

THE REED EXHIBITION COMPANIES LIMITED  
(REGISTERED NUMBER 678540)

DIRECTORS' REPORT AND ACCOUNTS

31 December 1993



\*AJXJW2YK\*

AC3 RECEIPT DATE: 15/07/94

## **THE REED EXHIBITION COMPANIES LIMITED**

### **DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 1993**

The directors present their report and the audited accounts of the company for the year ended 31 December 1993.

The accounts are prepared for the 12 months ended 31 December 1993. The comparative figures are for the 9 month period ended 31 December 1992.

#### **PRINCIPAL ACTIVITY**

The company's principal activity during the year was exhibition organising.

#### **BUSINESS REVIEW AND FUTURE DEVELOPMENTS**

On 1 January 1993, the ultimate parent undertaking, Reed International P.L.C., and Elsevier NV, merged their respective businesses. The ultimate parent undertaking from that date is Reed Elsevier P.L.C. which is equally owned by Reed International P.L.C. and Elsevier NV.

#### **RESULTS AND DIVIDENDS**

The company's profit for the period and the transfer to reserves is shown on page 5. Interim dividends of £2,500,000 (£12,000,000 to 31 December 1992) were paid on the company's ordinary shares during the year. No final dividend is recommended.

#### **SUBSEQUENT EVENTS**

On 7 January 1994, Reed International Books Limited acquired the Button Design business and certain assets of the Button Group Limited at their fair market value. On 13 January 1994 The Reed Exhibition Companies Limited sold its shareholding in Button Group Limited to the minority shareholder of that company for a nominal sum, details of which are given in note 21 to the accounts.

#### **TANGIBLE FIXED ASSETS**

The changes in tangible fixed assets during the year are detailed in note 10 to the accounts.

## **THE REED EXHIBITION COMPANIES LIMITED**

### **DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 1993**

#### **DIRECTORS AND THEIR INTERESTS**

The directors who served during the year ended 31st December 1993, are shown below.

M J Rusbridge	(Chairman)
T Caridi *	
P N Forster	
K P Greetham	(resigned 30 June 93)
R C Marriott	
D Palmer	(resigned 11 June 93)
A Potter	
S Richardson	(resigned 22 October 1993)
I J D Robinson	(resigned 12 February 93)
P G B Robinson	
P Ullo *	
A J Joseph	
A Wallis	(appointed 2 November 1993)
M R Whibley	(appointed 2 November 1993)
V Thompson	(appointed 2 November 1993)
W R Morris	(appointed 2 November 1993)
R C Rees	(appointed 2 November 1993)
T G Heinersdorff	(appointed 24 March 1994)

\* Non - UK based directors

It is with regret that the directors report the death of Mr Alec Potter on 19 April 1994.

There are no directors interests requiring disclosure under the Companies Act 1985.

During the period the company maintained liability insurance for its directors and officers.

#### **STATEMENT OF DIRECTORS RESPONSIBILITIES**

The directors are required by English company law to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the company and its subsidiary and associated undertakings as at the end of that period and of profits or loss for that period. The directors are also required to maintain adequate accounting records.

Suitable accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates have been used in the preparation of the financial statements. Applicable accounting standards have been followed.

The directors are responsible to the company for taking reasonable steps to safeguard its assets and to prevent and detect fraud and other irregularities.

**THE REED EXHIBITION COMPANIES LIMITED**

**DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 1993**

**EMPLOYEE INVOLVEMENT**

The company is fully committed to the concept of employee involvement and participation.

Major announcements are communicated to employees through an internal briefing system.

The Reed Elsevier P.L.C. SAYE Share Option Scheme allows employees to participate in the growth of the company.

An annual report is distributed to all employees, describing the major events and financial results of the company.

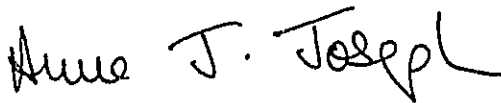
**EMPLOYMENT POLICY**

The company is an equal opportunity employer. It does not discriminate on the grounds of race, sex, religion, physical handicap or marital status in its recruitment or other employment policies.

