



Wilson Bowden plc

Annual Report 1992

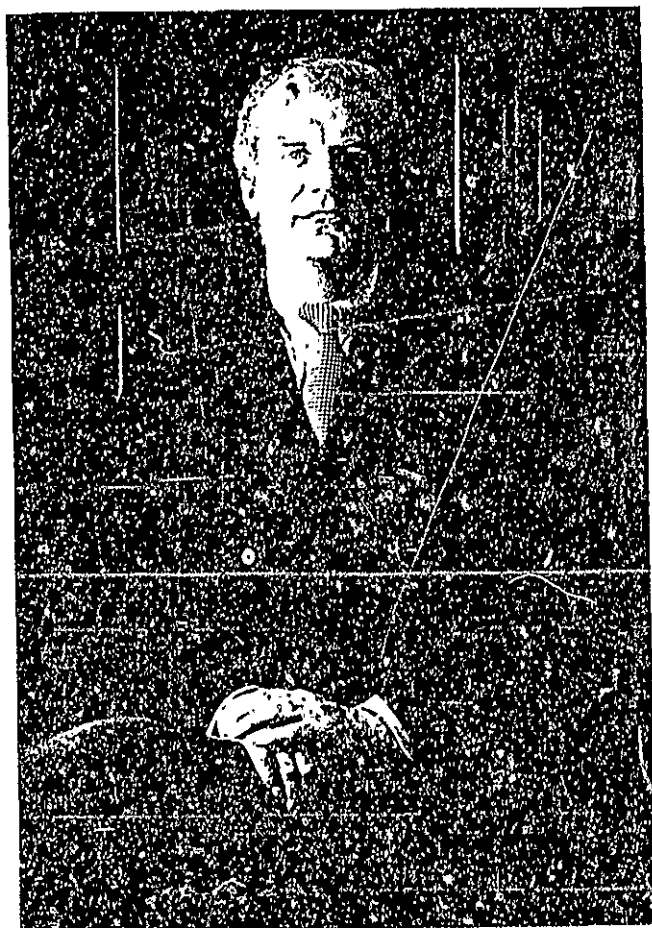
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**Building for Growth**

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I regard our performance in 1992 as very creditable. The Group profit before tax of £16.9 million is no mean achievement judged against the economic problems of the United Kingdom.

The £16.9 million Group pre-tax profit compares with £27.8 million in 1991 and Group sales were £127.7 million compared with £135.9 million. The balance sheet remains strong with year end borrowings at £16.8 million representing only 10.4% of the £161.7 million shareholders' funds.

## Financial Highlights

	1992	1991
Turnover	£127.7m	£135.9m
Profit before taxation	£16.9m	£27.8m
Earnings per share	14.6p	24.5p
Dividends per share	8.7p	8.7p
Shareholders' funds	£161.7m	£157.2m
Shareholders' funds per share	208p	203p
Net borrowings/(1991 - cash balances)	£16.8m	(£7.0m)
Interest cover	14.0x	10.5x

I am pleased to report that your Board has recommended a maintained final ordinary dividend of 6.2p (net), payable on the 26th May 1993. The total dividend for 1992 of 8.7p, unchanged from 1991, is covered 1.7 times.

David Wilson Homes sold 1,367 houses in 1992, compared with 1,324 in 1991, at an average price of £75,000 compared with £80,000. Housebuilding operating profits were £13.8 million on sales of £102.5 million, down from £21.5 million and £105.9 million respectively in 1991. This was a very good outcome for such a difficult year.

Wilson Bowden Properties made operating profits of £4.4 million on sales of £25.2 million compared with £6.7 million and £30.0 million respectively in 1991. To achieve a significant profit, albeit a reduced one, in this sector is a testament to the resilience of our activities which continue to be based principally on industrial and office buildings on well-located business parks.

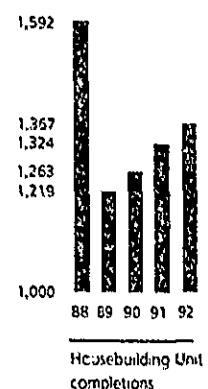
Turning to 1993 I am not going to add to the mass of speculation about the prospects for recovery. What I can say is that in

The Group profit before  
tax of £16.9 million  
is no mean achievement  
judged against the  
economic problems of  
the United Kingdom.

David Wilson Homes, in the year to date, net reservations are comfortably ahead of the equivalent period in 1992. One has to be cautious, however, in assessing when these reservations will be converted into contracts. The increase in the Stamp Duty threshold, announced in the Budget, should offer some assistance to the first-time buyer.

Facilitated by our enlarged residential land holdings and the introduction of a number of new house styles we are expanding our site coverage, and are now operating in twenty-six counties in England. The new areas include the West Midlands, Hereford and Worcester, South Yorkshire, Hertfordshire and Kent. Our clear strategy in 1993 is to increase unit house sales and our market share.

Wilson Bowden Properties has also significantly increased its land holdings. Land has been acquired, or is controlled, in Nottingham at the prestigious



Riverside development, at the Meridian Business Park in Leicester on Junction 21 of the M1, and at Bardon near Junction 22. These sites, together with other smaller locations, bring over 250 acres under our control and form the basis of our future business park activities in the Midlands in readiness for the eventual upturn in the market. It has always been our experience that recovery in the property development markets, after a downturn, lags behind the housing market and this would appear to be the case yet again.

The report of the Cadbury Committee on the Financial Aspects of Corporate Governance was published in December 1992 and your Board will, as and where it considers it appropriate, be following the Code of Best Practice.

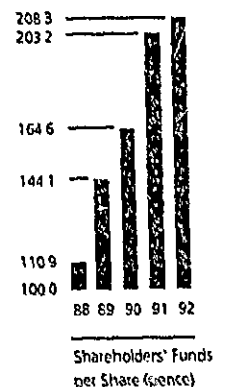
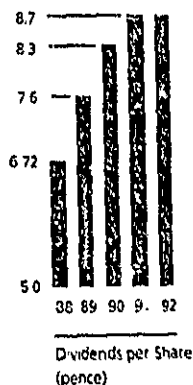
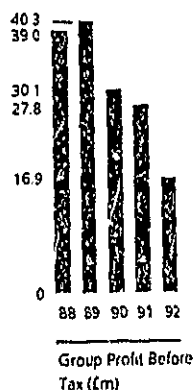
The last three financial years have seen very difficult times, but we have adapted and redoubled our efforts so as to minimise the impact of the recession. Important amongst the changes has been the development of a new management structure with short lines of communication and the promotion of younger managers to key

positions. I am confident that we have the strength and depth of management to take us forward.

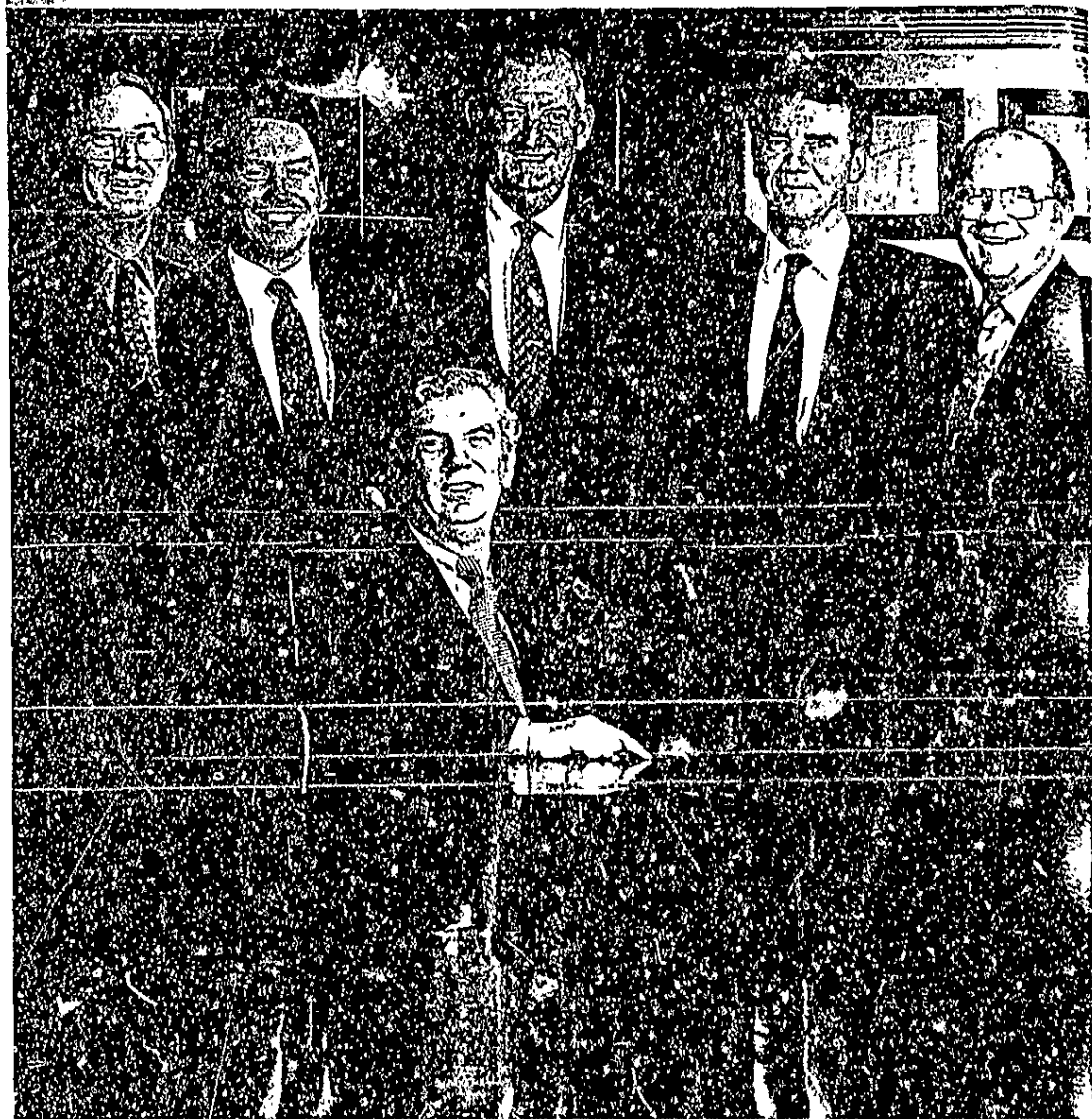
Looking to the future I believe that the strategies of prior years will ensure that we are in an excellent position to take every advantage of opportunities to position our business for growth as the economy of the country improves.

