REL CONSULTANCY CROUP LIMITED AND ITS

SUBSIDIARY UNDERTAKINGS

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST DECEMBER 1992

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REL CONSULTANCY GROUP LIMITED AND ITS

SUBSIDIARY UNDERTAKINGS

DIRECTORS:

M. de la Hunty Esq.

- Chairman

C.A. Bielenberg Esq. D. Morrison Esq. - Non-Executive

The Spooner Esq. - Non-Executive

- Chief Executive

J.A. Spooner Zsq.

SECRETARY:

M. Grant Esq.

REGISTERED OFFICE:

wark Gate, 21 Tothill Street,

London, SWIH 9LL

REPORT OF THE DIRECTORS

The Directors present the audited financial statements for the year ended 31st December 1992.

ACTIVITIES:

The Company has been principally engaged, through its subsidiaries, in the provision of management consultancy

services.

REVIEW:

Difficult trading conditions in the United Kingdom required some realignment of activities with a consequent effect on profitability. However expansion in Europe and a particularly improved performance in North America provided a satisfactory Group result for the year. Anticipated recovery in the United Kingdom and the benefit of continuing strong performance from the overseas subsidiaries should produce a significantly improved Group result in 1993.

DIVIDENDS:

The Directors do not recommend payment of a dividend

for the year ended 31st December 1992.

RESERVES:

The proposed movements of reserves are shown in Notes 15

and 16.

FIXED ASSETS:

Changes in the Fixed Assets during the year are

shown in Notes 9 and 10.

SHARE CAPITAL:

On 13th May 1992 the authorised share capital of the Company was increased to £1,000,000 and the issued share capital was increased to £990,000 by means of a bonus issue of 8 new ordinary shares of £1 each for every 1 ordinary

share held.

REL CONSULTANCY GROUP LIMITED AND ITS SUBSIDIARY UNDERTAKINGS

REPORT OF THE DIRECTORS - (CONFINUED)

CHARITABLE CONTRIBUTIONS: Charitable contributions during the year amounted in total to £2,001 (1991 - £4,889).

DIRECTORS:

The names of the Directors who held office , the end of the year, together with details of their interests in the shares of the Company, were:-

Name of	<u>.</u>	At beginning of year	At end of <u>year</u>
Directo	•	Shares	Shares
C.A. Bi	ielenberg Esq.	48,013	432,117
M. de l	la Hunty Esq.	-	-
D. Morr	cison Esq.	pas .	•••
J.A. Sp	ooner Esq.	-	-

The Directors have no beneficial interests in any shares in the subsidiary undertakings.

AUDITORS:

Messrs. Citroen Wells have expressed their willingness to be reappointed as auditors at the forthcoming Annual General Meeting.

CLOSE COMPANY TAXATION:

The Company is a Close Company within the meaning of the Taxes Act 1988.

By Order of the Board

M. Grant Esq. Secretary

20th April 1993



REPORT OF THE AUDITORS TO THE MEMBERS OF

REL CONSULTANCY GROUP LIMITED

We have audited the financial statements on pages four to eighteen in accordance with Auditing Standards.

In our opinion the financial statements give a true and fair view of the state of affairs of the Company and the Group at 31st December 1992 and of the results and cash flows of the Group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

CITROZN WELLS

CHARTERED ACCOUNTANTS AND REGISTERED AUDITOR

3014 APLIZ 1993

REL CONSULTANCY GROUP LIMITED

AND ITS SUBSIDIARY UNDERTRIMES

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST DECEMBER 1992

			1991
	<u>Note</u>		
Turnover	2	8,843,136	8,054,958
Operating costs	3	8,281,137	7,383,416
		561,999	671,542
Interest payable less receivable	4	34,845	(30,972)
Profit on ordinary activities before taxation		527,154	702,514
Tax on profit on ordinary activities	6	278,009	289,051
Profit on ordinary activities after taxation		249,145	413,463
Extraordinary Item	7	159,490	
Profit after taxation and extraordinary item		89,655	413,463
Minority Interests		300	-
Profit for the year		89,355	413,463
Dividends	8		1,050,000
Retained profit/(loss) for the year	16	£ 89,355	£ (636,537)

The Notes on pages eight to eighteen are an integral part of these financial statements.