**AUDITORS**

A resolution to appoint Touche Ross & Co as the auditors in place of Price Waterhouse will be proposed at an Extraordinary General Meeting.

By Order of the Board



A Joseph  
Company Secretary

23 May 1994

*Price Waterhouse*



**AUDITORS' REPORT TO THE MEMBERS OF  
REED EXHIBITION COMPANIES (UK) LIMITED**

We have audited the financial statements on pages 5 to 18 which have been prepared under the historical cost convention and the accounting policies set out on pages 7 and 8.

Respective responsibilities of directors and auditors

As described on page 2 the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the circumstances of the company and the group, 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 mis-statement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the company as at 31 December 1993 and of the loss of the company for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

*Paul Waterhouse*

**PRICE WATERHOUSE**  
**Chartered Accountants**  
**and Registered Auditors**

23 May 1994

**THE REED EXHIBITION COMPANIES LIMITED**

**PROFIT AND LOSS ACCOUNT  
FOR THE YEAR ENDED 31 DECEMBER 1993**

	<u>NOTES</u>	12 months ended <u>31 December</u> <u>1993</u>	9 months ended <u>31 December</u> <u>1992</u>
<b>TURNOVER</b>	<b>2</b>	<b>34,148,593</b>	<b>31,228,780</b>
External charges		(24,413,437)	(23,461,723)
Staff costs	<b>3</b>	(5,499,555)	(4,220,915)
Depreciation and other amounts written off fixed assets		(1,084,310)	(625,269)
Exceptional items	<b>5</b>	<u>(5,286,564)</u>	<u>(1,203,483)</u>
<b>OPERATING (LOSS)/PROFIT</b>		<b>(2,135,273)</b>	<b>1,717,390</b>
Income from shares in associated undertakings		-	18,295
Interest receivable and similar income	<b>6</b>	170,174	581,264
Interest payable and similar charges	<b>6</b>	<u>(159,476)</u>	<u>(151,808)</u>
<b>(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		<b>(2,124,575)</b>	<b>2,165,141</b>
Tax on (loss)/profit on ordinary activities	<b>7</b>	<u>39,495</u>	<u>(1,081,845)</u>
<b>(LOSS)/PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION FOR THE PERIOD</b>		<b>(2,085,080)</b>	<b>1,083,296</b>
Ordinary dividends paid and proposed	<b>8</b>	<u>(2,500,000)</u>	<u>(12,000,000)</u>
<b>RETAINED LOSS FOR THE PERIOD</b>		<b>(4,585,080)</b>	<b>(10,916,704)</b>
Retained profit at 1 January 1993		6,738,179	18,148,229
Exchange loss on long term intercompany indebtedness		-	<u>(493,346)</u>
<b>RETAINED PROFIT AT 31 DECEMBER 1993</b>		<b><u>£2,153,099</u></b>	<b><u>£6,738,179</u></b>

The company has no recognised gains and losses other than the profits above and therefore no separate statement of total recognised gains and losses has been presented.

The notes on pages 7 to 18 form part of these accounts.

