July to September 1984 is ahead of the comparable period in 1993, although markets remain compenitive and challenging. We remain confident of the longer term future development of the Group.

D.R. McMurtry Chairman and Chief Executive 29th September 1994



Financial review

Introduction

There have been no changes in accounting policy during the year. The formats of the profit and loss account and balance sheet are unchanged.

Exchange rates

The results of overseas undertakings are manslated into sterlin, by translating the monthly results at each month's exchange rate, effectively giving a weighted average for the year. The weighted average exchange rates used for the year for the major currencies are shown opposite, compared with the previous year.

Results for the year

Group siles for 1994 amounted to £50.9m, compared with £18.0m in 1993, an increase of 67. Of the £2.9m increase, £1.0m results from favorable exchange rate movements. Turnover particularly benefited from sales of new scanning and Raman products.

Germany and Japan, however, continued to suffer from prolonged recessions. Group sales in these countries were respectively 19% and 20% lower than in the previous year, when compared at constant exchange rates.

Distribution costs in 1994 were £9.8m compared with £8,6mt, reflecting the increased marketing investment during the year. Our Hong Kong subsidiary opened representative offices in Beijing, China, and in Singapore during the year.

During 1993, forward sales of foreign currency, indertaken as part of the Group's policy of hedging foreign currency exposure, resulted in a loss of £1.3m following the devaluation of Sterling. In 1994, there was a loss of £23k, both these amounts being included within administrative expenses.

Also included in administrative expenses for 1994 were to restructuring costs of £301k, and

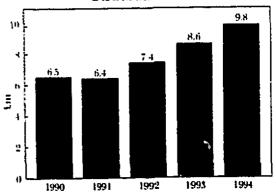
(ii) the £250k purchase option deposit relating to the Company's premises at Combain (see the Fred assets section of the Directors' report for details)

Throughout the year, the directors made strendous and successful efforts to contain non-value added overhead costs and to improve efficiency.

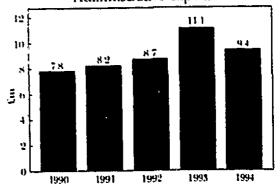
Operating profit for 1984 increased by £2.3m, from £4.9m to £7.2m, an increase of 45%

		Weighted ave year end (ye) o		
		1994	1993	% change
US\$	wa	1.50	1.58	+5%
	ve	1.54	1.49	-3%
Yen	wa	158	192	+18%
	10	152	160	+5%
DM	wa	2.52	2.50	-1%
-	ye	2,46	2.55	+4%
FFr	wa	8,65	8.42	-3%
- • •	ye	8.43	8.58	+2%
lıl.	W2	2,447	2,231	-10%
	ye	2,440	2.310	-6%

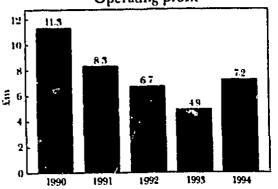
Distribution costs



Administrative expenses



Operating profit





Net interest receivable for the year amounted to \$1.0m, compared with \$2.2m in 1993, a 55% reduction, mainly due to the fall in sterling interest rates.

Profit before tax increased by 15%, from 17 Im in 1993 to \$8.2m in 1993, learnings per share for 1993 were 12.0p compared with 10.3p in 1993, an increase of 17%. This is more than the 15% increase in profit before tax due to a decrease in the effective tax rate from 30% to 20%.

Dividend

With a proposed final dividend of 4.4p, the total dividend for the year amounts to 6.9p per ordinary share, compared with 6.5p in 1993, an increase of 6%.

The total dividend cost is £3.4m, giving cover of 1.8 times compared to 1.6 times in 1993.

Capital expenditure

Capital expenditure for the year amounted to £3.5m, compared with £1.9m in the previous year. Of the £3.5m in 1994, £1.1m was expended on the construction of the new manufacturing facility adjoining the technology centre at New Mills.

Cash at bank

The Group has no net borrowings. Net cash balances increased from £19.4m at 36th June 1993 to £22.2m at 30th June 1994.

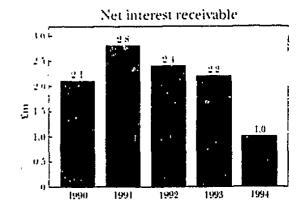
The increase includes the benefit of a \$1.4m tax repayment received during the year and is after deducting capital expenditure of \$3.5m.

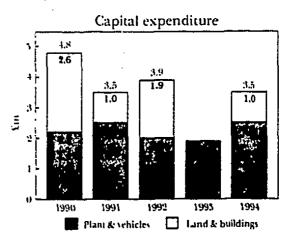
Treasury - foreign currency and control The majority of group sales are denominated in foreign currencies. Similarly, a significant proportion of overheads is also in foreign currencies. Apart from small

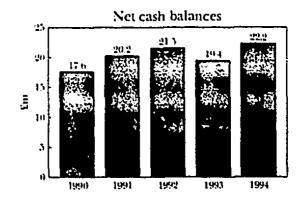
overheads is also in foreign currencies. Apart from small working capital requirements, all holdings of foreign currencies are regularly remitted to Renishaw plc.

The Board of directors determine as to when and how foreign currencies are converted to sterling. All sterling and foreign currency balances not immediately required for group operations are placed with leading international highly-rated financial institutions, for varying periods.

A.C.G. Roberts Group Finance Director









REVISHAW

Directors' report

he directors have pleasure in presenting their 21st Annual Report, together with the audited financial attements for the year ended 30th June 1994 as set out on pages 12 to 23 and approved by the Board of a gettors on 20th September 1994.

rading results he group results for the year were:-	1994 £*000	1993 £'000
rofit on ordinary activities before taxation	8,222	7,142
axation on profit on ordinary activities	2,379	2,129
rofit for the financial year	5,843	5,013
syidends	3,372	3,152
Etained profit for the financial year	2,471	1,861

leview of the business

he principal activities of the Group during the year were the design, manufacture and sale of advanced recision metrology and inspection equipment, and computer aded design and manufacturing systems.

urther details of group activities are incorporated in the Group Profile accome along these financial attements. An analysis of turnover by geographical market is given in note 2 to the financial statements.

