BIG YELLOW GROUP PLC

ANNUAL REPORT AND ACCOUNTS 2001

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BIG YELLOW GROUP PLC

ANNUAL REPORT AND ACCOUNTS 2001

space for everyone

SELF STORAGE IS A FLEXIBLE, DO IT YOURSELF CONCEPT THAT HAS CHANGED THE WAY PEOPLE THINK ABOUT STORING THEIR POSSESSIONS.

BIG YELLOW'S PHILOSOPHY IS TO PROVIDE PERSONAL AND BUSINESS USERS WITH EXCEPTIONAL CUSTOMER SERVICE FROM OUR NETWORK OF HIGH PROFILE, CONVENIENTLY LOCATED STORES.

BIG YELLOW IS NOW ESTABLISHED AS A LEADING BRAND.

FINANCIAL HIGHLIGHTS

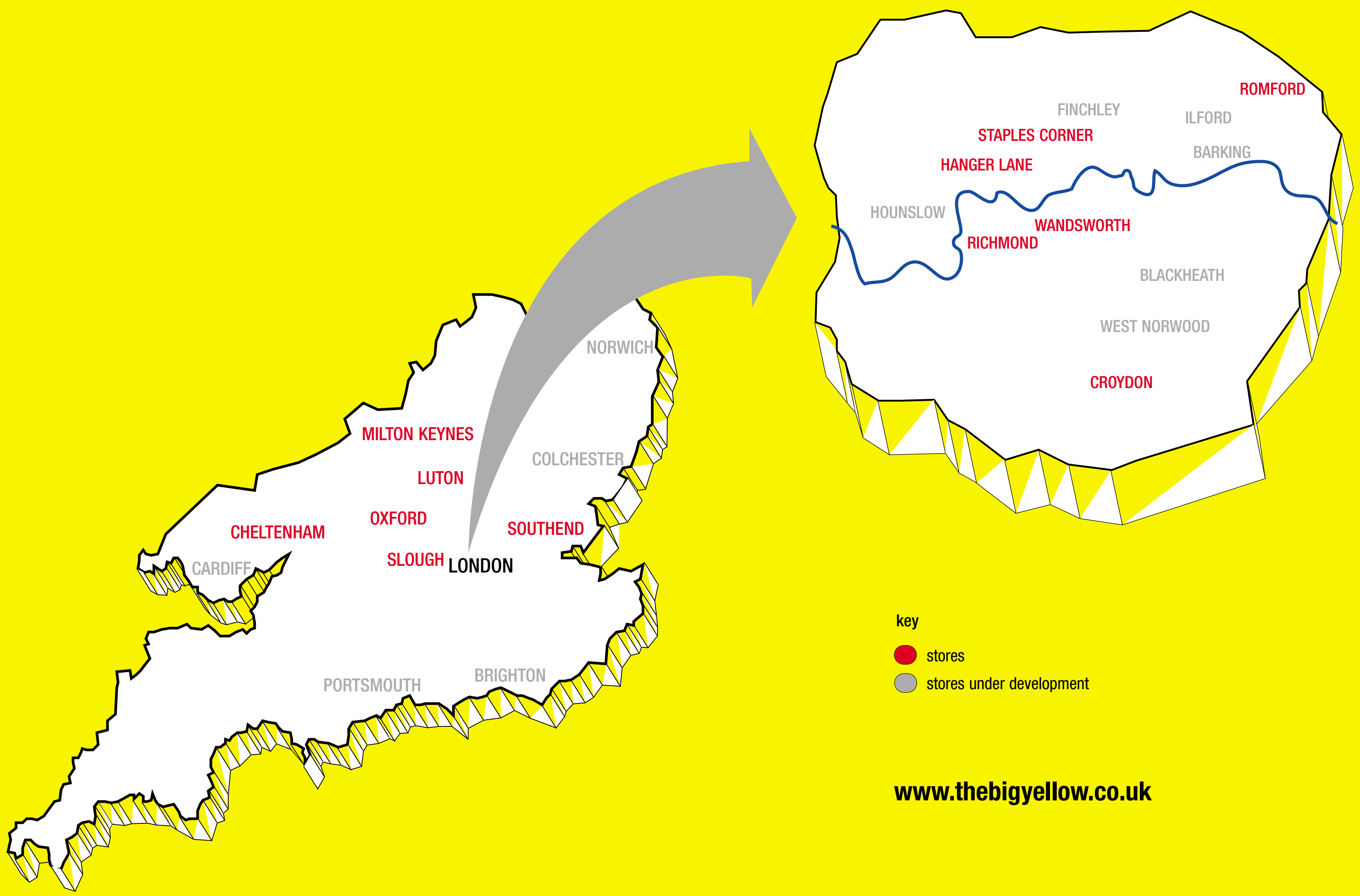
FOR THE YEAR ENDED 31 MARCH 2001

"BIG YELLOW HAS NOW ESTABLISHED ITSELF AS A LEADING PROTAGONIST IN THE UK'S SELF-STORAGE SECTOR. WE HAVE A STRONG EMERGING BRAND WITH AN UNPARALLELED PORTFOLIO OF STORES IN LOCATIONAL AND QUALITY TERMS.**"**

- ANNUALISED REVENUE £5.6 MILLION (2000 – £2.0 MILLION) +182%
- TURNOVER FOR THE YEAR £4.2 MILLION (2000 – £1.3 MILLION) +211%
- LOSS FOR THE YEAR £1.8 MILLION (2000 – LOSS £2.2 MILLION)
- 23 STORES COMMITTED
- 1.3 MILLION SQ. FT. OF NET SELF STORAGE SPACE WHEN FULLY BUILT OUT
- 3,900 CUSTOMERS (2000 – 1,700) +129%
- MERCHANDISE, INSURANCE AND OTHER SALES UP TO 9.6% OF STORAGE INCOME (MARCH 2000 – 6.0%)
- PLACING AND OPEN OFFER TO RAISE £22.8 MILLION (NET OF EXPENSES)

WHERE TO FIND US

ALL 23 BIG YELLOW STORES ARE SITUATED IN CONVENIENT, HIGH PROFILE LOCATIONS THROUGHOUT LONDON AND THE SOUTH AND OFFER THE SAME PRODUCT AND STANDARD OF SERVICE THROUGHOUT.



www.thebigyellow.co.uk

CHAIRMAN'S **STATEMENT**

"THIS IS THE GROUP'S FIRST FULL SET OF RESULTS FOLLOWING OUR FLOTATION A YEAR AGO AND THEY SHOW THAT **WE ARE PERFORMING AHEAD OF EXPECTATIONS** AND REINFORCE OUR CONFIDENCE IN THE BIG YELLOW BUSINESS MODEL."

RESULTS

We set out to establish a leading brand in the embryonic self-storage industry and the evidence to date supports our confidence that the right formula is in place to deliver this.

Turnover for the year was £4.2 million, a rise of 211%. Additional revenue of £231,000 was derived from an insurance claim, giving total revenue of £4.4 million. As at the year end, underlying revenues on an annualised basis have risen to £5.6 million, an increase of 182% compared to the previous year.

The group has incurred a pre-tax and pre-exceptional loss of £1.5 million for the twelve months, with a further exceptional loss of £300,000, charged in the period for the relocation of Staples Corner, in all totalling £1.8 million.

This performance is ahead of expectations due to a combination of strong trading from our open stores and a lower than expected depreciation charge. Results for the next two years will inevitably be affected by the start up costs associated with our store opening programme and an increase in the depreciation charge as new stores open.

The group is now committed to 23 stores of which 12 are now trading. A further 2 sites are under offer with terms agreed.

EXISTING STORES

All stores have performed well over the year with a particularly strong showing from London and towns close to the capital. In terms of both occupancy and revenue it is encouraging to note that all established stores are delivering ahead of budget.

The customer base has remained much as before although an increasing number of large corporate customers are beginning to use the stores on a multi-site basis. This, we believe, reflects the quality and location of the stores coupled with the consistency of product; in short, the brand. At the end of the year total customers had increased to 3,900 from 1,700 at 31 March 2000.

MERCHANDISE, INSURANCE AND OTHER SALES

Merchandise, insurance and other sales are becoming an important revenue source, with sales receipts amounting to 9.6% of total storage income for the year. Not insignificant sales of merchandise are being made to non-storage customers both in stores and through the group's on-line Box and Lock Shop.

We have also successfully implemented an administration charge for customers wanting to take advantage of our 24 hour access facility.

FUTURE STRATEGY

The acquisition programme is on track to meet our target of 50 committed stores in the UK by 2003.

The first half of the programme has been achieved without compromising the quality of store locations. A key challenge for our ongoing expansion programme will be to maintain this quality benchmark.

The benefits of scale are very apparent in relation to the operational gearing of individual stores. This has focused our effort on securing larger sites which are capable of accommodating an average of 50-60,000 sq. ft. of net storage. Pursuing this aim has vindicated our strategy of locating half our stores in the London area. Looking forward it is likely that in order to maintain this approach, our focus will be on operating in the larger urban conurbations which can support stores of this scale. These markets also benefit from significant barriers to entry due to the shortage and price of appropriate real estate.

To this end, we believe that serious consideration needs to be given to expansion into mainland European cities. Management is therefore undertaking comprehensive research into the market potential, which needless to say will be balanced by the risks associated with foreign expansion and of management distraction in the UK.

In considering our potential financial exposure in this area we are fully cognisant of both our commitments in the UK and the risks of rapid expansion. We are likely to pursue this strategy with partners who will both share the financial risk and, where appropriate, bring knowledge of local markets.

FUNDING

On flotation in May 2000, the group raised £43.6 million (net of expenses). At the year end net cash in the balance sheet was £11.0 million.

