Top Technology Limited

Directors' report and financial statements

31 March 1998 Registered number 1977742



Directors' report and financial statements

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Officers and professional advisers

Directors PD Hill-Wood (Chairman)

HE Fitzgibbons (Managing Director)

DP Gibbs AR Hambro

Secretary CJ Wise

Registered office 41 Tower Hill

London EC3N 4HA

Auditors KPMG Audit Plc

PO Box 695

8 Salisbury Square London EC4Y 8BB

Registered number 1977742

Incorporated in England

Directors' report

The directors present their report and the audited financial statements for the year ended 31 March 1998.

Results and dividends

The results for the year are set out on page 8 and may be summarised as follows:

	1998 £	1997 £
Profit on ordinary activities after taxation Ordinary dividends Retained profit brought forward	204,127 (164,000) 740	88,910 (90,000) 1,830
Retained profit carried forward	40,867	740
	-,	

Business review

The principal activities of the Company during the year were to act as investment managers and advisors to companies and partnerships.

Listed below are details of the companies and partnerships either managed or advised during the year:

Company/partnership	Type of agreement	Business
Hambros Advanced Technology Trust II L.P.	Investment Management and Administrative Services	A UK limited partnership formed to achieve long term capital growth by making equity investments in relatively early stage British high technology ventures.
HATT II (1993) L.P.	Investment Management and Administrative Services	A UK limited partnership formed to achieve long term capital growth by making equity investments in relatively early stage British high technology ventures.

Directors' report (continued)

Business review (continued)

Company/partnership	Type of agreement	Business
НАТТ Ш Г.Р.	Investment Management and Administrative Services	A UK limited partnership formed to achieve long term capital growth by making equity investments in relatively early stage British high technology ventures.
Capri Ltd and Napoleon Ltd	Advisory	General Partners of KKI-Hambro European International Venture Partnership ("KKI"), a partnership established in 1986. The General Partners and KKI are all registered under the jurisdiction of Bermuda.
The Russian Technology Fund LP	Advisory	A Delaware limited partnership formed to achieve long term capital growth by making equity investments in high technology ventures in the St. Petersburg region.
Hambro Northern Ireland Venture Managers Ltd	Advisory	Investment managers of Hambro Northern Ireland Ventures, a limited partnership established in October 1995.
Uni-invest Special Aktier	Investment Management	A portfolio of co-investments made alongside HATT III L.P.

Top Technology Limited is a member of the Investment Management Regulatory Organisation Limited ("IMRO").

Charitable donations

During the year the Company made charitable donations amounting to £7,025 (1997:£250). No political contributions were made in the year.

Directors' report (continued)

Directors and directors' interests

The directors who held office during the year were as follows:

PD Hill-Wood

(Chairman)

HE Fitzgibbons

(Managing Director)

DP Gibbs

AR Hambro

Mr Fitzgibbons is the beneficial owner of Top Technology Holdings Incorporated which owns 49% of Top Technology Limited (31 March 1997: 49%). The balance of 51% of the company is owned by Hambro Group Investments Limited, a wholly owned subsidiary undertaking of Hambros PLC. Mr Fitzgibbons also owns 5.52% of Restec Laboratories Limited (31 March 1997:3.9%) which is a fellow subsidiary undertaking, together with warrants over a further 5.96% of the enlarged equity of that company (1997: nil).

Except as detailed hereunder, no director had any beneficial interests.

Number of 20p ordinary shares in Hambros PLC:

	31 March 1998	31 March 1997
DP Gibbs PD Hill-Wood	3,309	8,221
AR Hambro	-	11,891
AKTIMIOO	39,100	39,100

Number of 20p ordinary shares held by the trustees of the Hambros Bank Profit Sharing Scheme 1979

	31 March 1998	31 March 1997
DP Gibbs	1,285	2,099
PD Hill-Wood	381	1,195
AR Hambro	777	777

Options to subscribe for shares (number of shares):

Hambros "Save as you Earn" Share Option Scheme 1983

	31 March 1997	Granted during the year	Cancelled during the year	Lapsed during the year	Exercised during the year	31 March 1998
AR Hambro	2,028	1,111	(3,139)	-	-	_

The above options were exercisable at 188.4p, between 2003 and 2005.

All outstanding SAYE options ceased to be exercisable on 26 February 1998 as a result of the sale by Hambros PLC of Hambros Bank Limited. Ex-gratia payments were made on 6 May 1998 to all holders of options outstanding on 6 February 1998. The value of the ex-gratia payments received by AR Hambro was £3,798.

