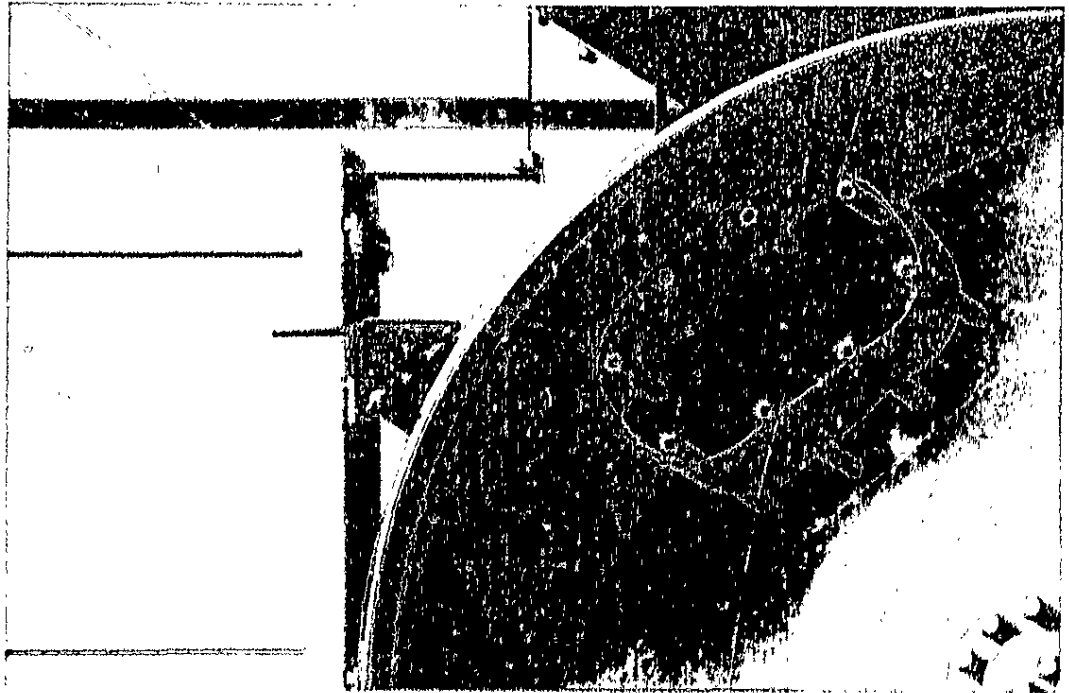


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# VIBROPLANT PLC

ANNUAL REPORT

1988

1988

## Group Information

Vibroplant was founded in 1954 and has grown to be one of the leading hirers of non-operator plant in the U.K. with a network of twenty seven depots throughout the country. Vibroplant provides a comprehensive range of general and specialist construction equipment to contractors, industry and the public sector.

Since 1982 Vibroplant has had a growing presence in the United States and is now the market leader in the rental of aerial access equipment with four subsidiary companies operating through eleven branches in Florida, Georgia, California and Texas.

Both in the U.K. and U.S., Vibroplant managers have the responsibility for running their depot or branch as an individual profit centre with reporting systems and incentives reflecting this emphasis on local accountability.

Vibroplant's commitment to providing the highest standards of service and professionalism has been the basis of its strength and success in the past and provides a firm foundation to meet with confidence the challenges and opportunities of the future.

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1988

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**Directors  
and Officers**

**Executive Directors**

Jeremy F. G. Pilkington  
(Chairman and Managing Director)  
Neil R. Partridge, B.A., A.C.A.  
Harry F. Staiano  
Brian St. John

**Non-Executive Directors**

Simon H. J. A. Knott, B.A.  
Margaret A. Pilkington  
Michael B. Pilkington

**Secretary**

Neil R. Partridge, B.A., A.C.A.

**Registered Office**

Prospect Road, Starbeck,  
Harrogate, North Yorkshire,  
HG2 7PW.  
Tel. 0423-885911

**Auditors – U.K.**

Leareyd & Longbottom,  
(Chartered Accountants)  
4 North Park Road,  
Harrogate, North Yorkshire,  
HG1 5PA.

**Auditors – U.S.A.**

Peat Marwick Main & Co.

**Solicitors**

Kirbys,  
32 Victoria Avenue,  
Harrogate, North Yorkshire,  
HG1 5PT.

**Registrars and Transfer Office**

W. H. Stentford & Company,  
Brosely House,  
Newlands Drive,  
Witham, Essex, CM8 2UL.

**Bankers**

National Westminster Bank PLC

**Merchant Bankers**

N. M. Rothschild & Sons Limited

**Stockbrokers**

James Capel & Company

# Financial Information

## Financial Highlights

	1988	1987	Increase
Turnover	£35.8m	£26.9m	33%
Profit before taxation	£7.5m	£4.6m	63%
Earnings per share	65.3p	41.8p	56%
Dividend per share	12.5p	10.4p	20%
Shareholders' funds	£21.8m	£16.7m	31%

## Five Year Record

Turnover £m. £m. 0% Contribution	Pre-tax profit £m. £m. 0% Contribution	Earnings per share p.	Dividends p.
40	11	80	13
35	9	70	12
30	6	60	11
25	8	50	10
20	4	40	9
15	3	30	8
10	1	20	7
5	1	10	6
0	0	0	5
0	0	0	4
0	0	0	3
0	0	0	2
0	0	0	1
0	0	0	0

## Financial Calendar

Annual General Meeting .....	August
Dividend Payments	
Interim .....	March
Final .....	October
Results Announced	
Half year .....	November
Full year .....	June
Report and Accounts Issued .....	July

## Chairman's Statement and Review of Operations

Dear Shareholder,

It is my pleasure to report the results of your Company for the twelve months ending 31st March, 1988.

### Results

The buoyant trading conditions experienced in the first six months have continued in the second half and with the benefit of an unusually mild Winter in the U.K., the Group has produced very satisfactory results for the year as a whole.

Pre-tax profits have risen by 63% to a record £7.48 million on turnover ahead by 33% at £35.8 million. Earnings per share have risen to 65 pence per share, an improvement of 56%.

Your Directors are recommending a final dividend of 8.25 pence per share making a total dividend for the year of 12.5 pence. The Dividend will be paid on 10th October, 1988, to members registered on 2nd September, 1988.

### The Year Under Review — The U.K.

It has been another challenging and exciting year for the Company with the policies that we have pursued over the past several years enabling us to take full advantage of the current high levels of activity in the construction industry. Capital expenditure on fleet expansion and renewal this year exceeded £1.1 million and our fleet management techniques have enabled us to improve machine utilisation levels at the same time as absorbing this record level of investment. These factors, combined with the successful implementation of a comprehensive hire rate review, lifted U.K. hire revenue by 25% to £26.5 million on which profits rose by 64% to £6.37 million.

Both our general contractors plant operations and our four specialist divisions have had a very successful year.