*David Wilson*

David Wilson  
Chairman and Chief Executive  
22nd March 1993



## • Directors



*Right* Group Directors

left to right

Gerald Neiland,

Keith McEwan,

David Wilson (seated),

Professor Sir Roland Smith,

Gerald Berwick and

Tony Greasley

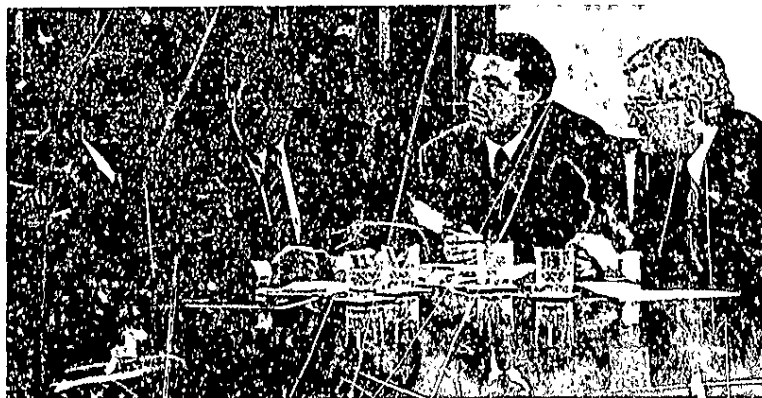
*Bottom* Group Senior

Management left to right

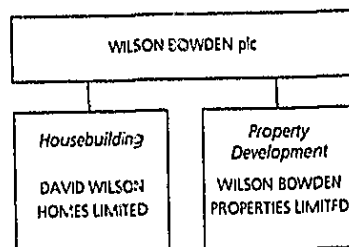
Geoffrey Norton,

Gary Crisp, Mike Stansfeld

and Graham Brown



## Group Structure and Management



### WILSON BOWDEN plc

#### Directors

##### D.W.Wilson

Chairman and Chief Executive of the Group with thirty years experience of the industry gained developing the Group. Age 51.

**Professor Sir Roland Smith**  
BA, MSc, PhD (Econ)

A non-executive director of the Company and a director of the Bank of England, Hepworth PLC, Equitable Life Assurance Ltd and a number of other companies. Age 64.

**G.R.G. Berwick BA, FCA, FCT**

A Chartered Accountant and fellow of the Association of Corporate Treasurers. Appointed Group Finance Director in 1987, having previously held similar positions in other public companies. Age 57.

##### A.Greasley

Deputy Chairman of David Wilson Homes for over six years. Previously held senior board appointments with Costain Homes Ltd and Clarke Homes (Midlands) Ltd. Has immense experience of the industry. Age 59.

**K.McEwan BSc, FCMA, IPFA**

A qualified accountant and Commercial Director of David Wilson Homes and Wilson Bowden Properties. Joined the Group as financial controller in 1983. Appointed to the Group main board as an executive director in 1992. Age 39.

##### T.G.Nelland

A non-executive director of the Company and a senior partner in the firm of solicitors, Fishers. The Group's legal adviser for some twenty years with an invaluable wealth of experience in land acquisition. Age 56.

