31 December 1981

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CLASSI DATE

NOTICE OF MEETING

Notice is hereby given that the Sixteenth annual general meeting of Business Computers (Systems) PLC will be held at Winchester House, 100 Old Broad Street, London EC2 on Thursday 20 May 1982 at 2.30pm to consider and if thought fit, to pass the resolutions set out below:

- That the report of the directors and the financial statements for the year ended 31 December 1981, be and are hereby adopted.
- That a final dividend of 1p per ordinary share be paid on 2 July 1982 to shareholders on the register on 27 May 1982.
- That GJ Chandler who has been appointed to the board since the last annual general meeting be elected as a director. 3
- That MG Alcock who retires by rotation, be re-elected as a director.
- That Price Waterhouse be re-appointed as auditors and that the directors be authorised to fix their remuneration. 5
- That the company's name be changed to Business Computer Systems PLC. б

By Order of the Board

MG Alcock Secretary

The Pagoda 53 Theobald Street Borehamwood, Hertfordshire WD6 4RT

16 April 1982

The following documents will be available for inspection at the Annual General Meeting and at the registered office during the period of this notice:

- A statement of all transactions of each director, and of their family interests, in the ordinary shares of the company. 1
- Copies of all contracts of service whereunder directors of the company are employed by the company at the date of this notice. 2

A member entitled to attend and vote is entitled to appoint one or more proxies to attend and, on a poll, to vote instead of him. A proxy need not be a member.

Directors

GODFREY JOHN CHANDLER Non-executive Chairman

MICHAEL PATRICK MUNNELLY Managing Director

ERIC THOMAS GILLILAND Sales and Marketing Director

MARTIN GERALD ALCOCK, MBCS Systems Director

GEORGE DEREK ROYLE, C Eng., MIEE Non-Executive Director

ANTHONY GERALD CUNNINGHAM, FCA Non-executive Director

Secretary

MARTIN GERALD ALCOCK, MBCS

Registered Office

The Pagoda, 53 Theobald Street, Borehamwood, Hertfordshire WD6 4RT

Registrars and Transfer Office BARCLAYS BANK PLC Registration Department, Radbroke Hall, Knutsford, Cheshire WA16 9EU

Bankers

NATIONAL WESTMINSTER BANK PLC

Stockbrokers

CAZENOVE & CO

Auditors

PRICE WATERHOUSE

Solicitors

CLIFFORD TURNER & CO

CHAIRMAN'S STATEMENT

We are naturally pleased with the 30% growth in sales in 1981. The smaller increase in profits is due in part to more competitive selling conditions, but also to some other factors; in particular, the cost of investments we are developing in the service area, so that we can offer the best possible service to customers who purchase machines and systems from us.

In the sales of computers we are continuing to expand in the two main product ranges of Xerox Diablo Micro-computers both through our dealer network and our direct sales force, who also sell the Molecular 18 Mini-computer. In the selling and installing of these systems a further need is created for the provision of supplies, maintenance and software support: we have extended our capability in these areas to the extent that in 1981 such sales represented 16% of the turnover as opposed to 10% in 1980. In the coming year we are planning to continue to expand the volume and variety of such services.

Our computer maintenance operation has now been set up at Milton Keynes, the greater part of the costs of this operation having been borne in 1981.

We have examined a number of new systems and have concluded (in February this year) an exclusive agreement with Rexon Business Machines Incorporated to market their 16 bit Mini-computers in the UK and Ireland.

We also launched the new Xerox 820 personal computer in November 1981, sales of which are encouraging.

The development of a new computer compiler language has been successfully completed and the product named ACL is owned by us. We have sold a considerable number of copies to other Diablo distributors throughout the world.

ACL enables almost all programs written for the Diablo 3000 series to run on other computer systems, thus making available for further use all our standard software packages as well as the specific software that we and our dealers have written for some 1500 separate UK installations.

ACL is working on the Xerox 820 and is planned to be available on the Rexon systems from May this year.

As both the Xerox 820 and the Rexon system complement our existing range, providing both a smaller and a larger capability, we are now in a position to offer the same proven extensive transportable software across a range of computers from a one terminal user to a sixteen terminal user.

During the year we have funded a number of other developments which we hope to be in a position to further during 1982. We also opened new premises at Letchworth and Woking to accommodate growing numbers of staff and to help service our customers in the South-East.

