

Company Number: 3590073

PRICEWATERHOUSECOOPERS INTERNATIONAL LIMITED

(Company limited by guarantee)

Financial Statements for the year Ended 30 June 2001

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PRICEWATERHOUSECOOPERS INTERNATIONAL LIMITED

REPORT OF THE DIRECTORS

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The directors present herewith their report and the unaudited financial statements of the Company for the year ended 30 June 2001.

ACTIVITIES

During the year the principal activities of the Company have been:

- the provision of guidance in relation to, and assistance in the co-ordination of, the governance of members of the PricewaterhouseCoopers Global Network;
- the development of, and the promotion and provision of assistance in connection with the development of, high common standards, principles, strategies and policies to be applied by members of the PricewaterhouseCoopers Global Network and to work for the uniform application of those standards, principles, strategies and policies.

The Company has also continued to promote the integration of the former Coopers & Lybrand and Price Waterhouse practices into the PricewaterhouseCoopers Global Network (which was formed by the merger of the worldwide organisations of Coopers & Lybrand and Price Waterhouse on 1 July 1998).

There has been no significant change in the principal activities of the Company during the year covered by the financial statements.

The Company has not traded and has not received any income nor incurred any expenditure. Consequently, during the year the Company has made neither a profit nor a loss and the directors do not recommend the payment of any dividend.

The Company has no share capital and no subsidiaries and accordingly, as at 30 June 2001, no director was interested in nor (during the period covered by the financial statements) has any director or any member of his immediate family been granted or exercised any right to subscribe for any shares or debentures of the Company or any other body corporate in the same group according to the register of director's interests maintained by the Company.

The Company has no employees or assets and has not made any political or charitable gifts.

The Company has no branches outside the United Kingdom.

MEMBERS

The members of the Company comprise the PricewaterhouseCoopers Member Firms and the Company's directors.

REPORT OF THE DIRECTORS

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DIRECTORS

The directors of the Company during the year to 30 June 2001 and appointments and resignations since that date are as follows:

P	В	Anglado	2

M E Austen (appointed 31 July 2001)

PR Baart

C Beggs

C G Bird (resigned 30 September 2000)

P V Brasher

J P Brendon (resigned 31 July 2001)

W L J Bröcker (Interim Chairman 1 July - 31 July

2001, resigned 31 July 2001)

J D Brodish (appointed 31 July 2001)

R L M Christians (appointed 31 July 2001)

B L Cornell (resigned 31 July 2001)

G Dantheny (resigned 31 July 2001)

S A DiPiazza Jr, CEO, effective 1 January 2002

R B Dubner (resigned 31 July 2001)

J R Dunleavy (appointed 31 July 2001)

C P Fairweather (resigned 31 July 2001)

I S Fourie (resigned 31 July 2001)

HHR Goldbach (resigned 31 July 2001)

Ignacio Gonzalez Garcia (resigned 31 July 2001)

J F Harvey (resigned 31 December 2000)

R H Herz (appointed 31 July 2001)

S D Higgins

C M Jacobsen (resigned 31 July 2001)

A N Jones (appointed 31 July 2001)

A R Jones (resigned 31 July 2001)

PJL Kiernan (resigned 30 June 2001)

R R Kilgust (resigned 31 July 2001)

J Konerding (appointed 31 July 2001)

F L Laughlin (resigned 30 June 2001) K D Levingston (appointed 31 July 2001)

D J Lubozynski (appointed 31 July 2001)

R T Maheu (resigned 31 July 2001)

P P Mannino (resigned 31 July 2001)

A F Martin (resigned 31 July 2001)

D A McGovern (appointed 31 July 2001)

I H Mida (appointed 31 July 2001)

N G Moore (resigned as Chairman and Director 30 June

2001)

M J Mueller (resigned 31 July 2001))

D T Nicolaisen (resigned 31 July 2001)

T C O'Neill (resigned 30 September 2000)

G Pirola (resigned 31 July 2001)

K C Poynter (resigned 30 September 2000)

R A Radcliffe (resigned 31 July 2001)

A N Ratcliffe (appointed Chairman 7 August 2001)

J J Schiro (resigned 31 December 2001)

J P Schleth (resigned 31 July 2001)

D W Smith (resigned 31 July 2001)

D W Smithers (resigned 31 July 2001)

R A Stone (resigned 30 September 2000)

E A Straw (resigned 31 July 2001)

R Streuli (resigned 30 June 2001)

G G Strong (resigned 31 July 2001)

P M Vaughan (resigned 31 July 2001)

R K Waters (resigned 30 June 2001)

P F Weibel (resigned 31 July 2001)

J Wolbert (resigned 31 July 2001)

B D Woods-Scawen (resigned 31 July 2001)

B D Yacker (resigned 31 July 2001)

D A Yoost (appointed 31 July 2001)

G J Yost (resigned 31 July 2001)

PRICEWATERHOUSE COOPERS INTERNATIONAL LIMITED

REPORT OF THE DIRECTORS (CONTINUED)

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EXEMPTION FROM AUDIT

In accordance with subsections (1) of Section 249A of the Companies Act 1985, the Company is entitled to exemption from audit for the year ended 30 June 2001.

BY ORDER OF THE BOARD

A G Peddle Secretary

Date: 11 April 2002

PRICEWATERHOUSECOOPERS INTERNATIONAL LIMITED

BALANCE SHEET 30 JUNE 2001

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	30 June 2001 £
CURRENT ASSETS	<u>Nil</u>
CURRENT LIABILITIES	<u>Nil</u>
NET ASSETS	<u>Nil</u>
CAPITAL & RESERVES	<u>Nil</u>

During the year ended 30 June 2001, the Company was entitled to exemption from audit under subsection (1) of Section 249A of the 1985 Companies Act. No notice from members requiring an audit has been deposited under subsection (2) of Section 249B in relation to the Company's financial statements for the year.

The directors acknowledge their responsibility for:

- Ensuring that the Company keeps accounting records in accordance with Section 221 of the 1985 Companies Act.
- Preparing financial statements that give a true and fair view and which otherwise comply with the Companies Act's requirements.

APPROVED BY THE BOARD OF DIRECTORS ON 11 APRIL 2002

AN Ratcliffe

AN Ratcliffe

Directors

ME Austen

The notes on page 5 form part of these accounts.

PRICEWATERHOUSECOOPERS INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS For the year ended 30 June 2001

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1 ACCOUNTING POLICIES

1.1. Basis of accounting

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

The Company is precluded, by its Memorandum of Association, from carrying on any trade or other activities with a view to profit or any professional services.

For the year to 30 June 2001, the Company received no income and incurred no costs. Consequently, it made neither profit nor loss.

1.2 Currency

The accounts of the Company are recorded in pounds sterling.

2 **DIRECTORS' EMOLUMENTS**

The directors received no emoluments for the year ended 30 June 2001.

3 CAPITAL AND RESERVES

The Company is limited by guarantee and the liability of each member is limited to