

**REPORTS AND FINANCIAL STATEMENTS  
PORTLAND GATE LIMITED  
FOR THE YEAR ENDED 30 JUNE 2003**

Company Registration Number: 2420670

Deloitte & Touche,  
Chartered Accountants,  
Deloitte & Touche House,  
Earlsfort Terrace,  
Dublin 2.



**REPORTS AND FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2003**

---

**CONTENTS**

	<b>PAGE</b>
DIRECTORS AND OTHER INFORMATION	2
DIRECTORS' REPORT	3
STATEMENT OF DIRECTORS' RESPONSIBILITIES	4
INDEPENDENT AUDITORS' REPORT	5
STATEMENT OF ACCOUNTING POLICIES	6
PROFIT AND LOSS ACCOUNT	7
BALANCE SHEET	8
NOTES TO THE FINANCIAL STATEMENTS	9 - 10
SUPPLEMENTARY INFORMATION	11 - 13

**DIRECTORS AND OTHER INFORMATION**

---

**DIRECTORS**

Charles J. Carvill  
Jean-Michel Bouché (resigned 28 August 2002)  
Thomas Carvill  
Michael Carvill  
Colin Taylor

**SECRETARY**

Thomas Carvill

**AUDITORS**

Deloitte & Touche,  
Chartered Accountants,  
Deloitte & Touche House,  
Earlsfort Terrace,  
Dublin 2.

**SOLICITORS**

Cannings Connolly,  
Hillgate House,  
26 Old Bailey,  
London EC4M 7HQ.

**REGISTERED OFFICE**

9th Floor,  
Hillgate House,  
26 Old Bailey,  
London EC4M 7HQ.

**BANKERS**

Northern Bank Limited

**DIRECTORS' REPORT**

---

The directors submit their report, together with the audited financial statements, for the year ended 30 June 2003.

**PRINCIPAL ACTIVITY**

The company's principal activity continued to be the development of commercial property in the U.K.

**BUSINESS REVIEW**

The profit after taxation for the year amounted to €11,844 compared to €149,985 in the prior year.

The directors do not propose the payment of a dividend.

**DIRECTORS**

The present membership of the board is set out on page 2.

**DIRECTORS' AND SECRETARY'S INTERESTS**

None of the directors or secretary had an interest in the share capital of the company at 30 June 2003 or 30 June 2002.

The following shares were held by the directors currently in office in the ultimate parent undertaking, Vico Properties plc, at 30 June 2003 and 30 June 2002:

	<b>Number of Ordinary Shares of 10p each</b>	
	2003	2002
Charles J. Carvill	336,420	336,420
Thomas Carvill	328,410	328,410
Michael Carvill	644,805	644,805
Colin Taylor	237,242	237,242
	<u>          </u>	<u>          </u>

**AUDITORS**

The company, pursuant to Article 386 of the Companies Act 1985, elected to dispense with the obligation to appoint auditors annually. The company also resolved that while this election is in force, the remuneration of the auditors will be fixed by the directors. The auditors, Deloitte & Touche, have expressed their willingness to continue in office.

By Order of the Board:

Secretary



Date:

10.12.2003

**STATEMENT OF 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 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 are responsible for keeping proper books of account which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements are prepared in accordance with accounting standards generally accepted in the United Kingdom and comply with United Kingdom statute comprising the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities

## INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF PORTLAND GATE LIMITED

We have audited the financial statements of Portland Gate Limited for the year ended 30 June 2003 which comprise the profit and loss account, the balance sheet, the statement of accounting policies and the related notes 1 to 9. These financial statements have been prepared under the accounting policies set out in the statement of accounting policies.

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

As described in the statement of directors' responsibilities, the company's directors' are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and 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 if, in our opinion, the directors' report 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 the directors' report for the above year and consider the implications for our report if we become aware of any apparent misstatements.

### Basis of audit 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.

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 30 June 2003 and of its results for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Dublin

10/12/03

**STATEMENT OF ACCOUNTING POLICIES**

---

The significant accounting policies adopted by the company are as follows:

**BASIS OF PREPARATION**

The financial statements have been prepared in accordance with applicable accounting standards generally accepted in the United Kingdom and United Kingdom statute comprising the Companies Act 1985. Accounting standards generally accepted in the United Kingdom in preparing financial statements giving a true and fair view are those published by the Institute of Chartered Accountants in England and Wales and issued by the Accounting Standards Board.

**ACCOUNTING CONVENTION**

The financial statements are prepared under the historical cost convention.

**STOCKS**

Sites held for development or sites for which no contract of sale exists are stated at the lower of cost and net realisable value. Cost represents the expenditure incurred on site, materials, direct labour and overheads in bringing the work in progress to its present condition.

**FINANCE COSTS**

For properties in the course of development, cost includes finance costs from the commencement of development. These costs are normally calculated with reference to the actual interest rate applicable to the borrowing specific to the development.

The period of development for the purpose of capitalising finance costs is deemed to be completed as follows:

- (i) When the property is substantially let. Substantially let is defined as the date when 80% of the gross rental income becomes receivable.
- (ii) When the building is occupied in the case of pre-let properties.
- (iii) When income exceeds outgoings.

Finance costs are reduced by rental income received during the period of development.