I think we must realise that, in the difficult general economic situation of 1981, Mike Munnelly and his team have made a great and successful effort in keeping the company moving forward on a sound basis. We are fortunate to be in an area of trade where there is a great interest — even though conditions are undoubtedly competitive. As such we also have to recognise that we are in a "people" business, and on behalf of all our shareholders I should like to thank all the members of the team, including the dealers who have worked on our behalf, for the extent to which they have been willing to become involved throughout the year.

GJ Chandler

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 1981

DIRECTORS

GJ Chandler

(Chairman)

MP Munnelly

ET Gilliland

MG Alcock

GD Royle

AG Cunningham

The directors have pleasure in presenting their report and the audited financial statements for the year ended 31 December 1981.

PRINCIPAL ACTIVITY

The principal activity of the company continues to be the marketing of computer systems and software.

RESULTS AND DIVIDEND

The results for the year and the financial position of the company are shown in the annexed financial statements. The directors recommend the payment of a dividend of 1p per ordinary share (1980 - Ni.1). The executive directors have agreed to waive their right to receive dividends totalling £22,000.

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SHARE CAPITAL

On 7 May 1981 the authorised share capital was increased from £500,000 to £1,000,000. On the same date sums standing to the credit of the share premium account and accumulated earnings, amounting in total to £146,666, were capitalised and applied in paying up in full 1,466,662 ordinary shares which were then issued at par to existing shareholders. The issued share capital was thus increased to 5,866,662 fully paid ordinary shares of 10p each.

FIXED ASSETS

Movements in fixed assets are shown in Note 7 to the financial statements.

DIRECTORS

The directors, as shown above, acted throughout the year, except for GJ Chandler who was appointed on 11 September 1981.

GJ Chandler and MG Alcock offer themselves for re-election. MG Alcock has a service agreement with the company which is due to expire on 31 December 1985.

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 1981 (continued)

INTEREST IN SHARES

The interests of the directors, including those of their families, in the shares of the company were as follows:

		31 December 1981	31 December 1980
MP ET MG GD	Chandler Munnelly Gilliland Alcock Royle Cunningham	6,000 880,000 (15.1%) 720,000 (12.3%) 600,000 (10.2%) 10 105,680	720,000 (16.4%)

There were no changes in directors' interests, including family interests, in the shares of the company from 31 December 1981 to 18 March 1982, being one month before the date of the notice of the annual general meeting.

None of the directors during 1981 had any beneficial interest in any contract of significance to which the company was a party.

Apart from the directors' shareholdings as shown above, and the company having been informed that International Aeradio Limited and a subsidiary held 800,000 ordinary shares (13.6%) of the company as at 18 March 1982, being one month before the date of notice of the annual general meeting, the directors are not aware of any other shareholdings which will amount to 5 per cent or more of the issued share capital of the company.

EMPLOYEES

The average number of persons, excluding directors, employed by the company was 132 and their aggregate remuneration was £1,340,000.

AUDITORS

The auditors, Price Waterhouse, have indicated their willingness to be re-appointed and a resolution concerning their appointment will be proposed at the annual general meeting.

By Order of the Board

MG Alcock Secretary

18 March 1982

AUDITORS' REPORT TO THE MEMBERS OF BUSINESS COMPUTERS (SYSTEMS) PLC

We have audited the financial statements on pages 8 to 15 in accordance with approved Auditing Standards.

In our opinion:

the financial statements on pages 8 to 15 which have been prepared under the historical cost convention give, under that convention, a true and fair view of the state of the company's affairs at 31 December 1981 and of its profit and source and application of funds for the year then ended and comply with the Companies Acts 1948 to 1981

and the supplementary current cost statements on pages 16 to 19 have been properly prepared in accordance with the policies and methods described in the notes, to give the information required by Statement of Standard Accounting Practice No 16.