REL CONSUMEANCY GROUP LIMITED

AND ITS SUBSIDIARY UNDERTAKINGS

CONSOLIDATED BALANCE SHEET AS AT 31ST DECEMBER 1992

	<u>Note</u>			<u>15</u>	931
FIXED ASSETS					
Tangible assets	9		936,879		1,072,065
CURRENT ASSETS					
Debtors Cash at bank and in hand	11	1,989,504 682,506 £2,672,010		2,038,495 238,994 £2,277,489	
Deduct:					
CURRENT LIABILITIES					
Creditors falling due within one year	12	£1,879,553		£1,801,547	
NET CURRENT ASSETS		_	792,457		475,942
NET ASSETS		£1 =	1,729,336		£1,548,007
CAPITAL AND RESERVES					
Called up share capital Share premium account Profit and loss account Minority interest TOTAL CAPITAL EMPLOYED	14 15 16	- £j	990,000 75,000 663,258 1,078		110,000 75,000 1,362,441 566 21,548,007
		=	<u> </u>		

The Notes on pages eight to eighteen are an integral part of these financial statements.

Approved on behalf of the Board of Directors on 20th April 1993

C.A. BIELENBERG

DIRECTORS

M. DE LA HUNTY

REL CONSULTANCY GROUP LIMITED

BALANCE SHEET AS AT 31ST DECEMBER 1992

					2	991
	Note	!				ý
FIXED ASSETS						
Tangible assets Investments	9 10			453,248 763,576		575, 161 511, 769
				1,216,824	1	1,086,930
CURRENT ASSETS						
Debtors Cash at bank and in hand	11		365,460 269,135		1,291,747 23,198	
			634,595		£1,314,945	
Deduct:						
CURRENT LIABILITIES					i N	
Creditors falling due within one year	12	£	75,163		£ 831,984	
NET CURRENT ASSETS				559,432		482,961
TOTAL ASSETS LESS CURRENT LIABILITIES	,			1,776,256		1,569,891
PROVISIONS: Liabilities and charges	13			41,019		56,200
NET ASSETS			9	£1,735,237	S	1,513,691
CAPITAL AND RESERVES						
Called up share capital Share premium account Profit and loss account	14 15 16			990,000 75,000 670,237		110,000 75,000 1,328,691
TOTAL CAPITAL EMPLOYED			5	21,735,237	9	1,513,691

The Notes on pages eight to eighteen are an integral part of these financial statements.

Approved on hehalf of the Board of Directors on 20th April 1993

C.A. BIELENBERG

DIRECTORS

M. DE LA HUNTY

REL CONSULTANCY GROUP LIMITED

CASH FLOW STATEMENT FOR THE YEAR FIDED 31ST DECEMBER 1992

				<u>1991</u>
Operating activities	Note	<u>:</u>		
Net cash inflow from continuing operating activities	19	1,181,248		1,187,310
Net cash (outflow) in respect of discontinued activities		(237,500)		
Net cash inflow from operating activities			943,748	1,187,310
Returns on investment and servicing of finance				
Interest received Interest paid Dividends paid		9,084 (43,929)		51,519 (20,547) (1,050,000)
Net cash (outflow) from returns on investments and servicing of finance			(34,845)	(1,019,028)
Taxation				
UK Corporation tex paid Overseas tax paid		(207,632) (186,568)		(641,870) (47,274)
Tax Paid		**************************************	(394,200)	(689,144)
Investing activities			<u> </u>	
Purchase of tangible fixed assets Sale of tangible fixed assets		(230, ⁹ 87) 32,800		(488,776) 299,810
Net cash (outflow) from investing acti-	vitie	s	(198,187)	(188,966)
Net cash inflow/(outflow) before finan	cing	£	316,516	£ (709,828)
Financing				
Issue of ordinary share capital Reduction in Minority interest				(85,000) 15,156
Net cash (inflow) from financing			-	(69,844)
Increase/(decrease) in cash and cash equivalents	20		316,516	(639,984)
		£	316,516	£ (709,828)

The Notes on pages eight to eighteen are an integral part of these financial statements.

REL CONSULTANCY GROUP LIMITED AND ITS SUBSIDIARY INDERTAKINGS

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER, 1992

1. ACCOUNTING POLICIES

a) Consolidation

The Company's accounting policy is for the consolidated profit and loss account and balance sheet, prepared under the historical cost convention in accordance with applicable accounting standards, to include the accounts of the Company and its subsidiary undertakings made up to 31st December in each year. The Company has taken advantage of the exemption from presenting its own profit and loss account permitted by Section 230 Companies Act 1985.

b) Fixed Assets

Fixed assets are capitalised at cost.

c) <u>Depreciation</u>

Fixed assets are depreciated as follows:-

Assets	<u>Rate</u>	<u>Basis</u>
Fixtures and Equipment	15%	Straight line
Motor Vehicles Short Leasehold Property	25% -	Straight line Period of lease

d) Deferred Taxation

The policy has been adopted of providing for deferred taxation only to the extent that it is expected to fall due for payment in the foreseeable future.