**Secretary and Group Financial Controller**  
**G.M.Brown FCA**

### WILSON BOWDEN (GROUP SERVICES) LTD

**D.E.Tomlinson Group Personnel**

**J.C.Hulson Insurance**

**K.Scott Information Technology Manager**

### DAVID WILSON HOMES LIMITED

#### Executive Board

**D.W.Wilson Chairman**

**A.Greasley Deputy Chairman**

**G.C.Crisp Northern Division**

**K.McEwan Commercial**

**M.J.Stansfield Southern Division**

#### Northern Division

**G.C.Crisp Chairman**

**F.W.Graves Planning**

**S.C.Tomkins Finance**

#### East Midlands Region

**A.E.York Managing**

**J.L.Chapman Construction**

**T.D.Lees Sales**

#### North Midlands Region

**C.R.Beardsley Construction**

**Lynne Hartshorn Sales**

#### Southern Division

**M.J.Stansfield Chairman**

**S.G.Burgess Finance**

#### South Midlands Region

**D.J.Stewart Regional Director**

**J.S.Childs Technical**

**I.Pratt Construction**

#### Southern Region

**A.W.Smith Regional Director**

#### Home Counties Region

**A.P.Fleet Managing**

**T.W.Cooke Surveying**

#### Western Region

**J.M.Venner Regional Manager**

#### Services Division

**K.McEwan**

#### Engineering

**M.W.Conway Managing**

**B.Underwood**

#### Services

**W.J.Smith Managing**

#### Land Appraisal

**J.Ridehalgh**

#### Marketing

**M.B.Flude**

#### Design

**D.R.W.Hearn**

#### Land Acquisition

**J.A.W.Wilcox**

### WILSON BOWDEN PROPERTIES LIMITED

#### Executive Board

**D.W.Wilson Chairman**

**G.R.Norton Managing**

**P.S.Cross Managing-Development**

**K.McEwan Commercial**

**A.J.Pollett Technical**

**M.W.Conway Engineering**

**W.J.Smith Construction**

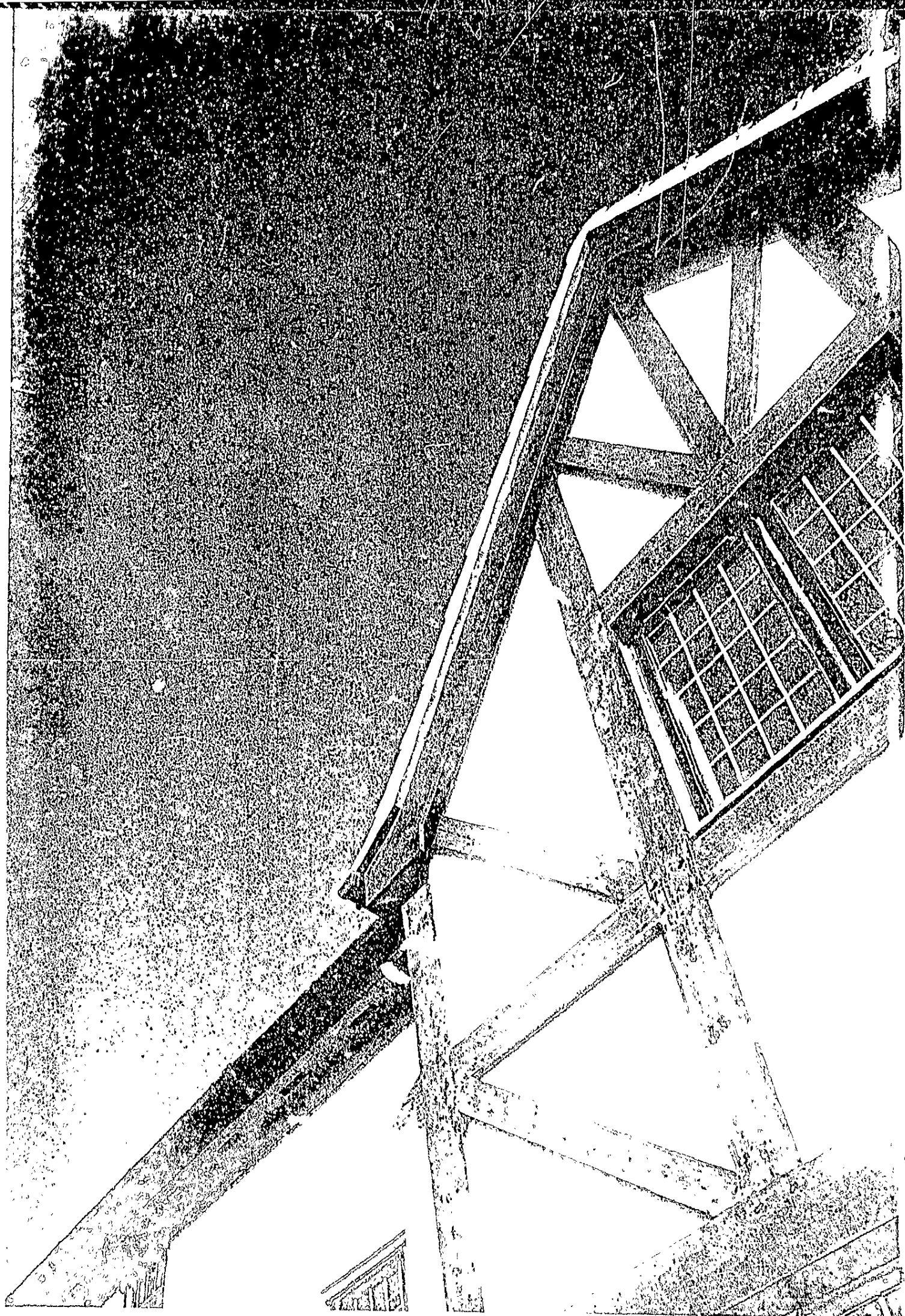
**R.Smallman Estimating**

#### Construction

**P.J.Reeves Managing**

**R.Smallman Estimating**

**S.Foulkes Surveying**







During 1992 demand for new houses remained weak with prices continuing to fall. The scale of reduction in the total market for new and second-hand housing over recent years is shown by the halving of the number of transactions from over two million in 1988 to about one million in 1992. Potential house purchasers are still extremely cautious with fears of unemployment, repossession and negative equity, all of which have contributed to the general lack of confidence.

Against this catalogue of national woes the 1992 results of David Wilson Homes are extremely creditable. During 1992, 1,367 houses were sold compared with 1,324 during the previous year and the average price was down some 6%, at £75,000. Sales were £102.5 million down marginally on 1991, with operating profit at £13.8 million compared with £21.5 million the year before.

The operating margin in the second half of 1992 not only reflects the increased downward pressure on selling prices, but also the costs associated with the new sites which will not produce any significant sales until 1993.

Despite the weakness of the market, many of the prerequisites to recovery are now in place. The "ability to buy" indices are at their most favourable for decades and mortgage rates are now at their lowest levels for twenty-five years. New homes represent excellent value for money and there is clearly a considerable degree of pent-up demand.

David Wilson Homes' strategy for 1993 and 1994 is to increase market share through our expanded site coverage. At present, it does not assume any major increase in the market for new homes but if the improvement in the market is maintained this would be an added bonus. In the year to date net reservations are comfortably ahead of the equivalent period in 1992. However, it is too early to extrapolate this trend bearing in mind the continuing fragile state of customer confidence or to assess

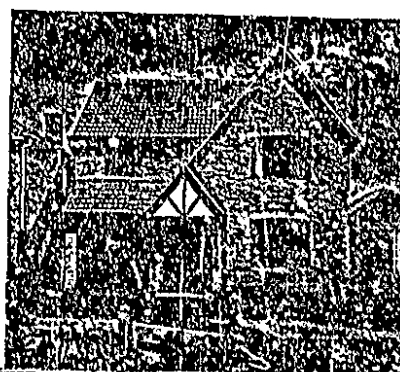
when these reservations will be converted into contracts.

The housing expansion programme is now well under way involving both increased penetration in existing areas and extending the boundaries of our coverage into a number of new areas, including the West Midlands, northern Home Counties and southern England in Kent. There are now some seventy core sites in twenty-six counties. In achieving this expansion programme we have opened one small new regional office at Droitwich in the west midlands and have also relocated our Southern Region office to the more central location of Basingstoke.

Including the Head Office at Ibstock, David Wilson Homes has six principal regional offices.

1992

Turnover	£162.5m	£1
Operating Profit	£13.8m	£





*Bottom left to top right*

A four bedroom family home at Olney in Buckinghamshire, an historic market town with its plethora of antique shops

The four bedroom 'Chaveney' designed to meet the needs of the busy executive, in the old Roman town of Quorn, Leicestershire

Two and three bedroom starter homes on David Wilson Homes development at Market Harborough, conveniently located close to the centre of this market town

A five bedroom luxury home on the discreet Woodbrook development at Loughborough, a highly regarded location with its university and excellent schools close at hand. (An interesting feature of this development is that a number of innovative conservation features, including solar heating, were incorporated in the landowner's design brief)



The future success of our housebuilding is critically dependent upon our ability to acquire residential building land in suitable locations at sensible prices. In the last eighteen months we have

significantly increased our land bank in our traditional areas of operation and in our new regions. At December 1992 plots of land, owned or legally controlled with planning consent, stood at 8,750 plots with, in addition, 3,340 acres under option or conditional contract without planning consent. Suitable land with planning consent is becoming an increasingly scarce resource. The impact of

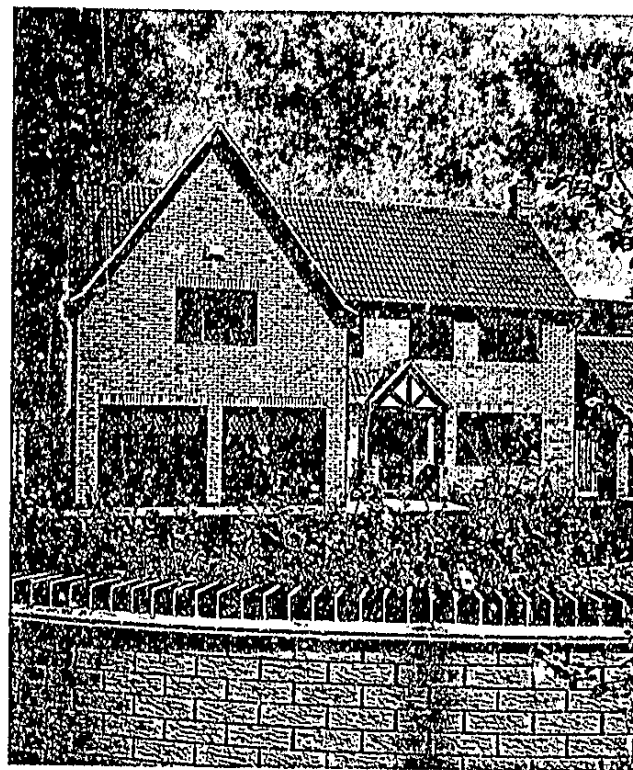
Government policy means that less land which is likely to receive planning consent is identified within the County Structure Plan process. Furthermore the possibility of planning gains through the appeals procedure is greatly diminished. We are unashamedly believers in the value of a "long" land bank to buffer us from these problems and to ensure that the future growth of the business is not inhibited.

The design appeal of David Wilson Homes has always been a strong selling point coupled with the characteristic and unique "street scene" of our developments

emphasising our many differing designs. 1993 has seen the introduction of a number of new designs, including the Edwardian and Victorian ranges, along with the updating of our Manor and Regency ranges. These complement the excellent site locations and continuing emphasis on high build quality, vital elements that support the growth target we have in our sights.

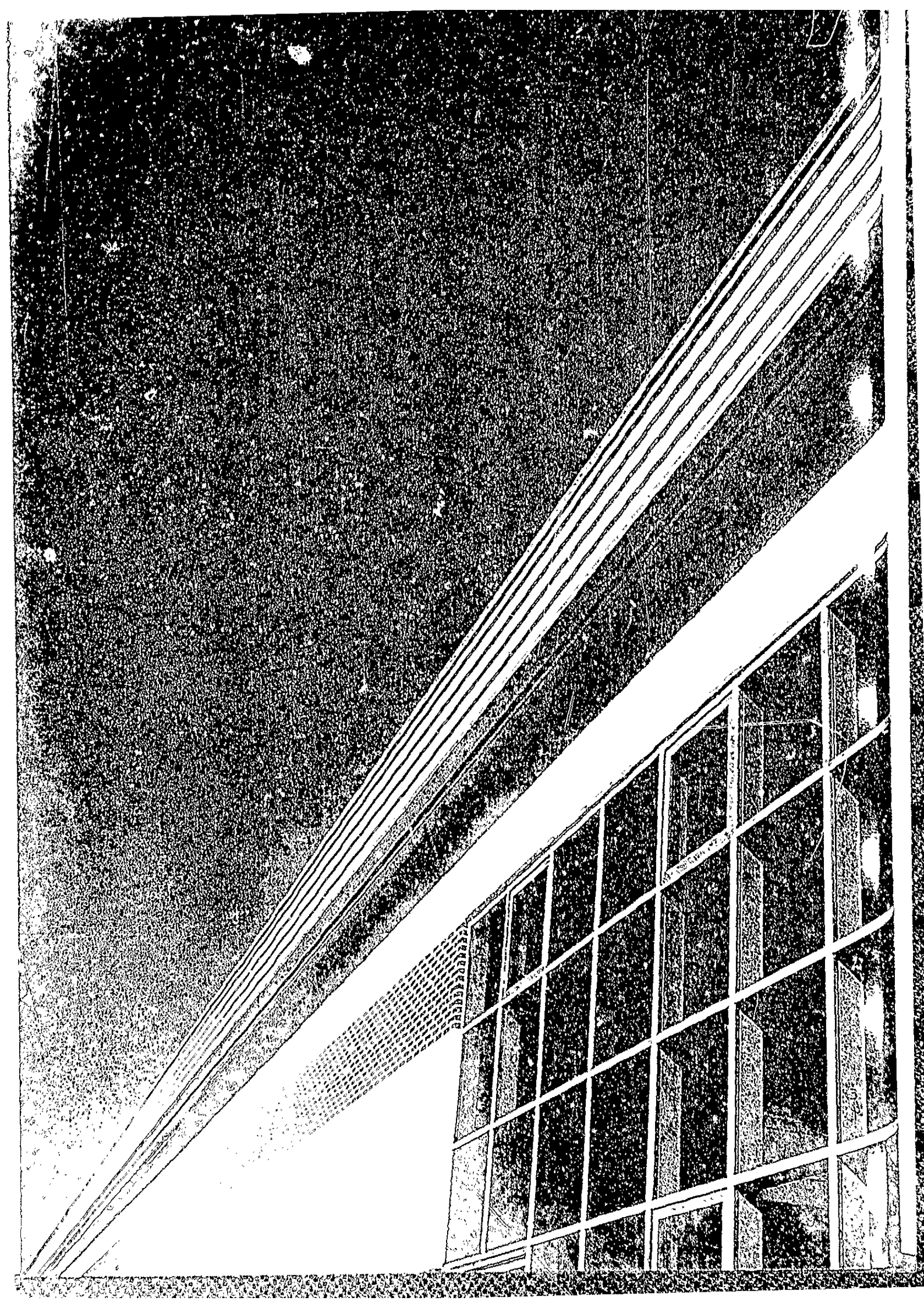
David Wilson Homes still believes in the "hands on" management style that has been one of the hallmarks of its success, supplemented by training to sharpen the necessary skills at all levels of performance. Our management team remains small and effective, retaining the short lines of communication that are essential in today's markets.