Dividends

he directors propose a final dividend of £2,150,656 for the year, which is equivalent to 4.4p per share net and igether with the interim dividend of 2.5p makes a total of 6.9p for the year, compared to 6.5p for the previous far.The dividend will be paid on 21st November 1994 to shareholders on the register on 27th October 1994.

hare capital

Inder the terms of the 1984 share option scheme, options have been granted to employees of group indertakings. Details of options exercised and outstanding are given in note 16 to the financial statements, here has been no change in share capital between 30th June 1994 and 29th September 1994.

ùbstantial shareholdings

part from the shareholdings of Messrs McMurtry and Deer (53.4%), the directors are not aware of any fareholding which represents 3% or more of the issued share capital of the Company.

irectors and their interests

he directors who served during the year and their interests in the share capital of the Company at the rginning and end of the year, were:-

	Ordinary shares of 20p each		
	30th June 1994	30th June 1993	
R. McMurtry	17,756,771	17,756,771	
R. McMurry J. Deer R. Taylor	8,333,071	8,333,071	
R. Taylor	-		
C.G. Roberts	23,681	23,681	
Brook	11.456	11,456	
F. Migliardi (resigned 6th July 1993)	هنبيت	10	

I the above holdings were beneficially held with the exception of 1,562,500 shares which were non-beneficially ld by D.J. Deer but in respect of which he has voting rights. There has been no change in the above holdings the period 30th June 1994 to 29th September 1994.

faccordance with the Articles of Association I., Brook, who does not have a service contract, retires by rotation in being eligible, offers himself for re-election.

odirector was interested during or at the end of the year in any contract which was significant in relation to Group's business.

Special business

(i) Capitalisation issue – In order to bring the issued share capital of the Company more mio line with the capital employed, the directors propose that a capitalisation issue be made to shareholders, registered on 14th November 1994, of one new ordinary share for every ten ordinary shares held. The new capitalisation shares to be issued will rank pari passit with the existing ordinary shares except that they will not be entitled to the final dividend recommended for the year ended 30th June 1994. Fractional entitlements to new ordinary shares will not be allotted. Application will be made to the London Stock Exchange for the new ordinary shares to be admitted to the Official List. It is proposed that definitive share certificates will be posted to shareholders by 21st November 1994 and that dealings in the new ordinary shares will commence on 22nd November 1994. The Company's present authorised share capital is insufficient to permit the nuplementation of the capitalisation issue. Accordingly, it is proposed to increase the Company's authorised share capital from £10,000,000 to £11,000,000. The number of ordinary shares and/or the subscription price in respect of shares which are the subject of options already granted but not exercised will be adjusted; optionholders will be notified of the relevant adjustments in due course, Ordinary resolution No. 5 is being proposed at the annual general meeting in order to increase the authorised share capital and to authorise the capitalisation issue.

(ii) Purchase of own shares — Your directors consider that the Company should have the flexibility to be able to make market purchases of its own ordinary shares, up to a total of 10% of the issued share capital. Shareholders are being asked to pass the necessary special resolution No. 6 at the annual general meeting to give the required authority until the earlier of the conclusion of the 1995 annual general meeting or 34st December 1995. There is at present no intention to purchase shares and, if granted, the authority would only be exercised if an improvement in earnings per share were expected to result.

Recommendation – The directors consider the proposals above to be in the best interests of the Company and its shareholders and accordingly recommend all shareholders to vote in favour of the resolutions to be proposed at the annual general meeting. They intend to do so in respect of their own shareholdings amounting to 26,124,979 ordinary shares representing 53.4% of the issued share capital.

Fixed assets

The changes in tangible fixed assets during the year are summarised in note 10 to the financial statements.

On 27th June 1994, the Company entered into an agreement with Western Corrugated Limited ("WCL"), of Cwmbran, Gwent, giving WCL an option to purchase the Company's freehold premises at Springvale Industrial Estate, Cwmbran, Gwent, WCL has paid Renishaw a non-returnable deposit of £250,000 in cash for the option to purchase the premises for £3,000,000 on or before 31st December 1996, on giving six months notice. The current net book value of the Gwmbran premises is £907,000.

In the opinion of the directors, the current market value of the Group's land and buildings is in excess of the current net book value. During the year ended 30th June 1991, the Group's land and buildings were revalued by professional valuers and the market value at that time exceeded the net book value by £4,159,000. The revaluation was not incorporated in the financial statements.

Research and development

The Group has a continuing commitment to a high level of research and development. The expenditure involved is directed towards the research and development of new products relating to metrology.

Employees

The maintenance of a highly skilled workforce is essential to the future of the business and the directors place great emphasis on the continuation of the Company's approved training policy. Health and safety matters are given special attention by the directors and it is their policy to ensure that continued employment is offered to employees who become temporarily or permanently disabled. The Company always carefully considers an application for employment by any registered disabled person.

Regular contact is maintained with all employees through departmental channels and the monthly in-house journal ensures staff are kept well informed on the progress of the Group.

Donations

During the year the Company made charitable donations of £23,500 (1993 £23,093). No political donations were made.

Taxation

The Company is not a close company within the provisions of the Income and Corporation Taxes Act 1988.

Environmental policy

The Group has recognised the importance of addressing environmental issues and has set up a structure to that effect. Some first actions have been taken to increase environmental awareness among employees and an environmental management system is currently being developed. The Group has a corporate environmental policy which is presented in the Group Profile.



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

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, 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 group 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the group and to prevent and detect fraud and other irregularities.

Corporate governance

Following the issue of the Code of Best Practice ("the Code") of the Cadbury Committee on The Financial Aspects of Corporate Governance, the directors have reviewed the Company's compliance with the Code from 1st July 1993. The Board supports the principles contained in the Code, Board meetings are held monthly and there is a formal schedule of matters reserved for decision by the Board. With the exception of the proposals that await guidance from the accounting and auditing profession, namely reporting on going concern and internal control, the Company has complied with the provisions of the Code save as outlined below:

- No formal procedure previously existed for directors in the furtherance of their duties to take independent professional advice if necessary, at the Company's expense. A procedure has now been implemented.
- The Board has currently one non-executive director who has been in office for many years and does not have a service contract. He is subject to reselection by rotation as are Messrs Taylor and Roberts. The Board has decided to increase the number of non-executive directors with selection being considered by the Board as a whole.
- The Company has a remuneration committee, chaired by the non-executive director and comprising, in addition, the Chairman and Deputy Chairman. There is no audit committee as recommended by the Code. The directors believe that because of the size of the Group and the existing management and control structure, it does not require an audit committee at this time. This recommendation, however, will be reviewed regularly.

