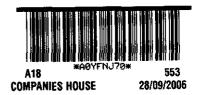
Williams Grand Prix Engineering Limited

Financial statements
For the year ended 30 November 2005



Company No. 01297497

Company information

Company registration number

01297497

Registered office

Grove Wantage Oxfordshire OX12 0DQ

Directors

Sir F O G Williams

P M Head

Secretary

J Healey

Auditors

Grant Thornton UK LLP Chartered Accountants Registered Auditors 1 Westminster Way Oxford

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Report of the directors

The directors present their report and the financial statements of the company for the year ended 30 November 2005.

Principal activities

The principal activity of the company remained unchanged as that of running a Formula 1 Grand Prix racing team.

Future developments

The company will continue its extensive research and development programme as it strives to maintain its position as a leading Formula 1 racing team.

Results and dividends

The trading results for the year and the company's financial position at the end of the year are shown in the attached financial statements.

The directors have not recommended a dividend (2004 - £57,150).

The directors and their interests in the shares of the company

The directors who served the company during the year together with their beneficial interests in the shares of the company were as follows:

	Ordinary shares of £1 each	
	At	At
	30 November 2005	1 December 2004
Sir F O G Williams	70,000	70,000
P M Head	30,000	30,000
	=======================================	

D Mayall retired as a director on 30 April 2005.

Fixed assets

In the opinion of the directors the market value of land and buildings is approximately £6.5m higher than their current net book value.

Directors insurance

The company purchases liability insurance covering its directors and officers.

Policy on the payment of creditors

The company's current policy concerning the payment of trade creditors is to:

- settle the terms of payment with suppliers when agreeing the terms of each transaction
- ensure that suppliers are made aware of the terms of payment by inclusion of the relevant terms in contracts
- pay in accordance with the company's contractual and other legal obligations.

On average trade creditors at the year end represented 26 (2004: 51) days purchases.

Directors' responsibilities

United Kingdom 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 of the profit or loss of the company for that year. 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, subject to any material departures disclosed and explained in the financial statements
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records, for safeguarding the assets of the company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Close company provisions

In the opinion of the directors, the company is a close company within the meaning of S.414 Income and Corporation Taxes Act, 1988 (as amended).

Donations

During the year the company made the following contributions:

	2005 £	2004 £
Charitable	12,693	6,375

Disabled employees

It is the company's policy to offer equal opportunities to all persons, including disabled persons, applying for vacancies having regard to their aptitudes and abilities in relation to the jobs for which they apply.

Employee involvement

The company's policy is to consult and discuss with employees, through staff councils and at meetings, matters likely to affect employees' interests.

Information on matters of concern to employees is given through a staff forum, information bulletins and reports which seek to achieve a common awareness on the part of all employees of the financial and economic factors affecting the company's performance.

Auditors

Grant Thornton UK LLP were appointed auditors on 21 November 2005 to fill a casual vacancy in accordance with section 388(1) of the Companies Act 1985. Special notice pursuant to section 388(3) having been given, a resolution to reappoint Grant Thornton UK LLP as auditors will be proposed at the Annual General Meeting.

ON BEHALF OF THE BOARD

WE

F O G Williams Director

Grant Thornton &

Report of the independent auditors to the members of Williams Grand Prix Engineering Limited

We have audited the financial statements of Williams Grand Prix Engineering Limited for the year ended 30 November 2005 which comprise the principal accounting policies, profit and loss account, balance sheet, cash flow statement and notes 1 to 26. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the report of the directors and the financial statements in accordance with United Kingdom law and accounting standards are set out in the statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom auditing standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the report of the directors is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read other information contained in the report of the directors and consider whether it is consistent with the audited financial statements. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

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 company's circumstances, consistently applied and adequately disclosed.

Report of the independent auditors to the members of Williams Grand Prix Engineering Limited (continued)

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 affairs of the company as at 30 November 2005 and of its profit for the year then ended, and have been properly prepared in accordance with the Companies Act 1985.

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GRANT THORNTON UK LLP REGISTERED AUDITORS CHARTERED ACCOUNTANTS OXFORD

17 Augus 2006

Principal accounting policies

Basis of accounting

The financial statements have been prepared under the historical cost convention, and in accordance with applicable accounting standards.