Adjustments to the taxation charge for the year as a result of timing differences are shown separately as an asset only insofar as they are regarded as being recoverable by deduction from Corporation Tax payable on the profits of future periods.

Any unprovided potential liability to deferred taxation is shown in Note 13.

e) Goodwill

Goodwill is written off in the year in which it arises.

f) Foreign Currency translation

Assets and liabilities of overseas subsidiary undertakings expressed in foreign currency are converted at the exchange rate ruling at the year end. Profit and loss account items are translated at average exchange rates. Exchange differences arising on consolidation are dealt with through Reserves.

Company transactions in foreign currency during the year are translated into sterling at actual rates and all other foreign currency assets and liabilities are translated into sterling at the rates ruling at 31st December 1992 and the net differences arising have been dealt with through the profit and loss account.

REL CONSULTANCY GROUP LIMITED AND ITS SUBSIDIARY UNDERTAKINGS

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR EXDED 31ST DECEMBER 1992 - (CONTINUED)

2. TURNOVER

Turnover represents the invoiced amount of services provided during the year stated net of value added tax and is geographically analysed as follows:-

		1992		<u>19</u>	91
	United Kingdom Europe North America Africa	2,725,445 2,752,050 3,290,641 75,000	31 31 37 1	5,337,889 814,832 1,902,237	66 10 24
2	ODEDANIA COOMS	£ 8,843,136	Laure les	£8,054,958	100%
3.	Depreciation and amortisation of fixed assets Loss on disposal of fixed assets Exchange (gains) Auditors' remuneration Operating Leases · Land and Building Employee costs (Note 5) Other expenses	35: 15 (1: 33	5,591	5, 1,	1991 394,374 19,867 (49,674) 24,561 205,731 533,326 255,231

Operating leases - Land and Buildings

At 31st December 1992, there were annual commitments under non-cancellable operating leases subject to rent reviews in respect of land and buildings due to expire as follows:-

	<u>1992</u>	<u> 1991</u>
In 2-5 years In more than 5 years	55,751 306,000	62,528 260,000
	£ 361,751	£ 322,528

REL CONSULTANCY CROUP LIMITED AND ITS SUBSIDIARY LANDEREAKINGS

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 1992 - (CONTINUED)

4.	INTEREST PAYABLE LESS RECEIVABLE	1992	1991
	Interest on bank overdrafts repayable within 5 years Less:Bank interest receivable	43,929 9,084 £34,845	20,547 51,519 £(30,972)
5.	EMPLOYEES AND DIRECTORS	<u> 1992</u>	<u>1991</u>
	The average weekly number of employees was:	150	152
	Employee costs		
	Salaries Social security costs Pension scheme contributions	5,297,915 611,744 136,600 £6,046,259	4,606,823 422,439 504,064 £5,533,326
	Directors' remuneration (included above)		
	Emoluments Social security costs Pension scheme contributions	122,389 11,818 18,231 £ 152,438	110,317 10,412 18,231 £ 138,960
	Emoluments of Chairman	£ 104,703	£ 104,334
	The emoluments of other directors fell within the following ranges		
	£ Nil - £5,000 £5,001 - £10,000	_ 3 	3

REL CONSULTANCY GROUP LIMITED AND ITS SUBSIDIARY UNDERVIAKINGS

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 1992 - (CONTINUED)

6.	TAXATION	<u>1992</u>	1991
	U.K. corporation tax based on the profits for the year at 33% (1991-33.25%) Overseas taxation Transfer from/(to) deferred taxation Adjustments relating to previous years	75,828 199,060 8,822 (5,701) £278,009	380,000 4,655 (90,808) (4,796) £289,051
7.	EXTRAORDINARY ITEM	<u> 1992</u>	<u> 1991</u>
	Costs of discontinued activities	237,500	_
	<u>Less</u> : Taxation	78,010	**************************************
		£ 159,490	£ -
8.	DIVIDENDS	<u>1992</u>	<u>1991</u>
	Interim dividends paid: ENil per share (1991: £10 per share)	£ -	£1,050,000

REL CONSULTANCY CROUP LIMITED AND ITS SUBSIDIARY INDERTRAKINGS

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 315T DECEMBER 1992 - (CONTINUED)