# THE REED EXHIBITION COMPANIES LIMITED

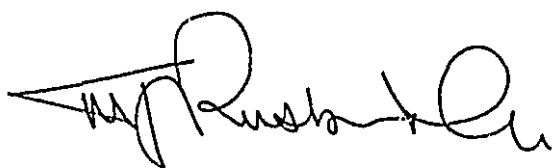
## BALANCE SHEET AS AT 31 DECEMBER 1993

	Notes	31 December 1993	31 December 1992
<b>FIXED ASSETS</b>			
Intangible assets	9	9,807,570	12,795,474
Tangible assets	10	1,768,091	2,535,855
Investments	11	<u>7,143,875</u>	<u>7,218,865</u>
		18,719,536	22,550,194
<b>CURRENT ASSETS</b>			
Debtors: amounts falling due within one year	12	9,112,977	7,336,316
Debtors: amounts falling due after more than one year	12	5,274,217	5,520,001
Cash at bank and in hand		<u>1,108,728</u>	<u>153,191</u>
		15,495,922	13,009,508
<b>CREDITORS (amounts falling due within one year)</b>	13	<u>(15,681,660)</u>	<u>(15,566,182)</u>
<b>NET CURRENT LIABILITIES</b>		<u>(185,738)</u>	<u>(2,556,674)</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		18,533,798	19,993,520
<b>CREDITORS (amounts falling due after more than one year)</b>	13	(15,129,591)	(11,770,615)
<b>PROVISIONS FOR LIABILITIES AND CHARGES</b>	15	<u>(177,508)</u>	<u>(411,126)</u>
<b>NET ASSETS</b>		<u>£3,226,699</u>	<u>£7,811,779</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	17	531,260	531,260
Share premium account		542,340	542,340
Profit and loss account		<u>2,153,099</u>	<u>6,738,179</u>
<b>SHAREHOLDERS' FUNDS</b>		<u>£3,226,699</u>	<u>£7,811,779</u>

On behalf of the Board

DIRECTOR

MJ Rusbridge



23 May 1994

The notes on page 7 to 18 form part of these accounts.

# **THE REED EXHIBITION COMPANIES LIMITED**

## **NOTES ON THE ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 1993**

### **1 ACCOUNTING POLICIES**

#### **Compliance with accounting standards**

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

#### **Accounting Period**

The accounts are prepared for the 12 months ended 31 December 1993. The comparative figures are for the 9 month period ended 31 December 1992.

#### **Cash Flow Statement and Group Accounts**

Group accounts including a cash flow statement are prepared by the ultimate parent undertaking. The company is therefore not required to prepare group accounts under Section 228 of the Companies Act 1985, and a cash flow statement is not required under Financial Reporting Standard 1.

#### **Intangible assets**

Exhibition titles and rights are stated at fair value on acquisition and are not revalued. Having no finite economic life, amortisation is not provided. Subject to annual review, any permanent impairment of value is written-off against profit. Internally developed intangible assets are not recognised.

#### **Tangible fixed assets and depreciation**

Plant, fixtures and fittings are stated in the balance sheet at cost less accumulated depreciation. Depreciation has been provided on a basis that will write off the book amount of these assets over their expected useful life. The depreciation rates for plant and equipment are from 10% to 33% on cost per annum. Leasehold land and buildings are depreciated over the unexpired lease term.

#### **Investments**

Investments are stated at cost less amounts written off or provided for any permanent diminution in value.

#### **Deferred income**

The amount included in creditors for deferred income represents revenue received less direct expenditure incurred on future exhibitions.

#### **Turnover**

Turnover represents the invoice value of space sold and other revenue received in respect of exhibitions held during the period, excluding VAT.



# THE REED EXHIBITION COMPANIES LIMITED

## NOTES ON THE ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 1993

### 1 ACCOUNTING POLICIES (CONTINUED)

#### Taxation

Deferred taxation is provided, using the liability method to take account of timing differences between the treatment of items for taxation and accounting purposes where it is considered that a liability or asset will crystallise.

#### Translation of overseas currencies into Sterling

Profit and loss items are translated at appropriate average exchange rates; assets and liabilities at rates applying at balance sheet dates. The currency gains or losses on trading items are taken to the profit and loss account. Other currency gains or losses relating to long term loans which finance group companies are taken direct to reserves.

#### Pensions

The Reed Pension Scheme and Reed Executive Pension Scheme (defined benefit schemes) are administered on a Reed Elsevier P.L.C. group basis and total contributions are assessed by a qualified actuary based on the cost of providing pensions across all participating Reed Elsevier P.L.C. group companies. Costs are not determined separately for each participating company hence contributions are charged to the profit and loss account in the period on the basis of amounts payable.

