

CAMILLE SIMON LIMITED

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of the Company shall be held at Middleton Way, Middleton, Manchester, M24 4DP on 26 November 1996 at 2.30pm for the transaction of the following business:

1. To consider and adopt the Report of the Directors and the Accounts for the year ended 30 June 1996.

By order of the Board



Secretary

Middleton Way  
Middleton  
Manchester M24 4DP  
26 November 1996

A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company.

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Secretary	C A Barnett
Registered Office	Middleton Way Middleton Manchester M24 4DP
Company Number	58987



## CAMILLE SIMON LIMITED

### REPORT OF THE DIRECTORS

The directors present their annual report and the accounts for the year ended 30 June 1996.

### PRINCIPAL ACTIVITY

The Company did not trade on its own account during the period.

### RESULTS AND DIVIDEND

The Directors do not recommend a payment of a dividend. (1995 - £Nil).

DIRECTORS	M Handley
	J A Kendrick
	T N M Seaman

Mr M Handley, Mr J A Kendrick and Mr T N M Seaman were directors throughout the financial period.

In accordance with the Articles of Association, none of the directors are required to retire by rotation.

All other changes in Directors were disclosed in the accounts for the year ending 30 June 1995.

### DIRECTORS' INTERESTS

The interests of Mr T N M Seaman as a director of the company's holding company, and of Mr M Handley and Mr J A Kendrick, as directors of the ultimate parent undertaking are declared in the respective accounts and statutory books.

None of the Directors had any other interest in shares or debentures of other subsidiary companies of the ultimate parent undertaking at 1 July 1995 or 30 June 1996.

No director, either during or at the end of the financial year, was materially interested in any contract that was significant in relation to the Company's business.

### DIRECTORS' AND OFFICERS' INSURANCE

During the period insurance was purchased by the ultimate parent undertaking for the directors and officers of the Company against the financial consequences of actions brought against them by outside parties for their acts or omissions in the performance of their duties.

**CAMILLE SIMON LIMITED**

## REPORT OF THE DIRECTORS (Continued)

## STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the Directors to prepare the 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 these financial statements, the Directors are required to:

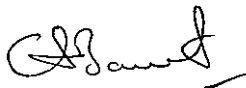
- select accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed.
- prepare the financial statements on a going concern basis unless it is inappropriate to presume that the 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 enquire that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the Company.

## AUDITORS

In accordance with Section 250 of the Companies Act 1985, the Company has excluded the provisions of Section 384(1) of the Companies Act 1985 and accordingly, no auditors are to be appointed.

By order of the Board



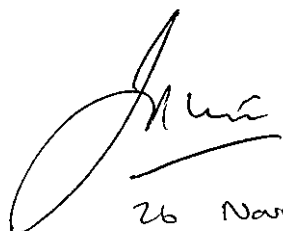
**C A BARNET**  
Secretary

Middleton Way  
Middleton  
Manchester M24 4DP  
26 November 1996

CAMILLE SIMON LIMITEDBALANCE SHEET AT 30 JUNE 1996

		June 1996 £	June 1995 £
CURRENT ASSETS	Note		
Debtors	3	<u>129,948</u>	<u>129,948</u>
REPRESENTED BY:			
CAPITAL AND RESERVES			
Called up share capital	4	96,100	96,100
Capital Reserve		32,606	32,606
Profit and Loss Account		<u>1,242</u>	<u>1,242</u>
		<u>129,948</u>	<u>129,948</u>

The Company was dormant (within the meaning of Section 250 (3) of the Companies Act 1985) throughout the year ended 30 June 1996.



J A Kendrick  
Director  
1996

26 November

CAMILLE SIMON LIMITED

## NOTES TO THE ACCOUNTS

## 1. ACCOUNTING POLICIES

The accounts have been prepared in accordance with applicable accounting standards and under the historical cost convention.

## 2. DIRECTORS EMOLUMENTS

None of the directors received any fees or other emoluments from the Company for the year ended 30 June 1996.

## 3. DEBTORS: Amounts falling due within one year

	June 1996 £	June 1995 £
Robert McBride Group Companies	<u>129,948</u>	<u>129,948</u>

## 4. CALLED UP SHARE CAPITAL

No changes were made during the year in the share capital which at 30 June 1996 was:

Authorised, allotted, and fully paid

	Number	£
Ordinary Shares £1 each	100	100
Deferred Shares of £1 each	<u>96,000</u>	<u>96,000</u>
	<u>96,100</u>	<u>96,100</u>

## 5. ULTIMATE PARENT UNDERTAKING

The ultimate parent undertaking is McBride plc, a company registered in England and Wales.