THE REED EXHIBITION COMPANIES LIMITED (REGISTERED NUMBER 678540)

DIRECTORS' REPORT AND ACCOUNTS

31 December 1992



DIRECTORS' REPORT FOR THE PERIOD ENDED 31 DECEMBER 1992

The directors present their report and the audited accounts of the company for the nine months ended 31 December 1992.

The company has changed its accounting reference date to 31 December. The profit and loss account has been prepared for the nine months to 31 December 1992 and the balance sheet has been prepared as at that date.

PRINCIPAL ACTIVITY

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

BUSINESS REVIEW AND FUTURE DEVELOPMENTS

On 1 April 1992 the trade, assets and liabilities of its subsidiary undertakings, Evan Steadman Communications Group Limited and Northern Antique Dealers' Fair Limited, were transferred to the company.

とはいるのである。例如は、他の人とない、一切は我の一名のない。

The company envisages that it will continue to strengthen its existing exhibition portfolio whilst developing new market opportunities for its brand leaders.

RESULTS AND DIVIDENDS

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

SUBSEQUENT EVENTS

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.

TANGIBLE FIXED ASSETS

The changes in tangible fixed assets during the period are detailed in note 11 to the accounts.

DIRECTORS' REPORT FOR THE PERIOD ENDED 31 DECEMBER 1992

DIRECTORS AND THEIR INTERESTS

The directors who served during the period ended 31st December 1992 and their interests in the share capital of Reed International PLC at the beginning and end of the period are shown below. Their interests are all beneficial.

•		ORDINARY SHARES		ORDINARY	SHARES UNI	ER OPTION
	-	31 Dec 1992	31 Mar 1992	31 Dec 1992	xercised during the period #	31 Mar 1992
M J Rusbridge	(chairman)		_ •	48,400	25,000	73,400
T Caridi *	r nam (res 30 June 93) ott (res 11 June 93)	-	_	-	-	
P N Forster		-	-	13,312	-	13,312
-		-	4,904	19,263	10,000	29,263
K P Greetham			· ·	3,978	-	3,978
R C Marriott		_	_	10,000	-	10,000
D Palmer				-	-	•
A Potter	(app 14 August 92)	_	_	-	-	-
S Richardson		`	_	5,144	-	5,144
I J D Robinson	(res 12 February 93) - 557	557	3,523	_	3,523
P G B Robinson		337	221			
P Ullo *			-	-	_	
A Joseph	(app 16 November	92) -	•	-	_	

^{*} Non - UK based directors

No options were granted during the period.

Directors' interests in ordinary shares under option as shown above are from the company's executive and SAYE share option schemes which have operated since 1984.

At no time during the period has any director had any material interest in a contract other than a service contract with the company.

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

EMPLOYEE INVOLVEMENT

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

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

The company's 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.

[#] at prices between 400p and 402p per share

DIRECTORS' REPORT FOR THE PERIOD ENDED 31 DECEMBER 1992

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 environment policies.

AUDITORS

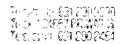
The auditors, Price Waterhouse, have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the Annual General Meeting.

By Order of the Board

A Joseph SECRETARY

30 July 1993

Con weindows 19 Connweil Steel Britighern BS 217



Price Waterhouse



AUDITORS' REPORT TO THE MEMBERS OF THE REED EXHIBITION COMPANIES LIMITED

We have audited the financial statements on pages 5 to 17 in accordance with Auditing Standards.