PRICE WATERHOUSE Chartered Accountants

18 March 1982

Southwark Towers 32 London Bridge Street London SE1 9SY

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 1981

FOR THE YEAR ENDED 31 DECEMBER 1981		1001		• • • •
	£'000	1981 £'000	£'000	1980 £'000
TURNOVER		6,239		4,798
PROFIT BEFORE TAXATION AND EXTRAORDINARY ITEM		427		418
after charging:				
Directors' remuneration (Note 2) Depreciation Auditors' remuneration Vehicle leasing charges Loss on disposal of fixed assets	105 88 10 133 12		89 61 8 81	
after crediting:				
Interest receivable	13		23	
TAXATION (Note 4)		38		_
PROFIT AFTER TAXATION AND BEFORE EXTRAORDINARY ITEM		389		418
EXTRAORDINARY ITEM Issue expenses (Note 5)		<u>76</u>		
PROFIT AFTER TAXATION AND EXTRAORDINARY ITEM		313		418
PROPOSED FINAL DIVIDEND - 1p per ordinary share	59		- ′	*
Less: Dividends waived	_(22)	37		_
		276		418
RETAINED EARNINGS (1980 - LOSS) BROUGHT FORWARD	312		(106)	
Less: Capitalisation of reserves (Note 9)	(86)			
<i>,</i>		<u>226</u>		(106)
RETAINED EARNINGS CARRIED FORWARD		502		312
		***************************************		· · · · · · · · · · · · · · · · · · ·

BALANCE SHEET - 31 DECEMBER 1981	£1000	1981 £'000 £'00	198 0 £'00	ō
FIXED ASSETS (Note 7)		277		. •
CURRENT ASSETS Stocks (Note 8) Debtors Bank balances	1,215 1,621 221 3,057	1,1	<u>.26</u>	
CURRENT LIABILITIES Creditors Customers' deposits Taxation Proposed dividend	2,124 46 38 37 2,245	1 	597 119 - - ,716	576
NET CURRENT ASSETS		812 1,089		812
Represented by: SHARE CAPITAL (Note 9)	• •	587		440
SHARE PREMIUM (Note 10)	ζ, .	<u></u>		60
RETAINED EARNINGS	3	. 502		312
DIRECTORS GJ Chandler Whoman MP Munnelly	elle Ey	· · ·	· ·	
9.5 <u>.</u>	•	1,089		812

STAT	EMENT	OF	SOURCE	AND	APPLICA	MOIT	OF	FUNDS
TOO	MTTT: ***	7 A 13	DAIDED S) 1 DE	סשמאשיי	1001		

FOR THE YEAR ENDED 31 DECEMBER 1981		1001		1980
	£ 1000	1981 £'000	£'000	£'000
SOURCE OF FUNDS				
PROFIT BEFORE TAXATION AND EXTRAORDINARY ITEM		427		418 ₉
EXTRAORDINARY ITEM		(76)		-
Adjustment for items not involving the movement of funds:				, ,
Depreciation Loss on disposal of fixed assets		88 12		61
3		451	<i>3</i> *	479
FUNDS FROM OTHER SOURCES			-	
Proceeds from disposal of fixed assets		1	· · ·	9
•	e i	452		488
APPLICATION OF FUNDS				
Purchase of fixed assets		<u>(141</u>)		(203)
		311		285
WORKING CAPITAL MOVEMENTS	ì		•	
(Increase) in stocks (Increase) in debtors (Decrease)/increase in customers'	(295) (475)	, `	(466) (295)	
deposits Increase in creditors	(73) <u>527</u>		17 456	
THOUGHOU THE GEORGEOUP	<u> </u>	<u>(316</u>)	450	(288)
(DECREASE) IN BANK BALANCES		(5)		(3)

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 1981

ACCOUNTING POLICIES

(a) Basis of accounting

The financial statements have been prepared under the historical cost convention.

(b) Turnover

Turnover represents the invoiced value of goods sold and service income accruing in the year.

(c) Fixed assets and depreciation

Fixed assets are stated at cost less accumulated depreciation.

Depreciation is calculated on a straight line basis at rates estimated to write off the cost of the relevant assets over their anticipated useful lives. The principal annual rates used are 15%, 20% and 25%.

(d) Stocks

Stocks, consisting of finished goods, are stated at the lower of cost and net realisable value.

(e) Development expenditure

Development expenditure is written off as incurred.

(f) Foreign currency translations

Revenue and costs in foreign currencies are stated at the rate ruling at the transaction date. Assets and liabilities in foreign currencies have been expressed in sterling at the rates ruling at the balance sheet date.

(g) Deferred taxation

Provision is only made for corporation tax deferred by timing differences if there is a reasonable probability of such differences reversing and an actual corporation tax liability arising in the foreseeable future.

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 1981 (continued)

2 DIRECTORS' REMUNERATION

Remuneration excluding pension contributions:

,	1981 £'000	1980 £'000
Chairman	1	Nil
Highest paid director	35	28
Remuneration of other directors was in the following salary brackets:	Number	Number
Nil (see below)	2	2
£25,001 - £30,000	_	2
£30,001 - £35,000	2	-

The company paid management fees to another company in respect of the services of GD Royle and AG Cunningham amounting to £4,250 (1980 - £5,300).