We have today announced a further issue of shares to raise a net £22.8 million together with a new committed bank facility of £20 million. The group now has the financial strength to continue the development of its UK store opening programme and support the first stages of its expansion into mainland Europe.

OUTLOOK

Since 31 March 2001 all stores have performed strongly and both occupancy and revenue are ahead of budget.

As indicated at the time of the floatation the Directors' current intention is that the Company will seek admission to the Official List in the first half of 2002.

Big Yellow has now established itself as a leading protagonist in the UK's self-storage sector. We have a strong emerging brand with an unparalleled portfolio of stores in locational and quality terms. Most importantly, we have a strong team of people at both the stores and head office.

David White

David White
Chairman
4 May 2001

PERSONAL

planning the big move

OPERATING **REVIEW**

THE PAST YEAR HAS SEEN A SYSTEMISATION OF ALL AREAS OF THE BUSINESS. THE AIM HAS BEEN TO ALLOW THE ROLLOUT OF STORES AT A FAIRLY AMBITIOUS RATE, WITHOUT INCURRING UNDUE RISK AND COMPROMISING THE EMERGING BRAND.

The continued successful creation of the brand will rely on the group achieving excellently located stores, built at economic cost to a consistent standard, with standardised levels of customer service, marketed in a cohesive way and most importantly manned by high calibre, well trained people.

PROPERTY AND CONSTRUCTION

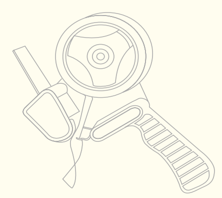
The group has committed to 11 new stores over the year, 5 in London and 6 in the South East of the UK. These stores will provide 610,000 sq. ft. of net storage space when fully developed, taking the total committed to 23 stores providing 1.3 million sq. ft. A further 2 sites are under offer with terms agreed.

Twelve stores are now trading, with a further 11 in the construction pipeline due to open over the coming months.

As previously announced, the existing Staples Corner store is being relocated into a new, better located and much larger store (107,000 sq. ft.) which is now open and trading.

Following a fire, caused by vandals, at our Wandsworth store last July, the store has now reopened. We very much regret, notwithstanding the fact that the majority of our customers were insured, many of them will have lost personal possessions of sentimental and not necessarily monetary value. The group was fully insured and the associated insurance claim has been met or agreed, resulting in no financial loss to the group.

PERSONAL STORAGE AT BIG YELLOW – THE QUICK AND EASY WAY TO BREAK THE HOUSING CHAIN OR TO FREE UP VALUABLE LIVING SPACE.



OPERATING REVIEW

The planning process has been more difficult than we had previously anticipated which has resulted in delays, but following a redoubling of effort and resource we now have consents on 21 of the 25 stores (including the 2 under offer) and the remainder are being progressed. Planning difficulties will be a continuing feature of the business.

Following the successful trial of externally accessed drive up units at Slough, we are seeking (and in some cases have received planning permissions) to construct more of these units at various stores, which will increase capacity by up to 15,000 sq. ft.

In an effort to maximise returns from the real estate portfolio we are seeking alternative uses for surplus land adjacent to our stores and have successfully obtained planning permission for a fast food outlet at Ilford, which we expect to sell in due course.

The construction team is being ably lead by Tom Phillips, who, together with his team, deserve particular commendation for implementing what has been a significant build out programme, with minimal time and cost overruns. An even larger task lies before them.

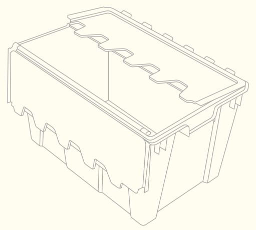
OPERATIONS

MOST OF THE GROUP'S OPERATIONAL ACTIVITIES ARE NOW BROADLY SYSTEMISED AND STREAMLINED FROM STORE OPENINGS TO HEALTH AND SAFETY.

Most of our supply contracts are now let on a bulk basis which has resulted in significant efficiency gains or savings, or both. David Knight, our Facilities Manager, has achieved much in the short period of time he has been with the company.

Doug Perrins, Store Openings Manager, has refined the process to a two week programme which has significantly increased our capacity to open new stores. We have recently concluded opening four stores in eight weeks.

OUR NETWORK OF STORES ALLOW BUSINESSES, FROM HOME OFFICE WORKERS TO MAJOR CORPORATES, TO EXPAND OR CONTRACT THEIR STORAGE REQUIREMENTS AS CIRCUMSTANCES DICTATE.



BUSINESS

managing your office

PACKING MATERIALS AND SERVICES

PEOPLE

THE GROUP HAS BEEN SUCCESSFUL IN ATTRACTING HIGH CALIBRE PEOPLE TO BOTH THE STORES AND THE HEAD OFFICE.

A successful recruitment programme is down in part to Big Yellow winning a reputation as an attractive place to work, and in part the attraction of the group to customer orientated people seeking an alternative to an over pressurised working environment in the retail market. In addition, the human resources function has been significantly professionalised by our Human Resources Manager, Cheryl Hathaway.

We have also developed an extensive and rigorous induction and training programme concentrating on operational, sales and customer care services. This has done much to boost the confidence of new members of the team.

To recognise the contribution of our employees, we operate group reward schemes and once employees have been with the group for six months they are awarded share options and become recognised as a “Partner” in the business.

MARKETING AND SALES

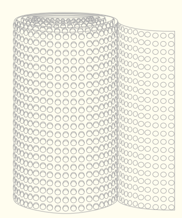
Whilst we do not believe that marketing itself can serve to build a brand, it can certainly communicate a brand once established and the marketing effort through the establishment of our new web site and other initiatives has served to promote business.

Marketing spend for the year was approximately £560,000, representing approximately 13% of turnover, which as new stores open will rise for the coming year, but as a percentage of turnover should fall.

SYSTEMS

Our approach to IT systems remains unchanged. We continue to invest in the development of the specialist “best of breed” linked software which we have acquired for customer management, gate control and store security, finance, contact management and the head office and store network. Stuart Grinnall our IT manager deserves special recognition for his hard work over the year implementing and supporting our IT systems.

WE SELL EVERYTHING OUR CUSTOMERS NEED FOR HASSLE FREE STORAGE INCLUDING BOXES, PACKING TAPE, BUBBLE WRAP AND CONTENTS INSURANCE.



FINANCIAL REVIEW

RESULTS

The results for the year 31 March 2001 reflect an encouraging trading performance with all stores trading ahead of our expectations. Annualised revenue at the year end increased to £5.6 million from £2.0 million last year, an increase of 182%. Turnover for the year increased by 211% to £4.17 million (2000: £1.34 million).

The loss before tax for the year of £1.80 million (2000 loss £2.12 million) is after an exceptional provision of £300,000 in respect of the relocation of our Staples Corner store.

At the end of the year the company had 73 employees with the average number of employees during the year increasing to 56 from 26 last year. Accordingly administration expenses, which include the cost of construction management, were £2.47 million compared to £1.08 million last year.

The head office team is now at the desired level to manage the projected growth of the business. All administration expenses including construction management are charged to the profit and loss account.

The increase in net interest income to £1.07 million from a net interest expense of £0.47 million reflects the cash positive position of the group following receipt of the placing proceeds in May 2000 and repayment of bank borrowings and other debt.

In line with the growth in operating stores the total depreciation charge and goodwill amortisation for the year increased to £0.95 million from £0.41 million.

FINANCING

On flotation in May 2000, the group raised approximately £43.6 million (net of expenses) taking the total share capital base to £55.8 million. £11.9 million was used to repay borrowings and redeem preference capital leaving the balance sheet ungeared.

At the end of the year net cash in the balance sheet was £11.0 million and we have now also put in place a committed bank facility of £20 million. The new £20 million facility is secured on certain of our freehold properties with a term expiring in 2005 and with no amortisation.

This new bank facility together with the net proceeds of the Placing and Open Offer announced today of £22.8 million are available to fund further growth in the business.

TREASURY MANAGEMENT

Since flotation the group has been in a net cash position although we do expect to drawdown on the new bank facility in the current year. All treasury risk is managed at group level with policy approved by the board. Cash deposits are only placed with approved financial institutions in accordance with group policy. Additionally the board has and will continue to review policy in relation to any potential future interest rate exposure based on an assessment of prevailing market conditions.

BALANCE SHEET & CASHFLOW

At 31 March 2001 the group had net current assets of £7.33 million compared to net current liabilities of £4.13 million the previous year end. The improvement is due principally to an increase in cash in the year of £6.4 million after repaying short term financing of £6.8 million.

The cash out flow from operating activities for the year reduced to £0.21 million from £0.77 million. Of the £43.6 million net proceeds of the issue of shares in May 2000, £25.7 million has been used to fund capital expenditure together with a total of £10.85 million to repay financial borrowings and £1.04 million to redeem preference capital.

DIVIDENDS

Dividends have not been paid in respect of the ordinary shares of the company in any of the periods reported upon and no dividend is proposed.

Following the redemption of preference shares by way of a share buy back from the proceeds of the issue of new shares in May 2000 the preference dividend accrued of £36,750 at 31 March 2000 was no longer payable. It has therefore been credited to the profit and loss account.

TAXATION

No liability to corporation tax arises on the group's results for the year due to the availability of tax losses in the group.

The finance team led by Mike Cole, Financial Controller, deserves particular recognition for a tremendous performance in the year implementing new systems to improve control and most importantly providing the timely management information required to manage a high growth business such as Big Yellow.