Ex-gratia payments were based upon individual SAYE contributions and the difference between the share price at close of business on 20 April 1998 (being the first business day following the announcement of the proposed capital reorganisation of Hambros PLC) of 281p and the relevant option exercise price.

Directors' report (continued)

Elective regime

The company has passed an elective resolution pursuant to Section 379A of the Companies Act 1985 dispensing with the holding of annual general meetings, the laying of annual reports and financial statements before the shareholders in general meeting, and the re-appointment of auditors by the company; accordingly KPMG Audit Plc remain in office.

By order of the board

CJ Wise Secretary

> Registered office: 41 Tower Hill London EC3N 4HA

274h July 1998

Statement of directors' responsibilities

The following statement, which should be read in conjunction with the Report of the Auditor, is made to distinguish the responsibilities of the Directors for the financial statements from those of the Auditor.

The directors are required by the Companies Act 1985 to prepare financial statements which give a true and fair view of the state of affairs of the Company at the end of the financial year and of the results 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 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 have responsibility for ensuring the Company keeps accounting records which disclose with reasonable accuracy the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 1985.

The Directors have a general responsibility for taking reasonable steps to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

The Directors, having prepared the financial statements, have requested the Auditor to take whatever steps and to undertake whatever inspections it considers appropriate for the purpose of enabling it to give its audit report.



KPMG Audit Plc PO Box 695 8 Salisbury Square

London EC4Y 8BB

Auditor's report to the members of Top Technology Limited

We have audited the financial statements on pages 8 to 20.

Respective responsibilities of directors and auditors

As described on page 6 the company's directors are responsible for the preparation of financial statements. 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 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.

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 company's affairs as at 31 March 1998 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG Audit Plc

Chartered Accountants Registered Auditor

KPMG Audit Ple

27 July

1998

Profit and loss account

for the year ended 31 March 1998

	Note	1998 £	1997 £
Turnover Administrative expenses	2	1,057,989 (823,013)	999,656 (920,114)
Other operating income	6	48,593	51,839
Operating profit	3	283,569	131,381
Other interest receivable and similar income	7	15,733	11,199
Profit on ordinary activities before taxation		200 202	142.580
		299,302	142,580
Tax on profit on ordinary activities	8	(95,175)	(53,670)
Profit on ordinary activities after taxation		204,127	88,910
Dividends	9	(164,000)	(90,000)
Retained profit/(loss) for the year		40,127	(1,090)
Retained profit brought forward		740	1,830
Retained profit carried forward		40,867	740

There are no other recognised gains or losses other than those shown above.

All the above activities relate to continuing operations in the current and preceding years.

The notes on pages 11 to 20 form part of these financial statements.

Balance sheet

at 31 March 1998

	Note		1998		1997
Fixed assets		£	£	£	£
Tangible assets Investments	10 11		90,224		42,807
The state of the s	11		123,869		103,967
Current assets			214,093		146,774
Debtors	12	181,532		169,149	
Cash at bank and in hand		171,654		146,613	
Creditors: amounts falling		353,186		315,762	
due within one year	13	(326,412)		(261,796)	
Net current assets			26,774		53,966
Net assets			240,867		200,740
					
Capital and reserves					
Called up share capital Profit and loss account	14		200,000 40,867		200,000
					740
	15		240,867		200,740
					

The notes on pages 11 to 20 form part of these financial statements.

These financial statements were approved by the board of directors on 27th July its behalf by:

1998 and were signed on

Director

PD Hill-Wood Director

Cash flow statement

for the year ended 31 March 1998

	Note	1998		1997	
		£	£	£	£
Net cash inflow from operating activities	16		260,884		79,180
Return on investments and servicing of finance Interest received		15,733		11,199	
				11,199	
Net cash outflow from returns on investments and servicing of finance			15,733		11,199
Taxation paid			(6,121)		(33,558)
Capital expenditure and financial investment Purchase of tangible fixed assets		(71.204)		(05.762)	•
Sale of tangible fixed assets		(71,204) 7,800		(25,763) 4,199	
Purchases of fixed asset investments		(19,902)		(13,510)	
Net cash outflow from capital expenditure and					
financial management			(83,306)		(35,074)
Dividends paid			(204,000)		(78,000)
Net cash outflow before management of liquid resources and financing					
resources and imaneing			(16,810)		(56,253)
Management of liquid resources					
Cash withdrawn from 7 day deposit		-		2,421	
Net cash inflow from management of liquid resources					
or references			-		2,421
Decrease in cash	17/18		(16,810)		(53,832)
					

The notes on pages 11 to 20 form part of these accounts.