Turnover

Turnover represents the amount receivable for the value of goods sold and sponsorship income excluding value added tax. Turnover also includes the amount received with respect to prize monies excluding value added tax.

Where sponsorship is paid by the provision of goods or services, turnover and costs are recognised in the financial statements where the market value of the goods or services may be readily ascertained. Where a value cannot be readily ascertained, neither turnover nor costs are recognised.

In the 2005 season the company used engines supplied by BMW AG in exchange for sponsorship rights. Due to the developmental nature of engines, the directors do not believe that it is possible to provide a reasonable estimate of their cost. Accordingly, turnover and cost of sales do not include any amount in respect of these engines.

Research and development

The company is heavily committed to research and development activities so as to maintain its position as a world leader in Formula 1 racing. All expenditure on research and development is written off to the profit and loss account as incurred.

Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Plant & machinery - 20% reducing balance
Fixtures, fittings & equipment - 20% reducing balance
Vehicles & pit equipment - 20% - 25% straight line

Windtunnel & R & D equipment - 10% straight line - 20% reducing balance

Aircraft - 10% straight line

A nil depreciation rate is provided in respect of the freehold property, which is shown at cost.

The company has a policy and practice of regular maintenance and repair (the charges for which are recognised in the profit and loss account), such that the resulting residual value of the freehold premises would render any depreciation charge immaterial.

Stocks

Stock is valued at the lower of cost and net realisable value.

Cost is determined on a first-in, first-out basis. Net realisable value is based on estimated selling price less further costs expected to be incurred to disposal.

Leasing and hire purchase commitments

Assets held under finance leases, which are leases where substantially all the risks and rewards of ownership of the asset have passed to the company, and hire purchase contracts, are capitalised in the balance sheet and are depreciated over their useful lives. The capital elements of future obligations under the leases and hire purchase contracts are included as liabilities in the balance sheet.

The interest elements of the rental obligations are charged in the profit and loss account over the periods of the leases and hire purchase contracts and represent a constant proportion of the balance of capital repayments outstanding.

Rentals payable under operating leases are charged in the profit and loss account on a straight line basis over the lease term.

Pension costs

The pension costs charged in the financial statements represent the contributions payable by the company during the year in accordance with FRS 17.

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax, with the exception that deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Foreign currencies

Assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange prevailing at the transaction date. All profits and losses on exchange are dealt with in the profit and loss account.

Profit and loss account

	Note	2005 ₤	2004 £
Turnover	1	83,728,097	88,696,104
Cost of sales		(17,580,513)	(21,136,403)
Gross profit		66,147,584	67,559,701
Other operating charges Other operating income	2 3	(64,809,813) 35,223,728	(68,701,612) 295,516
Operating profit/(loss)	4	36,561,499	(846,395)
Interest receivable and similar income Interest payable and similar charges	7 8	149,744 (419,967)	19,387 (603,508)
Profit/(loss) on ordinary activities before taxation		36,291,276	(1,430,516)
Tax on profit/(loss) on ordinary activities	9	(6,755,180)	2,173,611
Profit on ordinary activities after taxation		29,536,096	743,095
Dividends	10	-	(57,150)
Retained profit for the financial year	22	29,536,096	685,945

All of the activities of the company are classed as continuing.

The company has no recognised gains or losses other than the results for the year as set out above.

The accompanying accounting policies and notes form part of these financial statements.

Balance sheet

	Note	2005 £	2004 £
Fixed assets Tangible assets	11	47,358,753	50,562,896
Current assets Stocks Debtors Cash at bank	12 13	24,669,306 20,811,175	325,849 4,505,706 48,460
Creditors: amounts falling due within one year	14	45,480,481 (23,007,657)	(16,786,570)
Net current assets/(liabilities) Total assets less current liabilities		22,472,824 69,831,577	
Creditors: amounts falling due after more than one year	15	(138,035)	•
		69,693,542	33,399,770
Provisions for liabilities Deferred taxation	18	(6,757,676)	1181/4
		62,935,866	33,399,770
Capital and reserves Called-up equity share capital Profit and loss account	21 22	100,000 62,835,866	100,000 33,299,770
Shareholders' funds	22	62,935,866	33,399,770

