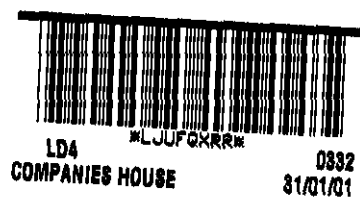


TERRANOVA INVESTMENTS LIMITED  
DIRECTORS' REPORT AND FINANCIAL STATEMENTS  
FOR THE FIFTEEN MONTHS ENDED 31 MARCH 2000  
REGISTERED NUMBER 2708407



# **TERRANOVA INVESTMENTS LIMITED**

## **DIRECTOR'S REPORT**

The Directors present their report, with the financial statements of the Company for the fifteen months ended 31 March 2000. The Company's immediate holding company, Terranova Foods Limited (formerly, Terranova Foods plc) was purchased by Unigate (Holdings) PLC (formerly, Unigate PLC) on 18 May 1999. The Directors resolved to change the Company's accounting reference period to 31 March 2000 to bring it in line with its new parent company. Unigate (Holdings) PLC was acquired by Uniq plc (formerly Unigate PLC) following a Scheme of Arrangement completed in July 2000.

### **Principal Activities and Business Review**

The principal activity of the company is that of an intermediate holding company.

### **Results and Dividends**

The profit after tax for the fifteen month period ended 31 March 2000 was £nil (12 months ended 31 December 1998: £2,952,000). The Directors do not recommend the payment of a dividend (1998: £nil).

### **Directors and directors' interests**

The Directors who held office during the period ended 31 March 2000 were as follows:

M G Mariscotti	(resigned 31 August 1999)
S J Newton	(resigned 2 August 1999)
Unigate (Secretary) Limited	(appointed 2 August 1999)
Unigate (Director) Limited	(appointed 2 August 1999)

None of the Directors who held office at the end of the financial year had any interest in the shares of the Company.

None of the Directors had any non-beneficial interests in Uniq plc's securities.

### **Auditors**

The Company, pursuant to Section 386 of the Companies Act 1985, has dispensed with the obligation to appoint auditors annually.

Registered Office  
60 Wood Lane  
London W12 7RP

By order of the Board



Unigate (Secretary) Limited  
30 January 2001

## **DIRECTORS' RESPONSIBILITIES FOR ACCOUNTS**

Company law requires the Directors to prepare accounts for each financial period which give a true and fair view of the state of affairs of the Company and of the profit for that period. In preparing those accounts, 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 accounts; and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors have general responsibility for the keeping of proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and which enable them to ensure that the accounts comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

## **AUDITOR'S REPORT**

**To the members of Terranova Investments Limited**

We have audited the accounts on pages 3 to 7.

### **Respective responsibilities of Directors and Auditors**

The directors are responsible for preparing the directors' report and, as described above, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

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. We also report to you 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.

### **Basis of audit 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 accounts. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the accounts 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 accounts 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 accounts.

### **Opinion**

In our opinion the accounts give a true and fair view of the state of the Company's affairs as at 31 March 2000 and of its profit for the period then ended and have been properly prepared in accordance with the Companies Act 1985.

*KPMG Audit Plc*  
**KPMG Audit Plc**

Chartered Accountants

Registered Auditor

London

20 January 2001

**TERRANOVA INVESTMENTS LIMITED**

**PROFIT AND LOSS ACCOUNT**

**FOR THE FIFTEEN MONTH PERIOD ENDED 31 MARCH 2000**

	Notes	15 months ended 31 March 2000 £000	12 months ended 31 December 1998 £000
Exceptional items	3	-	3,051
Interest payable	4	-	(99)
		<hr/>	<hr/>
Profit on ordinary activities before tax		-	2,952
Taxation on profit on ordinary activities		-	-
		<hr/>	<hr/>
Profit for the period transferred to reserves		-	2,952
		<hr/>	<hr/>

**Statement of Total Recognised Gains and Losses**

	15 months ended 31 March 2000 £000	12 months ended 31 December 1998 £000
Profit for the period	-	2,952
Exchange gain/(loss) on loan to parent company	9,171	(121)
Exchange loss on investments	(9,171)	-
	<hr/>	<hr/>
Total gains in the period	-	2,831
	<hr/>	<hr/>

The movement in shareholders funds is shown in note 7.

The notes on pages 5 to 7 form part of these accounts.