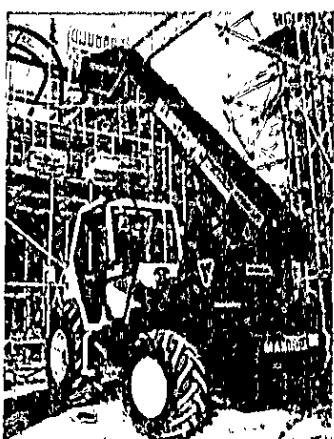
Within general contractors plant, road construction and private house-building have remained particularly active but most sectors of the construction industry appear to be experiencing their highest workloads for several years. The resurgence of construction activity outside the South East is an increasingly prominent feature of the national pattern and one which will continue to be of particular benefit to us given our strong regional presence.

Our aerial access division, Hi-Work Platform, has had a very active year with stronger demand lifting both hire rates and utilisation above last year's levels. Airpac, our large air compressor division, was involved on a number of more unusual contracts during the year as well as its more traditional work of surface preparation, quarry drilling and industrial applications. These included the use of our compressors on a British Geological Survey drilling contract which achieved a new U.K. depth record and our selection by the British Steel Corporation to supply compressed air during the development of a new furnace repair technique.

Off shore, Airpac is a major supplier of high specification air compressors and the division has benefited from renewed exploration activity following the recovery in oil prices and also from an acceleration of rig maintenance programmes.

During the year a new Airpac supply base to service the Southern sector of the North Sea was opened in Gt. Yarmouth and has made satisfactory progress in its first season of operation.

The Trend Shoring division has enjoyed another year of strong growth with considerable further investment in new and existing product lines. Our Port & Access accommodation fleet continues to be upgraded to meet the high standards demanded for modern offices and site units with a special emphasis on new investment in anti-vandal units and storage vaults. We believe that both



these divisions continue to have above average growth potential.

### **The Year Under Review — The U.S.**

It has been a very active year for us in the United States with strong performances from all our existing companies and with two acquisitions in the final two months of the year.

American Aerial-Lift Inc., in its first full year of operation, more than fulfilled our expectations and became the largest and most profitable of our companies from a marginally loss making position at the time of acquisition.

Florida Hi Lift had an outstanding year with high levels of residential, commercial and leisure construction in the Tampa and Orlando markets. Georgia Hi Lift performed very well and consolidated the rapid expansion achieved the previous year.

### **New Acquisitions**

In February we announced the acquisition of American Hi Lift Corporation, an aerial access rental company with four locations in the Los Angeles area and a smaller operation in Dallas. The purchase consideration and costs were satisfied by a vendor placing of \$60,000 ordinary shares. American Hi Lift made no

contribution to profit in its first period of ownership but it gives us a quality presence in the Southern California marketplace and has great potential in the short to medium term. Construction activity in Texas has been depressed for several years but the state retains an important position within the U.S. economy and offers opportunities with good long term value at this time.

At the end of March, we announced the acquisition of the assets of Action Equipment Company, a South Florida materials handling dealer and general

equipment rental company. The Company has since been renamed American Contractors Equipment (A.C.E.) and operates as an independent trading division of American Aerial-Lift.

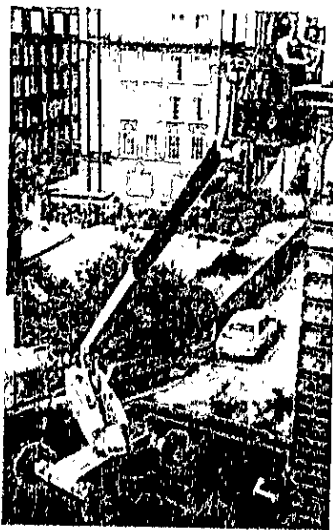
A.C.E. is our first general equipment rental business in the U.S. and early indications are very encouraging.

### **Outlook — The U.K.**

My Interim Statement was written during the aftermath of the Stock Market crash in October and whilst our belief in the fundamental strengths of the U.K. economy remained unchanged by these events, we were obviously concerned to see what effect such a severe adjustment in the financial markets would have upon the economy in general, and on construction activity in particular.

With the possible exception of City office and residential developments, demand for our services has continued to be extremely strong. The very healthy levels of new orders reported for private housebuilding, commercial and industrial projects in the first three months of this year appear to confirm our own belief that current levels of activity will continue well into 1989. Within the public sector, we expect that road construction and water service projects will be areas of particularly strong growth for the Company.

The debate on the role of private capital in the funding of infra structure projects and the imagination being demonstrated in the more ambitious private sector schemes now under discussion are positive indications of the confidence and vigour which now characterise the U.K. construction industry. In addition we believe that independent of the immediate prospects for the construction industry a number of longer term factors will create a more important role for plant hire in the future.



## Chairman's Statement and Review of Operations

continued

The economics of plant ownership shifted in favour of hiring with the phasing out of 100% first year capital allowances on new plant purchases after 1984. We did not expect any immediate impact on ownership patterns because of the longevity of plant and because the opportunity was widely taken to modernise plant fleets as allowances were progressively reduced.

There does however now appear to be a growing substitution of ownership by hiring on the part of contractors and the increasing number of plant subsidiaries being sold may indicate a new awareness of the full costs of owning plant. Whilst these changes will themselves increase the overall size of the market for plant hirers, we believe that other structural changes within the construction industry — fast track contracting, the increasing use of sub-contractors and more sophisticated management of site costs — will accelerate this trend in favour of these plant companies such as ourselves who offer a premium service.

### Outlook — The U.S.

Concern remains over how construction activity might be affected by any measures the Administration or its successor may take to address the deficit problem but publicly funded programmes are not a major user of our equipment and we are confident that the states in which we operate will continue to outperform the economy as a whole.

Considerable scope exists in all our companies for further organic expansion of aerial access fleets and the newly introduced materials handling line gives us a complementary product range with excellent growth opportunities. We also continue to seek acquisitions to consolidate and expand the geographic

range of our activities.

American Contractors Equipment opens an entirely new growth path for us in a market far larger than that for our specialist operations and we expect further development of general rental activities in the future.

### Company Profit Scheme

During the year a new profit related bonus scheme was introduced for all employees with more than one year's service. This profit sharing plan, together with our ongoing investment in job training and the very active encouragement of internal promotion, is part of our determination to ensure that our employees — our one unique asset — remain highly motivated and committed to providing a better quality of service to our clients.