#### Leases

Rentals under operating leases are charged, as incurred, to the profit and loss account, over the lease term. The company does not hold any assets under finance leases.

### 2 SEGMENT INFORMATION

Turnover and profit before taxation arise solely from exhibition organising, which is a continuing operation.

The geographical analysis of the company's turnover is as follows:

	12 months ended <u>31 December</u> <u>1993</u>	9 months ended <u>31 December</u> <u>1992</u>
United Kingdom	32,320,040	30,285,374
Europe	1,828,553	943,406
	<u>£34,148,593</u>	<u>£31,228,780</u>

# THE REED EXHIBITION COMPANIES LIMITED

## NOTES ON THE ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 1993

	12 months ended <u>31 December</u> <u>1993</u>	9 months ended <u>31 December</u> <u>1992</u>
<b>3 PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		
Profit on ordinary activities before taxation is stated after charging/(crediting):		
Auditor's remuneration (audit fees)	£33,100	£37,440
Auditor's remuneration (non audit fees)	£70,732	£69,541
Hire of plant and machinery	£49,025	£102,602
Operating lease rentals - land and buildings	£823,792	£517,375
Foreign exchange loss	£77,620	£844,971
Sublease income from operating leases	(£19,270)	-
Staff costs (including directors)		
Wages and salaries	4,934,715	3,855,138
Social security costs	563,576	340,843
Other pension costs	<u>1,264</u>	<u>24,934</u>
	<u>£5,499,555</u>	<u>£4,220,915</u>
Average number of employees during the period:		
Administration/organising	86	85
Sales/marketing	<u>116</u>	<u>139</u>
	<u>202</u>	<u>224</u>

## 4 PENSIONS

The company participates in the Reed Pension scheme and the Reed Executive Pension scheme. These schemes are of the defined benefit type providing benefits to certain employees within the Reed Elsevier P.L.C. group and their assets are held separately from the groups assets.

The total pension costs for the company were £1,264 (31 December 1992 - £24,934). From the 1st April 1989 on the recommendation of the group's actuaries no ordinary company contributions have been made to the group scheme.

An interim review of the Reed Pension Scheme was carried out as at 5 April 1993. Details of this interim review are contained in the financial statements of Reed Elsevier P.L.C. and the Reed Elsevier Annual Review 1993.

# THE REED EXHIBITION COMPANIES LIMITED

## NOTES ON THE ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 1993

	12 months ended 31 December 1992	9 months ended 31 December 1992
<b>5 EXCEPTIONAL ITEMS AND OPERATING COSTS</b>		
Restructuring and rationalisation costs	3,690,954	1,203,483
Provision for permanent diminution in value of Intangible Assets and Investments	<u>1,595,610</u>	<u>-</u>
	<u>£5,286,564</u>	<u>£1,203,483</u>

Operating costs which have been charged to the profit & loss account comprise:

	1993			1992		
	Other	Exceptional costs	Total	Other	Exceptional costs	Total
External Charges	24,413,437	1,910,136	26,323,573	23,461,723	1,045,013	24,506,736
Staff costs	5,499,555	1,780,818	7,280,373	4,220,915	158,470	4,379,385
Depreciation and other amounts written off fixed assets	<u>1,084,310</u>	<u>1,595,610</u>	<u>2,679,920</u>	<u>625,269</u>	<u>-</u>	<u>625,269</u>
	<u>30,997,302</u>	<u>5,286,564</u>	<u>36,283,866</u>	<u>28,307,907</u>	<u>1,203,483</u>	<u>29,511,390</u>

## 6 INTEREST

### Interest receivable and similar income

Interest receivable from fellow subsidiary undertakings	-	471,486
Other interest receivable	<u>170,174</u>	<u>109,778</u>
	<u>£170,174</u>	<u>£581,264</u>