**TERRANOVA INVESTMENTS LIMITED**

**BALANCE SHEET**

**AS AT 31 MARCH 2000**

	Notes	<u>2000</u> <u>£000</u>	<u>1998</u> <u>£000</u>
<b>Fixed assets</b>			
Investments	5	158,938	168,109
		<hr/>	<hr/>
<b>Debtors</b>			
- Amounts owed by intermediate parent company		59,152	59,152
		<hr/>	<hr/>
<b>Creditors: amounts falling due within one year</b>			
- Amounts owed to intermediate parent company		(51,982)	(61,153)
		<hr/>	<hr/>
<b>Net current assets/(liabilities)</b>		7,170	(2,001)
		<hr/>	<hr/>
<b>Total assets less current liabilities</b>		166,108	166,108
		<hr/>	<hr/>
<b>Capital and reserves</b>			
Equity share capital	6	163,277	163,277
Profit and loss account		2,831	2,831
		<hr/>	<hr/>
<b>Equity shareholders' funds</b>	7	166,108	166,108
		<hr/>	<hr/>

The accounts were approved by the Board of Directors on 30 January 2001 and are signed on its behalf by:

Unigate (Director) Limited  Director

The notes on pages 5 to 7 form part of these accounts.

**TERRANOVA INVESTMENTS LIMITED**

**NOTES TO THE ACCOUNTS**

**FOR THE FIFTEEN MONTH PERIOD ENDED 31 MARCH 2000**

**1. Accounting Policies**

- a) The accounts have been prepared under the historical cost convention and in accordance with applicable Accounting Standards.
- b) Fixed asset investments are stated at Directors' valuation and gains and losses are taken directly to reserves.
- c) Exchange gains and losses on both underlying assets and loans are taken directly to reserves.

**2. Directors' Remuneration and Staff Costs**

All Directors are employees of other companies in the Uniq Group and receive emoluments in respect of those employments only. No emoluments are paid in respect of their role as Directors of the Company. There were no employees during the period.

**3. Exceptional Items**

	<b>15 months ended 31 March 2000 £000</b>	<b>12 months ended 31 December 1998 £000</b>
Intercompany debt waived	-	3,051

**4. Interest Payable and Similar Charges**

	<b>15 months ended 31 March 2000 £000</b>	<b>12 months ended 31 December 1998 £000</b>
Amounts payable to group undertakings	-	99

**TERRANOVA INVESTMENTS LIMITED**

**NOTES TO THE ACCOUNTS**

**FOR THE FIFTEEN MONTH PERIOD ENDED 31 MARCH 2000**

5. Fixed Asset Investments	Share in Group undertakings	
	At Cost £000	At Valuation £000
At 1 January 1999	168,109	168,109
Exchange loss on underlying assets	-	(9,171)
At 31 March 2000	<u>168,109</u>	<u>158,938</u>

The shares in group undertakings represent the Company's wholly owned subsidiary comprising 1,010,000 ordinary shares NLG 100 each in Terranova Fresh Foods BV, an intermediate holding company, registered in the Netherlands.

Group accounts have not been prepared as the Company is a wholly owned subsidiary of another company incorporated in Great Britain.

In the opinion of the Directors, the aggregate value of the shares in its subsidiaries is not less than the amounts at which these investments are stated in the Company balance sheet.

6. Share capital	2000	1998 2000
	£	£
<i>Authorised</i>		
Equity: Ordinary shares of £1 each	165,000,000	165,000,000
<i>Allotted, called up and fully paid</i>		
Equity: Ordinary shares of £1 each	<u>163,276,579</u>	<u>163,276,579</u>

**TERRANOVA INVESTMENTS LIMITED**

**NOTES TO THE ACCOUNTS**

**FOR THE FIFTEEN MONTH PERIOD ENDED 31 MARCH 2000**

7. Reconciliation of Movements in Shareholders' Funds	15 months ended 31 March 2000 £000	12 months ended 31 December 1998 £000
Profit for the financial period	-	2,952
Loss on exchange	-	(121)
Shares issued	-	163,277
<b>Net addition to shareholders' funds</b>	-	166,108
Opening shareholders' funds	166,108	-
<b>Closing shareholders' funds</b>	<b>166,108</b>	<b>166,108</b>

**8. Ultimate Parent Company**

Until 18 May 1999 the Company's immediate and ultimate parent company was Terranova Foods Limited (formerly, Terranova Foods plc) and the results of the Company were consolidated by Terranova Foods Limited.

From 18 May 1999, the ultimate parent company is Uniq plc (formerly, Unigate PLC), which is registered in England and Wales. Copies of the consolidated accounts of Uniq plc and of Terranova Foods plc may be obtained from The Secretary, Uniq plc, 60 Wood Lane, London W12 7RP.