Officers and Professional Advisers

DIRECTORS

David White	*Non-executive chairman*
David Ross	*Non-executive*
Jonathan Short	*Non-executive*
Nicholas Vetch	
Philip Burks	
James Gibson	
Adrian Lee	
Stephen Homer	

SECRETARY

James Gibson

REGISTERED OFFICE

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GU19 5AT

BANKERS

National Westminster Bank PLC
3rd Floor
2 Waterhouse Square
138-142 Holborn
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EC1N 2TH

SOLICITORS

CMS Cameron McKenna
Mitre House
160 Aldersgate Street
London
EC1A 4DD

NOMINATED ADVISORS AND STOCKBROKERS

Cazenove & Co. Ltd
12 Tokenhouse Yard
London
EC2R 7AN

AUDITORS

Deloitte & Touche
Chartered Accountants
Hill House
1 Little New Street
London
EC4A 3TR

Directors’ Biographies

NON-EXECUTIVE DIRECTORS

David White, aged 58, non-executive chairman, spent 18 years of his career at Cater Allen Holdings PLC where he was from 1985 deputy chairman and managing director and from which he retired in 1997. He was non-executive chairman of Edge Properties plc until its sale in 1998 and is currently non-executive director of Church House Trust plc.

David Ross, aged 35, non-executive director, is the chief operating officer of Carphone Warehouse Group PLC, which he joined in 1991. In addition to managing the ongoing operations of the business, including retail, finance, property and personnel, he is directly responsible for the development of the European business. Prior to that he qualified as a chartered accountant with Arthur Andersen.

Jonathan Short, aged 39, non-executive director, is the managing director of PRICOA Property Private Equity Limited, a wholly owned subsidiary of the Prudential Insurance Company of America. He previously headed the European real estate mergers and acquisitions practice at Lazard Brothers. His early City career was spent at SG Warburg & Company Limited followed by eight years at ING Barings, where he was head of its European Real Estate Group.

EXECUTIVE DIRECTORS

Nicholas Vetch, aged 39, chief executive, is a co-founder of Big Yellow with specific responsibility for general management and strategy. Prior to that he was joint chief executive of Edge Properties plc, which he co-founded in 1989 which was subsequently listed on the Official List of the London Stock Exchange in 1996 and then taken over by Grantchester Properties plc in 1998.

Philip Burks, aged 42, director of property and construction, is a co-founder of Big Yellow with specific responsibility for property acquisitions and construction. Prior to that he was joint chief-executive of Edge Properties plc which he co-founded in 1989 which was subsequently listed on the Official List of the London Stock Exchange in 1996 and then taken over by Grantchester Properties plc in 1998.

James Gibson, aged 40, finance director, is a co-founder of Big Yellow with specific responsibility for finance, operational control and information technology. He is a chartered accountant having trained with Arthur Andersen where he specialised in the property and construction sectors. He was finance director of Heron Property Corporation Limited and then Edge Properties plc which he joined in 1994. Edge Properties was listed on the Official List of the London Stock Exchange in 1996 and then taken over by Grantchester Properties plc in 1998.

Adrian Lee, aged 35, director of operations and human resources, was previously a senior executive at Edge Properties plc which he joined in 1996. Prior to that he was a corporate financier at Lazard Brothers for five years, having previously qualified as a surveyor at Knight Frank.

Stephen Homer, aged 34, director of sales and marketing, was until recently a senior executive at Edge Properties plc which he joined in 1996. Prior to that he was a property acquisitions manager at Dixons Stores Group Limited, being specifically responsible for the acquisition of out of town retail stores.

Directors’ Report

The directors present their annual report and the audited financial statements for the year ended 31 March 2001.

PRINCIPAL ACTIVITY

The principal activity of the company and its subsidiaries is the provision of self-storage and related services.

REVIEW OF BUSINESS

A detailed account of the group’s progress during the year and its future prospects is set out in the Chairman’s statement and review of operations on pages 4 to 11.

CHANGES IN SHARE CAPITAL

During the year the company’s authorised share capital was increased and further shares were issued for cash to finance the group’s expansion. Further details are given in note 19 to the accounts.

RESULTS AND DIVIDENDS

The consolidated profit and loss account is set out on page 21 of the financial statements.

An accrual was made as at 31 March 2000 for a dividend of £36,750 payable on the preference shares in issue at that date. On 8 May 2000, the preference shares were redeemed by way of a share buy-back financed from the issue of new ordinary shares and the dividend is no longer payable. It has therefore been credited to the profit and loss account in the year.

Dividends have not been paid in respect of the ordinary shares of the company in either the current or prior year and no dividend is proposed.

PAYMENT OF SUPPLIERS

The policy of the group is to settle supplier invoices within the terms of trade agreed with individual suppliers. At the year end the group had 21 days’ (2000 : 23 days’) purchases outstanding.

DIRECTORS AND THEIR INTERESTS

The directors of the company during the year were:

Nicholas Vetch
Philip Burks
James Gibson
Adrian Lee
Stephen Homer
David White
David Ross
Jonathan Short
Joanne Elliot (resigned 12 April 2000)

Details of the interests of the directors in the shares of the company are set out in note 3 to the accounts.

Directors' Report (continued)

SUBSTANTIAL SHAREHOLDINGS

In addition to the interests of the directors in the shares of the company, the following substantial shareholdings existed at the year end:

	Ordinary shares of 10p each					
	At 1 April 2000 No.	%	**At 31 March 2001 No.**	**%**	**At 3 May 2001 No.**	**%**
Prudential Insurance Company of America, its subsidiaries and funds managed by them	9,600,000	18.3	**28,145,904**	**29.2**	**28,145,904**	**29.2**
Henderson Global Investors Limited and subsidiary companies	13,428,010	25.6	**13,477,411**	**13.9**	**13,447,411**	**13.9**
Morley Fund Management Limited (a subsidiary of CGNU Plc)	–	–	**4,790,164**	**4.8**	**4,790,164**	**4.8**
AEGON UK Plc group of companies	–	–	**2,905,524**	**3.0**	**2,905,524**	**3.0**

Prudential Insurance Company of America also owned 1,000,000 of the company's preference shares until they were repurchased on 8 May 2000.

DONATIONS

Charitable donations totalling £1,000 were made to UK residents in the year.

AUDITORS

Deloitte & Touche have expressed their willingness to continue in office as auditors and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors and signed on behalf of the Board

James Gibson

Secretary

4 May 2001

Report on Corporate Governance

INTRODUCTION

In January 1998, the Hampel Committee published its report on Corporate Governance, which was implemented by the London Stock Exchange as the Combined Code on 25 June 1998. The Combined Code requires that disclosures are made on how the fourteen principles of the Code have been applied (known as 'the appliance statement') and whether or not the company has complied with these principles (known as 'the compliance statement'). The Combined Code is intended to promote the principles of openness, integrity and accountability and the company fully supports these principles. Although not required to, the directors have decided to provide Corporate Governance disclosures.

The Board met on 13 April 2000 and formally adopted the principles of good governance set out in the Code. However, in view of the size and nature of the group, the directors have taken into consideration the recommendations of the Guidance for Smaller Quoted Companies on the Code possibly the QCA (formerly CISCO). The company's governance policies now in place match closely the position set out in the Combined Code.

DIRECTORS

There is a Board of Directors which is set up to control the company and group and consists of five executive and three non-executive directors. The non-executive directors are all independent of the group. David White is non-executive Chairman of the Board. The Board meets on a regular basis approximately once every two months to discuss a whole range of significant matters including strategic decisions, major acquisitions and performance. A procedure to enable directors to take independent professional advice if required has been agreed by the Board and formally confirmed by all directors.

David White has been nominated as the senior independent director as required by the Code. Full details of non-executive directors are set out on page 14.

Produced at each Board meeting is the latest financial information available which consists of detailed management accounts with the relevant comparisons to budget. A current trading appraisal is given by the executive directors.

Each member of the Board is subject to the re-election provisions of the Articles of Association, which requires them to offer themselves for re-election at least once every three years. In the event of a proposal to appoint a new director, this would be discussed at a full Board meeting, with each member being given the opportunity to meet the individual concerned prior to any formal decision being taken.

The directors have delegated certain of their responsibilities to various committees, which operate within specific terms of reference and authority limits. The executive directors meet on a regular basis and deal with any number of decisions that do not require full Board approval. The directors believe that this process for making business decisions provides sufficient division of responsibility to meet the requirements of the Combined Code.

The Audit, Remuneration and Nomination Committees were constituted on 13 April 2000 and consist solely of non-executive directors.

DIRECTORS' REMUNERATION

The Remuneration Committee meets and considers, within existing terms of reference, the remuneration policy and makes recommendations to the Board for each executive director. The executive directors' remuneration consists of a package of basic salary, pension contributions, bonuses, and share options, which are linked to corporate and individual performance achievements and the levels of each is determined by the Remuneration Committee. The statement of remuneration policy and details of each director's remuneration is set out in the Remuneration report.

SHAREHOLDER RELATIONS

The directors are delighted to be able to discuss the performance of the group with its shareholders, both institutions and private, not just at the Annual General Meeting, but through meeting them at various times through the year. Any queries raised by a shareholder, either verbally or in writing, are answered immediately by whoever is best placed on the Board to do so. Directors are introduced to shareholders at the AGM, including the identification of non-executive directors.

ACCOUNTABILITY AND AUDIT

The Board believes that the Annual Report and Accounts play an important part in presenting all shareholders with an assessment of the group's position and prospects.

INTERNAL CONTROL

The group operates a rigorous system of internal control, which is designed to ensure that the possibility of misstatement or loss is kept to a minimum. There is a comprehensive system in place for financial reporting and the Board receives a number of reports to enable it to carry out these functions in the most efficient manner. These procedures include the preparation of management accounts, forecast variance analysis and other ad hoc reports. There are clearly defined authority limits throughout the group, including those matters which are reserved specifically for the Board. The Board reviews the current systems, operational controls and procedures relating to the different areas of the business on an ongoing basis. Through these reviews, the Board considers the effectiveness of the internal control framework.