We have put into effect a clear plan for achieving the maximum profits possible in housebuilding as the economy improves and all our efforts are focused on this aim.



Top The "Braemar" is a large, two-story house located at Dunscore, near Edinburgh.

Bottom The "Manor" is a large, two-story house located at Dunscore, near Edinburgh.





Wilson Bowden Properties made an operating profit of £4.4 million on sales of £25.2 million compared with £6.7 million and £30.0 million respectively in the previous year. Judged against the background of an exceptionally long and deep recession in the property market, we are pleased with these results.

Major sales in 1992 included a 173,000 sq. ft. manufacturing facility on our Hamilton site in Leicester, a 44,000 sq. ft. retail warehouse for Toys 'R' Us on the Riverside Commercial and Retail Centre in Nottingham, and a 132,000 sq. ft. building for the Royal Mail at Beeston, also in Nottingham, together with numerous small office schemes.

The Nottingham Riverside Centre referred to above, being developed in conjunction with PowerGen plc, is a 74 acre site with a major frontage to Queens Drive and the River Trent with a superb "edge of the town" location on the M1 side of the city.

The 132,000 sq. ft. facility for the Royal Mail at Beeston, Nottingham, constructed by Wilson Bowden Properties.



## Property Development

At the flagship Meridian Business Park adjacent to Junction 21 of the M1 and the start of the M69, an additional 50 acres of land has been secured, to be paid for over three years.

Subsequently land has also been acquired for the new Interlink Park, at Bardon, near Junction 22 of the M1 in Leicestershire, for use as a distribution and industrial park.

These and other proposed land acquisitions will provide a substantial springboard for growth to coincide with improved market

conditions in the future.

Current projects in hand include 164,000 sq. ft. of pre-let out-of-town shopping on Riverside, Nottingham; a joint office development with the Welsh Development Agency on our Langstone Park site, Newport, Gwent; a facility for the Royal Mail on the Meridian Business Park, Leicester; offices on Meridian and at Castlebridge, Nottingham and a 40,000 sq. ft. pre-let industrial building at our Centre 28 M1 site in north Nottinghamshire.

All these buildings are being built under the direct control and supervision of our own construction team as was the case with all our developments in 1992. This aspect differentiates us from most other property developers and enables us to give a much quicker building programme to our customers.

During the year the staffing levels of the company necessarily have been reduced and we continue to examine all costs with a view to elimination or reduction wherever possible. The management team, re-located to new purpose-built offices on the Meridian Business Park, is headed by their Managing Director, Geoffrey Norton.

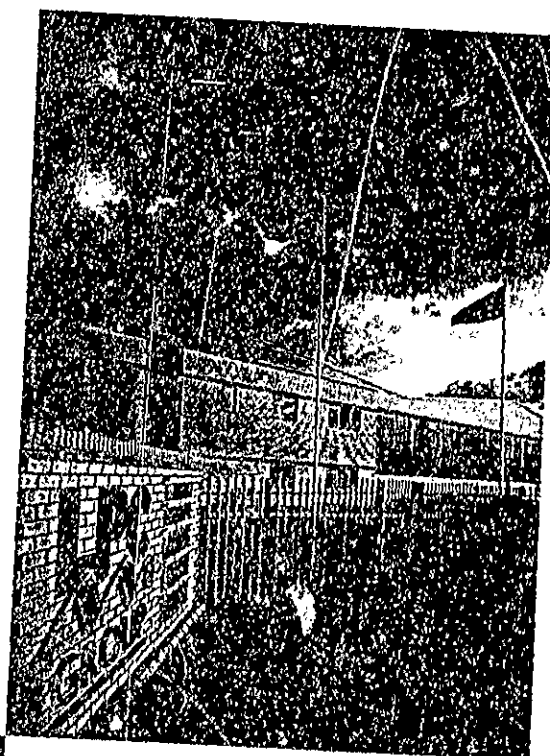
The demand for property is very dependent on the state of the economy and business confidence about the future. We are hopeful that we shall benefit from the temporary enhanced tax allowances on industrial buildings available to our customers.

We have excellent sites in commercially attractive locations and as the United Kingdom economy moves out of recession we are well prepared to seize every opportunity.





	1992	1991
Turnover	£25.2m	£30.0m
Operating Profit	£4.4m	£6.7m



*Top right to bottom left*

A new distribution centre for Comet constructed at Meridian Business Park, with the large Jacobs Building, finished in 1991, in the background

The 173,000 sq ft paper plant constructed at Hamilton Business Park for the Leicester Paper Company Ltd

New purpose built offices at Castlebridge, Nottingham



# Group Advisors and Financial Calendar

## Group Advisors

### Secretary and Registered Office

G. M. Brown, FCA  
Wilson Bowden House  
Leicester Road  
Ibstock  
Leicester LE67 6HP

### Auditors

Coopers & Lybrand  
Cumberland House  
35 Park Row  
Nottingham NG1 6FY

### Solicitors

Freshfields  
65 Fleet Street  
London EC4Y 1HS

### Fishers

6-8 Kilwardby Street  
Ashby-de-la-Zouch  
Leicestershire LE65 2FU

### Financial Advisors

J. Henry Schroder  
Wagg & Co Ltd  
120 Cheapside  
London EC2V 6DS

### Stockbrokers

James Capel & Co  
Thames Exchange  
10 Queen Street Place  
London EC4R 1BL

### Registrars

Lloyds Bank Plc  
Registrar's Department  
The Causeway  
Worthing  
West Sussex BN99 6DA

### Principal Bankers

Lloyds Bank Plc  
Barclays Bank PLC  
Société Générale

### Registered Number

2059194, England

## Financial Calendar

### Publication of results

Unaudited interim statement for the  
six months to 30th June

Early September

Preliminary announcement of the results  
for the year to 31st December

Late March

Report and Accounts for the year to  
31st December

Mid April

### Payment of dividends

Interim dividend

Early November

Final dividend

Late May

## Report of the Directors

The Directors present their Report together with the audited accounts of the Group for the year ended 31st December 1992. The Chairman's Statement on pages 1 to 3 and the Review of Operations on pages 7 to 15 review the results for the year, give details of recent and future developments and should be regarded as forming part of this Report.

### Activities of the Group

The principal activities of the Group are housebuilding, property development and property investment. All Group companies operate exclusively within the United Kingdom.

### Dividends

The Directors recommend a final dividend of 6.2p per ordinary 10p share payable on 26th May 1993 to shareholders registered as members of the Company at the close of business on 29th April 1993. When taken with the interim dividend of 2.5p paid on 6th November 1992, this makes a total dividend of 8.7p (1991 8.7p) per ordinary 10p share for the year ended 31st December 1992. After dividends,

£4.5 million will be transferred to reserves in respect of the year ended 31st December 1992.

### Share Capital

#### *Increase in authorised capital*

The authorised share capital of the Company was increased to £10,000,000, comprising 100,000,000 ordinary shares of 10 pence each, on 16th December 1986. The subsequent issue and allotment of shares under the Executive Share Option Scheme and the rights issue in April 1991 has eroded the balance of share capital unissued, and not reserved for issue under the Company's share option scheme, to £2,185,835.