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 31 December 1992 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

PRICE WATERHOUSE

Chartered Accountants

Waterbore

and Registered Auditor

30 July 1993

PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED 31 DECEMBER 1992

<u>NO</u>	<u>TES</u>	9 months ended 31 December 1992	12 months ended 31 March 1992
TURNOVER	2	31,228,780	30,273,069
External charges Staff costs Depreciation and other amounts written	3	(23,461,723) (4,220,915)	(23,290,446) (5,274,803)
off owned tangible fixed assets		(625,269)	(763,130)
Operating profit before exceptional items	S	2,920,873	944,690
Exceptional items	5	(1,203,483)	
OPERATING PROFIT		1,717,390	944,690
Income from shares in associated underta Interest receivable and similar income Interest payable and similar charges	kings 6 6	18,295 581,264 (151,808)	2,634,029
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		2,165,141	3,578,719
Tax on profit on ordinary activities	7	(1,081,845)	(506,782)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		1,083,296	3,071,937
Extraordinary items	8		<u>287,356</u>
PROFIT FOR THE PERIOD		1,083,296	3,359,293
Ordinary dividends paid and proposed	9	(12,000,000)	
Retained (loss)/profit for the period		(10,916,704)	3,359,293
Retained profit at 1 April 1992	maanı	18,148,229	13,585,121
Exchange (loss)/gain on long term intercoindebtedness	mpany	(493,346)	1,203,815
RETAINED PROFIT AT 31 DECEMBER	R 1992	£6,738,179	£18,148,229
		And the second s	

The notes on pages 7 to 17 form part of these accounts.

BALANCE SHEET AS AT 31 DECEMBER 1992

FIXED ASSETS	<u>Notes</u>	31 Dec	ember 1992	31	March 1992
Intangible assets Tangible assets Investments	10 11 12		12,795,474 2,535,855 7,218,865		12,533,439 2,283,216 7,133,051
CURRENT ASSETS Debtors: amounts falling	g due		22,550,194		21,949,706
within 1 year Debtors: amounts falling	13	7,336,316		9,809,365	
after more than 1 year Cash at bank	13	5,520,001		31,324,025	
and in hand		<u> 153,191</u>		359,124	
CREDITORS (amounts falling due within	;	13,009,508		41,492,514	
one year)	14	(15,566,182)		(13,738,730)	
NET CURRENT (LIABILITIES)/ASSETS	5		(2,556,674)		27,753,784
TOTAL ASSETS LESS CURRENT LIABILITIE	ES		19,993,520		49,703,490
CREDITORS (amounts falling due after more than one year)	14		(11,770,615)		(29,597,461)
PROVISIONS FOR LIABILITIES AND CHARGES	16		,		•
	16		(411,126)		(884,200)
NET ASSETS			£7,811,779	•	£19,221,829
CAPITAL AND RESERY Called up share capital Share premium account Profit and loss account	VES 17		531,260 542,340 6,738,179		531,260 542,340 18,148,229
SHAREHOLDERS' FUN	NDS		£7,811,779		£19,221,829
On Behalf of the Board					
M J Rusbridge WA DIRECTOR The notes on page 7 to	17 form r	art of these acc	Qi		30 July 1993

NOTES ON THE ACCOUNTS FOR THE PERIOD ENDED 31 DECEMBER 1992

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

Reed International P.L.C., the company's ultimate holding company at 31 December 1992, changed its year end to 31 December. In consequence, the company has changed its accounting reference date to 31 December. Therefore, the accounts are prepared for the 9 months to 31 December 1992 and the comparative 12 months to March 1992.

Cash Flow Statement

Under the provisions of Financial Reporting Standard FRS1, the company is not required to present a cash flow statement as a group statement is included in the accounts of its ultimate parent undertaking.

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 25% 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.

NOTES ON THE ACCOUNTS FOR THE PERIOD ENDED 31 DECEMBER 1992

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 International Group and Executive Pension Schemes are administered on a Reed International 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 International 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.