F O G Williams Director

Cash flow statement

	Note	2005 ₤	2004 £
Net cash inflow from operating activities	24	23,282,129	12,269,434
Returns on investments and servicing of finance Interest received Interest paid Interest element of finance leases and hire purchase		149,744 (409,431) (10,536)	(602,212)
Net cash outflow from returns on investments and servicing of finance		(270,223)	(584,121)
Taxation		2,496	3,288,975
Capital expenditure Payments to acquire tangible fixed assets Receipts from sale of fixed assets		(1,356,795) 728,759	(7,658,522) 11,364,500
Net cash (outflow)/inflow from capital expenditure		(628,036)	3,705,978
Equity dividends paid		-	(500,007)
Cash inflow before financing		22,386,366	18,180,259
Financing New bank loans Repayment of bank loans Capital element of finance leases and hire purchase Net cash inflow/(outflow) from financing		(5,231,494) (109,041)	518,072 (10,852,227) (7,213) (10,341,368)
Increase in cash	24	23,144,934	7,838,891

Notes to the financial statements

1 Turnover

An analysis of turnover by geographical market has not been included as the directors believe that the company operates in a single global market and that the allocation to geographical markets is neither practical nor possible.

2 Other operating charges

	2005 €	2004 £
Distribution costs Administrative expenses	48,745,499 16,064,314	
	64,809,813	68,701,612
3 Other operating income		
	2005 £	2004 £
Legal settlements Non-recurring commercial agreements Sale of driver contracts Other	25,499,728 8,715,000 1,009,000	- - 295,516
	35,223,728	295,516
4 Operating profit/(loss)		
Operating profit/(loss) is stated after charging/(crediting):		
	2005 £	2004 £
Depreciation of owned fixed assets Depreciation of assets held under finance leases and hire purchase	4,435,868	4,261,015
agreements Profit on disposal of fixed assets	66,508 (337,197)	3,966 (561,424)
Auditors' remuneration: Audit fees Non-audit services relating to taxation	30,000 146,476	45,000 —
Operating lease costs: Plant and equipment Net loss/(profit) on foreign currency translation	465,985 389,746	

Operating profit is also stated after crediting the items in note 3, which we consider to be exceptional in nature.

5 Directors and employees

6

The average number of staff employed by the company during the financial year amounted to:

The average number of state employees of		
	2005 No	2004 No
Number of administrative staff Number of management staff Number of research & production staff Number of marketing staff	21 42 417 20	18 43 430 22
	<u>500</u>	513
The aggregate payroll costs of the above were:		
	2005 £	2004 £
Wages and salaries Social security costs Other pension costs	28,382,372 3,503,080 1,120,975	27,805,600 3,252,248 1,201,057
	33,006,427	32,258,905
Directors		
Remuneration in respect of directors was as follows:	2005 £	2004 £
Emoluments Value of company pension contributions to money purchase schemes	2,865,303 157,350	2,835,619 241,800
	3,022,653	3,077,419
Emoluments of highest paid director:	2005 £	2004 £
Total emoluments (excluding pension contributions) Value of company pension contributions to money purchase schemes	1,425,968 41,750	1,361,953 105,000
	1,467,718	1,466,953
The number of directors who accrued benefits under company pension schemes was as follows:		
	2005 No	2004 No

7 Interest receivable and similar income

		2005 €	2004 £
	Bank interest receivable Other similar income receivable	149,744 -	13,689 5,698
		149,744	19,387
8	Interest payable and similar charges		
		2005 £	2004 £
	Interest payable on bank borrowing Finance charges Other similar charges	409,431 10,536 -	598,970 1,296 3,242
	o and outside the control of the con	419,967	603,508
9	Taxation on ordinary activities	2005 £	2004 £
	Current tax:		
	Corporation tax Adjustments in respect of prior periods	(2,496)	
	Total current tax	(2,496)	-
	Deferred tax:		
	Origination and reversal of timing differences	6,757,676	(2,173,611)
	Tax on profit/(loss) on ordinary activities	6,755,180	(2,173,611)

The company has estimated losses of approximately £9,700,000 (2004: £38,500,000) available to carry forward against future trading profits.