The Directors intend to seek the approval of the shareholders, at the forthcoming Annual General Meeting, to increase the authorised share capital of the Company to £12,500,000 by the creation of a further 25,000,000 ordinary shares of 10 pence each.

The Directors have no present intention of issuing any part of the unissued share capital other than in connection with the Company's share option scheme.

The Company is also required by Stock Exchange regulations to state that, in any event, no issue would be made which would effectively alter control of the Company without prior approval of the shareholders in general meeting.

#### *Allotment of unissued shares*

At the 1992 Annual General Meeting the shareholders authorised the Directors, for a period of five years, to allot further shares up to the aggregate of (i) the number of shares over which options had been granted, but not yet exercised, and (ii) shares representing 33.3% of the share capital which had been issued or reserved for issue. It is the intention of the Directors to seek, at the forthcoming Annual General Meeting, similar authority in respect of unissued share capital up to an aggregate nominal value of £2,657,720.

The shareholders also authorised the Directors to issue shares for cash, without offering them first to existing shareholders, in connection with rights issues, the exercise of employee options and otherwise up to a limit of 5% of the issued share capital of the Company. This year the Directors are seeking

## Report of the Directors

authority for a period of one year, through a special resolution at the Annual General Meeting, to allot shares on such basis for cash up to an aggregate nominal value of £388,058 (being 5% of the Company's issued share capital).

Both these proposals are consistent with the guidelines issued by the London Stock Exchange and Investment Protection Committees and are in accordance with current practice.

### *Executive share option scheme*

Details of ordinary shares under option and of shares issued on the exercise of options are shown in note 27 to the accounts on page 31.

### **Fixed Assets**

Movements in the fixed assets are shown in notes 10, 12 and 13 to the accounts. The Directors are of the opinion that the value of land and buildings in the Group's fixed assets is in excess of book value but that the

difference is not material in relation to the affairs of the Group.

In line with previous policy, the Group's investment properties have been revalued at 31st December 1992. The results of this valuation have been incorporated in the accounts.

### **Directors**

The Directors of the Company are shown on page 5. With the exception of Mr K. McEwan, who was appointed to the Board on 13th November 1992, all of the Directors have served throughout the year.

The Directors retiring in accordance with the Articles of Association at the forthcoming Annual General Meeting are Professor Sir Roland Smith and Mr K. McEwan who, being eligible, offer themselves for re-election. Biographical details of all the Directors are given on page 5. Mr K. McEwan's service contract with the company is terminable on six months' notice by either party.

### **Corporate Governance**

The report of the Cadbury Committee on the Financial Aspects of Corporate Governance was published in December 1992 and your Board will, as and where it considers it appropriate, be following the Code of Best Practice.

### **Directors' and other Material Share Interests**

The interests of the Directors in the share capital of the Company are set out in note 28 to the accounts on page 32.

Mrs J.M. Wagstaff is interested in 2,762,540 ordinary shares comprising 3.6% of the Company's issued capital.

### **Employees**

Due consideration is given to applications for employment from disabled persons having regard to the particular aptitudes and abilities of the applicants concerned.

It is the Company's policy that training, career development and promotion should be available to disabled persons

as to any other member of staff. Any employee who develops a disability during employment is given the opportunity of retraining for alternative employment where practicable, given the nature of the Group's operations.

*There are specific arrangements to keep all employees informed on matters of concern to them and to encourage their involvement in the Group's performance.*

#### **Donations**

Donations during the year for educational purposes, to charity and to local causes amounted to £11,000. There were no political donations during the year.

#### **Electronic Share Transfer and Registration Systems - TAURUS**

The Securities Industry's plans to simplify the transfer and registration of companies' shares by replacing much of the present paperwork with electronic methods, under a system entitled TAURUS, have been abandoned in their present form.

#### **Directors' and Officers' Liability Insurance**

Directors' and officers' liability insurance cover is maintained by the Company and its subsidiaries.

#### **Close Company**

The Directors are of the opinion that the Company is not a close company within the meaning of the Income and Corporation Taxes Act 1988.

#### **Auditors**

In accordance with Section 385 of the Companies Act 1985, a resolution proposing the re-appointment of Coopers & Lybrand as auditors to the Company will be put to the Annual General Meeting. Until 1st June 1992 the firm practised under the name of Coopers & Lybrand Deloitte.

By order of the Board  
G.M. Brown, FCA Secretary  
22nd March 1993



## Group Profit and Loss Account

For the year ended 31st December 1992

	Notes	1992 £m	1991 £m
Turnover from continuing operations	2	127.7	135.9
Operating profit from continuing operations	2 & 3	18.2	28.2
Interest payable (net)	4	(1.3)	(0.4)
Profit on ordinary activities before taxation	5	16.9	27.8
Taxation	6	(5.6)	(9.4)
Profit for the financial year		11.3	18.4
Dividends	7	(6.8)	(6.7)
Retained profit for the financial year	19	4.5	11.7
Earnings per share	8	14.6p	24.5p

# Balance Sheets

At 31st December 1992

	Notes	Group 1992 £m	Group 1991 £m	Company 1992 £m	Company 1991 £m
Fixed assets					
Tangible operating assets	10	8.7	6.5	0.6	0.5
Investment properties	12	9.5	10.3	-	-
Investments in subsidiary undertakings	13	-	-	75.9	58.8
		18.2	16.8	76.5	59.3
Current assets					
Stocks and work in progress	14	213.7	182.4	-	-
Debtors due within one year	15	3.8	3.9	9.1	5.7
Debtors due after more than one year	15	4.8	3.5	1.6	1.6
Cash at bank and in hand		0.3	12.0	-	9.0
		222.6	201.8	10.7	16.3
Creditors due within one year	16	(60.2)	(59.9)	(10.7)	(15.0)
Net current assets		162.4	141.9	-	1.3
Total assets less current liabilities		180.6	158.7	76.5	60.6
Creditors due after more than one year	16	(18.9)	(1.5)	(14.0)	-
		161.7	157.2	62.5	60.6
Capital and reserves					
Called up share capital	18	7.8	7.7	7.8	7.7
Share premium account	19	48.0	47.5	48.0	47.5
Revaluation reserve	19	0.6	1.0	-	-
Profit and loss account	19	105.3	101.0	6.7	5.4
Total shareholders' funds		161.7	157.2	62.5	60.6

The accounts were approved by the Board on 22nd March 1993 and signed on its behalf by:

D.W. Wilson Chairman and Chief Executive



# Group Cash Flow Statement

For the year ended 31st December 1992

		1992		1991	
	Notes	£m	£m	£m	£m
Operating activities:					
Operating cash inflow		17.5		32.5	
(see page 23 for reconciliation with operating profit)					
Increased investment in land holdings		(23.4)		(26.0)	
Net cashflow from operating activities			(5.9)		6.5
Returns on investments and servicing of finance:					
Interest received		0.2		1.1	
Interest paid		(1.3)		(1.5)	
Dividends paid		(6.8)		(5.9)	
Net cash outflow from returns on investments and servicing of finance			(7.9)		(6.3)
Taxation:					
Corporation tax paid including advance corporation tax			(8.5)		(17.5)
Investing activities:					
Purchase of tangible fixed assets		(2.5)		(3.3)	
Sales of tangible fixed assets		0.2		0.5	
Sales of investment properties		0.2		-	
Net cash outflow from investing activities			(2.1)		(2.8)
Net cash outflow before financing			(24.4)		(15.1)
Financing:					
Issue of ordinary share capital	21	0.6		35.1	
Drawings under medium term loan facilities	21	9.0		-	
Repayments of amounts borrowed		-		(6.0)	
Expenses in connection with the issue of shares		-		(0.6)	
Net cash inflow from financing			9.6		28.5
(Decrease)/increase in cash and cash equivalents			(14.8)		13.4
The movement in total net borrowings comprises:					
Drawings under medium term loan facilities			(9.0)		-
Repayments of amounts borrowed			-		6.0
(Decrease)/increase in cash and cash equivalents			(14.8)		13.4
(Increase)/decrease in total net borrowings			(23.8)		19.4



**Statement of total recognised gains and losses**

	Notes	1992 £m	1991 £m
Profit for the financial year		11.3	18.4
Unrealised deficit on revaluation of investment properties	19	(0.6)	—
Total recognised gains relating to the year		10.7	18.4

**Reconciliation of movements in shareholders' funds**

	Notes	1992 £m	1991 £m
Profit for the financial year		11.3	18.4
Dividends	7	(6.8)	(6.7)
Retained profit		4.5	11.7
Other recognised gains and losses relating to the year (net)	19	(0.6)	—
New share capital subscribed		0.6	35.1
Expenses in connection with the issue of shares		—	(0.6)
Net addition to shareholders' funds		4.5	46.2
Shareholders' fund at 1st January		157.2	111.0
Shareholders' funds at 31st December		161.7	157.2

**Reconciliation of operating profit to operating cash inflow**

	1992 £m	1991 £m
Operating profit	18.2	28.2
Depreciation charges	1.5	1.4
Loss/(profit) on sale of tangible fixed assets	0.1	(0.2)
Increase in stocks and work in progress	(9.4)	(0.6)
Increase in debtors	(1.3)	(1.4)
Increase in creditors	8.4	5.1
Operating cash inflow	17.5	32.5

## 1 Principal accounting policies

The accounts have been prepared in accordance with applicable Accounting Standards in the United Kingdom. The more important Group accounting policies, which have been applied consistently, are set out below.