The Company's auditors have reviewed this statement. They have confirmed to the directors that they are satisfied that this statement on corporate governance appropriately reflects the Company's compliance with the paragraphy of the Code which the London Stock Exchange has specified for their review.

Auditors

In accordance with section 385 of the Companies Act 1985, a resolution for the re-appointment of KPMG Peat Marwick, as auditors of the Company, will be proposed at the forthcoming annual general meeting.

foly delets

By order of the Board A.C.G. Roberts Secretary 29th September 1994

Report of the auditors

KPMG Peat Marwick

To the members of Renishaw plc

We have audited the financial statements on pages 12 to 23.

Respective responsibilities of directors and auditors

As described on page 10 the Company's directors a * responsible for the preparation of financial statements. It is our responsibility to form an independent opinio, based on our audit, on those statements and to report our opinion to you.

Basis of opinion

We conducted our audit in accordance with Audit of Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evider—clevant 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 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 Imancial statements give a true and fair view of the state of affairs of the Company and the Group as at 30th June 1994 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 Perk Mank. 29 Et Septenber 1994

KPMG Peat Marwick Chartered Accountants Registered Auditors Welsh Street, Chepstow, Gwent, NP6 5LN

29th September 1994



Consolidated profit and loss account

	ð	:	1994	1993
	Notes		000.3	KK),3
Γurπov€r	2		50,874	48,000
Cost of sales		;	24,494	23,263
Gross profit		4	26,380	24,737
Distribution costs			9,802	8.649
Administrative expenses			9,405	11,149
•			19,207	19,798
Operating profit	3		7,173	4,939
Interest receivable less payable	5		1,049	2.20?
Profit on ordinary activities before mxation			8,222	7.149
Tax on profit on ordinary activities	6		2,379	2.129
Profit for the financial year	7		5,843	5.013
Dividends paid and proposed	8		3,372	3,152
Retained profit for the financial year			2,471	1,86

A statement of movements on reserves is set out in note 17.

There is no difference between the profit for the current and previous financial year stated above and its historical cost equivalent.

Balance sheets

at 30th June 1994	. '				,
		The G	roup	The Co	mpany
		1994	1993	1994	1993
	Notes	000'3	£,(KX)	000°3	£,000
Fixed assets			10	`	
Tangible assets	10	17,519	16,483	12,870	11.814
Investments in subsidiaries	11			25	25
, , , , , , , , , , , , , , , , , , ,		17,519	16,483	12,895	11,839
Current assets	*				
Stocks	12	6,882	7.977	4,469	5.181
Debiors	13	14,795	14,731	33,438	35,666
Cash at bank		39,003	31,276	9,947	
		60,680	53,984	47,854	40,847
		\ \ \)
Creditors		1	00.501	4	95019
Amounts falling due within one year	14	26,804	20.701	41,113	32,013
Net current assets		33,876	33.283	6,741	8,834
Total assets less current liabilities	O	51,395	49,766	19,636	20,673
Provision for liabilities and charges					15
Deferred taxation	15	4,815	4,862	1,925	2,162
Net assets	,	46,580	44.904	17,711	18,511
у				Ð	
Capital and reserves	10	9,776	9.758	9,776	9.758
Called up share capital	16 16	1,041	923	1,041	923
Share premium account Profit and loss account	17	35,763	34,223	6,894	7,830
Shareholders' funds - equity		46,580	44,904	17,711	18,511
11 16/1					
1. fl flat.					
D.R. McMurtry					
A.C.G. Roberts					
Directors HU JUNG 19					
· / /					
I					
N. Control of the Con					



Consolidated cash flow statement

for the year ended 30th June 1994			
	Notes	1 994 £'000	1993 £000
Net cash inflow from operating activities	~ 18	8,092	5,921
Returns on investments and servicing of finance	ও		,
Interest received Interest paid Dividends paid	"	2,459 (914) (3,173)	3,684 (843) (3,152)
	- 1	(1,628)	(31,1)
Net cash inflow from returns on investments and servicing of finance	A. S. A.	6,464	5,610
Taxation UK corporation tax received/(paid) Overseas tax paid		1,446	(1.543) (1.243)
Tax received/(paid)		506	(2,786)
Envesting activities Long term) () () () () () () () () () (
Purchase of tangible fixed assets Sale of tangible fixed assets	,	(3,540)	(1,948) 107
Net cash outflow from long term investing activitie	5	(3,363)	(1,841)
Net cash inflow before financing and short term investments	,	3,607	983
Short term Increase in bank deposits of over three months' mate	urity	(14,574)	·
Net cash (outflow)/inflow before financing)	(10,967)	982
Financing Issue of ordinary share capital under employee			
share option scheme	\$ 1 20	136	323
(Decrease)/increase in cash and carh equivalents		(10,851)	1,306

An analysis of cash and cash equivalents and bank deposits of over three months' maturity is shown in note 18.

Consolidated statement of total recognised gains and losses

for the year ended 30th June 1994		
	1994 £'000	1993 TOOO
Profit for the financial year	5,843	5,013
Currency translation differences on foreign currency net investments	(931)	(1.775)
Total gains recognised relating to the year	4,912	3,238

Reconciliation of movements in shareholders' funds

for the year	ended	30th	lune	1994
--------------	-------	------	------	------

**	The C	Group	The Co	mpany
*	1994 £'000	. 1993 £000	1994 £000	1993 £000
		T (VIV)	2000	TIANI
Profit for the financial year	5,843	5,013	2,436	6,446
Dividends	(3,372)	(3,152)	(3,372)	(3.152)
Other recognised losses relating to the year	(931)	(1,775)		~
New share capital issued	18	4ા	18	41
Premium on new share capital issued	118	282	118	282
Net addition/(reduction) to shareholders' funds	1,676	409	(800)	3,617
Shareholders' funds at 1st July 1993	44,904	44,495	18,511	14,894
Shareholders' funds at 30th June 1994	46,580	44,904	17,711	18.511

Notes

Notes (forming part of the financial statements)

1. Accounting policies

The following principal accounting policies have been applied consistently in the preparation of the financial statements of the Group. The hoancial statements have been prepared under the historical cost accounting rules and in accordance with applicable accounting standards.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and all its subsidiaries.