### Interest payable and similar charges

Interest payable to fellow subsidiary undertakings	159,341	144,744
Other short term interest payable	<u>135</u>	<u>7,064</u>
	<u>£159,476</u>	<u>£151,808</u>

THE REED EXHIBITION COMPANIES LIMITED

NOTES ON THE ACCOUNTS  
FOR THE YEAR ENDED 31 DECEMBER 1993

	12 months ended 31 December 1993	9 months ended 31 December 1992
<b>7 TAXATION</b>		
Taxation on profit on ordinary activities:		
UK corporation tax at 33% (31 December 1992 - 33%)	808,828	1,876,601
Less relief for overseas taxation	<u>(30,272)</u>	<u>(81,545)</u>
	778,556	1,795,056
Overseas taxation	30,272	81,545
Deferred taxation	(848,323)	(881,000)
Prior year corporation tax	<u>-</u>	<u>86,244</u>
	<u>£(39,495)</u>	<u>£1,081,845</u>
<b>8 DIVIDENDS PAID AND PROPOSED</b>		
Interim dividends paid	£2,500,000	£12,000,000
£475.29 per ordinary share (31 December 1992 £2,281.37 per ordinary share).	<u>-</u>	<u>-</u>
No final dividend is recommended.		
<b>9 INTANGIBLE ASSETS</b>		<u>Exhibition titles and rights</u>
Cost as at 1 January 1993		12,795,474
Disposals		(1,472,294)
Amounts written off for permanent diminution in value		<u>(1,515,610)</u>
Cost as at 31 December 1993		<u>£9,807,570</u>

Disposals reflect the cost of those exhibitions sold during the year. These disposals have been charged in the profit and loss account as part of the restructuring and rationalisation cost as disclosed in note 5.

THE REED EXHIBITION COMPANIES LIMITED

NOTES ON THE ACCOUNTS  
FOR THE YEAR ENDED 31 DECEMBER 1993

10 TANGIBLE ASSETS

	Short leasehold land and buildings	Vehicles and equipment	Total
<u>Cost</u>			
At 1 January 1993	363,833	5,250,081	5,613,914
Additions	-	651,720	651,720
Disposals	-	(2,603,018)	(2,603,018)
	<hr/>	<hr/>	<hr/>
At 31 December 1993	363,833	3,298,783	3,662,616
	<hr/>	<hr/>	<hr/>
<u>Accumulated depreciation</u>			
At 1 January 1993	54,691	3,023,368	3,078,059
Charged to profit and loss account	10,652	1,073,658	1,084,310
Disposals	-	(2,267,844)	(2,267,844)
	<hr/>	<hr/>	<hr/>
At 31 December 1993	65,343	1,829,182	1,894,525
	<hr/>	<hr/>	<hr/>
<u>Net book amount</u>			
At 31 December 1993	298,490	1,469,601	1,768,091
	<hr/>	<hr/>	<hr/>
At 31 December 1992	309,142	2,226,713	2,535,855
	<hr/>	<hr/>	<hr/>
	31 December 1993	31 December 1992	
Future capital expenditure not provided in the accounts:-			
Authorised by the directors but contracts not yet placed		£61,160	£25,000
		<hr/>	<hr/>
Contracts placed		£-	£-
		<hr/>	<hr/>

# THE REED EXHIBITION COMPANIES LIMITED

## NOTES ON THE ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 1993

### 11 INVESTMENTS

Shares in group  
undertakings at cost

At 1 January 1993	7,218,865
Additions	5,010
Amounts written off for permanent diminution in value	(80,000)
	<hr/>
At 31 December 1993	£7,143,875
	<hr/>

Details of companies (excluding dormant companies) in which the company holds more than 10% of any class of equity share capital or more than 10% of the total allotted share capital are given below:

Neptune Limited	100%
Button Group Limited	80%
International Exhibition Organisation Limited	100%
Cahners Asia Limited	100%
Evan Steadman Communications Group Limited	100%
Northern Antique Dealer's Fair Limited	100%
BADA - Reed Exhibitions Limited	55%

All of the above companies are registered and operating in England. The principal activities of the above companies are exhibition organising and design.