3 EMOLUMENTS OF EMPLOYEES

The number of employees, other than directors of the company, with emoluments, excluding pension contributions, in the following salary brackets, was as follows:

			•	Numbe	Gī
•			of	employe	es
			1981	19	<u>80</u>
£20,001	-	£25,000	3	, ''	4
£25,001]	•	1
£30,001				<u> </u>	_

4 TAXATION

(a) Corporation tax

The UK corporation tax charge of £38,000 is based on the profit for the year at 40 per cent. The charge for the year is reduced by the benefit of Small Companies rate of taxation and by £195,000 (calculated at 52 per cent) being unrelieved tax losses brought forward £135,000, accelerated capital allowances £20,000 and stock appreciation relief £40,000.

(b) Deferred tax

In the opinion of the directors the current level of capital expenditure will be maintained in the foreseeable future. The potential amount of deferred taxation at 31 December 1981, calculated by the liability method at 52 per cent, for which provision is not considered necessary is £115,000 (1980 - £95,000).

(c) Close Company

Prior to the placing of the shares referred to in Note 9 the company was a close company as defined by the Income & Corporation Taxes Act 1970. Following the placing, and as far as the directors are aware the company is non-close.

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 1981 (continued)

5 EXTRAORDINARY ITEM

The company incurred expenses of £76,000 relating to the issue and placing of shares of the company on the Unlisted Securities Market.

6 EARNINGS PER SHARE

The carnings per share of 6.6p has been calculated on the profit for the year after taxation and before extraordinary item on the issued share capital of the company, after the capitalisation issue in 1981, of 5,866,662 ordinary shares of 10p each. The earnings for 1980, on the same share capital, when there was no tax charge was 7.1p.

7 FIXED ASSETS

Plant and equipment Cost	Total £'000
At 1 January 1981 Additions Disposals	362 141 (35)
At 31 December 1981	468
Depreciation At 1 January 1981	126
Charge for the year Release on disposals	88 <u>(23</u>)
At 31 December 1981	191
* :	-
Net Book Amount	,
31 December 1981	277
31 December 1980	236

There were no capital commitments at 31 December 1981 (1980 - None).

8 STOCKS

Finished goods held, subject to reservation of title by a supplier, amounted to £730,000 (1980 - £660,000).

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 1981 (continued)

9 SHARE CAPITAL

The share capital was as follows:	1981 £'000	1930 £'000
Authorised share capital		
10,000,000 (1980 - 5,000,000) shares of 10p each	1,000	500
Issued and fully paid share capital 5,866,662 (1980 - 4,400,000)		
ordinary shares of 10p each	587	440

On 7 May 1981 the authorised share capital was increased to £1 million and sums standing to the credit of the share premium account (£60,000) and accumulated earnings (£86,666) amounting, in total, to £146,666 were capitalised and applied in paying up in full 1,466,662 ordinary shares which were then issued at par and allotted to existing shareholders on the basis of one new share for every three existing shares and the issued share capital was thus increased to 5,866,662 fully paid ordinary shares of 10p each.

In May 1981 permission was granted by the Council of The Stock Exchange, London for the ordinary shares of the company to be dealt in the Unlisted Securities Market and 1,466,662 ordinary shares of the company were placed on the Market.

10 SHARE PREMIUM ACCOUNT

The movement during the year was as follows:

Balance 1 January 1981	60
Less: Capitalisation (see above)	<u>60</u>
-· ·	

£'000

Balance 31 December 1981

11 SUBSIDIARIES

The company has the following wholly owned subsidiaries:

- (a) Thatchsound Limited, incorporated 3 December 1980
- (b) Briareed Limited, incorporated 13 January 1981

Both companies, registered in England, have issued and fully paid share capital of 100 ordinary shares of £1 each and net assets comprising inter-company current accounts of £100 each. Neither subsidiary has traded since incorporation.

NOTES TO THE FINANCIAL STATEMENTS - 31 DECEMBER 1981 (continued)

12 REGISTRATION OF COMPANY

In May 1981 the company, Business Computers (Systems) Limited, was re-registered as Business Computers (Systems) PLC.