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

	9 months ended 31 December 1992	12 months ended <u>31 March</u> <u>1992</u>
United Kingdom Europe	30,285,374 <u>943,406</u>	29,541,512 <u>731,557</u>
	£31,228,780	£30,273,069

NOTES ON THE ACCOUNTS FOR THE PERIOD ENDED 31 DECEMBER 1992

3

4

	9 months	12 months
	ended	ended
	31 December	31 March
	1992	1992
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		<u></u>
Profit on ordinary activities before		
taxation is stated after charging/(crediting):		
Auditor's remuneration (audit fees)	£37,440	£41,350
Auditor's remuneration (non audit fees)	£69,541	£72,180
Hire of plant and machinery	£102,602	£36,026
Operating lease rentals - land and buildings	£517,375	£821,255
Foreign exchange loss/(gain)	£844,971	(£211)
Staff costs (including directors)	***************************************	
Wages and salaries	3,855,138	4,868,467
Social security costs	340,843	403,800
Other pension costs	<u> 24,934</u>	2,536
Other pension was		
	£4,220,915	£5,274,803
	****	-
Average number of employees during the period:		
Administration/organising	85	97
Sales/marketing	<u>139</u>	<u>150</u>
-		
	224	247
PENSIONS	terrer:	

The company participates in the Reed International Group Pension Scheme. This scheme is of the defined benefit type providing benefits to certain employees within the Reed International P.L.C. group and their assets are held separately from the group's assets.

The total pension costs for the company were £24,934 (31 March 1992 - £2,536). On the recommendation of the group's actuaries no ordinary company contributions have been made to the scheme since 1 April 1989.

The latest actuarial valuation of the Reed International Group Pension Scheme was carried out as at 1 April 1991. Details of this valuation are contained in the financial statements of Reed International P.L.C.

NOTES ON THE ACCOUNTS FOR THE PERIOD ENDED 31 DECEMBER 1992

5	EXCEPTIONAL ITEMS	9 months ended 31 December 1992	12 months ended 31 March 1992
	Restructuring costs Provision for costs in respect of cancelled shows	158,470 1,045,013	<u> </u>
		£1,203,483	£-
6	INTEREST		
	Interest receivable and similar income		
	Interest receivable from fellow subsidiary undertakings Other interest receivable	471,486 109,778	2,634,029
		£581,264	£2,634,029
	Interest payable and similar charges		
	Interest payable to fellow subsidiary undertakings Other short term interest payable	144,744 7,064	-
		£151,808	£-
7	TAXATION		
	Taxation on profit on ordinary activities:		
	UK corporation tax at 33% (31 March 1992 - 33%) Less relief for overseas taxation	1,876,601 <u>(81,545)</u>	1,656,465
		1,795,056	1,656,465
	Overseas taxation Deferred taxation Prior year corporation tax Tax on franked investment income Consortium relief	81,545 (881,000) 86,244 £1,081,845	(254,000) 110,984 13,333 (1,020,000) £506,782
			Samuel of the same

NOTES ON THE ACCOUNTS FOR THE PERIOD ENDED 31 DECEMBER 1992

		9 months ended 31 December 1992	ended 31 March
8	EXTRAORDINARY ITEMS		•
£	Provision for losses on programme of liquidation of dormant subsidiaries, net of dividends received	_	(1,477,891)
	Profit on disposal of investment		
	a totte on disposar of arresiment	-	<u>1,765,247</u>
		£-	£287,356
			<u> </u>
9	DIVIDENDS PAID AND PROPOSED		
	Interim dividends paid £2,281.37 per ordinary share.	£12,000,000	£-
	No final dividend is recommended.		
10	INTANGIBLE ASSETS	F	ixhibition titles and rights
	Cost as at 31 March 1992		12,533,439
	Transfer on divisionalisation of Evan Steadman Communications	Group	262,035
	Cost as at 31 December 1992		£12,795,474

NOTES ON THE ACCOUNTS FOR THE PERIOD ENDED 31 DECEMBER 1992

11 TANGIBLE ASSETS

TANGIBLE ASSETS	C1		
	Short leasehold land and buildings	Vehicles and equipment	Total
Cost			
At 31 March 1992 Transfer on divisionalisation Additions Disposals	113,833 _. 250,000	4,644,115 318,000 538,531 (250,565)	4,757,948 568,000 538,531 (250,565)
•			
At 31 December 1992	363,833	5,250,081	5,613,914