**PROFIT AND LOSS ACCOUNT  
FOR THE YEAR ENDED 30 JUNE 2003**

	Notes	2003 £	2002 £
<b>TURNOVER</b>		-	-
Cost of sales		-	150,000
<b>GROSS PROFIT</b>		-	150,000
Administrative expenses		(1)	(15)
<b>OPERATING (LOSS)/PROFIT</b>		(1)	149,985
Interest payable		-	-
<b>(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>	2	(1)	149,985
Taxation	3	11,845	-
<b>PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION</b>		11,844	149,985
Dividend payable		-	-
<b>PROFIT RETAINED FOR THE YEAR</b>		11,844	149,985
Profit and loss account brought forward		230,531	80,546
Profit and loss account carried forward		242,375	230,531

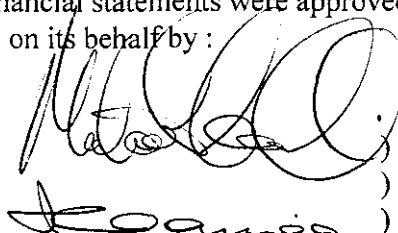
All recognised gains and losses have been reflected in this profit and loss account. There were no movements in shareholders' funds other than the recognised gains and losses in the current and prior year. All profits and losses arose from continuing activities in the current and prior year.



**BALANCE SHEET AS AT 30 JUNE 2003**

	Notes	2003 £	2002 £
<b>CURRENT ASSETS</b>			
Stocks	4	150,000	150,000
Debtors	5	92,466	78,466
Cash		9	2,165
		<u>242,475</u>	<u>230,631</u>
<b>CREDITORS</b> : (Amounts falling due within one year)		-	-
<b>NET CURRENT ASSETS</b>		<u>242,475</u>	<u>230,631</u>
<b>NET ASSETS</b>		<u>242,475</u>	<u>230,631</u>
<b>CAPITAL AND RESERVES</b>			
Called-up share capital	6	100	100
Profit and loss account		242,375	230,531
<b>SHAREHOLDERS' FUNDS - EQUITY</b>		<u>242,475</u>	<u>230,631</u>

The financial statements were approved by the Board of Directors on .....10.12.2003.....and signed on its behalf by :



DIRECTORS

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 JUNE 2003****1. EMPLOYEES AND REMUNERATION**

No staff are employed by the company and accordingly no costs arise.

<b>2. (LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>	<b>2003</b>	<b>2002</b>
	<b>£</b>	<b>£</b>

The (loss)/profit on ordinary activities before taxation  
is stated after charging :

Auditors' remuneration	-	-
Directors' remuneration	-	-
	<u>          </u>	<u>          </u>

<b>3. TAXATION</b>	<b>2003</b>	<b>2002</b>
	<b>£</b>	<b>£</b>

Tax refund	11,845	-
	<u>          </u>	<u>          </u>

The tax refund relates to the year ended 30 June 2001.

<b>4. STOCKS</b>	<b>2003</b>	<b>2002</b>
	<b>£</b>	<b>£</b>

Sites held for development	150,000	150,000
	<u>          </u>	<u>          </u>

<b>5. DEBTORS: (Amounts falling due within one year)</b>	<b>2003</b>	<b>2002</b>
	<b>£</b>	<b>£</b>

Amounts due from group companies	92,466	78,466
	<u>          </u>	<u>          </u>

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)  
FOR THE YEAR ENDED 30 JUNE 2003**

---

<b>6. CALLED-UP SHARE CAPITAL</b>	<b>2003</b>	<b>2002</b>
	£	£
<b>Authorised, Allotted, Called-up and Fully Paid:</b>		
100 Ordinary shares of £1 each	100	100
	<hr/>	<hr/>

**7. GROUP MEMBERSHIP**

In the opinion of the directors, the company's parent undertaking is Vico Properties East Anglia Limited, a company incorporated in England. The parent undertaking is exempt from the requirement to prepare consolidated financial statements in accordance with Section 229 of the Companies Act 1985.

The company's ultimate parent undertaking is Vico Properties plc, a company incorporated in Northern Ireland. The parent undertaking of the largest and smallest group which includes the company and for which group financial statements are prepared, is Vico Properties plc.

Copies of the group financial statements of Vico Properties plc are available from:  
Companies Registration Office  
IDB House  
64 Chichester Street  
Belfast BT1 4JX.

**8. CASH FLOW STATEMENT**

In accordance with Financial Reporting Standard 1, a cash flow statement has not been prepared for the company as the cash flows of the group are disclosed in the consolidated financial statements of the ultimate parent company.

**9. RELATED PARTY TRANSACTIONS**

The company is a wholly-owned subsidiary of Vico Properties East Anglia Limited, and has availed of the exemption under Financial Reporting Standard 8 from disclosure of intra-group related party transactions.

**SUPPLEMENTARY INFORMATION**

---

(NOT COVERED BY THE INDEPENDENT AUDITORS' REPORT)

**DETAILED PROFIT AND LOSS ACCOUNT  
FOR THE YEAR ENDED 30 JUNE 2003**

---

	Schedule	2003 £	2002 £
<b>SALES</b>			
Rental income		-	-
Property income		-	-
		<hr/>	<hr/>
		-	-
<b>COST OF SALES</b>			
Property costs		-	150,000
		<hr/>	<hr/>
<b>GROSS PROFIT</b>		-	150,000
Administrative expenses	1	(1)	(15)
		<hr/>	<hr/>
<b>OPERATING (LOSS)/PROFIT</b>		(1)	149,985
Interest payable		-	-
		<hr/>	<hr/>
<b>(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		(1)	149,985
		<hr/>	<hr/>

SCHEDULE 1: ADMINISTRATIVE EXPENSES

---

	2003 £	2002 £
Sundry	1	15
	<u>1</u>	<u>15</u>
	<u><u>1</u></u>	<u><u>15</u></u>