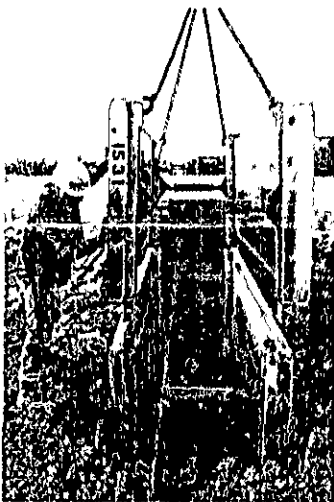
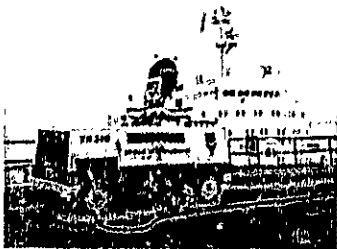
### Sub-division of Shares

At the forthcoming Annual General Meeting your Board will seek shareholders approval to sub-divide each existing ordinary share of 25p into five ordinary shares of 5p each. Your Directors believe that this action will be in the best interests of both the members and the Company and they intend to support the motion.

In conclusion, your Board is optimistic that the current year will prove to be a highly satisfactory one with a continuation of the progress made in recent years and it is my pleasure to thank my colleagues throughout the Company for their contribution to an outstanding performance this year.



J. F. G. PILKINGTON  
Chairman



## Directors' Report

The Directors of Vibroplant plc submit their annual report to the Shareholders together with the audited Group accounts for the year ended 31st March, 1988.

### Principal Activity and Business Review

The principal activity of the Group remains plant hire and the turnover and contribution of this activity is shown in Note 2 to the Accounts.

A review of the development of the business of the Group and of the current trading position is provided in the Chairman's Statement on pages 4 to 6.

### Acquisitions

In February, 1988 the Group acquired the whole of the issued share capital of American Hi-Lift Corporation, a United States aerial access rental company operating predominantly in Southern California with a smaller operation in Dallas, Texas. The consideration of approximately \$5.5m (£3.15m) was satisfied by the issue of 500,000 ordinary shares.

In March, 1988 the Group purchased the assets of Action Equipment, an equipment rental company operating in Miami and South Florida, U.S.A. The assets acquired consisted principally of a hire fleet of material handling and general rental equipment. The consideration of approximately \$1.8m (£1.08m) was satisfied by medium term bank borrowing raised in the United States. Action Equipment is now operating as an independent trading division of American Aerial-Lift Inc. under the new name of American Contractors Equipment (A.C.E.).

### Results and Dividend

	£	£
Group profit after taxation and minority interests		4,745,212
Dividend recommended: ordinary shares		
Interim paid 4.25p (1987 3.54p)	306,000	
Proposed final 8.25p (1987 6.88p)	640,200	946,200
Retained profit		<u>3,799,012</u>

The final dividend will be paid to Shareholders registered in the books of the Company on the 2nd September, 1988 and it is proposed to post dividend warrants on the 10th October, 1988.

### Fixed Assets

Details of the movements in the fixed assets of the Group and the Company are given in Note 14 to the Accounts.

### Charitable and Political Donations

Donations totalling £495 were contributed to charities during the year. No political contributions were made in the year.

### Employee Matters

The Directors are committed to maintaining effective communication with employees on matters which affect their occupations and future prospects while at the same time increasing their awareness of the Group's overall activities and performance. To this end information is provided both



**Directors' Report**

continued

formally and informally on a regular basis to develop and encourage employee participation in the Group's affairs.

It is the policy of the Group to employ and train disabled people whenever their skills and qualifications allow and suitable vacancies are available. If existing employees become disabled, every effort is made to find them appropriate work and training is provided if necessary.

**Directors**

The following Directors have served during the year:-

Mr. J. F. G. Pilkington	Mr. S. H. J. A. Knott
Mr. N. R. Partridge	Mrs. M. A. Pilkington
Mr. H. F. Stalano	Mr. M. B. Pilkington
Mr. B. St. John	

Mrs. M. A. Pilkington and Mr. S. H. J. A. Knott retire by rotation and, being eligible, offer themselves for re-election.

**Directors' Share Interests**

The interests, all of which are beneficial, of the Directors and their families in the shares of the Company were as follows:

	31.3.88 Number	1.4.87 Number
Mr. J. F. G. Pilkington	1,046,400	872,000
Mr. N. R. Partridge	4,800	2,000
Mr. H. F. Stalano	15,246	10,939
Mr. B. St. John	1,810	2,484
Mr. S. H. J. A. Knott	6,000	5,000
Mrs. M. A. Pilkington	10,680	8,900
Mr. M. B. Pilkington		

There have been no changes in the interests of the Directors between 31st March, 1988 and 8th July, 1988.

**Directors' Interests in Contracts**

No Director had any material interest in any contract of significance to the business of the Company at any time during the period under review.

**Executive Share Option Scheme**

At 31st March, 1988 options over 42,000 shares had been granted under the Vibroplant plc Executive Share Option Scheme. The Directors' interests were as follows:

	31.3.88 Number	1.4.87 Number
Mr. N. R. Partridge	30,000	20,000
Mr. H. F. Stalano	6,000	5,000
Mr. B. St. John	6,000	5,000

There were no changes in the Directors' options between 31st March, 1988 and 8th July, 1988.

**Substantial Shareholdings**

At the date of this report the following are interested in 5% or more of the Company's ordinary shares:--

	Number	Percentage
Ackers P. Investment Company and Ackers P. Trust	3,600,120	46.39

Ackers P. Investment Company is controlled by the Pilkington family interests and Ackers P. Trust is a Pilkington family trust.

**Share Capital**

The issued share capital of the Company was increased by a one for five capitalisation issue on 24th July, 1987 and by a further 560,000 shares in February, 1988 to satisfy the consideration for the acquisition of American Hi-Lift Corporation.

**Pre-emption Rights**

The notice of meeting on page 11 sets out a special resolution (no. 7) which, if passed at the Annual General Meeting, will extend for another year the power of the Directors to issue shares for cash other than to existing shareholders in proportion to their shareholding. The Stock Exchange no longer requires shareholders' consent to each specific issue by the Company of equity capital for cash made otherwise than to existing shareholders on a proportional basis. However, the relaxation of this requirement is subject to the Directors obtaining the necessary authority from the shareholders in accordance with the Companies Act 1985.

**Sub-division of Ordinary Shares**

The Company's share capital is presently divided into ordinary shares of 25p each. The recent price of these shares on The Stock Exchange has risen to above £7 per share and the Directors consider that it would be appropriate and in the best interests of the Company to sub-divide the Company's shares so as to be transferable in units of smaller value.

It is therefore proposed to sub-divide each existing ordinary share of 25p into five ordinary shares of 5p each. Accordingly, a resolution (no. 8) to this effect will be proposed at the forthcoming Annual General Meeting on 1st August, 1988.

Application will be made to the Council of The Stock Exchange for the sub-divided shares to be admitted to the Official List. If the proposed resolution is passed and the application granted, dealings in the sub-divided shares will commence on 2nd August, 1988.