Turnover

Turnover represents the value of group sales to third parties invoiced during the year, including royalty income, less returns, allowances and value added tax.

Tangible assets and depreciation

Tangible assets are stated at cost less accumulated depreciation. Depreciation is provided to write off the cost of assets less their estimated residual value on a straight line basis over their estimated useful economic lives as follows:-

Freehold buildings – 50 years Plant and machinery – 5 to 10 years Motor vehicles – 3 to 4 years

No depreciation is provided on freehold land.

Stocks

Stocks are valued at the lower of cost and net realisable value. Cost comprises direct materials and labour plus overheads applicable to the stage of manufacture reached.

Research and development

Research and development expenditure is charged to profit and loss account in the year in which it is incurred.

Taxation

The charge for taxation is based on the group profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Provision is made for deferred tax on all these timing differences at the rate expected to be applicable when the liability crystallises.

Foreign currency

Overseas profits and losses are translated into sterling at weighted average exchange rates for the year. Overseas assets and liabilities included in the consolidated balance sheet are translated into sterling at the rates of exchange ruling at the end of the accounting year and resultant currency exchange differences, net of exchange differences arising on related foreign currency net borrowings, are treated as movements on reserves and are reported in the consolidated statement of total recognised gains and losses.

Government grants

Covernment grants relating to the purchase of tangible assets are released to profit and loss account over the estimated useful lives of the relevant assets. Grants relating to revenue expenditure are credited to profit and loss account as receivable.

Pension costs

The Group operates a contributory pension scheme, of the defined benefit type, for UK based employees: The scheme is administered by entsees and is independent of the group finances. Contributions are paid to the scheme in accordance with the recommendations of an independent actuary to enable the trustees to meet from the scheme the benefits account in respect of current and future service. The Group's contributions are charged to profit and loss account in accordance with SSAP 24. An independent actuanal valuation has been carried out on the scheme in July 1992 and the scheme is adequately funded.

Foreign based employees are covered by state, defined benefit and private pension schemes in their countries of residence. Actuarial valuations of foreign pension schemes, in accordance with SSAP 24, were not obtained because of the costs involved and the smaller number of foreign employees.

Goodwill

Goodwill relating to a business purchased by the Group is written off immediately against reserves.

2. Turnover

Furnover is defined under the accounting policies in note 1 and relates to the principal trade. An analysis by geographical market is: \pm

	1994 £'000	1993 £'000
USA	19,702	17,158
Germany	6,829	8,444
Japan	5,823	6,207
Italy	3,915	3,985
France	3,829	3,818
Other overseas countries	6,027	4,731
Total sales to overseas customers	46,130	44,343
United Kingdom	4,744	3,657
Total group sales	50,874	48,000

A geographical analysis of profit before taxation and net assets is not shown because, in the opinion of the directors, disclosure of such information would be seriously prejudicial to the interests of the Group.

3. Operating profit

a) Operating profit is stated after charging:-

.,		4 4
	1994	1993
	£000	0002
Research and development	3,532	4,036
Depreciation	2,448	2,459
Foreign exchange losses	55	1,368
Auditors' remuneration – audit	116	118
= other services	116	96
~		

b) Staff numbers and costs

The verage number of persons employed by the Group (including directors) during the year was:-

UK Overseas	1994 Number 5 34 216	1993 Number 539 208
	750	747
The aggregate payroll costs of the above were:-	1994 £000	1993 2000
Wages and salaries Social security costs Other pension costs	15,797 1,957 1,019	15,478 1,958 887
	18,773	18,323



4. Remuneration of directors		1994 £'000	1993 £000
Directors' emoluments	ι,	754	992

The emoluments of the Chairman, who was also the highest paid director, including and excluding pension contributions, were £279,356 and £211,251 respectively (1993 £260,582 and £197,228). The emoluments, excluding pension contributions, of the directors whose duties were performed mainly in the UK, fell within the following ranges:—

1994
1993

wing rangesi-	1994	1993
	Number	Number
£ 10,001—£ 15,000	1	1
£110,001—£115,000		l
£115,001-£120,000	1	l
£120,001—£125,000	1	
£185,001£190,000	1	_
£195,001—£200,000		2
£210,001—£215,000	1	_

Under the terms of the 1984 employee share option scheme, options granted to directors and outstanding at 29th September 1994, which are exercisable between 3 and 10 years after the date the options were granted, were:

gianter, refer-		Numbe	r of shares
Date options granted 23rd September 1988 6th September 1989	Option price £1.17 £1.90	B.R. Taylor 11,719 9,375	A.C.G. Roberts 11,719 9,375
5. Interest receivable less pay	able	1994 £000	1993 £000
Receivable Bank		2,029	3,068
Payable Bank and other short term interest	`	980	865
st.		1,049	2,203
6. Tax on profit on ordinary	activities		
Based on group profit on ordinary activit	ies for the year:-	1994 £'000	፡፡ 1 993 ድ000
UK corporation tax charge/(credit) at 339 Defetred tax (credit/charge at 33% Overseas tax	£	927 (47) 1,499	(3 35) 1, 414 1,020
Trefored Min		2,379	2,129

A further liability to taxation would arise if the retained profits of certain overseas subsidiaries were distributed.

7. Profit for the financial year

As provided by section 230(3) of the Companies Act 1985, a separate profit and loss account dealing with the results of the Company alone has not been presented. The profit for the financial year, including dividends receivable, dealt with in the financial statements of the Company is £2,456,000 (1993 £6,446,000).