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Basis of accounting

The financial statements have been prepared in accordance with applicable Accounting Standards and under the historical cost accounting rules.

Group accounts are not prepared because the company is exempt from the requirement by virtue of S228 (1)(b) of the Companies Act 1985. Consolidated accounts are prepared by the ultimate parent company.

Depreciation and amortisation

Depreciation and amortisation are provided on all tangible fixed assets at rates calculated to write off the cost or valuation, less estimated residual value, of each asset evenly over its expected useful life, as follows

Motor vehicles

25% per annum on cost

Furniture and equipment -

15% per annum on cost

Leasehold premises

over 5 years

Investments

Investments in subsidiary undertakings are stated at cost less any provision for permanent diminution in the value of the investment.

Deferred taxation

Deferred taxation is provided using the liability method in respect of the taxation effect of all timing differences, to the extent that it is probable that liabilities will crystallise in the foreseeable future.

Operating leases

Rentals due under operating leases are charged on a straight line basis over the lease term.

Foreign currencies

Foreign currency assets and liabilities are translated into sterling at the rate of exchange ruling on the balance sheet date. Any profits or losses on foreign currency held are taken to the profit and loss account.

Pension scheme

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.

2 Turnover

Turnover represents the invoiced amounts for management and consultancy fees and for providing directorships for companies in which investments are made by Hambros Advanced Technology Trust II Limited Partnership, HATT II (1993) Limited Partnership, HATT III Limited Partnership, The Russian Technology Fund Limited, Hambro Northern Ireland Venture Managers Limited, Capri Limited, Napoleon Limited, and Uni-invest Special Aktier,

3 Operating profit

Operating profit is stated after charging/(crediting) the following:

.	1998	1997
	£	£
Auditors' remuneration: Audit Non-audit Depreciation Equipment rental and leasing costs Other operating leases (Gain)/loss on sale of fixed assets Exchange (gain)/loss	5,500 1,500 23,787 1,334 15,384 (7,800) (3,181)	2,750 1,100 8,978 1,300 15,384 1,369 8,904
	(3,101)	6,904
4 Remuneration of directors		
	1998	1997
	£	£
Directors' emoluments Pension contributions to money purchase scheme	158,598 23,292	386,932 19,905
	181,890	406,837
		=====

The emoluments of the highest paid director were £174,890 (1997:£380,932) including pension contributions of £23,292 (1997:£19,905) made to a money purchase scheme on his behalf.

Retirement benefit is accruing to one director (1997: one director) under a money purchase scheme.

During the years ended 31 March 1998 and 31 March 1997, personal expenses for Mr H Fitzgibbons were initially paid by the company and then reimbursed by Mr Fitzgibbons at a later date. The maximum amount outstanding during the year to 31 March 1998 was £12,390 (1997:£12,356) and the balance outstanding as at 31 March 1998 was £nil (1997:£12,356).

5 Staff numbers and costs

The average number of persons employed by the company (including directors) during the year was as follows:

	Numb 1998	oer of employees
Office and management	7	6
·	===	
The aggregate payroll costs of these persons were as follows:		
	1998	1997
	£	£
Wages and salaries	395,094	565,912
Social security costs	41,330	54,187
Other pension costs (note 20)	56,125	43,358
	492,549	663,457
		
6 Other operating income		
	1998	1997
	£	£
Expenses recharged to clients	48,593	51,839
7 Other interest receivable and similar income		
	4000	
	1998 £	1997 £
Bank interest received from former fellow subsidiary undertaking	15,733	11,199
		-

8 Taxation

	1998 £	1997 £
UK corporation tax 31% (1997:33%) on the profit for the year on ordinary activities Overprovision re prior years	96,001 (826)	53,670
	95,175	53,670
		

The corporation tax liability for the year of £95,175 (1997:£53,670) is included in group relief payable as a result of there being group relief available for surrender from a subsidiary undertaking.

The reason for the difference between the effective tax rate and the UK corporation tax rate of 31% is due to permanent differences between taxable and accounting profit.

