Consolidated Profit and Loss account

for the year ended 31 December 2003

			2003			2002	
		Before	Exceptional		Before	Exceptional	
		exceptional	items and		exceptional	items and	
		items and	amortisation		items and	amortisation	
		amortisation	of intangibles		amortisation	of intangibles	
		of intangibles	(note 1)	Total	of intangibles	(note 1)	Total
	Note	£000	£000	£000	£000	£000	£000
Turnover	1	567,505	-	567,505	510,971	_	510,971
Operating costs		(534,667)	(13,881)	(548,548)	(476,627)	=	(479,727)
Operating profit	1	32,838	(13,881)	18,957	34,344	(3,100)	31,244
Net interest payable		(4,151)	-	(4,151)	(3,914)	-	(3,914)
Profit on ordinary activities							
before taxation		28,687	(13,881)	14,806	30,430	(3,100)	27,330
Taxation	2	(11,211)	510	(10,701)	(10,684)	=	(10,684)
Profit on ordinary activities							
after taxation		17,476	(13,371)	4,105	19,746	(3,100)	16,646
Equity minority interests		(1,846)	-	(1,846)	(233)	-	(233)
Profit for the financial year		15,630	(13,371)	2,259	19,513	(3,100)	16,413
Dividends paid and proposed		(6,768)	-	(6,768)	(6,284)	-	(6,284)
Retained loss/profit for the							_
financial year		8,862	(13,371)	(4,509)	13,229	(3,100)	10,129
Basic earnings per share	4			3.5p			27.5p
Diluted earnings per share	4			3.5p			27.3p
Adjusted earnings per share*	4	24.1p			32.7p		
Dividend per share	3			10.4p			9.9p

^{*} Adjusted earnings per share is calculated before exceptional items and amortisation of intangibles

The Group's 2003 results shown above are derived from continuing operations. There were no material acquisitions or discontinued operations in the year.

The difference between the reported and historical cost profits for each of the years reported above is not material.

Consolidated Statement of Total Recognised Gains and Losses

for the year ended 31 December 2003

	2003	2002
	£000	£000
Profit for the financial year	2,259	16,413
Currency translation differences on overseas investments	(136)	(107)
Total recognised gains and losses relating to the year	2,123	16,306

Consolidated Balance Sheet As at 31 December 2003

	2003	2002
Fixed assets	€000	£000
Positive goodwill	57,493	68,529
Negative goodwill	(734)	(2,239)
Negative goodwiii	56,759	66,290
Other intangible assets	287	374
Intangible assets	57,046	66,664
Tangible assets	82,169	79,815
Tunglote assets	139,215	146,479
Current assets		
Stocks	16,885	15,147
Debtors	137,855	143,897
Cash at bank and in hand	21,511	16,206
	176,251	175,250
Creditors: amounts falling due within one year	(147,047)	(141,404)
Net current assets	29,204	33,846
Total assets less current liabilities	168,419	180,325
Creditors: amounts falling due after more than one year	(58,438)	(72,341)
Provision for liabilities and charges	(12,358)	(7,840)
Net assets	97,623	100,144
Capital and reserves		
Called up share capital	6,507	6,498
Share capital to be issued	680	-
Share premium account	35,374	35,293
Capital redemption reserve	7,629	7,629
Profit and loss account	41,849	46,494
Equity shareholders' funds	92,039	95,914
Equity minority interests	5,584	4,230
	97,623	100,144