8. Dividends		
	1994	1093
	£'000	(KK)?
Interm divide ad paid of 2.5p per share (1993/2.5p)	1,221	1,200
Proposed (mal dividend of 4.4p per share (1993-4p)	2,151	1.952
·		
	3,372	3.152
	White his was a server and	

9. Earnings per share

Earnings per share are calculated on earnings of £5.843,000 (1993 £5.013,000) and on 48.837,442 shares (1993 48,681,996), being the weighted average number of shares in issue during the year.

A fully diluted earnings per share figure based on share options outstanding, is not provided as the effect on the earnings per share is not material.

		Motor	
land and buildings	Plant and machinery	vehicles	Total
£000	000°£	000'3	£'000
_			
, _		1,475	29,264
1,017	2,192		3,540
	(603)	(203)	(806)
72	28		103
12,47?	18,018	1,606	32,101
		000	
			12,781
300			2,448
			(684)
	15	2	
1,654	11,906	1,022	14,582
10,825	6,112	584	17,519
10,054	5,914	515	16,483
Freehold			
	Diant and	Motor	
			Total
			2000
2000	2000		- 000
7 940	19 484	999	21,323
			2,939
1,017			(662)
		(110)	(001)
8,857	13,646	1,097	23,600
964	7,903		9,509
181	1,419		1,772
	(449)	(102)	(551)
1,145	8,873	712	10,730
7,712	4,773	385	12,870
6,876	4,581	557	11,814
	£000 11,388 1,017 72 12,477 1,334 300 20 1,654 10,823 10,054 Freehold land and buildings £000 7,840 1,017	£000 £000 11,388 16,401 1,017 2,192 (603) 72 28 12,477 18,018 1,334 10,487 300 1,901 (497) 20 15 1,654 11,906 10,823 6,112 10,054 5,914 Freehold land and buildings £000 7,840 12,484 1,017 1,706 (544) 8,857 13,646 \$64 7,903 181 1,419 (449) 1,145 8,873	### ### ### ### ### ### ### ### ### ##

11. Investments in subsidiaries			
The Company	Shares £000	Loans £'000	Total £'000
Cost At 1st July 1993 and at 30th June 1994	25	2,059	2,084
Provisions At 1st July 1993 and at 30th June 1994		2,059	2,059
Net book value At 30th June 1993 and at 30th June 1994	25		25

Details of subsidiary undertakings are shown in note 20.

12. Stocks	Tha	Group	The (Company
	1994	1993	1994	1993
	£000	£'000	£'000	£000
Raw materials	2,899	3,295	2,661	2,913
Work in progress	635	904	540	842
Finished goods	3,348	3,778	1,268	1,426
	6,882	7,977	4,469	5,181

13. Debtors	The	Group	The C	Company
	1994 £'000	1993 £'000	1994 £'000	1993 £000
Trade debtors Amounts owed by subsidiaries Corporation tax Prepayments	12,149 — 2,646	10,130 2,116 2,485	2,363 29,039 1,118 918	1,939 30,238 2,411 1,078
	14,795	14,731	33,438	35,666

Included in prepayments for the Group are amounts totalling £632,000 (1993 £595,000) which represent deposits on leased premises paid by a subsidiary undertaking. These amounts are recoverable on expiry of the leases, which will not be within one year.

14. Creditors Amounts falling due within one year	The	Group	The (lompany
Tallound realing and many only a	1994 £000	£000	1994 £'000	1995 £000
Bank overdrafts Trade creditors Amounts owed to subsidiaries Corporation tax Other taxes and social security Other creditors Proposed dividend payable	16,767 4,355 805 1,010 1,716 2,151	11,858 4,799 — 983 1,109 1,952	16,767 3,380 17,983 	11,858 3,583 13,781 347 492 1,952
	25,894	20,701	41,113	32,013



RE	*1	15	Н	4	V	١
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a) Movements during the year were:-	The G	roup	The Company		
<u> </u>	1994 £'000	£,000 1363	1994 £'000	1988 (1880)	
At 1st July 1993	4.862	3.418	2.162	908	
(Release) charge for the year	(47)	1,444	(237)	(44)	
Lunsters from subsidiaries	y # **			1,208	
At 30th June 1994	4,815	4,862	1,925	2,162	
b) Represented by:-	The G		The Co		
	1994 £'000	1993 1900	1994 £'000	1993 £'000	
Difference between accumulated depreciation and capital allowances	2,261	2,126	2,132	2,040	
Other timing differences	2,554	2.736	(207)	192	
	4,815	4.862	1,925	2,162	
					