9,

TANGIBLE FIXED ASSETS Group Cost:	Land and buildings Short Leasehold	Motor Vehicles	Fixtures and Equipment	<u> Total</u>
At 1st January 1992 Arkiitions	280,220	747,062 109,364	1,030,157	2,057,439 230,987
Disposals Exchange differences	- ((149,407) 14,873	(4,825) 42,013	230,987 (154,232) 57,590
-				
At 31st December 1992	£280,924 3	721,892	ET'188'398	£2,191,784
Depreciation:				
At 1st January 1992				985,374
Charge for year Disposals	5,546	3.70 g 191	175,942	351,579
Exchange differences	311			(105,740) 23,692
At 31st December 1992	£196,337 £	E47, 777 s		£1,254,905
		ಇಷ್ಟ ವಿಚಾನಿಕಾ		
Net book value at 31st December 1991		342,953 s	E 639,372	£1,072,065
Net book value at				
31st December 1992	£ 84,587 £		608,117	£ 936,879
Company				
Cost: At 1st January 1992	277,192	<i>1</i> 5 <i>1</i> 71	820 423	1 1/3 006
Additions	-	-	19,181	1,143,086 19,181
Disposals		_	(698)	(693)
At 31st December 1992	£277,192 £	45,471 9	838,906	£1,161,569
Depreciation:				
At 1st January 1992 Charge for year		31,138 4,778	347,187 130,751	
Disposals	-	_	-	-
At 31st December 1992	£194,467 £	35,916 9	477,938	708,321
Net book value at 31st December 1991	£ 87,592 £	14,333 9	473,236	£ 575,161
Net book value at 31st December 1992	£ 82.725 £	9,555	360.968	£ 453,248
wante movement movem		,		

REL CONSULTANCY GROUP LIMITED AND ITS SUBSIDIARY UNDERTAKINGS

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED TYPE DECEMBER 1992 - (CONTINUED)

10.	INVESTMENTS		Shares in Subsidiary Undertakings		
	Company		1992	<u>1991</u>	
	Cost Additions		511,769 251,807	443,948 67,821	
			£763,576	£511,769	
	Name of Subsidiary Undertaking	Class of Shares	Proportion of Shares	Country of Incorporation	
	Resource Evaluation Inc. Resource Evaluation Limited REL Human Resources Limited Resource Evaluation S.A Resource Evaluation S.L.	Ordinary Ordinary Ordinary Ordinary Ordinary	99.9% 100% 100% 100%	U.S. U.K. U.K. (Dormant) France Spain	

The additions of £251,807 represents the further subscription to share capital in subsidiaries.

The accounts of the Company's overseas subsidiaries in France and the United States have been audited by other auditors. (Turnover £3,812,374.)

11.	DEBTORS	:	Group	Con	pany
		1992	<u> 1991</u>	1992	<u>1991</u>
	Amounts due within one year				
	Trade deb'ors Other debtors Corporation tax Amounts owed by group	1,619,945 77,087 2,182	1,526,588 23,923 244,931	45,923 -	11,183 240,000
	undertakings Prepayments	227,393	171,334	301,197 18,340	987,720 52,844
		1,926,607	1,966,776	365,460	1,291,747
	Amounts due in more than one year				
	Deferred Taxation (Note 13)	62,897	71,719	-	•
		£1,989,504	£2,038,495	£ 365,460	£1,291,747

REL CONSULTANCY GROUP LIMITED AND ITS SUBSIDIARY INDERDAKINGS

NOTES TO THE PINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 1992 - (CONTINUED)

12. CREDITORS: amounts falling due		<u> </u>	Group		COMPSHY	
	within one year	<u>1992</u>	<u>1931</u>	<u>1992</u>	<u>1991</u>	
	Bank overdraft Corporation tax	510,857 7,257	400,855 456,592	=	400,855 183,333	
	Other taxation and social security	245,163	170,105	-	8,882	
	Amounts due to group undertakings	-		7,040	65,645	
	Accruals and other one tors	1,116,276	773,995	68,123	173,269	
		£1,879,553	£1,801,547	£ 75,163	£ 831,984	

13.	DEFERRED TAXATION			Charge to	
	Group - Recoverable		<u>1991</u>	Profit & Loss Account	<u>1992</u>
	Deferred taxation (Note A)		£ 71,719	£ (8,822)	£ 62,897
	A) Deferred Taxation (Note 1d)	199	92	<u>19</u>	<u>91</u>
		Provision in Accounts	Potential Liability Unprovided	Provision in Accounts	Potential Liability Unprovided
	In respect of:				
	Capital Allowances	(41,019)	-	(14,905)	***
	Other timing differences	103,916		86,625	
		£ 62,897	£ -	£ 71,719	£ -

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REL CONSULTANCY GROUP LIMITED AND ITS SUBSIDIARY INDERTAKINGS

NOTES TO THE FINANCIAL STEPTEMENTS FOR THE YEAR ENDED 315F DECEMBER 1992 - (CONTINUED)