The group does not currently have, nor considers there is currently a need for, an internal audit function.

Report on Corporate Governance (continued)

GOING CONCERN

The directors report that based on the group's budgets and financial projections, they have satisfied themselves that the business is a going concern. The Board has a reasonable expectation that the company and group have adequate resources and facilities to continue in operational existence for the foreseeable future and therefore the accounts are prepared on a going concern basis.

AUDIT COMMITTEE

The Audit Committee, which consists of David White (Chairman of the Committee), Jonathan Short and David Ross, is responsible for the relationship with the group's auditors, the in-depth review of the group's financial reports, internal controls and any other reports that the group may circularise. The terms of reference are reviewed on an annual basis, thus ensuring that the Audit Committee's duties adequately cover all those specific areas that are identified by the Code, which includes a review of the cost effectiveness of the audit and non-audit services provided to the group. The Committee meets a minimum of twice a year, prior to the announcement of interim and annual results and, should it be necessary, would convene at other times.

NOMINATION COMMITTEE

The Nomination Committee, which consists of David White (Chairman of the Committee), Jonathan Short and David Ross, is responsible for the identification, selection and proposal to the Board for approval of persons suitable for appointment or re-appointment to the Board, whether as executive or non-executive directors and to seek approval from the Remuneration Committee to the remuneration and terms and conditions of service of any proposed executive director appointment. The chairman of the committee presents reports to the Board as appropriate to enable the Board as a whole to agree the appointments of new directors. The committee meets as required and as determined by its members.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and the group as at the end of the financial year and of the profit or loss of the group for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and the group and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

By order of the Board

James Gibson

4 May 2001

Report by the Board to the Shareholders on Directors' Remuneration

The following is a report by the Remuneration Committee, which was constituted on 13 April 2000, which has been approved and adopted by the Board for submission to the shareholders.

REMUNERATION COMMITTEE

The Remuneration Committee consists of the non-executive directors: David White (Chairman of the Committee), Jonathan Short and David Ross. The Committee is responsible for determining the level of remuneration of the executive directors.

REMUNERATION POLICY

Executive remuneration packages are designed to attract, motivate and retain directors of the high calibre required and to reward them for enhancing value to shareholders. The performance measurement of the executive directors and the determination of their annual remuneration package is undertaken by the Committee consisting solely of non-executive directors. The remuneration of the non-executive directors is determined by the full Board.

There are three main elements of the remuneration package for executive directors and senior management:

1. Basic salary is determined by the Remuneration Committee at the beginning of each year and when an individual changes position or responsibility. Appropriate salary levels are set by reference to the performance, experience and responsibilities of each individual concerned and having regard to the prevailing market conditions.

2. Performance related bonuses are assessed annually and are based on a combination of individual and corporate performance during the year.

3. Pension contributions of 10% of basic salary are paid into a personal pension plan for each director.

Share options are granted by the Remuneration Committee, and are assessed on an individual basis with a view to motivating and retaining directors in the longer term.

BONUS PLAN

The Committee has resolved to recommend to the Board that a long term bonus plan be implemented. Payments under the plan are to be at the discretion of the Committee based upon the achievement by March 2004 of the group's UK business plan. The proposed plan provides for maximum payments aggregating £1.232 million (£300,000 of which is to be allocated to Nicholas Vetch and the balance to the other executive directors pro rata in proportion to their salaries).

DIRECTORS' CONTRACTS

All executive directors are required to notify the company 12 months in advance of terminating their employment contracts.

DETAILS OF DIRECTORS' REMUNERATION

Full details of all elements in the remuneration package of each director are given in note 3 to the accounts.

Following a review in April 2001 salaries were increased by 3% to the levels shown below:

	£
Nicholas Vetch	98,000
Philip Burks	87,600
James Gibson	77,300
Adrian Lee	72,100
Stephen Homer	67,000

SHAREHOLDER APPROVAL

In accordance with the Combined Code, a resolution is to be proposed at the Company's forthcoming AGM to approve the Directors' proposed remuneration policy for the year ending 31 March 2002.

David White

4 May 2001

Auditors' Report to the Members of Big Yellow Group Plc

We have audited the financial statements on pages 21 to 38 which have been prepared under the accounting policies set out on page 26.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As described on page 18 the company's directors are responsible for the preparation of financial statements, which are required to be prepared in accordance with applicable United Kingdom law and accounting standards. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

BASIS OF OPINION

We conducted our audit in accordance with United Kingdom auditing standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the group's and the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

OPINION

In our opinion the financial statements give a true and fair view of the state of the group's and the company's affairs as at 31 March 2001 and of the group's loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Deloitte & Touche

Deloitte & Touche

Chartered Accountants and Registered Auditors
Hill House
1 Little New Street
London
EC4A 3TR

4 May 2001

Consolidated Profit and Loss Account

Year ended 31 March 2001

	Note	2001 £	2000 £
TURNOVER	2	**4,174,300**	1,342,963
Exceptional item	5	**(300,000)**	–
Other cost of sales		**(4,544,560)**	(1,908,861)
Total cost of sales		**(4,844,560)**	(1,908,861)
GROSS LOSS		**(670,260)**	(565,898)
Administrative expenses		**(2,469,313)**	(1,082,986)
Other operating income		**230,622**	–
OPERATING LOSS	4	**(2,908,951)**	(1,648,884)
Interest receivable and similar income		**1,259,684**	304,813
Interest payable and similar charges	6	**(186,854)**	(778,633)
LOSS ON ORDINARY ACTIVITIES BEFORE AND AFTER TAXATION FOR THE FINANCIAL YEAR	8	**(1,836,121)**	(2,122,704)
Non-equity dividends	9	**36,750**	(36,750)
Loss for the financial year	20	**(1,799,371)**	(2,159,454)
Loss per share	10	**(2p)**	(5p)
Diluted loss per share	10	**(2p)**	(5p)

There are no recognised gains or losses for the current or preceding financial year other than as stated above and therefore no separate statement of total recognised gains and losses has been presented.

All activities in the profit and loss account relate to continuing operations.

Consolidated Balance Sheet

31 March 2001

	Note	2001 £	2000 £
FIXED ASSETS			
Intangible assets	*11*	**1,723,479**	1,820,474
Tangible assets	*12*	**42,697,471**	17,294,810
		44,420,950	19,115,284
CURRENT ASSETS			
Stocks		**94,149**	31,714
Debtors	*14*	**2,458,440**	1,096,409
Cash at bank and in hand		**10,967,581**	4,528,840
		13,520,170	5,656,963
CREDITORS: amounts falling due within one year	*15*	**(6,193,861)**	(9,784,510)
NET CURRENT ASSETS/(LIABILITIES)		**7,326,309**	(4,127,547)
TOTAL ASSETS LESS CURRENT LIABILITIES		**51,747,259**	14,987,737
CREDITORS: amounts falling due after more than one year	*16*	**–**	(4,000,000)
		51,747,259	10,987,737
CAPITAL AND RESERVES			
Called up share capital	*19*	**9,648,559**	5,242,856
Share premium account	*20*	**46,122,121**	7,924,821
Profit and loss account	*20*	**(4,023,421)**	(2,179,940)
SHAREHOLDERS' FUNDS		**51,747,259**	10,987,737
Equity shareholders' funds		**51,747,259**	9,987,737
Non-equity shareholders' funds		**–**	1,000,000
		51,747,259	10,987,737

These financial statements were approved by the Board of Directors on 4 May 2001.

Signed on behalf of the Board of Directors

James Gibson

Director

Reconciliation of Movements in Shareholders' Funds

Year ended 31 March 2001

	2001 £	2000 £
The group		
Loss for the financial year	**(1,836,121)**	(2,122,704)
Dividends	**36,750**	(36,750)
	(1,799,371)	(2,159,454)
Issue of shares (net of issue costs)	**43,603,003**	7,767,677
Redemption of preference shares	**(1,044,110)**	–
Net addition to shareholders' funds	**40,759,522**	5,608,223
Opening shareholders' funds	**10,987,737**	5,379,514
Closing shareholders' funds	**51,747,259**	10,987,737
The company		
Profit for the financial year	**34,408**	160,146
Dividends	**36,750**	(36,750)
	71,158	123,396
Issue of shares (net of issue costs)	**43,603,003**	7,767,677
Redemption of preference shares	**(1,044,110)**	–
Net addition to shareholders' funds	**42,630,051**	7,891,073
Opening shareholders' funds	**13,251,325**	5,360,252
Closing shareholders' funds	**55,881,376**	13,251,325

Consolidated Cash Flow Statement

Year ended 31 March 2001

	Note	2001 £	2001 £	2000 £	2000 £
Cash outflow from operating activities	23		**(208,906)**		(769,163)
Returns on investments and servicing of finance	24(a)		**594,633**		(43,699)
Capital expenditure and financial investment	24(a)		**(25,658,079)**		(12,038,414)
Acquisitions	24(a)		**–**		(28,024)
Cash outflow before financing			**(25,272,352)**		(12,879,300)
Financing					
Issue of ordinary share capital (net of expenses)	24(a)	**43,603,003**		7,767,677	
Repurchase of preference shares	24(a)	**(1,044,110)**		–	
(Decrease)/increase in debt	24(a)	**(6,116,000)**		3,491,000	
(Repayment)/proceeds of financing transaction	24(a)	**(4,731,800)**		4,731,800	
			31,711,093		15,990,477
Increase in cash in the year	24(b)		**6,438,741**		3,111,177

