

Portals Holdings Limited
(Registered Number: 1305413)

Directors' Report and Financial Statements

1 April 2000



Portals Holdings Limited

Directors' Report

The Directors submit their report together with the audited financial statements for the year ended 1 April 2000.

Principal activity, results and dividends

The Company did not trade during the year and therefore made neither profit or loss (1999: £Nil). The Directors do not recommend the payment of a dividend for the year (1999: £Nil).

Future developments

The Directors intend to continue with the current arrangements whereby the Company's name is used for trading purposes only.

Directors

The names of the Directors holding office during the year were as follows:

R G Laing	(resigned 1 August 1999)
C L Fluker	(appointed 1 April 1999)
P R Hollingworth	(appointed 1 August 1999)

Directors' interests

The Company's ultimate parent undertaking at the beginning of the year, De La Rue plc, changed its name to De La Rue Holdings plc on 1 February 2000. Under a Court sanctioned Scheme of Arrangement on 1 February 2000, New De La Rue plc became the new ultimate parent company undertaking and immediately changed its name to De La Rue plc.

Under the Scheme of Arrangement, Directors received, for every 20 ordinary shares held in De La Rue Holdings plc, 17 De La Rue plc ordinary shares and 920 pence in cash. At 1 April 2000 no Directors or members of their families, as defined by the Companies Act 1985, held any beneficial interests in shares of any member of the Group other than the ultimate parent undertaking, De La Rue plc. The holdings of Mr P R Hollingworth in the ordinary shares of the ultimate parent undertaking are shown in that company's accounts. The holdings of Ms C L Fluker are as follows:

	De La Rue Holdings plc	De La Rue plc	De La Rue plc
	1 April 1999	1 February 2000	1 April 2000
Ordinary Shares	8,416	7,152	7,152
Share Price Improvement Plan	-	99,400	99,400
Executive Share Options	46,900	46,900	46,900
Savings Related Share Options	5,580	5,580	5,580

During the year, that portion of Ms Fluker's ordinary shares held in a PEP was reduced by 119 shares.

Ms Fluker was granted 99,400 options on 26 November 1999 under the De La Rue Share Price Improvement Plan. No other options were granted during the year and none were exercised or lapsed. All the Directors agreed to exchange existing options over shares in De La Rue Holdings

Portals Holdings Limited

Directors' Report (Continued)

plc for an identical number of replacement options over shares in De La Rue plc under the terms of the Scheme of Arrangement.

At 1 April 2000 Ms Fluker's options under the Savings Related Share Option Scheme are exercisable from March to September 2004 at a price of 150 pence. Those options under the Executive Share Option Scheme are exercisable at various dates up to July 2007 at prices ranging between 365.67 pence and 934 pence and those options under the Share Price Improvement Plan are exercisable from November 2002 to November 2003 at a price of 215.3 pence.

The middle market price of De La Rue plc's ordinary shares on 1 April 2000 was 226 pence and the price range during the period 1 February 2000 to 1 April 2000 was 230 pence to 315 pence.

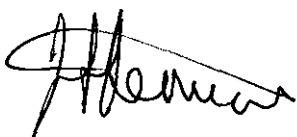
Statement of Directors' responsibilities

Company law requires the Directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing those financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

By Order of the Board



J F Hermans
Secretary

7 September 2000

Registered Office:
De La Rue House
Jays Close
Viables
Basingstoke
Hants
RG22 4BS

Auditors' Report to the Members of Portals Holdings Limited

We have audited the financial statements on pages 4 to 6 which have been prepared under the historical cost convention and the accounting policies set out on page 5.

Respective responsibilities of directors and auditors

The Directors are responsible for preparing the Annual Report. As described on page 2, this includes responsibility for preparing the financial statements in accordance with applicable United Kingdom accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and our profession's ethical guidance.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the United Kingdom Companies Act. We also report to you if, in our opinion, the Directors' Report is not consistent with the financial statements, if the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions is not disclosed.

We read the other information contained in the Annual Report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

Basis of audit 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 Company's circumstances, 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 misstatement, 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 Company's state of affairs at 1 April 2000 and of its result for the year and have been properly prepared in accordance with the Companies Act 1985.



PricewaterhouseCoopers
Chartered Accountants and Registered Auditors
London

11 September 2000

Portals Holdings Limited

Profit and Loss Account For the Year Ended 1 April 2000

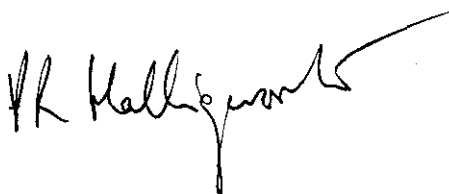
During the financial year and the preceding financial year the Company did not trade and received no income and incurred no expenditure. Consequently, during those years the Company made neither a profit nor loss and there were no recognised gains or losses.

Balance Sheet at 1 April 2000

	Note	2000 £'000	1999 £'000
Fixed assets			
Investments	3	2,475	2,475
Creditors - amounts falling due within one year			
	4	(14,249)	(14,249)
Net current liabilities		(14,249)	(14,249)
Total assets less current liabilities		(11,774)	(11,774)
Capital and reserves			
Called up share capital	5	-	-
Profit and loss account	6	(11,774)	(11,774)
Equity shareholders' funds	7	(11,774)	(11,774)

Approved by the Board on
7 September 2000

P R Hollingworth
Director



The notes on pages 5 and 6 form part of these financial statements.

Portals Holdings Limited

Notes to the Financial Statements - 1 April 2000

1 Accounting policies

Accounting convention

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards. The accounts have been prepared as at 1 April 2000, being the nearest Saturday to 31 March. The comparatives for the 1999 financial year are for the year ended 31 March 1999.

2 Directors' remuneration and auditors' remuneration

The Directors did not receive any remuneration in their capacity as directors of the Company (1999: £Nil).

There were no employees for the year (1999: Nil).

The auditors' remuneration was borne by the ultimate parent undertaking.

3 Investments

	Investments in subsidiaries £'000
Cost and net book value	
At 1 April 1999 and at 1 April 2000	2,475

4 Creditors - amounts falling due within one year

	2000 £'000	1999 £'000
Amounts owed to Portals Group plc	14,249	14,249

5 Share capital

	2000 £	1999 £
Authorised, allotted, called up and fully paid	100	100

Portals Holdings Limited

Notes to the Financial Statements - 1 April 2000

6 Reserves

	Profit and loss account £'000
At 1 April 1999 and at 1 April 2000	(11,774)

7 Reconciliation of movements in shareholders' funds

	2000 £'000	1999 £'000
Opening and closing shareholders' funds	(11,774)	(11,774)

8 Continued financial support

The ultimate parent undertaking, De La Rue plc, has confirmed that it will continue to finance the Company so as to enable it to meet its liabilities as they fall due.

9 Cash flow statement and related party disclosures

The Company is a wholly owned subsidiary of De La Rue plc and is included in the consolidated financial statements of De La Rue plc which are publicly available. Consequently, the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard 1. The Company is also exempt under the terms of Financial Reporting Standard 8 from disclosing related party transactions (but not balances) with entities that are part of the De La Rue Group or investees of the De La Rue Group.

10 Immediate and ultimate parent undertaking

The immediate parent undertaking of the Company is Portals Group plc and the ultimate parent undertaking is De La Rue plc both of which are registered in England and Wales. The De La Rue Group is the only group of which the Company is a member and for which group accounts are prepared. Copies of the group accounts are available from the Secretary, De La Rue plc, De La Rue House, Jays Close, Viables, Basingstoke, Hants, RG22 4BS.