### BASIS OF ACCOUNTING

The accounts are prepared under the historical cost convention except for investment properties which are subject to annual revaluations.

### BASIS OF CONSOLIDATION

The year ends of all the Company's subsidiaries are 31st December and all subsidiaries are included in the Group's consolidated accounts.

### TURNOVER

Turnover comprises the amount receivable for goods and services supplied to customers during the year, including rental income from investment properties and the sale value of property development contracts. Intra-group transactions, value added tax and proceeds from the sale of part exchange houses and undeveloped land are excluded from turnover.

Proceeds from the sale of newly constructed houses are included in turnover on legal completion. Turnover arising from joint ventures, where the Group undertakes housing development within a partnership agreement, and on long-term contracts is recognised in proportion to the stage of completion reached.

### STOCKS AND WORK IN PROGRESS

Stocks, including land held for development and completed and part-exchange houses, and residential work in progress are valued at the lower of cost and net realisable value. Where the Group undertakes housing development within a partnership agreement, work in progress includes the attributable costs after deducting amounts taken to cost of sales, less progress payments received and receivable.

Development work in progress is valued at the lower of cost and net realisable value less progress payments received and receivable. Cost includes attributable overheads.

### LONG-TERM CONTRACTS

Profits on short-term property development contracts are recognised on completion. On long-term contracts profits are not recognised until the outcome of the contract can be ascertained with reasonable certainty.

Amounts recoverable on contracts are included in debtors and stated at cost plus attributable profit less any foreseeable

losses. Payments received on account of contracts are deducted from amounts recoverable on contracts. Payments received in excess of amounts recoverable are included in creditors.

### DEPRECIATION

Depreciation is provided on the original cost of assets in equal annual instalments at the following rates:

Freehold buildings	2%
Long leasehold land and buildings	2%
Short leasehold land and buildings	Term of lease
Plant, equipment and vehicles	10% to 25%
Computers, scaffolding and other assets with short economic lives	33% to 50%

Freehold and leasehold investment properties are carried at valuation. Depreciation is not provided in respect of these properties and the Directors consider that this accounting policy results in the accounts giving a true and fair view.

### DEFERRED TAXATION

The Group does not provide for deferred taxation unless there is a reasonable probability that the liability will arise in the foreseeable future. No provision is made for deferred taxation which might arise if, at the balance sheet date, investment properties were to be realised at their book values.

### FINANCE LEASES

Fixed assets acquired under leasing agreements, giving rights approximating to ownership, are included in the balance sheet as tangible fixed assets at their capital value and depreciated over their useful lives. The corresponding liability to the lessor is shown in creditors and the interest element of lease payments is charged to profit and loss account using the annuity method.

All other leases are operating leases and the annual rentals are charged to trading profits on a straight line basis over the term of the lease.

### PENSIONS

The Group operates a number of defined contribution pension schemes for certain employees. The Group's contributions to the schemes are charged against profits in the year in which the contributions are made.

## 2 Turnover and operating profit by business segment

	Turnover 1992 £m	Turnover 1991 £m	Operating profit 1992 £m	Operating profit 1991 £m
Continuing operations in the United Kingdom:				
Housebuilding	102.5	105.9	13.8	21.5
Property development	25.2	30.0	4.4	6.7
	127.7	135.9	18.2	28.2

## 3 Operating profit

	1992 £m	1991 £m
Turnover	127.7	135.9
Cost of sales	(100.7)	(99.6)
	27.0	36.3
Operating expenses	(8.8)	(8.1)
	18.2	28.2

## 4 Interest payable (net)

	1992 £m	1991 £m
Interest payable on bank borrowings and other loans repayable within five years	1.5	1.5
Interest receivable	(0.2)	(1.1)
	1.3	0.4

## 5 Profit on ordinary activities before taxation

	1992 £000	1991 £000
Profit on ordinary activities before taxation is stated after charging:		
Depreciation	1,497	1,452
Hire of plant and equipment	268	690
Auditors' remuneration for audit (including the Company £11,500 (1991 £11,000))	87	82

Remuneration of the Company's auditors for the provision of non-audit services to the Company and its United Kingdom subsidiary undertakings amounted to £49,000.

## 6 Taxation

	1992 £m	1991 £m
Corporation tax on the profit on ordinary activities for the year at 33% (1991 33.25%)	5.6	9.4

## Notes to the Accounts

Continued

### 7 Dividends

	1992 £m	1991 £m
Interim paid of 2.5p (1991 2.5p) per 10p share	1.9	1.9
Proposed final of 6.2p (1991 6.2p) per 10p share	4.9	4.8
	6.8	6.7

### 8 Earnings per share

The earnings per share are calculated on the profit for the financial year of £11.3m (1991 £18.4m) and a weighted average number of shares in issue of 77,530,000 (1991 74,946,000).

### 9 Parent company

As permitted by Section 230 of the Companies Act 1985, Wilson Bowden plc has not presented its own profit and loss account. The consolidated profit for the financial year includes a profit of £8.1m (1991 £8.6m) dealt with in the accounts of the holding company.

### 10 Tangible operating assets

	Group			Company		
	Freehold land & buildings £m	Plant, equipment & vehicles £m	Total £m	Freehold land & buildings £m	Plant, equipment & vehicles £m	Total £m
Cost						
1st January 1992	3.6	8.1	11.7	0.3	0.3	0.6
Additions	1.1	1.3	2.4	0.1	0.1	0.2
Transferred from current assets	1.6	—	1.6	—	—	—
Disposals	(0.1)	(1.1)	(1.2)	—	(0.1)	(0.1)
31st December 1992	6.2	8.3	14.5	0.4	0.3	0.7
Depreciation						
1st January 1992	0.2	5.0	5.2	—	0.1	0.1
Eliminated on disposals	—	(0.9)	(0.9)	—	(0.1)	(0.1)
Provision for the year	0.1	1.4	1.5	—	0.1	0.1
31st December 1992	0.3	5.5	5.8	—	0.1	0.1
Net book value						
31st December 1992	5.9	2.8	8.7	0.4	0.2	0.6
31st December 1991	3.4	3.1	6.5	0.3	0.2	0.5

### 11 Future capital expenditure

	Group 1992 £000	Group 1991 £000
Authorised by the Directors:		
Contracted for	372	127
Not contracted for	—	548

## 12 Investment properties

Group	Land and buildings		
	Freehold £m	Long leasehold £m	Total £m
Valuation			
1st January 1992			
Disposals	9.5	0.8	10.3
Revaluation adjustment	(0.2)	—	(0.2)
	(0.6)	—	(0.6)
31st December 1992	8.7	0.8	9.5
Represented by - Cost			
- Valuation surplus	8.6	0.5	9.1
	0.1	0.3	0.4

The Group's investment properties are carried in the balance sheet at valuation on the basis of open market value at the end of the year. Approximately one third of the investment property portfolio is professionally revalued each year by independent Chartered Surveyors and the remainder are valued by the Directors. Depreciation is not provided in respect of the investment properties and the Directors consider that this accounting policy results in the accounts giving a true and fair view. Since the end of the Group's financial year investment properties included above at a valuation of £1.5m have been disposed of at net book value.

## 13 Investments in subsidiary undertakings

	Company 1992 £m	Company 1991 £m
Shares in subsidiary undertakings		
Loans to subsidiary undertakings	5.5	5.5
Loan from a subsidiary undertaking	71.4	54.3
	(1.0)	(1.0)
	75.9	58.8

Shares in subsidiary undertakings are recorded at the nominal value of the shares issued when each subsidiary undertaking was acquired. Details of the principal subsidiary undertakings of the Company, which are all wholly owned and registered in England, are set out on the inside back cover of this Annual Report.

## 14 Stocks and work in progress

	Group 1992 £m	Group 1991 £m
Land holdings		
Contracting and development	150.9	128.4
	67.9	62.6
Payments on account	218.8	191.0
	(5.1)	(8.6)
	213.7	182.4

**15 Debtors**

	Group 1992 £m	Group 1991 £m	Company 1992 £m	Company 1991 £m
Due within one year:				
Trade debtors	1.3	1.5	-	-
Other debtors	1.3	1.1	-	-
Certificates of tax deposit	1.2	1.3	1.2	1.3
Amounts due by subsidiary undertakings	-	-	1.9	0.7
Advance corporation tax recoverable	-	-	6.0	3.7
	3.8	3.9	9.1	5.7
Due after more than one year:				
Trade debtors	3.2	1.9	-	-
Advance corporation tax recoverable	1.6	1.6	1.6	1.6
	4.8	3.5	1.6	1.6

The advance corporation tax is recoverable by set off against corporation tax payments in future periods.