13. DEFERRED TAXATION - (continued)

	Com	pany		<u>1991</u>	Credit to Profit & Loss Account	<u>1992</u>
	Def	erred taxation (Note B)		£ 56,200	£(15,181)	£ 41,019
	ВŅ	Deferred Taxation (Note 1d)	<u>19</u>	92	199	<u>)1</u>
			Provision in Accounts	Potential Liability Urprovided	Provision in Accounts	Potential Liability Unprovided
	In	respect of:				
	Cap	ital Allowances	£ 41,019	£	£ 56,200	£ -
14.	SHA	RE CAPITAL		<u>1992</u>		<u>1991</u>
	A)	Authorised: 1,000,000 Ordinary Shares	of fl each	£ 1,000,00	0 £	500,000
	B)	Issued and fully paid: Ordinary Shares of £1 each	ı			
		At beginning of the year		110,00	0	100,000
		Exercise of options				10,000
		Capitalisation issue in th	e year	880,00	0	
		At end of the year		£ 990,00	0 £	110,000

On 13th May 1992 the Company's authorised share capital was increased to £1,000,000 and the issued share capital was increased to £990,000 by way of a bonus issue % 8 new ordinary shares of £1 each for every 1 held.

REL, CONSULTANCY GROUP LIMITED AND ITS SUBSIDIARY UNDERTAKINGS

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 1992 - (CONTINUED)

15.	SHARE PREMIUM ACCOUNT		1992		1991
	Group and Company		£ 75,000	£	75,000
16.	PROFIT AND LOSS ACCOUNT	<u>Gn</u> 1992	oup 1991	<u>Ca</u> 1992	mpany 1991
	Balance brought, forward	1.362.441	1.992.031	1.328.691	1.484.280

Exchange differences arising on consolidation 96,626 2,517 Reserve arising on consolidation (5,164)4,430 Capitalisation issue (880,000) 4880,000) Retained profit/(loss) for the year 89,355 (636,537)221,546 (155,589)

Balance carried forward £ 663,258 £1,362,441 £ 670,237 £ 1,328,691

17. CAPITAL EXPENDITURE

Group and Company

At 31st December 1992 capital expenditure authorised and contracted by the the Directors amounted to £NIL (1991 - £NIL).

REL CONSULTANCY GROUP LIMITED AND ITS SURSIDIARY UNDERTAKINGS

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 1992 - (CONTENUED)

18. CONTINGENT LIABILITIES

Company

- (i) As at 31st December 1992, the Company holds 99,000 partly paid shares issued by its American subsidiary, Resource Evaluation Inc. on which calls have been made of US \$490,000. The Company therefore has a contingent liability for the uncalled amount of US \$500,000 (£329,382) 1991 US \$742,500 (£396,847).
- (ii) The Company is liable, as a member of a Group VAT registration to pay any amounts due to HM Customs & Excise but not paid by Resource Evaluation Limited, the Company's UK subsidiary. This contingent liability amounted to £84,797 at 31st December 1992 (1991 £189,529).

19.	RECONCILIATION OF OPERATING PROFIT TO NET CASH FLOW FROM OPERATING ACTIVITIES	<u>1992</u>		<u>1991</u>
	Operating profit Depreciation charges Loss on sale of fixed assets Consolidation adjustment Increase in debtors Increase in creditors	561,999 351,579 15,692 40,782 (201,325 412,521)	671,542 394,374 19,867 (1,651) (79,085) 182,263
	Net cash inflow from continuing operating activities	£1,181,248	3	1,187,310
20.	ANALYSIS OF CHANGES IN CASH AND CASH EQUIVALENIS DURING THE YEAR	1992		1991
	Balance at 1st January 1992 Net cash inflow/(outflow) before adjustments the effect of foreign exchange rate changes Effect of foreign exchange rate changes	(161,861) for 316,516 16,994)	478,123 (639,984)
	Balance at 31st December 1992	£171,649		£(161,861)
21.	ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS AS SHOWN ON THE BALANCE SHEET	<u>1992</u>	<u>1991</u>	Change in year
	Cash at bank and in hand Bank overdrafts	682,506 (510,857)	238,994 (400,855)	443,512 (110,002)
		£171,649	£(161,861)	£333,510

, REL CONSULTANCY GROUP LIMITED AND ITS SUBSIDIARY UNDERTAKINGS

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 1992 - (CONTINUED)

22,	ANALYSIS OF CHANGES IN
	FINANCING DURING THE YEAR

Share capital (including) premium)

Balance at 1st January 1992 Capitalisation issue in year 185,000 880,000

Balance at 31st December 1992

£1,065,000