Consolidated Cash Flow Statement

for the year ended 31 December 2003

	2003 £000	2003 £000	2002 £000	2002 £000
Net cash inflow from operating activities	3000	39,951	2000	43,171
Returns on investment and servicing of finance		,-		-, -
Interest received	259		288	
Interest paid	(4,300)		(4,370)	
Interest element of finance lease rental payments	(222)		(104)	
Payments to minority interests	(690)		(172)	
		(4,953)		(4,358)
Taxation	(500)		(402)	
UK corporation tax paid	(608)		(403)	
Overseas tax paid	(12,187)	(12,795)	(8,572)	(9.075)
Capital expenditure		(12,795)		(8,975)
Purchase of intangible fixed assets	(48)		(82)	
Purchase of tangible fixed assets	(16,670)		(16,868)	
Sale of tangible fixed assets	3,300		4,250	
C	- y	(13,418)	,	(12,700)
Acquisitions and disposals				
Acquisition of subsidiary undertakings	421		(32,941)	
Net cash acquired with subsidiary undertakings	-		899	(22.0.42)
Faulta disidende seid		421		(32,042)
Equity dividends paid Net cash inflow/(outflow) before management of liquid		(6,534)		(5,609)
resources and financing		2,672		(20,513)
Management of liquid resources		2,072		(20,313)
Repayments from/(payments into) short term bank deposits		885		(61)
				(- /
Financing				
Issue of new shares	90		13,621	
New bank loans drawn	5,640		72,555	
Repayment of bank loans and loan notes	(11,552)		(54,759)	
Sale and leaseback transactions	377		739	
Capital element of finance lease rental payments	(1,547)		(902)	
Net cash (outflow)/inflow from financing		(6,992)		31,254
(Decrease)/increase in cash in the year		(3,435)		10,680
			2003	2002
Reconcilliation of net cash flow to movement in net debt			£000	£000
(Decrease)/increase in cash in the year			(3,435)	10,680
Cash flow from debt and lease financing			7,081	(17,336)
Cash flow from short-term bank deposits			(885)	61
Change in net debt resulting from cash flows			2,761	(6,595)
Net debt acquired with subsidiary undertakings			-	(1,687)
New loan notes			-	(1,400)
Exchange differences			4,570	4,889
Movement in net debt			7,331	(4,793)
Net debt at 1 January			(67,995)	(63,202)
Net debt at 31 December			(60,664)	(67,995)

1. Segmental analysis

Turnover and operating profit may be analysed by geography as follows:

		2003			2002	
		Operating profit				
		before			Operating	
		exceptionals and	Operating		profit before	Operating
	Turnover	amortisation	profit	Turnover	amortisation	profit
	£000	£000	£000	£000	£000	£000
United Kingdom	103,976	538	(10,317)	106,738	4,323	3,947
The Americas	270,447	19,305	16,890	242,567	22,338	19,536
Continental Europe and overseas	165,204	13,812	13,180	135,599	8,042	7,920
Australia	27,878	2,004	2,025	26,067	1,804	2,004
	567,505	35,659	21,778	510,971	36,507	33,407
Less: Unallocated central costs	-	(2,821)	(2,821)	-	(2,163)	(2,163)
	567,505	32,838	18,957	510,971	34,344	31,244

In the opinion of the directors turnover by destination is not materially different from turnover by origin.

The exceptional items and amortisation of intangibles comprise:

	2003	2002
	£000	£000
Amortisation of intangibles: recurring	3,437	3,100
exceptional impairment provision	7,372	-
UK restructuring costs	3,072	-
	13,881	3,100

As a result of the Group's Makers business incurring a loss in the year, an exceptional impairment provision has been charged in 2003 amounting to the unamortised capitalised goodwill associated with the business. The exceptional restructuring costs relate to both the Group's UK businesses, Makers and Keller Ground Engineering, and mainly comprise redundancy costs, the write-down of tangible fixed assets and office closure costs.

Capital employed may be analysed as follows:

	2003	2002
	€000	£000
United Kingdom	7,141	20,036
The Americas	114,851	119,460
Continental Europe and overseas	43,008	39,013
Australia	7,323	4,879
	172,323	183,388

Capital employed shown above excludes items of a financing nature and corporation tax balances. Capital employed is reconciled to Group net assets as follows:

	2003	2002
	£000	£000
Net assets	97,623	100,144
Net debt	60,664	67,995
Deferred purchase consideration	2,133	4,076
Dividends payable	4,522	4,294
Corporation tax payable	2,509	5,704
Deferred tax provision	4,872	1,175
Capital employed	172,323	183,388