The sub-division will not affect the entitlement of ordinary shareholders to receive the proposed final dividend of 8.25p per existing ordinary share of 25p, payable on 10th October, 1988 and because the record date for the final dividend falls after the proposed date for dealings to commence in the new 5p shares, subject to the passing of the resolution approving the sub-division of shares, the final dividend will actually be paid at a rate of 1.65p per share on the sub-divided capital, equivalent to 8.25p per share prior to the sub-division. Sub-dividing the shares into shares of

**Directors' Report**

continued

smaller denomination will not constitute a disposal or acquisition for the purpose of United Kingdom taxation on capital gains.

New share certificates will not be issued in respect of this sub-division of shares but shareholders will be notified when the resolution has become effective at which time certificates in issue for shares denominated in 25p will be treated as representing five times the number of ordinary shares shown on the certificate. All share certificates issued from 2nd August, 1988 will be denominated in 5p shares.

**Taxation Status**

The Company is not a close company within the provisions of the Income and Corporation Taxes Act 1970.

**Auditors**

A resolution proposing the re-appointment of Messrs. Learoyd & Longbottom as auditors to the Company will be put to the Annual General Meeting.

By Order of the Board  
N. R. PARTRIDGE  
Secretary  
8th July, 1988.

**Auditors' Report****To the members of Vibroplant plc**

We have audited the financial statements on pages 19 to 25 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 of the Group at 31st March, 1988 and of the profit and source and application of funds of the Group for the year then ended and comply with the Companies Act 1985.

LEAROYD & LONGBOTTOM  
Chartered Accountants  
HARROGATE, 8th July, 1988.

## Notice of Meeting

NOTICE IS HEREBY GIVEN that the SIXTEENTH ANNUAL GENERAL MEETING of the Company will be held at the MOAT HOUSE INTERNATIONAL HOTEL, HARROGATE, on Monday 1st August, 1988 at 1-00 p.m. for the following purposes:

*As ordinary business.*

- 1 To receive and adopt the Directors' Report and Financial Statements for the year ended 31st March, 1988.
- 2 To declare a Final Dividend.
- 3 To re-elect Directors.
- 4 To re-appoint Messrs. Learoyd & Longbottom as Auditors and to authorise the Directors to fix their remuneration.

*As special business.*

To consider and, if thought fit, pass the following resolutions of which Resolutions 5, 6 and 8 will be proposed as Ordinary Resolutions and Resolution 7 will be proposed as a Special Resolution:

- 5 THAT all existing authorities under section 80 of the Companies Act 1985 be and are hereby revoked.
- 6 THAT for the purposes of Section 80 of the Companies Act 1985 (and so that expressions used in this Resolution shall bear the same meanings as in the said Section):
  - (i) the Directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities up to a maximum nominal amount of £640,000 to such persons at such times and on such terms as they think proper during the period expiring on the date of the next Annual General Meeting after the passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Board may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.
- 7 THAT the Directors be and they are hereby given power pursuant to section 95 of the Companies Act 1985 to allot equity securities (as defined in section 94 of the said Act) for cash pursuant to the authority conferred in Resolution 6 above as if section 89(1) of the said Act did not apply to any such allotment provided that such power shall be limited to:
  - (a) the allotment of equity securities in connection with an offer of such securities by way of rights to the holders of Ordinary Shares in

## Notice of Meeting

continued

proportion (as nearly as may be) to their respective holdings of such shares but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements or legal or practical problems arising under the laws or the requirements of any recognised regulatory body in any territory and

- (b) the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate amount in nominal value of £97,000 and shall expire on the date of the next Annual General Meeting following the passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power hereby conferred had not expired.

8 THAT each of the 12,000,000 ordinary shares of 25p in the capital of the Company be sub divided into 5 ordinary shares of 5p each.

### Notes

- 1 A member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, vote in default of him, and that proxy need not also be a member. A form of proxy is enclosed for this purpose.
- 2 The right to appoint a proxy is exercisable by a validly authenticated letter of proxy by members at the registered office from this date until the close of business on 27th July 1988, and at this place of the meeting and subsequent adjournings prior to and until the termination of the meeting.
- 3 There are no directors' resolutions proposed.

By Order of the Board  
N. R. PARTRIDGE  
Secretary,  
8th July, 1988.

**Group**  
**Profit and Loss Account**  
**for the Year Ended**  
**31st March**

	Notes	1988 £	1987 £
<b>TURNOVER</b>	2	<b>35,824,554</b>	<b>26,880,643</b>
Cost of sales		<u>22,575,222</u>	<u>17,542,546</u>
<b>GROSS PROFIT</b>		<b>13,249,332</b>	<b>9,338,097</b>
Administrative and other operating expenses		<u>4,379,178</u>	<u>3,751,150</u>
<b>OPERATING PROFIT</b>	3	<b>8,870,154</b>	<b>5,586,947</b>
Interest payable	6	<u>1,392,195</u>	<u>1,005,124</u>
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAX</b>	2	<b>7,477,959</b>	<b>4,581,823</b>
Tax on profit on ordinary activities	8	<u>2,664,666</u>	<u>1,519,791</u>
<b>PROFIT ON ORDINARY ACTIVITIES AFTER TAX</b>		<b>4,813,293</b>	<b>3,062,032</b>
Minority interests		<u>68,081</u>	<u>53,652</u>
<b>PROFIT BEFORE EXTRAORDINARY ITEMS</b>		<b>4,745,212</b>	<b>3,008,380</b>
Extraordinary items	9	<u>          </u>	<u>500,000</u>
<b>PROFIT ATTRIBUTABLE TO MEMBERS</b>	10	<b>4,745,212</b>	<b>3,508,380</b>
Dividends	11	<u>946,200</u>	<u>750,000</u>
<b>RETAINED PROFIT TRANSFERRED TO RESERVES</b>		<b>3,799,012</b>	<b>2,758,380</b>
<b>EARNINGS PER 25p ORDINARY SHARE</b>	12	<b>65.27p</b>	<b>41.78p</b>

Movements on reserves are set out in Note 21.

**Group**  
**Balance Sheet**  
**31st March**

	Notes	£	1988	£	£	1987	£
<b>FIXED ASSETS</b>							
Tangible assets	14		42,535,049			50,453,087	
<b>CURRENT ASSETS</b>							
Stocks		1,652,985		1,285,899			
Debtors	15	12,952,540		8,584,920			
Cash at bank and in hand		484,216		140,659			
		<u>15,089,741</u>		<u>10,011,478</u>			
<b>CREDITORS FALLING DUE WITHIN ONE YEAR</b>	16	<u>17,414,794</u>		<u>15,909,757</u>			
<b>NET CURRENT LIABILITIES</b>			<u>2,325,053</u>			<u>5,898,279</u>	
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			40,209,996			24,554,808	
<b>CREDITORS FALLING DUE AFTER MORE THAN ONE YEAR</b>	17		<u>16,731,801</u>			<u>6,340,222</u>	
			<u>23,478,195</u>			<u>18,214,586</u>	
<b>PROVISION FOR LIABILITIES AND CHARGES</b>							
Deferred taxation	19	1,421,264		1,407,151			
Minority interests		<u>260,637</u>		<u>121,062</u>			
			<u>1,681,901</u>			<u>1,528,213</u>	
			<u>21,796,294</u>			<u>16,686,373</u>	
<b>CAPITAL AND RESERVES</b>							
Called up share capital	20		1,940,000			1,900,000	
Share premium	21	3,068,060		8,466			
Revaluation reserve	21	1,272,272		1,312,238			
General reserve	21	<u>19,515,962</u>		<u>13,865,669</u>		<u>15,186,373</u>	
			<u>19,856,294</u>			<u>15,186,373</u>	
			<u>21,796,294</u>			<u>16,686,373</u>	

Approved by the Board on 8 July, 1988.