Reconciliation of Net Cash Flow to Movement in Net Funds

Year ended 31 March 2001

	Note	2001 £	2001 £	2000 £	2000 £
Increase in cash in the year		**6,438,741**		3,111,177	
Cash outflow/(inflow) from decrease/(increase) in debt financing	24(b)	**10,847,800**		(8,222,800)	
Change in net debt resulting from cash flows			**17,286,541**		(5,111,623)
Movement in net debt in the year	24(b)		**17,286,541**		(5,111,623)
Net debt at start of year			**(6,318,960)**		(1,207,337)
Net funds/(debt) at end of year			**10,967,581**		(6,318,960)

Company Balance Sheet

31 March 2001

	Note	2001 £	2000 £
FIXED ASSETS			
Tangible assets	12	**202,516**	149,052
Investments	13	**2,041,189**	2,029,027
		2,243,705	2,178,079
CURRENT ASSETS			
Debtors	14	**43,332,489**	11,474,833
Cash at bank and in hand		**10,662,111**	4,219,314
		53,994,600	15,694,147
CREDITORS: amounts falling due within one year	15	**(356,929)**	(620,901)
NET CURRENT ASSETS		**53,637,671**	15,073,246
TOTAL ASSETS LESS CURRENT LIABILITIES		**55,881,376**	17,251,325
CREDITORS: amounts falling due after more than one year	16	**–**	(4,000,000)
		55,881,376	13,251,325
CAPITAL AND RESERVES			
Called up share capital	19	**9,648,559**	5,242,856
Share premium account	20	**46,122,121**	7,924,821
Profit and loss account	20	**110,696**	83,648
SHAREHOLDERS' FUNDS		**55,881,376**	13,251,325
Equity shareholders' funds		**55,881,376**	12,251,325
Non-equity shareholders' funds		**–**	1,000,000
		55,881,376	13,251,325

These financial statements were approved by the Board of Directors on 4 May 2001.

Signed on behalf of the Board of Directors

James Gibson
Director

Notes to the Accounts

Year ended 31 March 2001

1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable United Kingdom accounting standards. The particular accounting policies adopted are described below.

Accounting convention

The financial statements are prepared under the historical cost convention.

Basis of consolidation

The group accounts consolidate the accounts of Big Yellow Group Plc and all its subsidiaries at the year end using acquisition accounting principles.

Goodwill and intangible assets

Purchased goodwill is capitalised in the year in which it arises and amortised over 20 years. The directors regard 20 years as a reasonable maximum for the estimated useful life of goodwill since it is difficult to make projections exceeding this period.

Capitalised purchased goodwill in respect of subsidiaries is included within intangible fixed assets.

Tangible fixed assets

No depreciation is provided on land and assets in the course of construction. Interest, overhead and pre-opening launch costs are not capitalised.

Depreciation is provided on cost in equal annual instalments over the estimated useful lives of the assets. The useful economic lives of the assets are as follows:

Freehold property	50 years
Mezzanine flooring and staircases	25 years
Leasehold property	Over period of the lease
Plant and machinery	10 years
Motor vehicles	4 years
Fixtures and fittings	5 years
Computer equipment	3 years

In the accounts for the year ended 31 March 2000 depreciation of £308,915 was charged to administrative expenses. In the current year depreciation of £790,882 relating to the group's stores has been charged to cost of sales. In order to ensure consistency with this presentation, depreciation of £285,603 has been reclassified to cost of sales for the year ended 31 March 2000.

Investments

Investments held as fixed assets are stated at cost less provision for any impairment.

Stocks

Stocks represent goods held for resale and are held at the lower of cost and net realisable value.

Pension contributions

Pension contributions represent payments to defined contribution schemes, the assets of which are held separately from those of the group.

Deferred taxation

Deferred taxation is provided on timing differences, arising from the different treatment of items for accounts and taxation purposes, which are expected to reverse in the future, calculated at rates at which it is estimated that tax will arise.

Leases

Operating lease rentals are charged to income in equal annual amounts over the lease term.

2. SEGMENTAL INFORMATION

Turnover represents amounts derived from the provision of services which fall within the group's ordinary activities after deduction of trade discounts and value added tax. The group's net assets, turnover and loss before tax, all of which arises in the United Kingdom, are attributable to one activity, the provision of self storage and related services.

Notes to the Accounts

Year ended 31 March 2001

3. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

Directors' remuneration

	2001						2000
	Salary/ fees £	Bonus £	Taxable benefits £	Sub total £	Pension £	Total £	Total £
Nicholas Vetch	95,000	24,000	7,014	126,014	9,500	135,514	72,329
Philip Burks	90,833†	21,500	2,227	114,560	8,500	123,060	73,016
James Gibson	80,167†	19,000	1,811	100,978	7,500	108,478	72,429
Adrian Lee	74,833†	17,500	1,898	94,231	7,000	101,231	–
Stephen Homer	69,500†	16,500	2,107	88,107	6,500	94,607	–
David White	25,000	–	–	25,000	–	25,000	–
David Ross	22,500	–	–	22,500	–	22,500	–
Jonathan Short	–	–	–	–	–	–	–
Joanne Elliot	–	–	–	–	–	–	–
	457,833	98,500	15,057	571,390	39,000	610,390	217,774

† Includes car allowances

Pension contributions represent amounts payable to directors' personal pension schemes.

Directors' interests

The beneficial interests of the directors in the ordinary share capital of the company are shown below:

Ordinary shares of 10p each	At 1 April 2000 No.	At 31 March 2001 No.	At 3 May 2001 No.
Nicholas Vetch (including trusts)	12,500,000	12,500,000	12,500,000
Philip Burks (including trusts)	12,500,000	12,500,000	12,500,000
James Gibson	1,816,000	1,816,000	1,816,000
Adrian Lee	791,880	791,880	791,880
Stephen Homer	791,880	803,880	803,880
David White	–	100,000	100,000
David Ross	–	790,020	790,020

None of the directors had any direct interests in the share capital of any of the subsidiary undertakings of the company in the year.

Share option scheme

Options in respect of ordinary shares held by the directors at 31 March 2001 under the company's share option scheme are as follows:

Name	Date option granted	Option price per ordinary share	Date first exercisable	Date on which the exercise period expires	Number of ordinary shares
Nicholas Vetch	5 May 2000	100p	5 May 2003	4 May 2010	1,000,000
Philip Burks	5 May 2000	100p	5 May 2003	4 May 2010	1,000,000
James Gibson	24 September 1998	10p	24 September 2001	23 September 2008	1,000,000
	5 May 2000	100p	5 May 2003	4 May 2010	100,000
Stephen Homer	18 January 1999	13.3p	18 January 2002	17 January 2009	375,940
	5 May 2000	100p	5 May 2003	4 May 2010	150,000
Adrian Lee	18 January 1999	13.3p	18 January 2002	17 January 2009	375,940
	5 March 1999	25p	5 March 2002	4 March 2009	125,000
	5 May 2000	100p	5 May 2003	4 May 2010	100,000

The company was listed on the Alternative Investment Market on 8 May 2001 at 100p per share. The market price of the company's shares at 31 March 2001 was 134p per share and the highest market price during the year was 155p per share.

Notes to the Accounts

Year ended 31 March 2001

3. INFORMATION REGARDING DIRECTORS AND EMPLOYEES (CONTINUED)

	2001 £	2000 £
Employees		
Wages and salaries (including directors)	**1,871,761**	894,824
Social security costs	**212,325**	69,900
Other pension costs	**68,930**	32,530
	2,153,016	997,254

	No.	No.
The average number of employees (including directors) employed by the group during the year:		
Sales	**32**	16
Administration	**24**	10
	56	26

4. OPERATING LOSS

	2001 £	2000 £
Operating loss is stated after charging/(crediting):		
Depreciation	**849,558**	308,915
Amortisation of goodwill	**96,995**	96,411
Auditors' remuneration		
– group audit fees	**40,000**	30,000
– non-audit services	**12,000**	6,000
Operating leases – other	**932,797**	323,016
Loss of income insurance claim	**(230,622)**	–

Included in group audit fees are £10,000 (2000: £10,000) in respect of the company.

In addition to the amounts disclosed above, the auditors received remuneration of £120,000 in respect of the company's listing on the Alternative Investment Market, which has been charged to the share premium account.

5. EXCEPTIONAL ITEM

The group opened a new store at Staples Corner in March 2001 and is transferring trading to that store from its existing store at Staples Corner. The exceptional costs of this transfer of £300,000, being the write off of redundant fixed assets, the cost of transferring customers' assets and lease break costs, have been provided for as at 31 March 2001.

Notes to the Accounts

Year ended 31 March 2001

6. INTEREST PAYABLE AND SIMILAR CHARGES

	2001 £	2000 £
Loan stock (see note 25)	**59,326**	307,808
Bank overdraft and other borrowings	**31,369**	147,613
Option finance fee (see note 25)	**96,159**	323,212
	186,854	778,633

7. PROFIT OF PARENT COMPANY

As permitted by section 230 of the Companies Act 1985, the profit and loss account of the parent company is not presented as part of these accounts. The consolidated loss for the financial year includes a profit of £34,408 (2000: profit of £160,146) which is dealt with in the accounts of the parent company.

8. TAXATION

No liability to corporation tax arises on the group's result for the year as the group made a taxable loss during the year.

The group has unrelieved tax losses, which can be carried forward against future UK trading profits, estimated at £5.0 million (2000: £4.4 million).

9. NON-EQUITY DIVIDENDS

	2001 £	2000 £
7.5% preference shares	**(36,750)**	36,750

An accrual was made as at 31 March 2000 for a dividend of £36,750 payable on the preference shares in issue at that date. On 8 May 2000, the preference shares were redeemed by way of a share buy-back financed from the issue of new ordinary shares for consideration of £1,044,110. The dividend is no longer payable. It has therefore been credited to the profit and loss account for the year.

Dividends have not been paid in respect of the ordinary shares of the company in any of the periods reported upon and no dividend is proposed.