During the year the company disposed of its 50% holding in BCC (Exhibitions) Limited to Turret P.L.C. for a profit of £153,910.

At 31 December 1993 the company held a 50% interest in an unincorporated joint venture with Picon. The principal activity of the joint venture is exhibition organising, which is undertaken at Oriel House, 26 The Quadrant, Richmond, Surrey.

The directors consider the market value of the company's investments to be not less than their carrying value.

# THE REED EXHIBITION COMPANIES LIMITED

## NOTES ON THE ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 1993

	31 December 1993	31 December 1992
<b>12 DEBTORS</b>		
<b>Amounts falling due within one year:</b>		
Trade debtors	311,767	147,322
Amounts owed by ultimate parent and fellow subsidiary undertakings	1,600,035	1,533,158
Amounts owed by subsidiary undertakings	1,153,591	337,725
Other debtors	5,007,873	5,085,049
Prepayments	575,262	233,062
Deferred Taxation (Note 16)	464,449	-
	<u>£9,112,977</u>	<u>£7,336,316</u>
<b>Amounts falling due after more than one year:</b>		
Amounts owed by subsidiary undertakings	4,893,543	5,520,001
Deferred Taxation (Note 16)	380,674	-
	<u>£5,274,217</u>	<u>£5,520,001</u>
<b>13 CREDITORS</b>		
<b>Amounts falling due within one year:</b>		
Bank overdraft	-	483
Trade creditors	479,837	1,948,374
Amounts owed to ultimate parent and fellow subsidiary undertakings	2,641,068	2,617,161
Other creditors	7,364,888	7,852,233
Other taxes and social security	264,779	178,217
Corporation tax	1,268,186	2,230,795
Accruals and net deferred income	3,662,902	738,919
	<u>£15,681,660</u>	<u>£15,566,182</u>

**THE REED EXHIBITION COMPANIES LIMITED**

**NOTES ON THE ACCOUNTS  
FOR THE YEAR ENDED 31 DECEMBER 1993**

	31 December <u>1993</u>	31 December <u>1992</u>
<b>13 CREDITORS (continued)</b>		
Amounts falling due after more than one year:		
Amounts owed to ultimate parent and fellow subsidiary undertakings	14,588,439	11,196,659
Amounts owed to subsidiary undertakings	<u>541,152</u>	<u>573,956</u>
	<u>£15,129,591</u>	<u>£11,770,615</u>

**14 OPERATING LEASE COMMITMENTS**

Commitments exist for operating lease rentals as follows:

	<u>31 December 1993</u>		<u>31 December 1992</u>	
	<u>Plant &amp; Machinery</u>	<u>Land &amp; Buildings</u>	<u>Plant &amp; Machinery</u>	<u>Land &amp; Buildings</u>
Expiry of operating leases falling due:				
Within one year	-	18,300	4,480	10,100
Between one and five years	6,178	151,700	22,151	28,500
After five years	<u>-</u>	<u>669,450</u>	<u>-</u>	<u>790,575</u>
	<u>£6,178</u>	<u>£839,450</u>	<u>£26,631</u>	<u>£829,175</u>

**15 PROVISIONS FOR LIABILITIES  
AND CHARGES**

	<u>Deferred Taxation</u>	<u>Acquisitions</u>	<u>Total</u>
At 1 January 1993	3,200	407,926	411,126
Utilised in the year	-	(230,418)	(230,418)
Transferred to profit and loss	<u>(3,200)</u>	<u>-</u>	<u>(3,200)</u>
At 31 December 1993	<u>-</u>	<u>177,508</u>	<u>177,508</u>