Accumulated depreciation			
At 31 March 1992 Transfer on divisionalisation Charged to profit and loss account Disposals	24,673 21,000 9,018	2,450,059 150,169 616,251 (193,111)	2,474,732 171,169 625,269 (193,111)
At 31 December 1992	54,691	3,023,368	3,078,059
Net book amount			<u></u>
At 31 December 1992	£309,142·		£2,535,855
At 31 March 1992	£89,160	£2,194,056	£2,283,216
		31 December 1992	31 March 1992
Future capital expenditure not provided in the accounts:-			
Authorised by the directors but contracts not yet placed		£25,000	Ę.
Contracts placed		£-	£-
-			Z

NOTES ON THE ACCOUNTS FOR THE PERIOD ENDED 31 DECEMBER 1992

12 INVESTMENTS

	Shares in group undertakings at cost
At 31 March 1992 Transfer on divisionalisation of Evan	7,133,051
Steadman Communications Group	85,814
At 31 December 1992	£7,218,865

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:

BED Exhibitions Limited	100%
Neptune Limited	100%
Button Group Limited	75%
International Exhibition Organisation Limited	100%
Industrial Seminars Limited	100%
Microwave Exhibitions and Publishers Limited	100%
Cahners Asia Limited	100%
Naidex Conventions Limited	100%
BCC (Exhibitions) Limited	50%
Evan Steadman Communications Group Limited	100%
Northern Antique Dealer's Fair Limited	100%

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

At 31 December 1992 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 Radcliffe House, Blenheim Court, Solihull, West Midlands.

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

Group accounts have not been presented as the company is itself a wholly owned subsidiary of Reed International P.L.C. which is incorporated in England.

NOTES ON THE ACCOUNTS FOR THE PERIOD ENDED 31 DECEMBER 1992

		31 December	31 March 1992
13	DEBTORS		
	Amounts falling due within one year:		
	Trade debtors	147,322	79,544
	Amounts owed by ultimate parent and fellow subsidiary undertakings	1,533,158 337,725	6,296,657 534,777
	Amounts owed by subsidiary undertakings Other debtors	5,085,049	2,542,065
	Prepayments	233,062	356,322
		£7,336,316	£9,809,365
	Amounts falling due after more than one year:	raman Architectur (1.7.1145)	***************************************
	Amounts owed by ultimate parent and		
	fellow subsidiary undertakings	5 500 001	27,062,137
	Amounts owed by subsidiary undertakings	<u>5,520,001</u>	<u>4,261,888</u>
		£5,520,001	£31,324,025
14			
	CREDITORS		
	Amounts falling due within one year:		
	Bank overdraft	483	172,479
	Trade creditors	1,948,374	701,706
	Amounts owed to ultimate parent	0 617 161	2 201 202
	and fellow subsidiary undertakings Amounts owed to subsidiary undertakings	2,617,161	2,291,303 392,239
	Other creditors	7,852,233	2,467,872
	Other taxes and social security	178,217	602,118
	Corporation tax	. 2,230,795	1,780,219
	Accruals and net deferred income	<u>738,919</u>	5,330,794
		£15,566,182	£13,738,730
		Company of the contract of the	