2. Taxation	2003 £000	2002 £000
The taxation charge comprises:	2000	2000
Current tax		
UK corporation tax on the profits of the period	-	342
Overseas tax	8,990	9,555
Adjustments in respect of previous periods	(423)	(1,030)
	8,567	8,867
Deferred tax		
Current year	1,901	359
Prior year	233	1,458
Total deferred tax	2,134	1,817
	10,701	10,684
	2002	2002
4 D 1	2003	2002
3. Dividends paid and proposed	€000	£000
Interim paid	2,246	1,995
Final proposed	4,522	4,289
	6,768	6,284

An interim ordinary dividend of 3.45p (2002: 3.3p) per share was paid on 31 October 2003. The final proposed ordinary dividend of 6.95p (2002: 6.6p) per share will be paid on 28 June 2004 to holders on the register at 28 May 2004.

4. Earnings per share

Adjusted earnings per share of 24.1p (2002: 32.7p) is calculated based on earnings before exceptional items and amortisation of intangibles of £15,630,000 (2002: £19,513,000) and the weighted average number of ordinary shares in issue during the year of 64,918,500 (2002: 59,749,130).

Basic and diluted earnings per share are calculated as follows:

-	2003	2003	2002	2002
	Basic	Diluted	Basic	Diluted
	£000	£000	£000	£000
Profit after tax and minority interests	2,259	2,259	16,413	16,413
	No. of shares	No. of shares	No. of shares	No. of shares
	000's	000's	000's	000's
Weighted average of ordinary shares in issue during the year	64,919	64,919	59,749	59,749
Add: Weighted average of shares under option during the				
year	-	1,550	-	993
Add: Weighted average of own shares held	-	118	-	219
Subtract: Number of shares assumed issued at fair value				
during the year	-	(1,484)	-	(828)
Adjusted weighted average ordinary shares in issue	64,919	65,103	59,749	60,133
	pence	pence	pence	pence
Earnings per share	3.5	3.5	27.5	27.3

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5. Reconciliation of operating profit to net cash inflow from operating activities

	2003	2002
	€000	£000
Operating profit	18,957	31,244
Depreciation charge	10,897	8,755
Amortisation of goodwill and intangibles	3,437	3,207
Exceptional impairment provision	7,372	-
Profit on sale of fixed assets	(716)	(752)
Movement in long-term provisions	328	130
Increase in stocks	(2,040)	(197)
Decrease/(increase) in debtors	3,351	(3,190)
(Decrease)/increase in creditors	(1,635)	3,974
Net cash inflow from operating activities	39,951	43,171

6. Foreign Currencies

Balance sheet items in foreign currencies are translated into sterling at closing rates of exchange at the balance sheet date. However, if amounts receivable and payable in foreign currencies are covered by a forward contract, the contract rate of exchange is used for translation. Profit and loss accounts and cash flows of overseas subsidiary undertakings are translated into Sterling at average rates for the year.

Exchange differences arising from the retranslation of opening net assets and profit and loss accounts at closing rates of exchange are dealt with as movements on reserves. All other exchange differences are charged to the profit and loss account.

The exchange rates used in respect of principal currencies are:

	2003	2002
US dollar: average for year	1.64	1.50
US dollar: year end	1.78	1.60
Australian dollar: average for year	2.52	2.77
Australian dollar: year end	2.38	2.84
euro: average for year	1.45	1.59
euro: year end	1.42	1.53

7. Basis of preparation

The financial information set out above does not constitute the Company's statutory accounts for the years ended 31 December 2003 or 2002 but is derived from those accounts. Statutory accounts for 2002 have been delivered to the Registrar of Companies and those for 2003 will be delivered following the Company's Annual General Meeting. The auditors have reported on those accounts: their reports were unqualified and did not contain statements under section 237 (2) or (3) of the Companies Act 1985.

Accounts will be posted to shareholders by 16 April 2004. The Annual General Meeting will be held on 25 June 2004.