10. LOSS PER ORDINARY SHARE

Loss per ordinary share has been calculated on the retained loss for the financial year of £1,799,371 (2000: £2,159,454) and on the weighted average number of shares in issue during the year of 91,794,721 (2000: 46,250,504). There is no dilutive effect from the conversion of share options.

11. INTANGIBLE FIXED ASSETS

	Goodwill £
THE GROUP	
Cost	
At 1 April 2000 and 31 March 2001	**1,940,729**
Amortisation	
At 1 April 2000	120,255
Charge for the year	96,995
At 31 March 2001	**217,250**
Net book value	
At 31 March 2001	**1,723,479**
At 31 March 2000	1,820,474

12. TANGIBLE FIXED ASSETS

	Freehold land and buildings £	Short leasehold property £	Assets in the course of development £	Plant and machinery £	Motor vehicles £	Fixtures, fittings and computer equipment £	Total £
THE GROUP							
Cost							
At 1 April 2000	9,691,036	2,360,891	3,385,186	2,395,973	8,000	521,132	18,362,218
Additions	9,004,351	4,510,516	9,297,847	2,952,890	62,041	424,574	26,252,219
Reclassifications	1,129,484	372,722	(1,502,206)	–	–	–	–
At 31 March 2001	**19,824,871**	**7,244,129**	**11,180,287**	**5,348,863**	**70,041**	**945,706**	**44,614,437**
Accumulated depreciation							
At 1 April 2000	143,731	52,839	–	782,415	5,234	83,189	1,067,408
Charge for the year	137,805	275,300	–	276,033	9,392	151,028	849,558
At 31 March 2001	**281,536**	**328,139**	**–**	**1,058,448**	**14,626**	**234,217**	**1,916,966**
Net book value							
At 31 March 2001	**19,543,335**	**6,915,990**	**11,180,827**	**4,290,415**	**55,415**	**711,489**	**42,697,471**
At 31 March 2000	9,547,305	2,308,052	3,385,186	1,613,558	2,766	437,943	17,294,810

Included within freehold property at 31 March 2000 were properties with a net book value of £4,720,681 which were subject to the financing transaction described in note 25. The beneficial ownership of these properties was unaffected by this transaction.

12. TANGIBLE FIXED ASSETS (continued)

	Fixtures, fittings and computer equipment £	Motor vehicles £	Total £
The company			
Cost			
At 1 April 2000	173,956	–	173,956
Additions	55,280	56,861	112,141
At 31 March 2001	**229,236**	**56,861**	**286,097**
Accumulated depreciation			
At 1 April 2000	24,904	–	24,904
Charge for the year	52,142	6,535	58,677
At 31 March 2001	**77,046**	**6,535**	**83,581**
Net book value			
At 31 March 2001	**152,190**	**50,326**	**202,516**
At 31 March 2000	149,052	–	149,052

13. INVESTMENTS HELD AS FIXED ASSETS

	£
Cost	
At 1 April 2000	2,029,027
Additions	12,162
At 31 March 2001	**2,041,189**

The investments relate to the 100% ownership of the ordinary share capital of the group's subsidiaries. The additions in the year relate to the acquisition of The Big Yellow Holding Company Limited and Big Yellow Self Stockage Company SAS. Details of the group's principal subsidiaries are shown below:

.Big Yellow Self Storage Company Limited is registered in England and Wales and provides self storage services to private individuals and businesses.

The Big Yellow Property Company Limited is registered in England and Wales and its principal activity is property management and ownership.

The Big Yellow Construction Company Limited is registered in England and Wales and its principal activity is property construction.

The Big Yellow Holding Company Limited is registered in England and Wales and its principal activity is acting as an intermediate holding company.

Big Yellow Self Stockage Company SAS is registered in France. It had not commenced trading at the year end.

Notes to the Accounts

Year ended 31 March 2001

14. DEBTORS

	Group 2001 £	Company 2001 £	Group 2000 £	Company 2000 £
Trade debtors	**122,557**	**–**	88,669	–
Amounts owed by group undertakings	**–**	**43,210,071**	–	11,385,201
Other debtors	**1,368,974**	**86,949**	574,044	46,029
Prepayments and accrued income	**966,909**	**35,469**	433,696	43,603
	2,458,440	**43,332,489**	1,096,409	11,474,833

15. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group 2001 £	Company 2001 £	Group 2000 £	Company 2000 £
Bank loans	**–**	**–**	2,116,000	–
Trade creditors	**2,307,679**	**30,382**	1,109,760	94,748
Taxation and social security	**59,026**	**35,558**	12,721	161,833
Other creditors	**413,124**	**–**	4,927,518	–
Accruals and deferred income	**3,414,032**	**290,989**	1,581,761	327,570
Dividends payable	**–**	**–**	36,750	36,750
	6,193,861	**356,929**	9,784,510	620,901

Included within the group's other creditors is £nil (2000: £4,731,800) arising from the financing transaction described in note 25.

16. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	Group 2001 £	Company 2001 £	Group 2000 £	Company 2000 £
Loan stock (see note 25)	**–**	**–**	4,000,000	4,000,000

The loan stock represented convertible unsecured loan stock which was repayable on 21 September 2009. The loan stock was redeemed on 8 May 2000.

Interest was payable on the loan stock at the rate of 7½%.

17. FINANCIAL INSTRUMENTS

The group's only financial instruments as at 31 March 2001 are cash, trade debtors and trade creditors, which arise directly from its operations.

The group does not trade in financial instruments. All monetary assets and liabilities are denominated in sterling and the group therefore has no exposure to currency risk.

Short term debtors and creditors have been omitted from all disclosures below. Details of non-equity shares are given in note 19.

Notes to the Accounts

Year ended 31 March 2001

17. FINANCIAL INSTRUMENTS (continued)

Maturity profile of financial liabilities

	2001 Bank borrowings £	2001 Loan stock £	2001 Other £	2000 Bank borrowings £	2000 Loan stock £	2000 Other £
Within one year or less or on demand	**–**	**–**	**–**	2,116,000	–	4,731,800
More than five years	**–**	**–**	**–**	–	4,000,000	–
Gross financial liabilities	**–**	**–**	**–**	2,116,000	4,000,000	4,731,800

The group had the following undrawn borrowing facilities at 31 March 2001.

	2001 £	2000 £
Expiring in one year or less	**–**	884,000
Total	**–**	884,000

Interest rate profile

	Total £	Floating rate financial liabilities £	Fixed rate financial liabilities £	Weighted average fixed interest rate	Weighted average period for which the rate is fixed	Weighted average period until maturity
At 31 March 2000						
Gross financial liabilities	10,847,800	2,116,000	8,731,800	11.7%	4.9 years	3.9 years
At 31 March 2001						
Gross financial liabilities	**–**	**–**	**–**	**–**	**–**	**–**

	Total £	Floating rate financial assets £
At 31 March 2000		
Gross financial assets	4,528,840	4,528,840
At 31 March 2001		
Gross financial assets	**10,967,581**	**10,967,581**

The interest rate on floating rate assets and liabilities is linked to London Inter Bank Offer Rates.

Notes to the Accounts

Year ended 31 March 2001

17. FINANCIAL INSTRUMENTS (continued)

Fair values of financial assets and liabilities

	2001 Carrying amount £	2001 Estimated fair value £	2000 Carrying amount £	2000 Estimated fair value £
Primary financial instruments held or issued to finance the group's operations				
Cash at bank, in hand and other liquid investments	**10,967,581**	**10,967,581**	4,528,840	4,528,840

	2001 Carrying amount £	2001 Estimated fair value £	2000 Carrying amount £	2000 Estimated fair value £
Primary financial instruments held or issued to finance the group's operations				
Bank borrowings	**–**	**–**	2,116,000	2,116,000
Loan stock	**–**	**–**	4,000,000	4,000,000
Other	**–**	**–**	4,731,800	4,731,800
Gross financial liabilities	**–**	**–**	10,847,800	10,847,800
7% convertible preference shares	**–**	**–**	1,000,000	1,000,000

The fair values have been calculated by discounting expected cash flows at prevailing interest rates at the year end.

18. PROVISIONS FOR LIABILITIES AND CHARGES

Deferred taxation

	Not provided 2001 £	Not provided 2000 £
THE GROUP		
The amounts not provided in the accounts are:		
Capital allowances in advance of depreciation	**4,113**	38,325
Short term timing differences	**(103,575)**	(6,030)
Less trading losses carried forward	**(1,478,277)**	(1,328,674)
	(1,577,739)	(1,296,379)

	Not provided 2001 £	Not provided 2000 £
THE COMPANY		
The amounts not provided in the accounts are:		
Capital allowances in advance of depreciation	**2,550**	6,208
Short term timing differences	**(13,586)**	–
Less trading losses carried forward	**(12,086)**	(12,086)
	(23,122)	(5,878)

Notes to the Accounts

Year ended 31 March 2001

19. CALLED UP SHARE CAPITAL

	2001 £	2000 £
Authorised:		
Nil (2000: 31,021,160) ordinary 'A' shares of 10p each	**–**	3,102,116
Nil (2000: 28,028,800) ordinary 'B' shares of 10p each	**–**	2,802,880
Nil (2000: 1,000,000) preference shares of 10p each	**–**	100,000
150,000,000 (2000: nil) ordinary shares of 10p each	**15,000,000**	–
	15,000,000	6,004,996
Called up, allotted and fully paid:		
Nil (2000: 28,399,760) ordinary 'A' shares of 10p each	**–**	2,839,976
Nil (2000: 23,028,800) ordinary 'B' shares of 10p each	**–**	2,302,880
Nil (2000: 1,000,000) preference shares of 10p each	**–**	100,000
96,485,590 (2000: nil) ordinary shares of 10p each	**9,648,559**	–
	9,648,559	5,242,856

By special resolution dated 17 April 2000 the authorised and issued 'A' and 'B' shares and the preference shares were converted into ordinary shares on 8 May 2000. By the same resolution the authorised share capital of the company was increased to £15,000,000 by the creation of 8,995,004 ordinary shares.