16. Share capital			1004	tnoe	
			1994 £'000	1993 £'000	
Authorised 50,000,000 ordinary shares of 20p each		_	10,000	10,000	
Allotted, called up and fully paid 48,878,541 (1993 48,788,676) ordinary shares	s of 20p each		9,776	9.758	
Movements in share capital and share premit			-		
	Sha	ire capital	Share premium		
	Number of s	shares £000		CYVVI	
A. 1., t. J. 1009			•	£(XX):3	
AT 151 JULY 1595	48,788,67	6 9,758	•	923	
At 1st July 1993 Employee share options exercised		6 9,758	_		
At 1st July 1993 Employee share options exercised At 30th June 1994	48,788,67	9,758 55 18 11 9,776	_	923	
Employee share options exercised	48,788,67 89,86 48,878,54 re option scheme	9,758 18 11 9,776 2, options outstant	— — ding at 29th	923 118 1,041 September	
Employee share options exercised At 30th June 1994 Under the terms of the 1984 employee sha 1994, which are exercisable between 3 and 10 Date options granted	48,788,67 89,86 48,878,54 are option scheme 0 years after the o	9,758 18 11 9,776 e, options outstandate the options w	ding at 29th ere granted. Number	923 118 1,041 September were:—	
Employee share options exercised At 30th June 1994 Under the terms of the 1984 employee sha 1994, which are exercisable between 3 and 10 Date options granted 24th July 1985	48,788,67 89,86 48,878,54 are option scheme 0 years after the o	9,758 18 11 9,776 e, options outstandate the options w Option price £1,62	ding at 29th ere granted. Number	923 118 1,041 September were:— r of shares 1,250	
Employee share options exercised At 30th June 1994 Under the terms of the 1984 employee sha 1994, which are exercisable between 3 and 10 Date options granted 24th July 1985 6th August 1986	48,788,67 89,86 48,878,54 are option scheme 0 years after the o	9,758 18 11 9,776 e, options outstandate the options w Option price £1,62 £1,81	ding at 29th ere granted. Number	923 118 1,041 September were:— r of shares 1,250 1,578	
Employee share options exercised At 30th June 1994 Under the terms of the 1984 employee sha 1994, which are exercisable between 3 and 16 Date options granted 24th July 1985 6th August 1986 7th September 1987 23rd September 1988	48,788,67 89,86 48,878,54 are option scheme 0 years after the o	9,758 18 9,776 e, options outstandate the options w Option price £1,62 £1,81 £1,40 £1,17	ding at 29th ere granted. Number	923 118 1,041 September were:— r of shares 1,250 1,578 7,070 1,617	
Employee share options exercised At 30th June 1994 Under the terms of the 1984 employee sha 1994, which are exercisable between 3 and 10 Date options granted 24th July 1985 6th August 1986 7th September 1987	48,788,67 89,86 48,878,54 are option scheme 0 years after the o	9,758 18 11 9,776 e, options outstandate the options w Option price £1,62 £1,81 £1,40	ding at 29th ere granted. Number	923 118 1,041 September were:— r of shares 1,250 1,578 7,070	
Employee share options exercised At 30th June 1994 Under the terms of the 1984 employee sha 1994, which are exercisable between 3 and 16 Date options granted 24th July 1985 6th August 1986 7th September 1987 23rd September 1988	48,788,67 89,86 48,878,54 are option scheme 0 years after the o	9,758 18 9,776 9,776 e, options outstand the options w Option price £1.62 £1.81 £1.40 £1.17 £1.90	ding at 29th ere granted. Number 5	923 118 1,041 September were:— r of shares 1,250 1,578 7,070 1,617 5,969	
Employee share options exercised At 30th June 1994 Under the terms of the 1984 employee sha 1994, which are exercisable between 3 and 10 Date options granted 24th July 1985 6th August 1986 7th September 1987 23rd September 1988 6th September 1989	48,788,67 89,86 48,878,54 are option scheme 0 years after the o	9,758 18 9,776 19,776 e, options outstand the options w Option price £1,62 £1.81 £1.40 £1.17 £1.90	ding at 29th ere granted. Number 5 8	923 118 1,041 September were:— r of shares 1,250 1,578 7,070 1,617 5,969	
Employee share options exercised At 30th June 1994 Under the terms of the 1984 employee sha 1994, which are exercisable between 3 and 16 Date options granted 24th July 1985 6th August 1986 7th September 1987 23rd September 1988 6th September 1989 17. Profit and loss account	48,788,67 89,86 48,878,54 are option scheme 0 years after the o	9,758 18 9,776 9,776 e, options outstand the options w Option price £1.62 £1.81 £1.40 £1.17 £1.90	ding at 29th ere granted. Number 5	923 118 1,041 September were:— r of shares 1,250 1,578 7,070 1,617 5,969	
Employee share options exercised At 30th June 1994 Under the terms of the 1984 employee sha 1994, which are exercisable between 3 and 16 Date options granted 24th July 1985 6th August 1986 7th September 1987 23rd September 1988 6th September 1989 17. Profit and loss account Movements during the year were:	48,788,67 89,86 48,878,54 re option scheme 0 years after the c	76 9,758 18 11 9,776 2, options outstandate the options w Option price £1.62 £1.81 £1.40 £1.17 £1.90 Group 1993 £000	ding at 29th ere granted. Number 5 8: The Cc 1994 £000	923 118 1,041 September were:— r of shares 1,250 1,578 7,070 1,617 5,969 ompany 1993 £000	
At 30th June 1994 Under the terms of the 1984 employee sha 1994, which are exercisable between 3 and 10 Date options granted 24th July 1985 6th August 1986 7th September 1987 23rd September 1988 6th September 1989 17. Profit and loss account Movements during the year were:—	48,788,67 89,86 48,878,54 are option scheme 0 years after the 6	9,758 18 9,776 19,776 2, options outstandate the options w Option price £1.62 £1.40 £1.17 £1.90 Group 1993 £000 34,137 1,861	The Co. 1994 £7000 7,830	923 118 1,041 September were:— r of shares 1,250 1,578 7,070 1,617 5,969 ompany 1993 £000 4,536	
Employee share options exercised At 30th June 1994 Under the terms of the 1984 employee sha 1994, which are exercisable between 3 and 16 Date options granted 24th July 1985 6th August 1986 7th September 1987 23rd September 1988 6th September 1989 17. Profit and loss account Movements during the year were:	48,788,67 89,86 48,878,54 are option scheme 0 years after the C 1994 £'000 34,225 2,471 (931)	9,758 18 11 9,776 11 9,776 2, options outstandate the options w Option price £1.62 £1.81 £1.40 £1.17 £1.90 Group 1993 £000 34,137 1,861 (1,775)	The Co. 1994 £7000 7,850 (936)	923 118 1,041 September were:— r of shares 1,250 1,578 7,070 1,617 5,969	
Employee share options exercised At 30th June 1994 Under the terms of the 1984 employee sha 1994, which are exercisable between 3 and 16 Date options granted 24th July 1985 6th August 1986 7th September 1987 23rd September 1988 6th September 1989 17. Profit and loss account Movements during the year were:— At 1st July 1993 Retained profit/(loss) for the year	48,788,67 89,86 48,878,54 are option scheme 0 years after the c 1994 £000 34,223 2,471	9,758 18 9,776 19,776 2, options outstandate the options w Option price £1.62 £1.40 £1.17 £1.90 Group 1993 £000 34,137 1,861	The Co. 1994 £7000 7,830	923 118 1,041 September were:- r of shares 1,250 1,578 7,070 1,617 5,969 ompany 1993 £000 4,536	

The cumulative amount of goodwill, resulting from acquisitions made in earlier financial years, which has been written off is £1,913,000 (1993 £1,913,000).