9 Taxation on ordinary activities (continued)

Factors affecting current tax charge

The tax assessed on the profit/(loss) on ordinary activities for the year is the same as the standard rate of corporation tax in the UK of 30% (2004: 30%).

		2005 €	2004 £
	Profit/(loss) on ordinary activities before taxation	36,291,276	(1,430,516)
	Profit/(loss) on ordinary activities by rate of tax Income/expenditure not taxable Depreciation and capital allowances differences Research and development adjustment Tax losses brought forward Other tax adjustments Adjustments in respect of prior periods Total current tax	10,887,383 (34,636) 874,643 (2,794,700) (8,932,690) (2,496)	
10	Dividends	2005 ₤	2004 £
	Equity dividends: Dividend paid on ordinary shares		57,150

11 Tangible fixed assets

	Brought forward 1 Dec 04 £	Additions £	Disposals £	Carried forward 30 Nov 05
Cost Freehold property Plant & machinery Fixtures, fittings & equipment Vehicles & pit equipment Windtunnel, R & D equipment Aircraft	19,767,522 10,718,664 4,417,019 5,031,260 29,203,517 791,932	5,622 1,426,303 40,008 45,036 172,826 — 1,689,795	(523,137) - - (791,932) (1,315,069)	19,773,144 11,621,830 4,457,027 5,076,296 29,376,343
	Brought forward 1 Dec 04	Charges	Disposals	Carried forward 30 Nov 05 £
Depreciation Freehold property Plant & machinery Fixtures, fittings & equipment Vehicles & pit equipment Windtunnel, R & D equipment Aircraft	(6,994,204) (3,280,335) (4,292,486) (4,247,999) (551,994) (19,367,018)	(875,629) (232,085) (519,752) (2,855,112) (19,798) (4,502,376)	351,715 - - 571,792 923,507 Brought	(7,518,118) (3,512,420) (4,812,238) (7,103,111) (22,945,887)
			forward 1 Dec 04	forward 30 Nov 05
Net book value Freehold property Plant & machinery Fixtures, fittings & equipment Vehicles & pit equipment Windtunnel, R & D equipment Aircraft			19,767,522 3,724,460 1,136,684 738,774 24,955,518 239,938 50,562,896	19,773,144 4,103,712 944,607 264,058 22,273,232 - 47,358,753

Included within the net book value of £47,358,753 is £300,170 (2004 - £33,678) relating to assets held under finance leases and hire purchase agreements. The depreciation charged to the financial statements in the year in respect of such assets amounted to £66,508 (2004 - £3,966).

12 Stocks

13

14

2005 ₤	2004 £
Conference centre stocks	25,849
Racing spares and parts	300,000
	325,849
Debtors	
2005	2004
£	£
Trade debters 8,205,334	1,377,557
Trade debtors Other debtors 1,209,861	525,078
Prepayments and accrued income 15,254,111	2,603,071
24,669,306	4,505,706
Creditors: amounts falling due within one year	
2005	2004
£	£
Bank loans and overdrafts 8,714,850	4,997,966
Trade creditors 6,721,188	7,745,184
Other taxation and social security 1,051,544	
Amounts due under finance leases and hire purchase agreements 118,292	7,291
Other creditors 15,002	
Accruals and deferred income 6,386,181	566,159
23,007,657	16,786,570

The bank overdrafts of £nil (2004: £2,382,219) are unsecured.

The bank loan of \$15m (£8,714,850) is secured by a legal charge on the company's land and buildings and is repayable in full by 30 November 2006. Interest is charged at 1% over bank base rate.