J. F. G. PILKINGTON  
N. R. PARTRIDGE

Directors

N.B. These Accounts should be read in conjunction with the notes on pages 17 to 25.

**Company**  
**Balance Sheet**  
**31st March**

	Notes	1988	1987
		£	£
<b>FIXED ASSETS</b>			
Investment in subsidiaries	13	64,000	64,000
Tangible assets	14	<u>26,786,798</u>	<u>22,353,225</u>
		26,850,798	22,417,225
<b>CURRENT ASSETS</b>			
Stocks		923,820	934,735
Debtors	15	13,604,538	7,645,092
Cash at bank and in hand		<u>16,472</u>	<u>13,323</u>
		14,544,830	8,593,150
<b>CREDITORS FALLING DUE WITHIN ONE YEAR</b>	16	<u>13,093,766</u>	<u>14,058,150</u>
<b>NET CURRENT ASSETS/ (LIABILITIES)</b>		<u>1,451,064</u>	<u>(5,465,000)</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		26,301,862	16,952,225
<b>CREDITORS FALLING DUE AFTER MORE THAN ONE YEAR</b>	17	<u>5,666,013</u>	<u>77,643</u>
		22,035,849	16,874,580
<b>PROVISION FOR LIABILITIES AND CHARGES</b>			
Deferred taxation	19	<u>981,238</u>	<u>1,337,651</u>
		<u>21,054,611</u>	<u>18,536,929</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	20	1,940,000	1,500,000
Share premium	21	3,068,060	8,466
Revaluation reserve	21	1,272,272	1,312,238
General reserve	21	<u>15,374,279</u>	<u>12,716,225</u>
		19,714,611	14,036,929
		<u>21,654,611</u>	<u>18,536,929</u>

Approved by the Board on 8th July, 1988

J. F. G. PILKINGTON |  
N. R. PARTRIDGE | Directors

N.B. These Accounts should be read in conjunction with the notes on pages 17 to 25.



**Group Source and  
Application of Funds  
Year Ended  
31st March**

	1988		1987
	£	£	£
<b>SOURCE OF FUNDS</b>			
Profit on ordinary activities before tax after minority interests	7,409,878		4,528,171
<b>Items not involving the movement of funds:</b>			
Depreciation	6,857,438		4,852,063
Minority interests*	139,575		63,391
Exchange differences	(387,209)		(78,698)
<b>Total generated from operations</b>	<b>14,019,682</b>		<b>9,364,927</b>
<b>Funds from other sources:</b>			
Disposal of fixed assets	5,021,464		2,732,030
Movement in long term creditors*	9,725,566		3,662,670
Proceeds from shares issued*	3,199,594		-
Deferred taxation in subsidiaries acquired*	214,577		-
	<b>32,100,883</b>		<b>15,759,627</b>
<b>APPLICATION OF FUNDS</b>			
Purchase of fixed assets*	23,960,863	15,178,675	
Dividends paid	801,000	663,000	
Tax paid	2,096,010	1,081,130	
Purchase of goodwill on acquisition of subsidiary*	<u>1,501,476</u>	<u>20,359,349</u>	<u>16,922,803</u>
<b>MOVEMENT IN WORKING CAPITAL</b>	<b>3,021,534</b>		<b>(1,163,178)</b>
<b>Represented by movement in:</b>			
Stocks*	(367,086)	(179,343)	
Debtors*	(4,342,163)	(2,321,102)	
Short term creditors*	<u>4,110,327</u>	<u>372,237</u>	<u>(2,128,208)</u>
	<b>(500,922)</b>		
<b>MOVEMENT IN NET LIQUID FUNDS</b>	<b><u>3,222,612</u></b>		<b><u>(3,291,386)</u></b>

**\*ANALYSIS OF THE EFFECTS OF THE ACQUISITIONS OF AMERICAN HI-LIFT  
CORPORATION AND ACTION EQUIPMENT**

<b>Not Assets Acquired</b>		<b>Discharged By</b>	
Fixed assets	7,654,875	Shares issued	3,175,690
Goodwill	1,501,476	Long term creditors	964,208
Stocks	410,871		
Debtors	2,563,908		
Cash	113,317		
Short term creditors	(5,122,102)		
Long term creditors	(2,680,344)		
Deferred tax	(231,647)		
Minority interest	(69,766)		
	<u>4,139,988</u>		<u>4,139,988</u>

## Notes on the Accounts

### 1 STATEMENT OF ACCOUNTING POLICIES

#### (a) Accounting Convention

The accounts have been prepared under the historical cost accounting convention, modified by the revaluation of freehold land and buildings.

#### (b) Turnover

Turnover represents the value of goods and services at invoiced value exclusive of value added tax and sales between Group companies.

#### (c) Operating Leases as lessor

In accordance with SSAP21 the Group's activity is deemed to be that of an operating lessor. As such, turnover in these accounts represents operating lease revenue and assets held for use in operating leases are recorded as hire plant in Note 14 to the accounts.

#### (d) Depreciation

Depreciation on fixed assets is provided at the following annual rates, principally on the reducing balance basis:

Freehold Buildings	96
Leasehold Buildings	2
Hire Plant	term of lease
Motor Vehicles	15 20
Computers	25
Fixtures, Fittings and Office Equipment	25
	10

#### (e) Finance Leases as lessee

Lease payments in respect of agreements entered into before 1st July, 1984 are charged to profit and loss account as incurred and the equipment financed is not capitalised within fixed assets. Agreements entered into after that date are capitalised in accordance with SSAP 21.

#### (f) Stocks

Stocks of spares and loose tools have been valued at the lower of cost and net realisable value.

#### (g) Deferred Taxation

Deferred taxation is provided for future liabilities in respect of accelerated tax allowances except to the extent that these liabilities are not regarded as likely to become payable in the foreseeable future. The amounts provided take account of the normal pattern of capital expenditure and have been calculated at the current rate of corporation tax.

#### (h) Basis of Consolidation

The consolidated profit and loss account and balance sheet include accounts of the parent company and each of its subsidiaries, all of which made up accounts to 31st March, 1988.

Trading results, assets and liabilities of foreign subsidiaries are translated into sterling at the rate of exchange ruling at the balance sheet date. Translation differences are shown separately in movements on reserves.

