

The Premiere Group Limited
Directors' Report and Accounts
Year ended 31 December 2002

Company Registered No. 3182753 (England and Wales)



The Premiere Group Limited

Company Information

Directors

A J T Pilgrim
F O'Brien
J R Pinder

Secretary

M J Taylor

Company Number

3182753

Registered office

Building 1
Turnford Place
Great Cambridge Road
Turnford
Broxbourne
Hertfordshire
EN10 6NH

The Premiere Group Limited

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The Premiere Group Limited

Directors' Report

Year ended 31 December 2002

The directors present their report and the audited financial statements for the year ended 31 December 2002.

Principal activities and review of the business

The principal activity of the company continued to be that of a parent company to group undertakings which provide employment services and computer operating training.

The company has not traded during the year, and the directors consider it will continue as a holding company for the foreseeable future.

Results and dividends

During the preceding financial year the Company did not trade and received no income and incurred no expenditure. Consequently in the prior year, the Company made neither a profit nor a loss nor incurred any cash flows. The results for the year are set out on page 4.

The directors do not recommend the payment of a dividend (2001: £Nil).

Directors

The following directors held office throughout the year:

F O'Brien
J R Pinder
A J T Pilgrim

Directors' interests

According to the register maintained for the purposes of Section 324 Companies Act 1985 the following director had an interest in shares of the ultimate holding company, Match Holdings Limited as follows:-

	B2 Ordinary shares of 1p each	
	31 December 2002	1 January 2002
Mr F O'Brien	120,000	60,000

Mr A J T Pilgrim and J R Pinder are directors of the ultimate parent company, Match Holdings Limited and their shareholdings are shown in the directors' report of that company.

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 confirm they have:

- selected suitable accounting policies and then applied them consistently;
- made judgements and estimates that are reasonable and prudent;
- stated whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the accounts;
- prepared 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

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Directors' Report

Year ended 31 December 2002

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.

Employees

Consultation with employees or their representatives has continued at all levels, with the aim of ensuring that views are taken into account when decisions are made which are likely to affect their interests, and that all employees are aware of the financial and economic performance of the company. Communication with all employees continues through briefing groups.

Under the active guidance of its Personnel Department, the company continues to make effective arrangements for the health, safety and welfare of its employees.

Disabled employees

It is the company's policy that disabled persons should be considered for employment, training, career development and promotion on the basis of their abilities and aptitudes in common with all employees.

The company applies employment policies which are fair and equitable for all employees and which ensure entry into and progression within the company are determined solely by application of job criteria and personal ability and competency. Full and fair consideration (having regard to the person's particular aptitudes and abilities) is given to applications for employment and the career development of disabled persons.

Charitable and political donations

No charitable or political donations were made during the year.

Auditors

Following the conversion of our auditors PricewaterhouseCoopers to a Limited Liability Partnership (LLP) from 1 January 2003, PricewaterhouseCoopers resigned on 7 March 2003 and the directors appointed its successor, PricewaterhouseCoopers LLP, as auditors. A resolution to reappoint PricewaterhouseCoopers LLP as auditors to the company will be proposed at the annual general meeting.

By order of the board



.....
J R Pinder
Director

10/04/2003

The Premiere Group Limited
Independent auditors' report
To the Members of The Premiere Group Limited

We have audited the financial statements, which comprise of the profit and loss account, the balance sheet and the related notes.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and accounting standards are set out in the statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards issued by the Auditing Practices Board. This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 Companies Act 1985. 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.

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 state of the company's affairs at 31 December 2002 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.


PricewaterhouseCoopers LLP

Chartered Accountants and Registered Auditors

London

10/04/2003

The Premiere Group Limited
Profit and Loss Account
Year ended 31 December 2002

		2002	2001
	Notes	£	£
Other Operating Income		19,690	-
Income from shares in group undertakings	3	106,304	-
Amounts written off investments	6	(205,427)	-
Loss on ordinary activities before taxation	2	(79,433)	-
Tax on profit/(loss) on ordinary activities	5	-	-
Loss for the financial year	11	(79,433)	-

All of the company's activities relate to continuing operations.

There were no recognised gains and losses other than those included in the profit and loss account and therefore no separate statement of total recognised gains and losses has been presented.

There is no difference between the loss on ordinary activities before taxation and the loss for the year stated above and their historical cost equivalents.

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Balance Sheet

As at 31 December 2002

		2002	2001
	Notes	£	£
Fixed assets			
Investments	6	5,316,785	5,522,212
Current assets			
Debtors	7	957,685	4,660,396
		957,685	4,660,396
Creditors: amounts falling due within one year	8	(73,097)	(3,901,802)
Net current assets		884,588	758,594
Total assets less current liabilities		6,201,373	6,280,806
Creditors: amounts falling due after more than one year	9	(521,782)	(521,782)
Net assets		5,679,591	5,759,024
Capital and reserves			
Called up share capital	10	106,974	106,974
Share premium account	11	2,289,231	2,289,231
Other reserves	11	4,660,550	4,660,550
Profit and loss account	11	(1,377,164)	(1,297,731)
Shareholders' funds – equity interests	12	5,679,591	5,759,024

The accounts were approved by the Board on 10/04/2003 and signed on its behalf by:



J R Pinder

Director

The Premiere Group Limited

Notes to the financial statements

Year ended 31 December 2002

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards.

1.2 Investments

Fixed asset investments are stated at cost less provision for impairment in value.

1.3 Group accounts

The accounts present information about the company as an individual undertaking and not about its group. The company has not prepared group accounts as it is exempt from the requirement to do so by section 228 of the Companies Act 1985 as it is a subsidiary undertaking of Match Healthcare Limited, a company incorporated in England and Wales, and is included in the consolidated accounts of that company and that company's ultimate parent undertaking, Match Holdings Limited, a company incorporated in England and Wales.