18. Notes to the consolidated cash flow statement

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

	0	
	1994 £'000	1993 £000
Operating profit	7,173	4,939
Depreciation charges	2,448	2,459
(Profit) on sale of tangible fixed assets Decrease/(increase) in stocks	(55) 1 ,09 5	(55) (1,632)
(Increase) in debtors	(2,651)	(472)
Increase in creditors	82	682
Net cash inflow from operating activities	8,092	5,921
b) Analysis of changes in cash and cash equivalents during the	year:-	
	1994 £'000	1993 £000
At 1st July 1993	19,418	21,492
Net cash (outflow)/inflow before adjustments for the effect of		1 204
foreign exchange rate changes	(10,831)	1,306
Effect of foreign exchange rate changes	(925)	(3,380)

c) Analysis of the balances of cash and cash equivalents and bank deposits of over 3 months' maturity:-

7,662

19,418

	Consc	olidated balance	Consolidated cash flow statement			
	Cash at bank £(XX)	Overdrafts and loans £000	Net cash at bank £'000	Cash £'()()()	Bank deposits £000)	Net cash at bank £000
At 1st July 1993 Changes in the year	31,276 7,727	(11,858) (4,909)	19,418 2,818	19,418 (11,756)	14.574	19,418 2,818
At 30th June 1994	39,003	(16,767)	22,236	7,662	14,574	22,235

19. Pension scheme

At 30th June 1994

The Group operates a number of pension schemes throughout the world. The major schemes, which cover ever 90% of scheme members, are of the defined benefit type.

The total pension cost of the Group was £1,019,000 (1993 £887,000) of which £432,000 (1993 £322,000) relates to overseas schemes. The pension cost relating to the UK scheme is assessed in accordance with the advice of a qualified actuary using the projected unit method. The latest actuarial assessment of that scheme was as at July 1992. The assumptions which have the most significant effect on the results of the valuation are those relating to the rate of return on investments and the rate of increase in salaries and pensions. It was assumed that the investment return would be 2.5% per annum in excess of salary increases and that future pensions would increase at the rate of 4.5% per annum.

At the date of the latest actuarial valuation, the market value of the assets of the UK scheme was £3,423,000 and the actuarial value of the assets was sufficient to cover 92% of the benefits that had accrued to members after allowing for expected future increases in earnings. This deficiency was not considered by the actuary to be material.



20. Subsidiary undertakings

The following are the principal subsidiary undertakings of Renishaw plc, all of which are wholly owned unless otherwise stated. The country of incorporation is Great Britain and the country of registration is England and Wales unless otherwise stated. The country of incorporation is also the country of operation.

Company	Principal activities
Remshaw International Limited	Overseas holding and investment company.
Wotton Travel Limited	Travel agency.
Renishaw (Ireland) Limited (Republic of Freland)	Manufacture and sale of advanced precision metrology and inspection equipment.
Renishaw Investments Limited (Guerusey)	Investment company.
Renishaw International B.V. (The Netherlands)	Overseas holding and investment company.
Renishaw Inc. (USA)	Service and distribution of group products.
Renishaw KK (Japan)	Service and distribution of group products.
Renishaw GmbH (Germany)	Service and distribution of group products.
Renishaw S.A. (France)	Service, distribution, research and development and manufacture of group products.
Simci S.A. (France) (91.7%)	Service and distribution of group products.
Renishaw S.p.A. (Haly)	Service and distribution of group products.
Renishaw Iberica S.A. (Spam)	Service and distribution of group products.
Renishaw A.G. (Switzerland)	Service and distribution of group products.
Renishaw (Hong Kong) Limited (Hong Keng)	Service and distribution of group products.

21. Commitments

(i) Outstanding capital expenditure not provided for in these financial statements was:-

	The	Group	The Company		
	1994 £000	1993 £'000	1994 £'000	£000 £000	
Authorised but not committed	26	1,881	<u> 26</u>	1.766	
Authorised and committed	62	452	62	452	

(ii) Annual commitments under non-cancellable operating leases (all of which relate to land and buildings) were:-

The Group	1994	1993
Operating leases which expire:	£'000	0003
Within one year In the second to fifth year inclusive	239 431	120 50 5
	670	625

Notice of meeting

NOTICE IS HEREBY GIVEN that the 21st annual general meeting of the Company will be held at The Gables Inn. Fallield, Gloucestershire, GL12 SPL on Friday 18th November 1984 at moon to transact state following business.

- 1. To receive and adopt the reports of the directors and auditors and the audited financial statements for the year ended 30th June 1994.
- 2 To declare a final dividend,
- 3. To re-elect as a director of the Company L. Brook, who is retiring by totalion,
- To re-appoint RPMG Pear Marwick as auditors of the Company and to authorise the friectors to fix their remuneration.

To consider as special business and, if thought fit to pass the following resolutions. No. 5 which will be proposed as an ordinary resolution and No. 6 which will be proposed as a special resolution:-

- 5. THAT:
 - (i) the authorised share capital of the Company be increased from £10,000,000 to £11,000,000 by the creation of 5,000,000 ordinary shares of 20p each;
 - (ii) the sum of up to £980,468.80 (being part of the amount standing to the credit of the share premium account) be capitalised and the directors be authorised to appropriate the said sum of up to £980,468.80 as capital to and amongst the persons appearing on the Register of members at the close of business on 14th November 1994, such sum to be applied in paving up in full at par such number of unissued ordinars shares of 20p each of the Company as shall be necessary for the purposes of allotment hereinafter mentioned, and that such ordinars shares of 20p each credited as fully paid be allotted and distributed to such persons holding issued fully paid ordinary shares of 20p each of the Company in the proportion of one ordinary share of 20p for every ten issued ordinary shares of 20p each held by them at the close of business on such date;
 - (iii) the new ordinary shares to be issued to holders of fully paid ordinary shares of 20p each pursuant to this resolution shall not rank for the recommended final dividend of 4.4p net per ordinary share in respect of the financial year ended 30th June 1984 but shall rank in full for all dividends and other distributions hereafter declared, paid or made on the ordinary share capital of the Company and in all other respects pari passu both inter-se and with the existing fully paid ordinary shares of the Company;
 - (iv) whenever as a result of such allotment and distribution any member would become entitled to a fraction of an ordinary share of 20p, the directors shall for the purposes of eliminating such fractions allot to such members such number of ordinary shares of 20p each as will not result in such member becoming entitled to a fraction of an ordinary share of 20p; and
 - (v) the directors shall give effect to this resolution.
- THAT, the Company be and is hereby generally and unconditionally authorised to make market purchases (within
 the meaning of section 163 of the Companies Act 1985) of ordinary shares of 20p each in the capital of the
 Company ("ordinary shares") provided that:
 - (i) the maximum number of ordinary shares berely authorised to be purchased is 4.887,854;
 - (ii) the maximum price that may be paid for an ordinary share is an amount equal to 105% of the average of the middle market quotations for an ordinary share (as derived from the Landon Stock Exchange Daily Official List) for the 10 business days mimediately preceding the day on which the ordinary share is purchased;
 - (iii) the minimum price which may be paid for an ordinary share shall be 20p;
 - (iv) the authority hereby conferred shall expire at the carlier of the conclusion of the annual general meeting of the Company to be held in 1955 or 31st December 1995 unless such authority is renewed prior to such time; and
 - (s) the Company may make a contract to purchase ordinary shares under the authority hereby conferred prior to the expiry of such authority which contract will or may be executed wholly or party after the expiration of such authority and may make a purchase of ordinary shares pursuant to any such contract.
- To transact any other husiness of an annual general meeting.