CURRENT COST PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 1981	1981 £'000	1980 £'000
TURNOVER	6,239	4,798
PROFIT BEFORE TAXATION AND EXTRAORDINARY ITEM ON THE HISTORICAL COST BASIS	427	418
LESS: CURRENT COST OPERATING ADJUSTMENTS		,
Depreciation Cost of sales Monetary working capital	7 124 (107) 15 10 24	27
CURRENT COST OPERATING PROFIT	403	391
GEARING ADJUSTMENT		
CURRENT COST PROFIT BEFORE TAXATION AND EXTRAORDINARY ITEM	403	391
TAXATION	38	
CURRENT COST PROFIT AFTER TAXATION AND BEFORE EXTRAORDINARY ITEM	365	391
EXTRAORDINARY ITEM - Issue Expenses	<u>76</u>	
CURRENT COST ROFIT FOR THE YEAR	289	391
PROPOSED FINAL DIVIDEND (less waivers)	37	<u></u>
RETAINED CURRENT COST PROFIT FOR THE YEAR (Note 2)	252	391
CURRENT COST EARNINGS PER SHARE	6.2p	6.6p

CURRENT COST BALANCE SHEET

	1981		1980 £'000
	£.000		£.000
	301		243
1,197		920	
(328)		(344)	
869		576	4
(38)		-	
<u>(37</u>)	79/		
	7 7 4	2	
¢.	1,095		819
51.	R-11/2-1-2-1/2-		
	, .		
•	597		440
	307	1	440
	_		60
			00
	508		319
	1 005		819
	1,093		OTA
	(328) 869 (38) (37)	1,197 (328) 869 (38) (37) 794 1,095	£¹000 301 1,197 (328) 869 576 (38) (37) 794 1,095 587

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NOTES TO THE CURRENT COST FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 1981

1 ACCOUNTING POLICIES

(a) Basis of accounting

The current cost financial statements have been prepared in accordance with Statement of Standard Accounting Practice No 16 and show the impact of price changes on the company's assets and results.

With the exception of 1(b) below, the accounting policies are the same as those adopted in the historical cost financial statements.

(b) Fixed assets and depreciation .

Fixed assets are stated at their current value to the business, being gross current replacement cost less accumulated depreciation. In calculating the gross current replacement cost, specific asset indices as published by the Government Statistical Service have been used, where available, and in all other cases internally generated indices have been used.

Depreciation has been calculated on the gross current replacement cost using the same rates as in the historical financial statements. The excess of the depreciation charge so calculated over that in the historical financial statements is shown as a current cost operating adjustment in the current cost profit and loss account.

(c) Stocks and cost of sales

Stocks are stated at the lower of current replacement cost and net realisable value.

The difference between the historical cost of stock sold and its replacement cost at the date of sale, calculated by the averaging method, is shown as a current cost operating adjustment in the current cost profit and loss account.

(d) Monetary working capital

This comprises trade debtors and prepayments less trade creditors and accruals. The change in the finance required for monetary working capital as a result of price changes during the year is shown as a current cost operating adjustment in the current cost profit and loss account.

(e) Gearing adjustment

The company has been financed from internal resources and accordingly no gearing adjustment arises.

NOTES TO THE CURRENT COST FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 1981 (continued)

				010
2	RESERVES			319
	Balance at 1 January 1981			(86)
	Capitalisation of reserves	å		•
	Retained current cost profit for the year	,		252
	Revaluation surpluses reflecting price changes:			
	Fixed assets Stocks		24 _106	130
	Monetary working capital adjustment			(107)
	Gearing adjustment			
,	Balance at 31 December 1981			508

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FIVE YEAR SUMMARY (Historical cost accounts)

	1981 £'000	1980 £'000	1979 £'000	1978 £'000	1977 £'000
Turnover	6,239	4,798	3,926	2,518	1,520
Profit/(Loss) before tax Taxation	427 38	418	352	108	(210)
Taxacton	389	418	352	108	(210)
Extraordinary items	<u>(76</u>)			131	
Earnings attributable to ordinary shareholders	313	418	352	239	(210)
Ordinary dividend per share	1p				
Earnings per share on issued share capital after capitalisation issue in 1981	6.6p	7.1p	6.0p	2.6p	(7.9)p
Employment of Capital			•		
Fixed assets Net current assets/(liabilities)	277) <u>812</u>	236 576	103 290	61 <u>(8</u>)	123 (174)
	1,089	812	393	53	(51)
	,	, <u></u>	<u> </u>		·
Sources of Capital					3
Ordinary shareholders' interest Loans	1,089	812	393	42	
,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	1,089	81:	2 393	3 53	(51)
				_	