

BUSINESS POST EUROPE LTD

**DIRECTORS' REPORT AND FINANCIAL
STATEMENTS**

for the year ended 31 March 2003



Company number 2072001

BUSINESS POST EUROPE LTD

DIRECTORS AND ADVISERS

DIRECTORS

P Kane
M Kane
P Fitzwilliam
P Carvell

SECRETARY

P Fitzwilliam

REGISTERED OFFICE

Express House
464 Berkshire Avenue
Slough
SL1 4PL

BANKERS

The Royal Bank of Scotland plc
London City Office
62/63 Threadneedle Street
LONDON
EC2R 8LA

DIRECTORS' REPORT
for the year ended 31 March 2003

FINANCIAL STATEMENTS

The Board of directors present their report and financial statements for the year ended 31 March 2003.

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; and
- 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 maintaining proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and 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.

REVIEW OF BUSINESS AND FUTURE DEVELOPMENTS

Throughout the year under review the Company remained dormant and there are no immediate plans for this situation to change.

RESULTS AND DIVIDEND

The directors do not recommend the payment of a dividend (2002: £Nil).

DIRECTORS

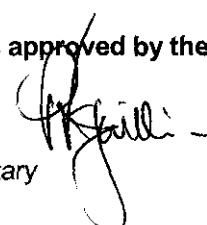
The directors who have held office during the year were as follows:

P Kane
M Kane
P Fitzwilliam
P Carvell

None of the directors had any interest in the Company's share capital during the year. The interests of the directors in the share capital of the ultimate parent company are disclosed in the financial statements of Business Post Group plc.

This report was approved by the Board on 25 September 2003.

P Fitzwilliam
Company Secretary



BUSINESS POST EUROPE LTD**BALANCE SHEET
as at 31 March 2003**

	Notes	2003 £	2002 £
CURRENT ASSETS			
Amount owed by parent undertaking		100	100
		<u> </u>	<u> </u>
Net assets		100	100
		<u> </u>	<u> </u>
CAPITAL AND RESERVES			
Called up share capital	3	100	100
Profit and loss account		-	-
		<u> </u>	<u> </u>
Equity shareholders' funds		100	100
		<u> </u>	<u> </u>

For the year ended 31 March 2003 the Company was entitled to the exemption under section 249AA(1) of the Companies Act 1985.

Members have not required the Company to obtain an audit in accordance with section 249(B)(2) of the Companies Act 1985.

The Directors acknowledge their responsibility for:

- (i) ensuring the company keeps accounting records which comply with section 221; and
- (ii) preparing accounts which give a true and fair view of the state of affairs of the Company as at the end of the financial year, and of its profit or loss for the financial year, in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the Company.

The financial statements on pages 2 and 3 were approved by the Board on 25 September 2003.



P Fitzwilliam
Director

NOTES TO THE FINANCIAL STATEMENTS

1. ACCOUNTING POLICIES**Accounting convention**

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

Cash flow statement

A cash flow statement has not been prepared as the Company is a wholly owned subsidiary of a company which published consolidated financial statements including a consolidated cash flow statement.

2. DIRECTORS' REMUNERATION

The services of the directors are provided by the ultimate parent company and no part of their remuneration is specifically attributable to the Company.

3. CALLED UP SHARE CAPITAL

	2003	2002
Authorised, allotted and called up		
100 ordinary shares of £1 each	£100	£100

4. COMMITMENTS

- (a) The Company had no capital commitments at 31 March 2003 (2002 : £Nil).
- (b) The Company and its fellow subsidiary companies within the group have given unlimited cross guarantees to secure group bank borrowings. At the balance sheet date these amounted to £Nil (2002 : £Nil).

5. PARENT UNDERTAKING AND CONTROLLING PARTY

The directors regard Business Post Group plc, a company incorporated in Great Britain, as the immediate and ultimate parent company and the ultimate controlling party.

P Kane, a director of the Company and of the parent company, together with members of his close family and certain family trusts, the beneficiaries of which are persons connected with P Kane, control directly and indirectly 51% of the issued share capital of the parent company.

The parent undertaking of the largest and smallest group which includes the Company and for which group accounts are prepared is Business Post Group plc. Copies of the financial statements can be obtained from the registered office of Express House, 464 Berkshire Avenue, Slough, Berkshire SL1 4PL.

6. RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption granted to 90% subsidiaries not to disclose transactions with group undertakings under the provisions of Financial Reporting Standard No. 8 Related Party Disclosures.