The difference between the book value of net assets and the cost of investments in subsidiary companies at the date of acquisition is written off against reserves.

**Notes on the  
Accounts**  
continued

**2 TURNOVER AND PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION**

	Turnover		Profit before tax	
	1988 £	1987 £	1988 £	1987 £
Plant Hire — U.K.	26,505,303	21,122,068	6,367,925	3,887,640
Plant Hire — U.S.A.	9,319,251	5,758,575	1,110,034	694,183
	<u>35,824,554</u>	<u>26,880,643</u>	<u>7,477,959</u>	<u>4,581,823</u>

**3 OPERATING PROFIT**

Operating profit is stated after charging/(crediting) the following items:—

	Notes	1988 £	1987 £
Directors' emoluments	4	232,813	219,007
Employees' emoluments	9	9,273,406	7,438,511
Auditors' remuneration		45,000	36,000
Depreciation	1	7,651,147	5,701,618
Profit on disposal of plant		(793,799)	(849,555)
Finance lease payments	7	<u>438,362</u>	<u>485,172</u>

**4 DIRECTORS' EMOLUMENTS**

	1988 £	1987 £
Fees	13,312	5,500
Other emoluments including pension contributions	219,501	213,507
The Directors' remuneration disclosed above (excluding pension contributions) includes amounts paid to: Chairman, also the highest paid Director	<u>40,955</u>	<u>47,504</u>
The number of other Directors who received emoluments (excluding pension contributions) in the following ranges was		
Up to £5,000	1	2
£5,001 to £10,000	2	1
£10,001 to £15,000	3	3

**5 EMPLOYEES**

	1988 £	1987 £
Aggregate remuneration during the year:-		
Wages and salaries	8,408,143	6,716,185
Social security costs	752,911	632,590
Pension costs (Note 22)	<u>112,352</u>	<u>89,736</u>

The average number of persons employed by the Group during the year was 899 (1987 - 789).

**6 INTEREST PAYABLE**

	1988 £	1987 £
On bank loans and overdrafts	1,352,270	935,427
On hire purchase loans repayable within 5 years	<u>39,925</u>	<u>69,697</u>
	<u>1,392,195</u>	<u>1,005,124</u>

**7 FINANCE LEASES**

	1988 £
Future obligations at 31st March, 1988 under finance leases entered into before 1st July, 1984 are as follows:	
Year ending 31st March, 1989	140,000
Years ending 31st March, 1990 to 31st March, 1993 inclusive	<u>52,000</u>
Years subsequent to 31st March, 1993	<u>—</u>

No further finance lease arrangements have been entered into since 31st March, 1988.

**8 TAX ON PROFIT ON ORDINARY ACTIVITIES**

	1988 £	1987 £
The charge is made up as follows:		
Corporation tax based on the profit for the year at 35%	2,556,202	1,845,933
Transfer from deferred taxation account (note 19)	(170,146)	(404,847)
Overseas taxation	<u>278,610</u>	<u>78,705</u>
	<u>2,664,666</u>	<u>1,519,791</u>

The corporation tax charge has been increased by £170,146 (1987 - increased by £404,847) as a result of timing differences between capital allowances and depreciation, with a compensating transfer from deferred tax account.

**Notes on the  
Accounts**  
continued

**9 EXTRAORDINARY ITEMS**

The extraordinary item in 1987 consisted of a release from the deferred tax account.

**10 PROFIT ATTRIBUTABLE TO MEMBERS**

	1988 £	1987 £
Dealt with in the accounts of the holding company	4,114,288	3,023,745
Retained by subsidiary companies	<u>630,924</u>	<u>184,635</u>
	<u>4,745,212</u>	<u>3,508,380</u>

**11 DIVIDENDS**

	1988 £	1987 £
Ordinary:		
Interim paid of 4.25p per share (1987 3.54p)	306,000	255,000
Final proposed of 8.25p per share (1987 6.88p)	<u>640,200</u>	<u>495,000</u>
	<u>946,200</u>	<u>750,000</u>

**12 EARNINGS PER SHARE**

The calculation of earnings per 25p ordinary share is based on earnings of £4,745,212 (1987 £3,008,380) on 7,270,000 (1987 7,200,000) shares being the weighted average number of shares in issue during the year.

**13 INVESTMENT IN SUBSIDIARIES**

Company	1988 £	1987 £
Cost	94,000	64,000
Amounts written off	<u>30,000</u>	<u>34,000</u>
	<u>64,000</u>	<u>64,000</u>

## 14 TANGIBLE FIXED ASSETS

## (a) Group

	Land and Buildings Freehold £	Leasehold £	Hire Plant £	Motor Vehicles £	Other Assets £	Total £
Cost or Valuation at 1.4.87	4,075,239	612,996	47,597,001	2,653,631	1,063,535	56,002,402
Exchange differences	(36,492)	(4,574)	(1,924,157)	(71,548)	(32,558)	(2,069,329)
Additions	742,348	1,760	14,420,398	792,169	349,313	16,305,988
New subsidiaries	226,013	65,706	9,812,764	214,376	202,672	10,521,531
	5,007,108	675,888	69,906,006	3,588,628	1,582,962	80,760,592
Disposals	68,131	30,750	5,683,659	605,458	14,696	6,402,694
Cost or Valuation at 31.3.88	<u>4,938,977</u>	<u>645,138</u>	<u>64,222,347</u>	<u>2,983,170</u>	<u>1,568,266</u>	<u>74,357,898</u>
Depreciation at 1.4.87	290,286	68,773	23,292,312	1,420,717	477,227	25,549,315
Exchange differences	(2,202)	(3,074)	(386,913)	(21,813)	(11,482)	(425,484)
Charge for year	56,851	9,380	7,006,394	443,345	135,177	7,651,147
New subsidiaries	25,696	44,155	2,570,293	119,535	106,977	2,866,656
	370,631	119,234	32,482,086	1,961,784	707,899	35,641,634
Disposals	6,606	-	3,455,320	393,260	36,489	3,818,785
Depreciation at 31.3.88	<u>363,945</u>	<u>119,234</u>	<u>29,026,758</u>	<u>1,568,924</u>	<u>744,388</u>	<u>31,022,849</u>
Net Book Value at 31.3.88	<u>4,575,032</u>	<u>525,904</u>	<u>35,195,589</u>	<u>1,414,246</u>	<u>823,878</u>	<u>42,535,049</u>
Net Book Value at 31.3.87	<u>3,784,953</u>	<u>544,223</u>	<u>24,304,689</u>	<u>1,232,914</u>	<u>586,308</u>	<u>30,453,087</u>
N.B. Land and Buildings		1988	1987			
Long Leasehold		508,761	525,870			
Short Leasehold		17,143	18,353			
		<u>525,904</u>	<u>544,223</u>			

If Freehold Land and Buildings had not been revalued in 1982, they would have been included in tangible fixed assets at cost of £3,667,000 (1987 2,763,000)