9 Dividends

	1998 £	1997 £
Ordinary shares:	~	~
Interim - paid 14 October 1997	80,000	50,000
Final - paid 23 March 1998	84,000	40,000
		
	164,000	90,000
		

10 Tangible fixed assets

	Leasehold premises	Office furniture and equipment	Motor vehicles	Total
	£	£	£	£
Cost				
At 31 March 1997	6,000	120,691	74,373	201,064
Additions	•	1,729	69,475	71,204
Disposals	-	, *	(42,080)	(42,080)
A+21 M				
At 31 March 1998	6,000	122,420	101,768	230,188
Depreciation				
At 31 March 1997	6,000	104,096	48,161	158,257
Charge for the year	, -	3,792	19,995	23,787
Disposals	-	, <u>-</u>	(42,080)	(42,080)

At 31 March 1998	6,000	107,888	26,076	139,964
				
Net book value				
At 31 March 1998	-	14,532	75,692	90,224
At 31 March 1997	-	16,595	26,212	42,807
				

11 Fixed asset investments

	Loans to subsidiary undertaking	Shares in subsidiary undertaking	Other loans	Total
	£	£	£	£
Balance as at 31 March 1997	49,954	22,600	31,413	103,967
Movement during the year	19,902	31,413	(31,413)	19,902
				
Balance as at 31 March 1998	69,856	54,013	-	123,869

During the year, the loan of £31,413 was converted to shares in RTF Management Limited.

The investments in which the company's interest at the year end is more than 10% are as follows:

	Country of incorporation	Principal activity	Class and percentage of shares held
HATT II General Partner Limited	United Kingdom	Management of venture capital investments	100% of £1 ordinary shares
HATT III General Partner Limited	United Kingdom	Management of venture capital investments	100% of £1 ordinary shares
RTF Management Limited	Jersey	Management of investments	50% of ordinary shares
12 Debtors			
		1998	1997
	-	£	£
Amounts owed by subsidiary undertakings		87,652	78,717
Prepayments and accrued income		23,783	24,759
Other debtors		70,097	65,673
		181,532	169,149

13 Creditors: amounts falling due within one year

	1998 £	1997 £
Amount owed to subsidiary undertaking	-	18,750
Group relief payable	229,095	168,461
ACT payable	24,990	11,025
Accruals and deferred income	30,475	23,560
Proposed dividend	-	40,000
Bank overdraft	41,852	
	326,412	261,796
14 Share capital		
	1998 £	1997 £
Authorised, allotted, called up and fully paid Ordinary shares of £1 each	200,000	200,000
15 Reconciliation of movement in shareholders' funds		
	1998 £	1997 £
Profit for the financial year	204,127	88,910
Dividends	(164,000)	(90,000)
Net increase/(decrease) in shareholders' funds	40,127	(1,090)
Opening shareholders' funds	200,740	201,830
Closing shareholders' funds	240,867	200,740

16 Reconciliation of operating profit to net cash inflow from operating activities

		1998 £	1997 £
Operating profit Depreciation charge (Gain)/loss on sale of tangible fixed assets Bad debt provision (Increase)/decrease in debtors Decrease in creditors		283,569 23,787 (7,800) 9,565 (36,403) (11,834)	131,381 8,978 1,369 2,000 175,430 (239,978)
Net cash inflow from operating activities		260,884	79,180
17 Reconciliation of net cash flow to movement in	net funds		1
		1998 £	1997 £
Decrease in cash in the year Cash inflow from decrease in liquid resources		(16,810)	(53,832) (2,421)
Movement in net funds for the year Net funds at start of the year		(16,810) 146,613	(56,253) 202,866
Net funds at end of the year		129,803	146,613
18 Analysis of changes in net funds			
	At 1 April 1997	Cash flows	At 31 March 1998
	£	£	£
Cash at bank: Current and call accounts 7 day deposit accounts Overdrafts	146,607 6 -	25,042 - (41,852)	171,649 6 (41,852)
	146,613	(16,810)	129,803

19 Operating lease commitments

	1998	1997
	£	£
Land and buildings		
Operating leases which expire:		
Within one year	-	15,384
In the second to fifth years inclusive	27,510	-

20 Pension scheme

The company operates a defined contribution scheme. The pension cost charge for the year represents contributions payable by the company to the fund and amounted to £56,125 (1997:£43,358).

Contributions to the fund amounting to £nil (1997:£3,796) were outstanding as at 31 March 1998 and are included in creditors.

21 Related party transactions

Details of the directors of Top Technology Limited ('TTL') are given on page 4. Their beneficial interests in TTL, its parent companies and its subsidiaries are also given on page 4. Directors' remuneration and loans are disclosed on page 12.