1.4 Deferred taxation

During the year, the company adopted FRS 19 'Deferred tax' which requires deferred taxation to be recognised in full in respect of transactions or events that have taken place by the balance sheet date and which could give rise to an obligation to pay more or less taxation in the future.

The company's accounting policy had been to recognise deferred taxation only to the extent that it was probable that a liability or asset would crystallise in the foreseeable future. As FRS 19 requires that deferred taxation should now be provided in full on all timing differences that are not permanent, the company's policy has therefore changed to make full provision for timing differences. The company has not chosen to discount deferred tax balances, as permitted by FRS 19.

There is no effect on this, or the prior year's results following this change in accounting policy.

1.6 Cash flow

The company has not prepared a cash flow statement as it has taken advantage of the exemption under FRS 1 (revised for wholly owned subsidiaries).

1.5 Related parties

Advantage has been taken of the exemption within FRS 8 (Related Party Transactions) not to disclose transactions between wholly owned group companies.

2 Loss on ordinary activities before taxation

Auditors' remuneration has been borne by Premiere Employment Group Limited, a subsidiary of this company.

3 Investment Income

	2002	2001
	£	£
Dividend received from group undertakings	106,304	-
	<u>106,304</u>	<u>-</u>

The Premiere Group Limited

Notes to the financial statements

Year ended 31 December 2002

4 Employees

Number of employees

There were no employees during the year apart from the directors. The directors received remuneration for the group as a whole. Details of their remuneration can be found in the financial statements of Premiere Employment Group Limited.

5 Taxation

There is no tax payable on the results for the year as there is no taxable profit.

6 Fixed asset investments

	Shares in subsidiary undertakings £
Cost	
At 1 January 2002	5,522,212
Amounts written off during the year	(205,427)
At 31 December 2002	<u>5,316,785</u>

In the opinion of the directors, the aggregate value of the company's investment in subsidiary undertakings is not less than the amount included in the balance sheet.

Holdings of more than 20%

The company holds more than 20% of the share capital of the following companies:

Company	Principal activity	Shares held	
		Class	%
Subsidiary undertakings			
Premiere Employment Group Limited	employment services	Ordinary	100
County Bureau Limited	Holding company	Ordinary	100
Premiere Employment Limited *	employment services	Ordinary	100
Premiere Labourforce Limited *	employment services	Ordinary	100
Premiere Nursing and Care Limited *	employment services	Ordinary	100
Premiere Personnel Limited *	employment services	Ordinary	100
Premiere Care Services Limited *	employment services	Ordinary	100
Match Employment (Ireland) Limited *	employment services	Ordinary	100
County Bureau (West Midlands) Limited **	Holding company	Ordinary	100
County Bureau (Hereford) Limited ***	Dormant	Ordinary	100
County Bureau (Bromsgrove) Limited ***	Dormant	Ordinary	100
County Bureau (Evesham) Limited ***	Dormant	Ordinary	100

* held indirectly by Premiere Employment Group Limited

** held indirectly by County Bureau Limited

*** held indirectly by County Bureau (West Midlands) Limited

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Notes to the financial statements

Year ended 31 December 2002

7 Debtors

	2002	2001
	£	£
Amounts owed by group undertakings	941,683	4,543,994
Corporation tax	16,002	116,402
	<u>957,685</u>	<u>4,660,396</u>

Amounts due from group undertakings are unsecured, interest free and repayable on demand.

8 Creditors: amounts falling due within one year

	2002	2001
	£	£
Trade creditors	1,879	1,879
Amounts owed to group undertakings	-	3,809,015
Corporation tax	36,718	36,718
Other taxes and social security costs	34,500	34,500
Deferred purchase consideration	-	19,690
	<u>73,097</u>	<u>3,901,802</u>

Amounts due to group undertakings are unsecured, interest free and repayable on demand.

9 Creditors: amounts falling due after more than one year

	2002	2001
	£	£
Amounts owed to parent and fellow subsidiary undertakings	<u>521,782</u>	<u>521,782</u>

Amounts due to group undertakings are unsecured, interest free and have no formal repayment terms.

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Notes to the financial statements

Year ended 31 December 2002

10 Share capital

	2002 £	2001 £
Authorised		
4,500,000 ordinary shares of 2 ½ p each	112,500	112,500
Allotted, called up and fully paid		
4,278,970 ordinary shares of 2 ½ p each	106,974	106,974

11 Statement of movements on reserves

	Share premium account £	Merger reserve £	Profit and loss account £
Balance at 1 January 2002	2,289,231	4,660,550	(1,297,731)
Loss for the financial year		-	(79,433)
Balance at 31 December 2002	2,289,231	4,660,550	(1,377,164)

12 Reconciliation of movements in shareholders' funds

	2002 £	2001 £
Loss for the financial year	(79,433)	-
Opening shareholders' funds	5,759,024	5,759,024
Closing shareholders' funds	5,679,591	5,759,024

13 Contingent liabilities

The company had no contingent liabilities at 31 December 2001 and 2002. The company had guaranteed the bank loans and overdrafts of the group of £36,785,000 (2001 - £44,155,000).

14 Control

The immediate parent company is Match Healthcare Limited, which is the smallest company to consolidate the financial statements.

The ultimate parent company and controlling party was Match Holdings Limited which is the parent undertaking of the largest group to consolidate these financial statements. Copies of these consolidated financial statements of Match Holdings Limited are available from Turnford Place, Great Cambridge Road, Turnford, Broxbourne, Hertfordshire, EN10 6NH.