

**Auto Trader Holland Limited**

Financial statements for the year ended 30 March 2003  
together with directors' and independent auditors' reports

Registered number: 2982126



## Directors' report

For the year ended 30 March 2003

The directors present their annual report on the affairs of the company, together with the financial statements and *independent auditors' report for the year ended 30 March 2003*.

### Principal activities

The company is concerned with the management and development of motoring magazines in Europe. The company has a 100% equity share capital holding in the ordinary share capital of Auto Trader Holland BV, which itself has a 100% equity share capital holding in the trading company, European Auto Trader BV. Both companies are registered in The Netherlands. European Auto Trader BV publishes motoring magazines.

### Review of business and future developments

The principal activity of the company is that of a holding currency company. The company has no trading profits in the current year other than those relating to translation gains or losses on foreign currency denominated inter group balances.

### Dividends

The directors do not recommend the payment of a dividend (2002:£nil)

### Directors

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

B G Muirhead  
A A Miller (Appointed 19 November 2002)  
J R Harris (Resigned 19 November 2002)

The directors had no interest in the shares of the company required to be disclosed under Schedule 7 of the Companies Act 1985.

The interests of the directors in the shares of the ultimate parent company are shown in the directors' reports of that company.

### Auditors

During the year, Arthur Andersen resigned as the Company's auditors following the agreement it reached with Deloitte & Touche under which partners and staff from Arthur Andersen joined Deloitte & Touche. The directors used their powers under the Companies Act 1985 to appoint Deloitte & Touche as the Company's auditors to fill the vacancy created by Arthur Andersen's resignation.

6 Thatcham Business Village  
Colthrop Lane  
Thatcham  
Berkshire  
RG19 4LW

By order of the Board



B G Muirhead  
Director

22 May 2003

## Statement of directors' responsibilities

30 March 2003

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; and
- 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 which disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for the system of internal control, 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 Auto Trader Holland Limited

We have audited the financial statements of Auto Trader Holland Limited for the year ended 30 March 2003 which comprise the profit and loss account, the balance sheet, the statement of accounting policies and the related notes 1 to 13. 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**

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 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.

We read the Directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

### **Basis of opinion**

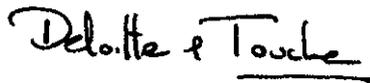
We conducted our audit in accordance with United Kingdom auditing standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements and of whether the accounting policies are appropriate to the circumstances of the company, 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.

Independent auditors' report to the Members of Auto Trader Holland Limited (continued)

**Opinion**

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 30 March 2003 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

The image shows a handwritten signature in cursive script that reads "Deloitte & Touche". The signature is written in black ink and is positioned above the printed name of the firm.

**Deloitte & Touche**  
Chartered Accountants and Registered Auditors

Reading

22 May 2003

Profit and loss account  
For the year ended 30 March 2003

	Note	2003 £	2002 £
<b>Other income</b>		<u>96,722</u>	<u>29,381</u>
<b>Operating profit being profit on ordinary activities before taxation</b>	3	96,722	29,381
Tax on profit on ordinary activities	5	<u>-</u>	<u>-</u>
<b>Profit on ordinary activities after taxation being retained profit for the year</b>	11	<u>96,722</u>	<u>29,381</u>

There are no recognised gains or losses other than those included in the results above; accordingly no statement of total recognised gains and losses is presented.

All results arise from continuing activities in both years.

The accompanying notes are an integral part of this profit and loss account.

## Balance sheet

30 March 2003

	Note	2003 £	2002 £
<b>Fixed assets</b>			
Investments	6	<u>1,000,000</u>	<u>1,000,000</u>
<b>Current assets</b>			
Debtors	7	929,028	832,306
<b>Creditors: Amounts falling due within one year</b>	8	<u>(55,449)</u>	<u>(55,449)</u>
<b>Net current assets</b>		<u>873,579</u>	<u>776,857</u>
<b>Total assets less current liabilities</b>		<u>1,873,579</u>	<u>1,776,857</u>
<b>Creditors: Amounts falling due after more than one year</b>	9	<u>(880,639)</u>	<u>(880,639)</u>
<b>Net assets</b>		<u>992,940</u>	<u>896,218</u>
<b>Capital and reserves</b>			
Called-up share capital	10	1,000,000	1,000,000
Profit and loss account	11	<u>(7,060)</u>	<u>(103,782)</u>
<b>Equity shareholder's funds</b>	12	<u>992,940</u>	<u>896,218</u>

Signed on behalf of the Board on 22 May 2003



B G Muirhead  
Director

The accompanying notes are an integral part of this balance sheet.

## Statement of accounting policies

30 March 2003

The principal accounting policies are summarised below, all of which have been applied consistently throughout the year and the preceding year.

### **Basis of accounting**

The financial statements are prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards.

The company is exempt by virtue of Section 228 of the Companies Act 1985 from the requirement to prepare group financial statements and has taken advantage of this exemption. Consequently no consolidated group financial statements have been prepared and these financial statements present the results of the company only. Group financial statements are prepared by Trader Media Group Limited, the ultimate holding company (note 13).