**16 Creditors**

	Group 1992 £m	Group 1991 £m	Company 1992 £m	Company 1991 £m
Due within one year:				
Bank overdrafts	3.1	-	1.4	-
Bank loans repayable otherwise than by instalments	-	5.0	-	5.0
Trade creditors	14.5	11.5	-	-
Other creditors	4.4	4.4	0.7	0.7
Land creditors (secured £5.5m - 1991 nil)	16.8	14.7	-	-
Other taxes and social security	0.9	1.1	-	-
Accruals	2.8	1.9	-	-
Payments in advance	3.0	3.6	-	-
Amounts due to subsidiary undertakings	-	-	-	1.0
Corporation tax	7.6	10.7	1.5	1.3
Advance corporation tax	2.3	2.2	2.3	2.2
Dividend	4.8	4.8	4.8	4.8
	60.2	59.9	10.7	15.0
Due after more than one year:				
Bank loans repayable otherwise than by instalments:				
In between one and two years	2.5	-	2.5	-
In between two and five years	11.5	-	11.5	-
Land creditors repayable in less than five years:				
By instalments	1.7	-	-	-
Otherwise (secured £3.2m - 1991 nil)	3.2	1.5	-	-
	18.9	1.5	14.0	-

Borrowings are all unsecured with interest rates linked to prevailing money market rates. The Company has entered into interest swap arrangements fixing £5.0m at 10.18% until 7th November 1996 and a further £5.0m at 10.63% until 3rd June 1996.

# 17 Provisions for liabilities and charges - deferred taxation

	Group 1992 £m	Group 1991 £m
Full (contingent) provision at 33% (1991 33%):		
Accelerated capital allowances	0.5	0.5
Revaluation surpluses	-	0.1
Advance corporation tax recoverable	(0.4)	(0.4)
	0.1	0.2

No provision for deferred taxation was required at 31st December 1992 (1991 £Nil).

## 18 Called up share capital

	1992 Number	1991 Number	1992 £m	1991 £m
Ordinary shares of 10p each:				
Authorised	100,000,000	100,000,000	10.0	10.0
Allotted, called up and fully paid	77,611,672	77,351,869	7.8	7.7

## 19 Reserves

	Profit and loss account			Share premium account £m
	Subsidiary undertakings £m	Parent company £m	Group total £m	
1st January 1992	95.6	5.4	101.0	47.5
Valuation of investment properties	-	-	-	(0.6)
Premium on shares issued	-	-	-	-
Retained profit	3.2	1.3	4.5	-
Other movements	(0.2)	-	(0.2)	0.2
31st December 1992	98.6	6.7	105.3	0.6

## 20 Net assets by business segment

	Group 1992 £m	Group 1991 £m
Operations in the United Kingdom:		
Housebuilding	134.3	118.2
Property development	44.2	32.0
	178.5	150.2

# Notes to the Accounts

Continued

## 21 Analysis of changes in financing during the year

Group	Share capital (including share premium) £m	Medium term loans £m
1st January 1992	55.2	5.0
Cash inflows from financing	0.6	9.0
31st December 1992	55.8	14.0

## 22 Analysis of changes in cash and cash equivalents during the year

	Group 1992 £m	Group 1991 £m
Net cash at bank/(short-term borrowings):		
1st January 1992	12.0	(1.4)
Net cash (outflow)/inflow	(14.8)	13.4
31st December 1992	(2.8)	12.0

## 23 Analysis of cash and cash equivalents

Group	1992 £m	1991 £m	Change in year £m
Cash at bank and in hand	0.3	12.0	(11.7)
Bank overdrafts	(3.1)	-	(3.1)
	(2.8)	12.0	(14.8)

## 24 Staff costs

	Group 1992 £m	Group 1991 £m
Employee costs (including Directors):		
Wages and salaries	9.5	9.7
Social security costs	0.9	0.9
Other pension costs	0.5	0.4
	10.9	11.0
	Group 1992 Number	Group 1991 Number
The average weekly number of persons employed during the year was as follows:		
Building	441	474
Sales	116	91
Administration	124	126
	681	691



## 25 Directors' remuneration

The remuneration of the Directors of Wilson Bowden plc for the year (including remuneration as directors of subsidiary companies) was as follows:

	1992 £000	1991 £000
Emoluments (including pension contributions)	612	686

The emoluments of the Chairman, who was the highest paid Director, amounted to £249,000 (1991 £301,000, after excluding emoluments payable to him under his service contract irrevocably waived, amounting to £56,079).

The emoluments of all the Directors of the Company, excluding pension contributions but including consultancy fees amounting to £48,000 (1991 £40,000) paid to Roland Smith & Associates Limited in respect of the services of Professor Sir Roland Smith, were in the following ranges:

	1992 Number	1991 Number
£ 10,001 – £ 15,000	1	–
£ 25,001 – £ 30,000	1	1
£ 40,001 – £ 45,000	–	1
£ 50,001 – £ 55,000	1	–
£ 80,001 – £ 85,000	1	1
£140,001 – £145,000	1	–
£180,001 – £185,000	–	1
£245,001 – £250,000	1	–
£300,001 – £305,000	–	1

## 26 Transactions with Directors

A number of partners, one of whom is Mr T.G. Neiland, in the firm of solicitors, Fishers, act for the Group in connection with land acquisition, planning, conveyancing, commercial contract and general legal matters. During the year ended 31st December 1992 £348,000 (1991 £432,000) was paid to Fishers in respect of these legal services and related expenses.

Other than as noted above no contracts of significance in relation to the Group's business in which the Directors of the Company had an interest subsisted at any time during the year.

## 27 Share option scheme

The Company operates an executive share option scheme for which approval has been granted by the Inland Revenue. The maximum number of shares in the Company which may be put under option pursuant to the scheme is currently 3,850,000. At the date of approval of these accounts options had been granted as follows:

Dates normally exercisable	Option price per share	Number of ordinary 10p shares
4th March 1990 – 3rd March 1997	1.7.58p	92,382
20th October 1990 – 19th October 1997	181.56p	104,603
26th April 1991 – 25th April 1998	190.39p	89,672
14th April 1992 – 13th April 1999	264.00p	101,900
6th October 1992 – 5th October 1999	214.93p	35,665
20th April 1993 – 19th April 2000	245.35p	30,570
23rd October 1993 – 22nd October 2000	248.29p	10,190
9th September 1997 – 8th September 2002	226.00p	65,000
Total number of shares under option		529,982

During the year the Directors allotted 259,803 shares to employees following the exercise of options granted under the Wilson Bowden plc Executive Share Option Scheme. The aggregate consideration received in respect of these allotments amounted to £478,000.

# Notes to the Accounts

Continued

## 28 Directors' Interests

The interests (as defined in the Companies Act 1985) of the Directors in the ordinary share capital of the Company are set out below

	10p ordinary shares		Options 10p ordinary shares	
	1st January 1992	31st December 1992	1st January 1992	31st December 1992
D.W. Wilson	43,275,189	42,741,398	-	-
Professor Sir Roland Smith	-	-	-	-
G.R.G. Berwick	17,142	17,142	66,900	66,900
A. Greasley	65,142	65,142	133,610	133,610
K. McEwan	8,244*	8,244	25,475*	25,475
T.G. Neiland	12,504,653	12,157,964	-	-
(* At date of appointment during 1992)				

There have been no changes in the Directors' share interests between the end of the year and 22nd March 1993.

Following the transfer during the year of 533,791 shares to members of the Chairman's family, the total number of shares in which the Directors taken together are beneficially interested is 42,832,177 after excluding a non-beneficial interest in respect of 1,156,431 shares held by Mr T.G. Neiland and the following duplicated holdings in respect of which Mr D.W. Wilson has a beneficial interest and Mr T.G. Neiland a non-beneficial interest:

	Number
Held as trustees of The Wilson Executive Pension Scheme	3,248,046
Held in trusts of which Mr D.W. Wilson or his family are beneficiaries	7,753,236

## 29 Contingent liabilities

Wilson Bowden plc has guaranteed the repayment of the bank loans, overdrafts and financial guarantees made available to its subsidiary undertakings. At 31st December 1992 the liabilities outstanding under these bank loans and overdrafts amounted to £1.7m (1991 £nil). Contingent liabilities in respect of a subsidiary undertaking's bank guarantees amounted to £1.5m (1991 £4.9m). In addition the Group has entered into counter indemnities in the normal course of business in respect of performance bonds.

## Report of the Auditors

To the members of Wilson Bowden plc

We have audited the accounts on pages 20 to 32 in accordance with Auditing Standards.