HE Fitzgibbons, a director of TTL, is the beneficial owner of Top Technology Holdings Incorporated which held 98,000 shares representing in aggregate 49% of the total issued ordinary share capital of TTL. Dividends of £80,360 were declared and paid during the year to Top Technology Holdings Incorporated. Mr Fitzgibbons also has a 5.52% interest in Restec Laboratories Limited, a fellow subsidiary undertaking of TTL.

TTL is 51% owned by Hambro Group Investments Limited, a subsidiary of Hambros PLC. Dividends of £83,640 were declared and paid during the year to Hambro Group Investments Limited.

Hambros Bank Limited provides banking services to TTL in the normal course of business. As at 31 March 1998, the cash balance held with Hambros Bank Limited was £129,707. Interest receivable during the year was £15,733.

Pension contributions were made for certain directors and employees into Top Technology Pension Plan, a defined contribution scheme managed by Hambros PLC, the ultimate parent company of TTL.

21 Related party transactions (continued)

During the year, TTL had the following transactions with group companies:

- management fees of £876,233 were invoiced to group companies with which TTL has entered into management and advisory agreements;
- directors' fees of £64,832 were received by TTL for holding directorships in the investments managed by TTL. A £9,565 provision against such fees was set up during the year and an outstanding amount of £17,250 before provisions was included in debtors as at 31 March 1998;
- a loan of £13,510 was drawn down and loan capital repayments of £25,421 were made by HATT II
 General Partner Limited, a wholly owned subsidiary of TTL. The balance outstanding as at 31 March 1998
 amounted to £19,393;
- a loan of £31,813 was given to HATT III General Partner Limited, a wholly owned subsidiary of TTL. The balance outstanding as at 31 March 1998 amounted to £50,463;
- group relief of £95,179 was surrendered by HATT II General Partner Limited in respect of TTL's corporation tax liability for the year ended 31 March 1998. The balance outstanding as at 31 March 1998 amounted to £263,640;
- expenses of £3,397 were recharged to HATT III General Partner Limited, a wholly owned subsidiary of TTL. The total balance was included in debtors as at 31 March 1998.
- management fees of £21,067 were received during the year and recharged expenses of £11,885 were outstanding at the end of the year from the Russian Technology Fund Limited Partnership, of which HE Fitzgibbons and Hambro Holdings Accounts are Limited Partners. The General Partner is RTF Management Limited, of which HE Fitzgibbons is a director.

TT Partnership, a partnership formed by certain directors and employees of TTL, is a Special Limited Partner in HATT II Limited Partnership and HATT II (1993) Limited Partnership which is entitled to receive carried interest from the limited partnerships after the repayment of the partners' loans. No carried interest was received during the year.

22 Ultimate holding company

The company's ultimate holding company is Hambros PLC, a company incorporated in Great Britain and registered in England. The results of Top Technology Limited are consolidated in the group accounts of Hambros PLC. This is the only group of undertakings which includes the results of Top Technology Limited in its consolidated accounts.

Copies of the financial statements of Hambros PLC may be obtained from its registered office at the following address:

Hambros PLC 41 Tower Hill London EC3N 4HA

Detailed profit and loss account

for the year ended 31 March 1998

	1998		1997
	£	£	£
Management fees			
Carried interest fees	988,99	0	587,326
Directors' fees		-	243,936
Consultancy and other fees	64,83		59,292
Total Said Said Said Said Said Said Said Said	4,16	7	109,102
	1,057,98	9	999,656
Interest received	15,73		11,199
Other operating income	48,59.		51,839
	1 100 21	<u></u>	
Expenses	1,122,31	•	1,062,694
Payroll costs	492,549	663,457	
Other staff costs	18,329	14,152	
Premises costs	36,488	38,977	
Telephone	12,367	13,352	
Travel and entertaining	80,389	82,521	
Equipment rental and leasing	1,334	1,300	
Legal and professional	17,905		
Consultancy	27,716	12,103 36,527	
(Profit)/loss on disposal of fixed assets	(7,800)		
Printing, postage and stationery	3,759	1,369 3,738	
Depreciation	23,787	3,738 8,978	
Irrecoverable VAT	8,513	8,089	
Car expenses	9,927	7,531	
Charitable donations	7,025	250	
Audit	5,500	2,750	
Bad debts expense	9,565	2,000	
Exchange (gains)/losses	(3,181)	8,905	
Miscellaneous costs	18,841	14,115	
Placement fees	60,000	14,113	
	(823,013)	(920,114)
		,	(720,114)
	299,302		142,580

This page does not form part of the statutory financial statements.