### **Cash flow statement**

The company has taken advantage of the exemption under Financial Reporting Statement 1 (Revised), from the requirement to produce a cash flow statement as it is a wholly owned subsidiary of Trader Media Group Limited, whose financial statements include a cash flow statement and are publicly available.

### **Foreign currency**

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction or, if hedged, at the forward contract rate. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date or, if appropriate, at the forward contract rate. Any gain or loss arising from a change in exchange rates subsequent to the date of the transaction is included as an exchange gain or loss in the profit and loss account taken to the profit and loss account in the year in which they arise.

### **Investments**

*Fixed asset investments are shown at cost less provision for any impairment.*

### **Related party transactions**

Under the provisions of Financial Reporting Standard 8, the company is exempt from the requirement to disclose details of certain related party transactions as it is a wholly owned subsidiary of Trader Media Group Limited, whose consolidated financial statements are publicly available.

### **Taxation**

UK corporation tax is provided at amounts expected to be paid using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date.

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 that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements. *Deferred tax is measured on a non-discounted basis.*

## Notes to financial statements

30 March 2003

### 1 Directors' emoluments

Of the directors who served in the year B G Muirhead and J R Harris received remuneration for their services as directors of Trader Media Group Limited and subsidiary undertakings. Their remuneration is disclosed in the accounts of Trader Media Group Limited. A A Miller received remuneration in respect of his services as a director of Trader Publishing Limited and fellow Trader Media Group undertakings. The remuneration of A A Miller, B G Muirhead and J R Harris was paid by Trader Publishing Limited. The allocation of this remuneration in relation to their services as directors of the company was £14,000 (2002: £15,000).

### 2 Employee information

The average number of persons (including directors) employed during the year is nil (2002: nil). As such, no staff costs arose during the year.

### 3 Profit on ordinary activities before taxation

	2003 £	2002 £
Profit on ordinary activities before taxation is stated after (crediting)/charging:		
Foreign exchange (gains)/losses on loans to subsidiary	<u>(96,722)</u>	<u>756</u>

### 4 Audit fees

The auditors' remuneration charge for audit services, in both years, has been borne by a fellow group company.

### 5 Tax on profit on ordinary activities

	2003 £	2002 £
<b>Current taxation</b>		
UK corporation tax	<u>-</u>	<u>-</u>

## Notes to financial statements (continued)

### 5 Tax on profit on ordinary activities (continued)

The differences between the total current tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the profit before tax are as follows:

	2003 £	2002 £
<b>Profit on ordinary activities before taxation</b>	<u>96,722</u>	<u>29,381</u>
Taxation on profit on ordinary activities at standard UK corporation tax rate of 30%	29,017	8,814
Group relief	<u>(29,017)</u>	<u>(8,814)</u>
Current taxation charge for the year	<u>-</u>	<u>-</u>

The company earns its profits entirely in the UK, therefore the rate used for taxation is the standard rate for UK corporation tax.

### 6 Fixed asset investments

	2003 £	2002 £
<b>Cost and net book value</b>		
At beginning and end of year	<u>1,000,000</u>	<u>1,000,000</u>

Name of undertaking	Country of incorporation	Description of shares held	Proportion of nominal value of issued shares
Auto Trader Holland BV	Netherlands	Ordinary € 1 shares	100%
This company then holds the following investment:			
European Auto Trader BV	Netherlands	Ordinary € 1 shares	100%

The above companies operate principally in their country of incorporation.

### 7 Debtors: Amounts falling due within one year

	2003 £	2002 £
Amount owed by subsidiary undertaking	<u>929,028</u>	<u>832,306</u>

Notes to financial statements (continued)

**8 Creditors: Amounts falling due within one year**

	2003 £	2002 £
Amount due to parental undertaking	<u>55,449</u>	<u>55,449</u>

**9 Creditors: Amounts falling due after more than one year**

	2003 £	2002 £
Amount due to parental undertaking	<u>880,639</u>	<u>880,639</u>

**10 Called-up share capital**

	2003 £	2002 £
<i>Authorised, allotted, called-up and fully paid</i> 1,000,000 ordinary shares of £1 each	<u>1,000,000</u>	<u>1,000,000</u>

**11 Movement on reserves**

	Profit and loss account	
	2003 £	2002 £
Opening balance	(103,782)	(133,163)
Profit for the year	96,722	29,381
Closing balance	<u>(7,060)</u>	<u>(103,782)</u>

**12 Reconciliation of movements in equity shareholder's funds**

	2003 £	2002 £
Opening equity shareholder's funds	896,218	866,837
Profit for the year	96,722	29,381
Closing equity shareholder's funds	<u>992,940</u>	<u>896,218</u>

## Notes to financial statements (continued)

### **13 Ultimate holding company**

The company's immediate holding company is Trader Publishing Limited, a company incorporated in Great Britain and registered in England and Wales. The company's ultimate holding company is Trader Media Group Limited, a company incorporated in Great Britain and registered in England and Wales.

The smallest group in which the results of the company are consolidated is that headed by Trader Publishing Limited. The largest group in which the results of the company are consolidated is that headed by the ultimate parent company. The consolidated financial statements of this group are available to the public and will be filed with the registrar of companies.