NOTES ON THE ACCOUNTS FOR THE PERIOD ENDED 31 DECEMBER 1992

14	CREDITORS (continued)		• 31	December 1992	31 March 1992
	Amounts falling due after more than one y	ear:			
	Amounts owed to ultimate parent and fellow subsidiary undertakings Amounts owed to subsidiary undertakings			11,196,659 _573,956	29,597,461
				£11,770,615	£29,597,461
15	OPERATING LEASE COMMITMENTS				
	Commitments exist for operating lease ren	tals as follo	ws:		
	Commission Commission (
		31_3	December 1		31 March 1992
		Plant & Machinery	Lan <u>Build</u>		
	Expiry of operating leases falling due:				
	Within one year	4,480 22,151		,100 4,44 ,500 19,5	
	Between one and five years After five years			575	<u>591,475</u>
		£26,631	£829	,175 £24,0	66 £638,475
				<u> </u>	
16	PROVISIONS FOR LIABILITIES AND CHARGES				
	AND CIMICOLD		Deferred Taxation	Acquisitions	<u>Total</u>
				-	
	At 31 March 1992		884,200	-	884,200
	Transfer on divisionalisation of Evan Steadman Communications Group	p	- •	1,434,814 (1,026,888	
	Utilised in the period Transferred to profit and loss		(881,000)	(1,020,000	(881,000)
	At 31 December 1992	•	£3,200	£407,92	£411,126
	Wi 21 December 1350		To all the second		

NOTES ON THE ACCOUNTS FOR THE PERIOD ENDED 31 DECEMBER 1992

16 PROVISIONS FOR LIABILITIES AND CHARGES (CONTINUED)

Deferred taxation provided in the accounts comprises timing differences relating to:

	comprises timing differences relating to:	•	
	tomprious manifestication rotating to	31 December	31 March
		1992	<u>1992</u>
		1111	. <u>1222</u>
	Interest receivable	•	881,000
	Accelerated capital allowances	3,200	3.200
•	F		
		£3,200	£834,200
			
	If provision had been made for all timing differences the fol have appeared in the accounts:	lowing further liab	ility would
	L I	31 December	31 March
		1992	1992
			
	Accelerated capital allowances	£61,000	£100,000
		Series Commission (Commission Commission Com	
17	CALLED UP SHARE CAPITAL		
		31 December	31 March
		. <u>1992</u>	<u>1992</u>
	Issued, allotted and fully paid:		
	O . He are also are a 6 100 It	5060	5.060
	Ordinary shares of 100p each	5,260	5,260
	Deferred shares of 100p each	_526,000	_526,000
		CE21 060	CE21 0/0
		£531,260	£531,260
	Authorised:		
	Ordinary shares of 100p each	39,260	39,260
	Deferred shares of 100p each	_526,000	_526,000
	Deletted mates of 100p each		
		£565,260	£565,260
		•	·

NUJES ON THE ACCOUNTS FOR THE PERIOD ENDED 31 DECEMBER 1992

		9 months	12 months
		ended	ended
		31 December	31 March
		<u>1992</u>	<u> 1992</u>
18	DIRECTORS' EMOLUMENTS		
	Payment to directors of the company:		
	Emoluments	597,376	628,315
	Compensation for loss of office		<u>32,562</u>
		£597,376	£660,877
	The number of directors (other than those who works each range of emoluments (excluding pension contriboffice) was as follows:	utions and compensation	for loss of
	The Chairman and highest paid director	£107,383	£117,056
			-
	All UK directors:	Number	<u>Number</u>
	£20,001 - £25,000	•	1
	£30,001 - £35,000	1	-
	£35,001 - £40,000	1	1
	£40,001 - £45,000	2	-
	£45,001 - £50,000	• 1	1
	£50,001 - £55,000	2	1
	£65,001 - £70,000	1	2
	£80,001 - £85,000	1	-
	£85,001 - £90,000	-	1
	£105,001 - £110,000	1	1
	£110,001 - £115,000	-	1
	£115,001 - £120,000	-	1

19 ULTIMATE PARENT UNDERTAKING

The company's ultimate parent undertaking is Reed International P.L.C., a company registered in England. This is the smallest and largest parent undertaking for which group accounts are prepared. Copies of the group accounts may be obtained from Reed International P.L.C., Reed House, 6 Chesterfield Gardens, London, W1A 1EJ.