By order of the Board A.C.G. Roberts Secretary

New Mills, Wotton-under-Edge, Gloucestershire, GL12 8JR 21st October 1994

Notes:

- A member entitled to attend and vote is entitled to appoint a proxy or proxies to attend and, on a poll, to vote
 instead of him or her. A proxy need not be a member of the Company and the appointment of a proxy will not
 preclude a member from attending and voting at the meeting. A form of proxy is enclosed for this purpose.
- The register of directors' shareholdings will be available for inspection at the registered office of the Company during normal business hours until the date of the meeting and at the place of the meeting for 15 minutes prior to, and during, the meeting.



Shareholders' profile

		Sumber o	l shareholders	Number of shares		
		Number	ϵ_{i}	Number	$\tilde{f q}$	
t	Range of shareholdings					
	1-500	428	35,8	96.147	0.2	
	501-1,000	271	22.6	208.788	0.4	
	1,001-5,000	356	29.7	731.981	1.5	
	5,001-10,000	33	2.8	236408	0.5	
	10,001-25,000	25	2.1	121,502	0.9	
	25,001-50,000	16	1.3	553,496	1.1	
	50,001-100,000	99	1.8	1,647,485	3.4	
	100,001-500,000	29	2.4	6.961.610	14.2	
	500 001-1,000,000	9	8,()	6,223,582	12.7	
	more than 1,000,000	8	0.7	31,797,542	65,1	
		1,197	100,0	48,878,541	100,0	
2.	Categories of shareholders	<u> </u>				
	Directors	4	0.3	26,124,979	53.4	
	Banks, insurance companies, nominee companies,					
	pension funds and other corporate bodies	259	21.7	21,709,361	44.5	
	Individuals	934	78.0	1,044,201	2.1	
						
		1,197	100,0	48,878,541	100,0	
		· *** - +-				

Number of shareholders in each shareholding range Shareholdings

i = 1,000

1,001 - 5,000

第42次第 5,001 = 25,000

..

25,004 - 50,000

50,001 - 100,000

000,000 - 500,000

600,000,1 = 1,000,000

more than 1,000,000

58 (147) 16 (117) | 356 (157) 22 (3.43) | 699 (0.67) 8 (65.13)

The above information was compiled from the register as at 27th September 1994.

Financial calendar

Annual general meeting 18th November 1994 Announcement of results
Annual results – September
Half year results – March

Dividends Interim – paid April Final – paid November



10 year financial record

Results	1994	1993	1992	1991	1990	1989	1988	1987	1986	1985
	0007	0003	E.000	6,000	£'000	£000	(HH)'3	£000	000"3	0003
Overwas sales	46,130	44.343	40,6,17	41,455	43.087	35.244	25,053	20,098	17.869	13,878
UK sales	4,744	3,657	3,350	4,207	4,474	3,953	3.176	3,012	3,518	1,667
Total sales	50,874	48,000	44,047	45,662	47.561	39,197	28,229	23,110	21,387	15,545
Profit on ordinary activities before axation	8,222	7,142	9.087	11,103	13,423	10,088	5,359	7.511	7,019	5,627
Taxation	2,379	2,129	2,745	3,335	4,253	2,069	1,402	2.149	2,022	1.813
Profit for the financial year	5,843	5,013	6,342	7,768	9,170	7,019	3.957	5,362	4.997	3.814
Dividends	3,372	3,152	3,157	2,910	2.314	1,617	1,016	770	678	586
Retained profits	2,471	1,861	3,185	4,858	6.856	5,402	2,941	4,592	4,319	3,228
Capital employed	1994	1993	1992	1991	1990	1989	1988	1987	1986	1985
	£.000	£009	£,0000	CKO,3	£000	£,(KK)	(KO)3	5000	000	£.000
Share capital	9.776	9,758	9.717	9,697	7,722	7,700	1,540	1,540	1.540	1,540
Share premium	1,041	923	641	592	206		5,770	5,770	5.770	5,770
Reserves	35,763	34,223	34,137	31,200	28,180	21.485	16,154	13,794	9.227	6,209
Shareholders' funds	46,580	44,904	44,495	41.519	36,108	29,185	23,464	21,104	16,537	13,519
Deferred taxation	4,815	4,862	3,418	1.647	2,341	1,566	2,189	2,765	3,340	3.993
Capital employed	51,395	49,766	47,913	43,066	38.449	30,751	25,653	23,869	19,877	17.512
Statistics										
\$	1994	1993	1992	1991	1990	1989	1988	1987	1986	1985
Overseas sales as a percentage of total sales	~0.7 %	92,4%	92,44	90.8%	90.63	89.90	88,747	87,09	83.67	89.37
Adjusted earnings per share	12.0p	10.3p	13.1p	16.1p	19.0p	14.6p	8.2p	11.1p	10.4p	8.1p
Adjusted dividend per share	6.9p	6.5p	6.5p	6.0p	4.8p	3.4р	2.1p	1.6p	1.4p	1.2p



Bar chart - 10 year financial record