**Notes on the  
Accounts**  
continued

**14 TANGIBLE FIXED ASSETS continued**

(b) Company		Land and Buildings		Hire Plant £	Motor Vehicles £	Other Assets £	Total £
		Freehold £	Leasehold £				
Cost or Valuation at 1.4.87		3,931,484	612,996	38,604,224	2,254,655	929,110	46,332,469
Additions		<u>76,342</u>	<u>—</u>	<u>11,269,183</u>	<u>683,908</u>	<u>235,404</u>	<u>12,264,837</u>
		4,007,826	612,996	49,873,407	2,938,563	1,164,514	58,597,306
Disposals		<u>68,131</u>	<u>30,750</u>	<u>4,900,505</u>	<u>462,633</u>	<u>5,783</u>	<u>5,467,802</u>
Cost or Valuation at 31.3.88		<u>3,939,695</u>	<u>582,246</u>	<u>44,972,902</u>	<u>2,475,930</u>	<u>1,158,731</u>	<u>53,129,504</u>
Depreciation at 1.4.87		287,424	68,773	21,846,468	1,327,290	449,209	23,979,244
Charge for year		<u>47,653</u>	<u>7,767</u>	<u>5,387,470</u>	<u>370,011</u>	<u>73,663</u>	<u>5,886,570</u>
		335,077	76,540	27,233,944	1,697,301	522,952	29,865,814
Disposals		<u>6,686</u>	<u>—</u>	<u>3,224,421</u>	<u>331,401</u>	<u>39,400</u>	<u>3,523,108</u>
Depreciation at 31.3.88		<u>328,391</u>	<u>76,540</u>	<u>24,009,523</u>	<u>1,365,900</u>	<u>562,352</u>	<u>26,342,706</u>
Net Book Value at 31.3.88		<u>3,611,304</u>	<u>505,706</u>	<u>20,963,379</u>	<u>1,110,030</u>	<u>596,379</u>	<u>26,786,798</u>
Net Book Value at 31.3.87		<u>3,644,060</u>	<u>544,223</u>	<u>16,757,786</u>	<u>827,365</u>	<u>479,821</u>	<u>22,253,255</u>

**15 DEBTORS**

	Group		Company	
	1988 £	1987 £	1988 £	1987 £
Trade debtors	10,093,089	6,491,258	7,529,362	5,223,076
Prepayments and accrued income	2,550,011	2,006,046	2,024,550	1,703,701
Other debtors	308,540	37,616	29,107	24,204
Amounts owed by subsidiary companies	—	—	4,021,519	694,111
	<u>12,952,540</u>	<u>8,534,920</u>	<u>13,604,538</u>	<u>7,645,092</u>

## 16 CREDITORS FALLING DUE WITHIN ONE YEAR

	Group		Company	
	1988	1987	1988	1987
	£	£	£	£
Bank borrowings (note 18)	3,589,877	6,468,932	1,557,793	5,206,432
Current hire purchase instalments	531,112	175,888	188,998	175,888
Trade creditors	7,193,568	5,014,253	6,762,722	4,758,601
Corporation tax	2,722,464	1,967,227	2,543,587	1,894,187
Advance corporation tax	326,578	287,237	326,578	287,237
Proposed dividend	640,200	495,000	640,200	495,000
Other creditors	946,206	778,404	553,914	721,665
Accruals	1,464,789	722,816	512,810	353,734
Amounts owed to subsidiary companies	-	-	7,164	169,400
	<u>17,414,794</u>	<u>15,909,757</u>	<u>13,093,766</u>	<u>14,058,150</u>

## 17 CREDITORS FALLING DUE AFTER ONE YEAR

	Group		Company	
	1988	1987	1988	1987
	£	£	£	£
Bank borrowings (note 18)	15,387,176	6,262,577	5,000,000	-
Hire purchase instalments	1,344,629	77,649	666,013	77,649
	<u>16,731,801</u>	<u>6,340,222</u>	<u>5,666,013</u>	<u>77,649</u>

## 18 BANK BORROWINGS

	Group		Company	
	1988	1987	1988	1987
	£	£	£	£
Due within one year:				
U.K.	1,557,793	5,206,432	1,557,793	5,206,432
Overseas	2,032,034	1,262,580	-	-
	<u>3,589,877</u>	<u>6,468,932</u>	<u>1,557,793</u>	<u>5,206,432</u>
Due within two and five years:				
U.K.	5,000,000	-	5,000,000	-
Overseas	10,387,176	6,262,577	-	-
Total borrowings:	<u>18,977,053</u>	<u>12,731,509</u>	<u>6,557,793</u>	<u>5,206,432</u>

The Company's U.K. bankers hold a mortgage and general charge over the assets of Vibroplant plc and Vibroplant Investments Limited with composite cross guarantees.

The overseas borrowing is secured by foreign subsidiary assets, guaranteed by Vibroplant plc.



**Notes on the  
Accounts**  
continued

**19 DEFERRED TAXATION**

Deferred taxation provided in the accounts and the total potential liability, including the amounts for which provision has been made, are as follows:-

Group	Amount provided		Total potential liability	
	1988	1987	1988	1987
	£	£	£	£
Tax effect of timing differences due to:-				
Accelerated capital allowances	1,634,664	1,590,233	3,593,000	3,465,000
Revaluation and sale of properties	—	—	—	394,000
	<u>1,634,664</u>	<u>1,590,233</u>	<u>3,593,000</u>	<u>3,859,000</u>
Less: Advance Corporation Tax	213,400	183,082	213,400	183,082
	<u>1,421,264</u>	<u>1,407,151</u>	<u>3,379,600</u>	<u>3,675,918</u>
<b>Company</b>				
Tax effect of timing differences due to:-				
Accelerated capital allowances	1,194,638	1,520,733	3,153,000	3,395,000
Revaluation and sale of properties	—	—	—	394,000
	<u>1,194,638</u>	<u>1,520,733</u>	<u>3,153,000</u>	<u>3,789,000</u>
Less: Advance Corporation Tax	213,400	183,082	213,400	183,082
	<u>981,238</u>	<u>1,337,651</u>	<u>2,939,600</u>	<u>3,605,918</u>

The movements on the Group provision for deferred taxation are as follows:-

	£
Balance at 1st April, 1987	1,590,233
Released in year (note 8)	(170,146)
New subsidiaries	214,577
Balance at 31st March, 1988	<u>1,634,664</u>

**20 SHARE CAPITAL**

	1988	1987
	£	£
Authorised: 12,000,000 (1987: 8,000,000) ordinary shares of 25p each	3,000,000	2,000,000
Allotted, called up and fully paid: 7,760,000 (1987: 6,000,000) ordinary shares of 25p each	1,940,000	1,500,000

The issued share capital of the Company was increased by 1,200,000 shares on 11th July 1987 following a one for five capitalisation issue.

560,000 shares were issued in February, 1988 to satisfy the consideration for the acquisition of American Hi Lift Corporation.