Movements in the company's issued share capital during the year were as follows:

	No.	£
At 1 April 2000		
'A' ordinary shares of 10p each	**28,399,760**	2,839,976
'B' ordinary shares of 10p each	**23,028,800**	2,302,880
Preference shares of 10p each	**1,000,000**	100,000
	52,428,560	5,242,856
On 8 May 2000		
Repurchase of preference shares	**(1,000,000)**	(100,000)
Conversion of authorised and issued share capital into ordinary shares of 10p each	**52,428,560**	5,242,856
Issue of 45,057,030 ordinary shares of 10p each	**45,057,030**	4,505,703
At 31 March 2001	**96,485,590**	9,648,559

Details of directors' share options are given in note 3. At 31 March 2001 there were a further 543,625 (2000: 68,000) options in issue to members of the group's staff.

51,400 options with an exercise price of 62.5 pence per share were granted on 16 November 1999. These options are exercisable from 16 November 2002.

134,475 options with an exercise price of 100 pence per share were issued on 5 May 2000. These options are exercisable from 5 May 2003.

357,750 options with an exercise price of 137.5 pence per share were issued on 30 November 2000. These options are exercisable from 30 November 2003.

Notes to the Accounts

Year ended 31 March 2001

20. STATEMENT OF MOVEMENTS ON RESERVES

	Share premium account £	Profit and loss account £
THE GROUP		
Balance at 1 April 2000	7,924,821	(2,179,940)
Shares issued (net of expenses)	39,097,300	–
Loss retained for year	–	(1,799,371)
Redemption of preference shares	(900,000)	(44,110)
Balance at 31 March 2001	**46,122,121**	**(4,023,421)**

	Share premium account £	Profit and loss account £
THE COMPANY		
Balance at 1 April 2000	7,924,821	83,648
Shares issued (net of expenses)	39,097,300	–
Profit retained for the year	–	71,158
Redemption of preference shares	(900,000)	(44,110)
Balance at 31 March 2001	**46,122,121**	**110,696**

21. FINANCIAL COMMITMENTS

	Group Land and buildings 2001 £	**Company Land and buildings 2001 £**	Group Land and buildings 2000 £	Company Land and buildings 2000 £
The group has operating lease commitments payable within the next year, expiring as follows:				
Within one year	**27,656**	**27,656**	–	–
Within two to five years	**25,500**	**25,500**	53,156	53,156
After five years	**1,678,650**	**–**	836,888	–
	1,731,806	**53,156**	890,044	53,156

22. CAPITAL COMMITMENTS

	Group 2001 £	**Company 2001 £**	Group 2000 £	Company 2000 £
Amounts contracted but not provided in respect of freehold properties	**6,787,300**	**–**	1,618,304	–

Notes to the Accounts

Year ended 31 March 2001

23. RECONCILIATION OF OPERATING PROFIT TO NET CASH FLOW FROM OPERATING ACTIVITIES

	2001 £	2000 £
Operating loss	**(2,908,951)**	(1,648,884)
Depreciation	**849,558**	308,915
Amortisation of goodwill	**96,995**	96,411
Increase in stock	**(62,435)**	(29,581)
Increase in debtors	**(1,359,529)**	(643,585)
Increase in creditors	**3,175,456**	1,147,561
Net cash outflow from operating activities	**(208,906)**	(769,163)

24. (A) ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT

	2001 £	**2001 £**	2000 £	2000 £
Returns on investments and servicing of finance				
Interest received	**1,257,182**		259,239	
Interest paid	**(662,549)**		(302,938)	
		594,633		(43,699)
Capital expenditure and financial investment				
Purchase of tangible fixed assets		**(25,658,079)**		(12,038,414)
Acquisitions and disposals				
Purchase of subsidiary undertaking		**–**		(28,024)
Financing				
Issue of ordinary share capital (net of expenses)		**43,603,003**		7,767,677
Repurchase of preference shares		**(1,044,110)**		–
Debt due within a year:				
Loans repaid	**(2,116,000)**		(509,000)	
(Repayment)/proceeds of financing transaction	**(4,731,800)**		4,731,800	
Reclassification of debt	**–**		2,625,000	
		(6,847,800)		6,847,800
Debt due beyond a year:				
Loans repaid	**(4,000,000)**		–	
New loans acquired	**–**		4,000,000	
Reclassification of debt	**–**		(2,625,000)	
		(4,000,000)		1,375,000
Net cash inflow from financing		**31,711,093**		15,990,477

Notes to the Accounts

Year ended 31 March 2001

24. (B) ANALYSIS OF NET DEBT

	At 31 March 2000 £	Cash flow £	At 31 March 2001 £
Cash at bank and in hand	4,528,840	6,438,741	**10,967,581**
Debt due after one year	(4,000,000)	4,000,000	**–**
Debt due within one year	(6,847,800)	6,847,800	**–**
		10,847,800	
Total	(6,318,960)	17,286,541	**10,967,581**

25. RELATED PARTY TRANSACTIONS

During the year ended 31 March 2000 the group entered into a financing transaction in respect of two of its properties with TR Property Investment Trust PLC ("TRPIT"), one of the company's shareholders. The group sold the properties to TRPIT for £4,731,800, but retained an option to repurchase the properties and retained the beneficial ownership of these properties. The group repurchased these properties on 26 June 2000 for consideration of £5,364,829. The profit and loss account for the year includes within interest payable and similar charges a charge of £96,159 (2000: £323,212) in respect of the option finance fee.

During the year ended 31 March 2000 the company issued loan stock to Prudential Insurance Company of America, who was then one of the company's shareholders. The terms of this loan stock are shown in note 16 and the charge for the total return for the year in respect of the loan stock is shown in note 6. The loan stock was redeemed on 8 May 2000.

26. POST BALANCE SHEET EVENTS

Subsequent to the year end, the directors announced their intention to raise finance by way of a Placing and Open Offer to raise £22.8 million net of expenses. More details of this transaction are given in the Chairman's statement and operating and financial review on pages 4 to 12. The table below shows the effect of this transaction on the group's balance sheet.

	Balance sheet as at 31 March 2001 £	Net proceeds of the proposed placing and open offer £	Pro-forma balance sheet £
FIXED ASSETS	**44,420,950**	**–**	**44,420,950**
CURRENT ASSETS	**13,520,170**	**22,794,730**	**36,314,900**
CREDITORS: amounts falling due within one year	**(6,193,861)**	**–**	**(6,193,861)**
TOTAL NET ASSETS	**51,747,259**	**22,794,730**	**74,541,989**

Notice of the Annual General Meeting

NOTICE IS HEREBY GIVEN that an ANNUAL GENERAL MEETING of the Members of the Company will be held at 12 Tokenhouse Yard, London EC2R 7AN on 29 June 2001 at 10 am to transact the following business:

1. To receive the Directors' Report and Accounts and the Auditors' Report thereon for the year ended 31 March 2001.
2. To approve the Directors' proposed remuneration policy for the year ending 31 March 2002.
3. To re-elect Nicholas John Vetch, as a Director of the Company, who retires by rotation under the articles of association of the Company.
4. To re-elect James Ernest Gibson as a Director of the Company, who retires by rotation under the articles of association of the Company.
5. To re-elect Philip Adrian Burks, as a Director of the Company, who retires by rotation under the articles of association of the Company.
6. To re-appoint Deloitte & Touche as Auditors and to authorise the Directors to agree their remuneration.

To consider and, if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

7. THAT the authorised share capital of the Company be increased from £15,000,000 to £20,000,000 by the creation of 50,000,000 ordinary shares of 10 pence to rank pari passu in all respects with the existing ordinary shares of 10 pence each in the capital of the Company.
8. THAT, subject to the passing of Resolution 7 set out in the notice of which this resolution forms part, the Directors be and they are hereby generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 to exercise all powers of the Company to allot relevant securities (within the meaning of the said Section 80) to such persons at such times and generally on such terms and conditions as the Directors may determine up to an aggregate nominal amount of £3,859,422 provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company after passing this Resolution or 15 months after passing this Resolution, whichever is the earlier, save that the Company may before such expiry make offers or agreements which would or might require relevant securities to be allotted after such expiry and the Board may allot relevant securities in pursuance of such offers or agreements as if the authority conferred hereby had not expired; and that all previous authorities given to the Directors to allot relevant securities, to the extent unexercised, be revoked.
9. THAT the rules of the Big Yellow Approved Share Option Plan (the "Approved plan") be amended in the manner detailed in the revised Approval Plan rules tabled to the meeting (and which were available for inspection from the date of the notice of AGM of which this resolution forms part to the close of the meeting) and that the Directors be authorised to seek Inland Revenue approval of the amendments and to make any further amendments which may be required by the Inland Revenue in order to ensure that such approval is given.
10. THAT the rules of the Big Yellow Group PLC 2000 Unapproved Share Option Plan (the "Unapproved Plan") be amended in the manner detailed in the revised Unapproved Plan rules tabled to the meeting (and which were available for inspection from the date of the notice of AGM of which this resolution forms part of the close of the meeting).