**THE REED EXHIBITION COMPANIES LIMITED**

**NOTES ON THE ACCOUNTS  
FOR THE YEAR ENDED 31 DECEMBER 1993**

**16 DEFERRED TAXATION**

	<u>31 December 1993</u>		<u>31 December 1992</u>	
	<u>Provided</u>	<u>Not Provided</u>	<u>Provided</u>	<u>Not Provided</u>
Accelerated capital allowances	-	(116,913)	3,200	61,000
Other timing differences:				
Within one year	(464,449)	(120,430)	-	-
More than one year	<u>(380,674)</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<u>£(845,123)</u>	<u>£(237,343)</u>	<u>£3,200</u>	<u>£61,000</u>

**17 CALLED UP SHARE CAPITAL**

	<u>31 December 1993</u>	<u>31 December 1992</u>
Issued, allotted and fully paid:		
Ordinary shares of 100p each	5,260	5,260
Deferred shares of 100p each	<u>526,000</u>	<u>526,000</u>
	<u>£531,260</u>	<u>£531,260</u>
Authorised:		
Ordinary shares of 100p each	39,260	39,260
Deferred shares of 100p each	<u>526,000</u>	<u>526,000</u>
	<u>£565,260</u>	<u>£565,260</u>

**18 RECONCILIATION OF MOVEMENT IN SHAREHOLDERS FUNDS**

At 1 January 1993	7,811,779	19,221,829
(Loss) / profit for the period	(2,085,080)	1,083,296
Exchange loss on long term intercompany indebtedness	-	(493,346)
Dividends	<u>(2,500,000)</u>	<u>(12,000,000)</u>
At 31 December 1993	<u>£3,226,699</u>	<u>£7,811,779</u>

# THE REED EXHIBITION COMPANIES LIMITED

## NOTES ON THE ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 1993

	12 months ended 31 December 1993	9 months ended 31 December 1992
<b>19 DIRECTORS' EMOLUMENTS</b>		
Payments to directors of the company:		
Emoluments	822,373	597,376
Compensation for loss of office	<u>140,736</u>	<u>-</u>
	<u>£963,109</u>	<u>£597,376</u>

The number of directors (other than those who worked wholly or mainly outside the UK) in each range of emoluments (excluding pension contributions and compensation for loss of office) was as follows:

The Chairman and highest paid director	<u>£165,145</u>	<u>£107,383</u>
All UK directors:		
	<u>Number</u>	<u>Number</u>
£ 5,001 - £10,000	3	-
£10,001 - £15,000	3	-
£30,001 - £35,000	-	1
£35,001 - £40,000	-	1
£40,001 - £45,000	-	2
£45,001 - £50,000	-	1
£50,001 - £55,000	-	2
£55,001 - £60,000	2	-
£60,001 - £65,000	1	-
£65,001 - £70,000	-	1
£70,001 - £75,000	1	-
£80,001 - £85,000	1	1
£105,001 - £110,000	1	1
£110,001 - £115,000	1	-
£145,001 - £150,000	1	-
£165,001 - £170,000	1	-

In addition to the above Roger Marriott received £233,500 on 14 January 1994 as deferred consideration in accordance with arrangements made following the purchase of Microwave Exhibitions and Publications Limited.

## **THE REED EXHIBITION COMPANIES LIMITED**

### **NOTES ON THE ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 1993**

#### **20 ULTIMATE PARENT UNDERTAKING**

The company's ultimate parent undertaking is Reed Elsevier PLC, a company registered in England. Copies of the consolidated accounts of Reed Elsevier P.L.C. may be obtained from its registered office at 6, Chesterfield Gardens, London, W1A 1EJ. Reed Elsevier P.L.C. is jointly owned by Reed International P.L.C. ( a company registered in England) and Elsevier NV ( a company incorporated in the Netherlands.)

#### **21 SUBSEQUENT EVENTS**

On 13 January 1994 the company sold its shareholding in Button Group Limited to the minority shareholder of that company for a nominal sum. The resulting loss on disposal was £656,006 which was offset by a dividend of £1,511,000 received prior to the disposal. These amounts have not been reflected in the accounts for the year ended 31 December 1993.