15 Creditors: amounts falling due after more than one year

	2005 €	2004 £
Bank loans Amounts due under finance leases and hire purchase agreements	138,035	5,231,494 25,077
	138,035	5,256,571

2004

2005

16 Creditors - capital instruments

Creditors include finance capital which is due for repayment as follows:	2005 £	2004 £
Amounts repayable: In one year or less or on demand In more than two years but not more than five years	8,714,850 -	2,615,747 5,231,494
	8,714,850	7,847,241

17 Commitments under finance leases and hire purchase agreements

Future commitments under finance leases and hire purchase agreements are as follows:

	£	£
Amounts payable within 1 year Amounts payable between 2 to 5 years	118,292 138,035	7,291 25,077
	256,327	32,368

18 Deferred taxation

The movement in the deferred taxation provision during the year was:

The movement in the determinant in the property of	,	2005 €	2004 £
Provision brought forward Increase/(decrease) in provision		- 6,757,676	2,173,611 (2,173,611)
Provision carried forward		6,757,676	

The provision for deferred taxation consists of the tax effect of timing differences in respect of:

	2005 £	2004 £
Excess of taxation allowances over depreciation on fixed assets Tax losses carried forward	9,652,796 (2,895,120)	•
	6,757,676	

19 Pensions

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund.

20 Leasing commitments

At 30 November 2005 the company had annual commitments under non-cancellable operating leases as set out below.

				Assets other than land & buildings	
				2005 €	2004 £
	Operating leases which expire: Within 1 year Within 2 to 5 years			744 335,202	106,659
				335,946	106,659
21	Share capital				
	Authorised share capital:				
				2005 £	2004 £
	100,000 Ordinary shares of £1 each			100,000	100,000
	Allotted, called up and fully paid:				
		2005	2005 20		
		No	£	No	£
	Ordinary shares of £1 each	100,000	100,000	100,000	100,000

22 Reconciliation of shareholders' funds and movement on reserves

	Share capital	Profit and loss account £	Total share- holders' funds £
At 1 December 2003 Retained profit for the year	100,000	32,613,825 685,945	32,713,825 685,945
At 30 November 2004 and 1 December 2004 Retained profit for the year	100,000	33,299,770 29,536,096	33,399,770 29,536,096
At 30 November 2005	100,000	62,835,866	62,935,866

23 Controlling related party

The ultimate controlling party is Sir F O G Williams who is a director of the company and controlling shareholder.

Notes to the statement of cash flows

Reconciliation of operating profit/(loss) to net cash inflow from operating activities

Operating pronuctions)	£ (846,395)
Operating prototicoss)	
1 500 274 /	
Dedictiation	1,264,981
Front on disposar of fixed assets	(561,424)
Decrease in stocks 325,849	44,335 5,012,195
	1,355,742
Net cash inflow from operating activities 23,282,129 12	2,269,434
Net cash throw from operating activities	
Reconciliation of net cash flow to movement in net funds	
2005	2004
£	£
Increase in cash in the period 23,144,934	7,838,891
INCL CASH (HILLOW) HORIZON HORIZON FORMS),334,155
Cash outflow in respect of finance leases and hire purchase 109,041	(30,431)
Change in not funds resulting from outsit from	3,142,615
The mane leases	8,142,615
Wovement in net tunes in the period	8,355,983)
Net debt at 1 December 2004	
Net funds at 30 November 2005 11,839,998 (10	0,213,368)
Analysis of changes in net funds	
At Other	At 2005
1 Dec 2004 Cash flows changes 30 M £ £	100 2005 £
Net cash:	
Cash in hand and at bank 48,460 20,762,715 - 2	0,811,175
Overdrafts (2,382,219) 2,382,219 -	_
(2,333,759) 23,144,934 – 2	0,811,175
Debt: (2.615.747) (6.000.103)	8,714,850)
Debt due within 1 year), <i>1</i> 14,050 <i>)</i> —
Debt due after 1 year (5,231,494) 5,231,494 – Finance leases and hire purchase agreements (32,368) 109,041 (333,000)	(256,327)
All production and the state of	8,971,177)
Net funds (10,213,368) 22,386,366 (333,000) 1	1,839,998

Notes to the statement of cash flows (continued)

Non-cash transaction

During the year, the company entered into finance lease arrangements in respect of assets with a total capital value at the inception of the lease of £333,000 (2004 - £Nil).

25 Capital commitments

Amounts contracted for but not provided in the financial statements amounted to £18,400 (2004: £250,000).

26 Post balance sheet events

On 26 July 2006 the company entered into a three year engine supply agreement with Toyota Motorsport GmbH, commencing in the 2007 racing season.