SPECIAL RESOLUTION

11. THAT, subject to the passing of Resolution 8, set out in the notice of which this resolution form part, without prejudice to any other authority conferred upon the Directors, the Directors be and they are hereby empowered, pursuant to Section 95 of the Companies Act 1985, to allot equity securities (within the meaning of Section 94 of the said Act) for cash pursuant to the authority conferred by Resolution 8, as if Section 89(1) of the said Act did not apply to any such allotment, provided that such power shall be limited to the allotment of equity securities:

    (a) pursuant to the terms of any share scheme for employees or directors approved by the Company;

    (b) to holders of ordinary shares on the Company's Register of Members on a fixed record date in proportion as nearly as may be to the respective numbers of ordinary shares then held by them, 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 arising in connection with the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory; and

    (c) other than pursuant to sub-paragraphs (a) and (b), up to a maximum aggregate nominal amount of £578,913.

and shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution or 15 months after the passing of this Resolution, whichever is the earlier, save that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offers or agreements as if the power conferred hereby had not expired.

Registered Office:	By Order of the Board
Unit 2 The Deans Bridge Road Bagshot Surrey GU19 5AT	J E Gibson Secretary 1 June 2001

Notice of the Annual General Meeting

NOTES

(i) Only holders of ordinary shares entered on the Register of Members at 10am on 27 June 2001 will be entitled to attend or vote at the meeting or any adjournment thereof. Any member of the Company entitled to attend and vote at this meeting may appoint one or more proxies to attend and vote on his or her behalf. A proxy need not be a member of the Company. A form of proxy is enclosed for use by shareholders and, to be effective, must be deposited at the Company's registrars, Computershare Services PLC of PO Box 82, The Pavilions, Bridgwater Road, Bristol BS99 7NH not less than 48 hours before the time of the meeting. Appointment of a proxy will not preclude a shareholder from attending the meeting and voting in person.

(ii) The Company pursuant to Regulation 34 of the Uncertificated Securities Regulations 1999 specifies that only those shareholders registered in the Register of Members of the Company at 10am on 27 June 2001 shall be entitled to attend or vote at the Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register after 10am on 27 June 2001 will be disregarded in determining the rights of any person to attend or vote at the meeting.

(iii) The Register of Directors' Interests will be available for inspection for at least 15 minutes prior to and during the Annual General Meeting.

(iv) Copies of all Directors' service contracts and of the share option plans referred to in Resolutions 9 and 10 above (showing the amendments proposed therein) will be available for inspection at the registered office of the Company during normal business hours on any weekday (Saturdays and public holidays excepted) from the date of this Notice until the conclusion of the meeting and at the Annual General Meeting, during and for 15 minutes prior to such meeting.

Notice of the Annual General Meeting

EXPLANATORY NOTES ON THE RESOLUTIONS

RESOLUTION 1 : Report and Accounts

The Directors must present to shareholders at the Annual General Meeting the Directors' Report and Accounts and the Auditors' Report for the year ended 31 March 2001.

RESOLUTION 2 : Directors' Remuneration

The Combined Code asks boards to consider each year whether circumstances are such that shareholders should be invited at the Annual General Meeting to approve the remuneration policy of Directors. Your Directors consider that asking shareholders from time to time to vote on the policy enhances accountability and transparency and is particularly appropriate this year in the light of the Remuneration Committee's proposal for a new bonus plan. Details of the Company's remuneration policy are set out in the Remuneration Report on page 19 of this document.

RESOLUTIONS 3-5 : Re-appointment of Directors

The Company's Articles of Association require that:

(a) one third of the Directors (or if their number is not a multiple of 3, the number nearest to, but not greater than, one third of the Directors) shall retire from office by rotation; and

(b) the Directors to retire by rotation shall be first, any Director who wishes to retire and not offer himself for re-election and secondly, those who have been longest in office since their last appointment or reappointment.

Accordingly, Nicholas Vetch, James Gibson and Philip Burks are retiring by rotation and are offering themselves for re-appointment by the shareholders. Short biographies of each of the Directors offering themselves for re-election are contained on page 14 of the Directors' Report and Accounts.

RESOLUTION 6 : Re-appointment of Auditors

The Auditors of the Company must be re-appointed at each General Meeting at which Accounts are presented. The Directors propose to re-appoint Deloitte & Touche as Auditors of the Company.

RESOLUTION 7 : Increase of authorised share capital

The Company's Articles of Association enable the Company to increase its share capital from the time to time by ordinary resolution.

Accordingly, Resolution 7 is proposed to increase the authorised share capital of the Company by 50,000,000 ordinary shares, representing one third of the current issued share capital of the Company, including share capital of the Company.

The increase in the Company's authorised share capital has been proposed to provide the Company with the maximum flexibility in the future and, assuming the passing of Resolution 8, to provide for sufficient authorised share capital to enable the Directors to allot shares under the power conferred by that resolution.

RESOLUTION 8 : Authority to allot shares

Under the Companies Act 1985, usually the Directors of a company may only allot unissued shares if authorised to do so by the shareholders. Accordingly, Resolution 8 above is proposed to authorise the Directors to allot unissued shares up to an aggregate nominal amount of £3,859,422, being 38,594,220 ordinary shares of 10 pence each which, in accordance with institutional investor guidelines, will represent approximately one third of the issued share capital of the Company following allotment of shares pursuant to the placing and open offer announced on 4 May 2001. This authority shall expire on the earlier of 15 months after passing this Resolution 8 and the conclusion of the next Annual General Meeting of the Company. The Directors have no present intention to exercise this authority.

Notice of the Annual General Meeting

RESOLUTIONS 9 and 10 : Amendments to Share Option Schemes

On 1 March 2001, the Association of British Insurers issued revised "Guidelines for Share Incentive Schemes". The Directors propose to make a consequential amendment to the rules of both the Big Yellow Approved Share Option Plan and the Big Yellow Group PLC Unapproved Share Option Plan, (together the "Plans"). This is to delete the current limit on replacement options that can be granted of up to 2.5% of the issued share capital of the Company in 4 years. In addition, various technical changes are proposed to be made, in order to update the rules of the Plans to reflect the transfer of the UK Listing Authority from the London Stock Exchange to the Financial Services Authority and changes to the rules of the Alternate Investment Market. Any changes to the Approved Share Option Plan must also be approved by the Inland Revenue.

A copy of the Plans, showing amendments, will be available for inspection as described in note (iv) to the Notice of the AGM.

RESOLUTION 11 : Disapplication of Statutory Pre-emption Rights

The Companies Act 1985 provides that, unless shareholders otherwise consent, all unissued shares to be offered for cash must first be offered to existing shareholders in proportion to their individual holdings. The effect of Resolution 11 will be to give the Directors authority (until the conclusion of the next Annual General Meeting of the Company or 15 months after the passing of this Resolution, whichever is the earlier) to:

(a) allot ordinary shares pursuant to the terms of the Company's share schemes;

(b) make a rights or other pre-emptive issue to existing shareholders without the need to comply with the technical requirements of the statutory provisions (as these may create problems particularly with regard to fractional entitlements and overseas shareholders);

(c) allot equity securities to persons other than existing shareholders up to a maximum aggregate nominal amount of £578,913 which, in accordance with institutional investor guidelines, will represent approximately 5% of the Company's issued share capital following the allotment of shares pursuant to the placing and open offer announced on 4 May 2001.

Form of Proxy

for use at the Annual General Meeting

I/We the undersigned, being (a) member(s) of BIG YELLOW GROUP PLC, hereby appoint the Chairman of the Meeting or* . . . .

. . . . as my/our proxy to vote for me/us and on my/our behalf at the ANNUAL GENERAL MEETING of the Company, to be held at 10 am on 29 June 2001 at 12 Tokenhouse Yard, London EC2R 7AN and at any adjournment thereof.

I/We direct my / our proxy to vote on the resolutions as set out in the Notice convening the Annual General Meeting as follows:

ORDINARY RESOLUTIONS:

		† FOR	† AGAINST
1.	To adopt the Directors' Report and Accounts for the year ended 31 March 2001	☐	☐
2.	To approve the Directors' remuneration	☐	☐
3.	To re-elect as a Director of the Company Nicholas John Vetch	☐	☐
4.	To re-elect as a Director of the Company James Ernest Gibson	☐	☐
5.	To re-elect as a Director of the Company Philip Adrian Burks	☐	☐
6.	To re-appoint the auditors, Deloitte & Touche and authorise the Directors to agree their remuneration	☐	☐
7.	To increase the authorised share capital of the Company	☐	☐
8.	To authorise the Directors to exercise all powers of the Company to allot relevant securities	☐	☐
9.	To approve amendments to the Big Yellow Approved Share Option Plan	☐	☐
10.	To approve amendments to the Big Yellow Group PLC 2000 Unapproved Share Option Plan	☐	☐

SPECIAL RESOLUTION:		† FOR	† AGAINST
11.	To empower the Directors to allot equity securities (within the meaning of Section 94 of the Companies Act 1985) as if Section 89(1) of the said Act did not apply	☐	☐

Signed this . . . . .day of 2001

Member's name . . . .
(in block letters)

Member's signature . . . .

Address . . . .

. . . .

*If any other proxy is preferred, strike out the words 'the Chairman of the Meeting or' above and add the name of the proxy you wish to appoint. The alterations should be initialled.

In the case of joint holders, the signature of the first-named holder is sufficient.

If the member is a corporation the proxy must be executed either under its common seal or under the hand of an officer or attorney duly authorised in writing.

†Unless otherwise directed, the proxy holder will abstain or vote as he thinks fit in respect of the member's total holding. In addition, the person appointed as your proxy may vote or abstain from voting as he or she thinks fit on any other business (including amendments to the Resolutions) which may properly come before the meeting.

This Form of Proxy, to be valid, must be lodged at Computershare Services PLC of PO Box 1075, The Pavilions, Bridgwater Road, Bristol BS99 3FA, NOT LATER THAN 48 hours before the time fixed for the Meeting.

Deposit of a proxy will not prevent a member from otherwise attending and voting at this meeting.

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