The following options have been granted under the Vibroplant plc Executive Share Option Scheme:

Date of grant	Number of shares	Option price per share £
12th March, 1987	36,000	4.18
5th August, 1987	6,000	6.75

Options are normally exercisable between the third and tenth anniversaries of the date of grant.

## 21 RESERVES

	General £	Revaluation £	Share Premium £
<b>Group</b>			
Balance at 1st April, 1987	13,865,669	1,312,238	8,466
Transfer on property realisation	39,966	(39,966)	—
Capitalisation issue July, 1987	(300,000)	—	—
Share issue February, 1988	—	—	3,059,594
Goodwill written off	(1,501,476)	—	—
Deficit on translation of foreign subsidiaries	(387,209)	—	—
Retained profit for year	3,799,012	—	—
Balance at 31st March, 1988	<u>15,515,962</u>	<u>1,272,272</u>	<u>3,068,060</u>
<b>Company</b>			
Balance at 1st April, 1987	12,716,225	1,312,238	8,466
Transfer on property realisation	39,966	(39,966)	—
Capitalisation issue July, 1987	(300,000)	—	—
Share issue February, 1988	—	—	3,059,594
Retained profit for year	2,918,088	—	—
Balance at 31st March, 1988	<u>15,374,279</u>	<u>1,272,272</u>	<u>3,068,060</u>

## 22 PENSION COMMITMENTS

The Group has a contributory pension scheme designed to provide retirement benefits for eligible employees. The Group's cost of these benefits is determined by actuarial valuation and is charged against profit and loss account.

## 23 CAPITAL COMMITMENTS

	Fixed Plant
Contracted Group expenditure	<u>£2,000,000</u>

## 24 PRINCIPAL SUBSIDIARY COMPANIES

The interests of Vibroplant plc in its subsidiaries, which are incorporated in Great Britain unless otherwise indicated, are as follows.

Subsidiary	Activity	Holding	Interest capital (number of shares)
Vibroplant Investment Limited	Holding company	100%	10,000
Aero USA Incorporated* (USA)	Holding company	100%	475,000
Florida Hi Lift Corporation* (USA)	Plant hire	98%	50,000
Georgia Hi Lift Corporation* (USA)	Plant hire	98%	50,000
American Aerial Lift Incorporated* (USA)	Plant hire	91%	250,000
American Hi Lift Corporation* (USA)	Plant hire	96%	247,100

\* Indirect holdings of Vibroplant plc

## Five Year Record

	1984 £	1985 £	1986 £	1987 £	1988 £
Turnover	<u>20,007,066</u>	<u>19,679,275</u>	<u>21,734,814</u>	<u>26,880,643</u>	<u>35,824,554</u>
Profit on ordinary activities	1,857,013	2,462,025	3,286,162	4,581,823	7,477,959
Taxation	<u>(960,361)</u>	<u>(1,127,476)</u>	<u>(1,160,074)</u>	<u>(1,519,791)</u>	<u>(2,664,666)</u>
Profit after Taxation	896,652	1,334,549	2,126,088	3,062,032	4,813,293
Minority Interests	<u>12,500</u>	<u>(13,768)</u>	<u>(30,207)</u>	<u>(53,652)</u>	<u>(68,081)</u>
	909,152	1,320,781	2,095,881	3,008,380	4,745,212
Extraordinary Items	<u>(416,162)</u>	<u>107,653</u>		<u>500,000</u>	
Profit attributable to Members	492,970	1,428,434	2,095,881	3,509,380	4,745,212
Dividends	<u>(352,000)</u>	<u>(468,000)</u>	<u>(630,000)</u>	<u>(750,000)</u>	<u>(946,200)</u>
Share Capital	1,500,000	1,500,000	1,500,000	1,500,000	1,940,000
Reserves	<u>10,304,214</u>	<u>11,173,956</u>	<u>12,506,691</u>	<u>15,186,373</u>	<u>19,056,294</u>
Total Shareholders' Funds	<u>11,804,214</u>	<u>12,673,956</u>	<u>14,006,691</u>	<u>16,686,373</u>	<u>21,796,294</u>

## Share Statistics

Asset Value	163.95p	176.65p	194.53p	231.76p	280.88p
Earnings	12.63p	18.34p	29.11p	41.78p	65.27p
Dividend	6.66p	7.50p	8.76p	10.43p	12.50p
Times Covered	1.40	3.65	3.33	4.63	5.01

**Annual  
General Meeting  
FORM OF PROXY**

I/We .....  
(BLOCK LETTERS)

of .....  
.....

being a registered holder(s) of\* ..... Ordinary shares in the capital  
of Vibroplant plc hereby appoint the Chairman of the Meeting, or (note 2)

..... as my/our Proxy to vote for me/us on my/our  
behalf at the Annual General Meeting of the Company to be held on Monday,  
1st August, 1988 and at any adjournment thereof.

**RESOLUTIONS**

1. To receive and adopt the Report and Accounts  
for the year ended 31st March, 1988.
2. To declare a final dividend.
3. To re-elect Directors Mrs. M. A. Pilkington.  
  
Mr. S. H. J. A. Knott.
4. To re-appoint Messrs. Learoyd & Longbottom as  
Auditors and to authorise the Directors to fix  
their remuneration.
5. To revoke all existing authorities to allot shares.
6. To approve the new authority to allot shares.
7. To approve the new disapplication of pre-emption  
rights.
8. To approve the sub-division of ordinary shares.

for	against

Dated this ..... day of ..... 1988

Signature .....

1. Please indicate how you wish your votes to be cast. If you do not indicate how you wish your Proxy to cast your votes on any particular matter, the Proxy will exercise his discretion whether or how to vote or abstain or not to vote at all.
2. If you prefer to appoint several proxies or persons as your Proxy, strike out the words "this Proxy" at the beginning of the text and insert in the blank space the name of the person preferred and initial the alteration.
3. In this case of joint holders, only one of them signs the vote of the joint holder who tenders a vote will otherwise be counted.
4. If the instrument is a Corporation this form must be executed either under its common seal or under the hand of its officer or attorney duly authorised in writing.
5. For the alteration this Proxy must be completed, signed and must be lodged (together with any power of attorney or duly certified copy thereof under which this Proxy is signed) at the Registered Office of the Company at Prospect Road, Skarbeck, Harrogate, HG5 7PW not less than 48 hours before the time appointed for the meeting.
6. Insert the number of ordinary shares in respect of which the form of Proxy is given. If the number is not inserted, the form of Proxy will be taken to have been given in respect of all ordinary shares held.

THIRD FOLD AND TUCK IN

BUSINESS REPLY SERVICE  
Licence Number LS 1583

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FIRST FOLD

Vibroplant plc,  
Prospect Road,  
Starbeck,  
Harrogate,  
North Yorkshire,  
HG2 7YJ..

FOR A CATALOGUE ORDER