In our opinion the accounts give a true and fair view of the state of affairs of the Company and the Group at 31st December 1992 and of the profit, total recognised gains and cash flows of the Group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

*Coopers & Lybrand*

Coopers & Lybrand, Chartered Accountants and Registered Auditors  
Nottingham

22nd March 1993

## Shareholder Analysis

	Number of shareholders	% of equity held
Institutional shareholders		
Directors	335	36.9
Directors non-beneficial	5	55.2
General public:	1	1.5
Holdings greater than 3% of issued capital	1	3.6
Holdings of less than 3% of issued capital	1,115	2.8
31st December 1992	1,457	100.0

## • Group Financial Record - Earnings Summary

Years ended 31st December	1992 £m	1991 £m	1990 £m	1989 £m	1988 £m
Turnover from continuing UK operations					
Housebuilding	102.5	105.9	99.2	116.8	130.9
Property development	25.2	30.0	29.9	30.9	18.6
	127.7	135.9	129.1	147.7	149.5
Operating profit from continuing UK operations					
Housebuilding	13.8	21.5	20.9	33.9	35.5
Property development	4.4	6.7	10.1	8.8	5.1
Group operating profit	18.2	28.2	31.0	42.7	40.6
Interest	(1.3)	(0.4)	(0.9)	(2.4)	(1.6)
Profit before taxation	16.9	27.8	30.1	40.3	39.0
Taxation	(5.6)	(9.4)	(10.5)	(13.5)	(13.0)
Profit for the financial year	11.3	18.4	19.6	26.8	26.0
Dividends	(6.8)	(6.7)	(5.6)	(5.1)	(4.5)
Retained profits	4.5	11.7	14.0	21.7	21.5
Housebuilding					
Number of completions	1,367	1,324	1,263	1,219	1,592
Average selling prices	£75,000	£80,000	£78,500	£95,800	£82,200
Operating profit to turnover					
Housebuilding	13.5%	20.3%	21.1%	29.0%	27.1%
Property development	17.5%	22.3%	33.8%	28.5%	27.4%
Profit before tax to turnover	13.2%	20.5%	23.3%	27.3%	26.1%
Interest cover	14.0x	70.5x	34.4x	17.8x	25.4x
Earnings per share (note)	14.6p	24.5p	28.6p	39.4p	38.2p
Dividends per share	8.7p	8.7p	8.3p	7.6p	6.72p
Dividend cover	1.7x	2.8x	3.4x	5.2x	5.7x

Note: Adjusted for the one for seven Rights Issue in April 1991.

## Group Financial Record - Net Assets Summary

As 31st December	1992 £m	1991 £m	1990 £m	1989 £m	1988 £m
Operating fixed assets	8.7	6.5	5.3	4.4	3.8
Investment properties	9.5	10.3	4.6	4.6	1.9
Stocks and work in progress	213.7	182.4	161.5	152.3	134.2
Creditors	(62.0)	(56.4)	(55.0)	(62.8)	(71.8)
Other assets and liabilities	8.6	7.4	7.0	4.9	3.4
<b>Total net assets</b>	<b>178.5</b>	<b>150.2</b>	<b>123.4</b>	<b>103.4</b>	<b>71.5</b>
Financed by					
Shareholders' funds	161.7	157.2	111.0	96.2	74.0
Net borrowings	16.8	-	12.4	7.2	-
<b>Net cash at bank</b>	<b>178.5</b>	<b>157.2</b>	<b>123.4</b>	<b>103.4</b>	<b>74.0</b>
	-	(7.0)	-	-	(2.5)
	<b>178.5</b>	<b>150.2</b>	<b>123.4</b>	<b>103.4</b>	<b>71.5</b>
Employed in					
Housebuilding	134.3	118.2	93.7	82.5	60.5
Property development	44.2	32.0	29.7	20.9	11.0
	<b>178.5</b>	<b>150.2</b>	<b>123.4</b>	<b>103.4</b>	<b>71.5</b>
Operating profit to average net assets					
Housebuilding	10.9%	20.3%	23.7%	47.4%	65.3%
Property development	11.5%	21.7%	39.9%	55.2%	49.3%
Group	11.1%	20.6%	27.3%	48.8%	62.7%
Net borrowings to shareholders' funds	10.4%	-	11.2%	7.5%	-
Shareholders' funds per share	208.3p	203.2p	164.6p	144.1p	110.9p

## Notice of Meeting

The seventh Annual General Meeting of Wilson Bowden plc will be held in the Charnwood Room of the Grand Hotel, Granby Street, Leicester on Tuesday, 11th May 1993 at 12 noon for the following purposes:

### ORDINARY BUSINESS

1. To receive and adopt the report of the Directors and the Company's audited accounts for the year ended 31st December 1992.
2. To declare a final dividend.
3. (a) To re-elect Professor Sir Roland Smith, who retires by rotation, as a Director of the Company.  
  
(b) To re-elect Mr K. McEwan, who has been appointed to the Board since the last Annual General Meeting and retires in accordance with the provisions of Article 72, as a Director of the Company.
4. To re-appoint Coopers & Lybrand as auditors of the Company and to authorise the Directors to fix their remuneration.

### SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions of which Resolutions 5 and 6(a) will be proposed as ordinary resolutions and Resolution 6(b) as a special resolution:

5. To increase the authorised share capital of the Company from £10,000,000 to £12,500,000 by the creation of 25,000,000 additional ordinary shares of 10 pence each.
6. (a) That, subject to and conditional upon the passing of Resolution 5 above, the Directors be and they are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (as defined in the said Section 80) up to an aggregate nominal amount of £2,657,720, provided that this authority shall replace all other authorities to allot relevant securities granted to the Directors and shall expire on the day immediately preceding the fifth anniversary of the passing of this Resolution, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if this authority had not expired.  
  
(b) That, subject to and conditional upon the passing of Resolution 6(a) above and without prejudice to the limit on the Directors' general authority to issue shares as conferred upon them pursuant to that Resolution:

(i) the Directors be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities wholly for cash pursuant to the authority conferred by Resolution 6(a) above (otherwise than in compliance with Section 89(1) of the Companies Act 1985) provided that equity securities so allotted otherwise than in connection with a rights issue shall not exceed the aggregate nominal value of £388,058 and that this power shall expire on the date of the Annual General Meeting in 1994 or 10th August 1994 if earlier, save that the Company may make any offer or agreement before the expiry of this power which would or might require equity securities to be allotted after such expiry, and the Directors may allot equity securities in pursuance of any such offer or agreement as if this power had not expired; and

(ii) for the purposes of this Resolution, the expression "rights issue" shall mean an offer of securities open for acceptance for a period fixed by the Directors by way of rights to holders of shares on the Register on a fixed record date or dates in proportion to their then holdings of such shares (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of any territory or the requirements of any regulatory body or stock exchange) and words and expressions defined in or for the purposes of the Companies Act 1985 shall bear the same meaning in this Resolution.

By order of the Board

G. M. Brown, FCA Secretary  
8th April 1993



Registered Office  
Wilson Bowden House  
Leicester Road, Ibstock  
Leicester LE67 6HP

*A member entitled to attend and vote may appoint one or more proxies to attend and vote instead of him. A proxy need not also be a member.*

*Instruments appointing proxies must be received by the Company's registrar not less than forty-eight hours before the time fixed for the meeting.*

*The register of Directors' interests and Directors' contracts of service not expiring or determinable within one year will be available for inspection at the registered office of the Company during usual business hours until the date of the meeting and at the Grand Hotel, Leicester from 11.45am until the conclusion of the meeting on Tuesday, 11th May 1993.*

## Offices and Principal Subsidiaries

### Wilson Bowden plc David Wilson Homes Limited

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Wilson Bowden House  
Leicester Road  
Ilstock  
Leicester LE67 6HP  
Telephone 0530 60777

#### Housebuilding - Northern Division

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*David Wilson Homes (East Midlands) Limited\**  
*David Wilson Estates Limited\**  
*David Wilson Homes Services Limited\**  
*Wilson Bowden (Insurance Brokers) Limited\**  
*Wilson Bowden Engineering Design Services Limited\**

Wilson Bowden House  
Leicester Road  
Ilstock  
Leicester LE67 6HP  
Telephone 0530 60777

*David Wilson Homes (North Midlands) Limited\**

Wilson House  
161 Glaisdale Drive West  
Nottingham NG8 4GY  
Telephone 0602 281271

#### Housebuilding - Southern Division

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*David Wilson Homes (South Midlands) Limited\**

Wilson House  
Orchard Hill  
Little Billing  
Northampton NN3 4RP  
Telephone 0604 784000

*David Wilson Homes (Home Counties) Limited\**

Wilson House  
Freebournes Court  
Witham  
Essex CM8 2BL  
Telephone 0376 500400

Unit 5 Grovelands Business Centre  
Boundary Way  
Hemel Hempstead  
Hertfordshire HP2 7TE  
Telephone 0442 68999

*David Wilson Homes (Southern) Limited\**

Amethyst House  
The Quadrant  
Hampshire International Business Park  
Crockford Lane  
Chiltenham  
Basingstoke RG24 0WH  
Telephone 0256 707999

Wilson House  
Avonmead  
325 Badminton Road  
Winterbourne  
Bristol BS17 1AH  
Telephone 0272 574088

*David Wilson Homes (Western) Limited\**

97 Filar Street  
Droitwich  
Worcester WR9 8EG  
Telephone 0905 795494

#### Property Development

### Wilson Bowden Properties Limited

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*Wilson Bowden Developments Limited\**  
*Wilson Bowden Construction Limited\**

Wilson Bowden House  
East Link  
Meridian Business Park  
Leicester LE3 2XU  
Telephone 0533 655655

*Wilson Bowden Properties Southern Limited\**

Unit 5 Grovelands Business Centre  
Boundary Way  
Hemel Hempstead  
Hertfordshire HP2 7TE  
Telephone 0442 68999

\*Subsidiary whose shares are not held directly by Wilson Bowden plc.