

Registered No: 2982126

Auto Trader Holland Limited
Annual report
for the year ended 2 April 2000



Auto Trader Holland Limited

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Directors and advisers

Directors

J R Harris
(Chairman)

T Maycock

Registered Auditors

PricewaterhouseCoopers
101 Barbirolli Square
Lower Mosley Street
Manchester
M2 3PW

Secretary and registered office

T Maycock
St James Court
Wilderspool Causeway
Warrington
WA4 6PS

Solicitors

Garrett & Co
Bank House
9 Charlotte Street
Manchester
M1 4EH

Directors' report for the year ended 2 April 2000

The directors present their report and the audited financial statements for the year ended 2 April 2000.

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. The company also holds less than 1% equity share capital holding of the trading company, Auto Trader Belgium Bvba, a Belgian registered company. Both trading companies publish motoring magazines.

Review of business and future developments

As a holding company, the company anticipates no trading profits or losses other than those relating to the costs of audit and taxation, the costs of holding investments and additional costs in respect of prospective acquisitions.

Dividends

The directors did not declare any dividends in respect of the year ended 2 April 2000.

Directors

The directors of the company during the year ended 2 April 2000, both of whom have been directors for the whole of the year ended on that date, are listed on page 1.

Directors' interests in shares of the company

None of the directors at 2 April 2000 or 28 March 1999 had any interest in the shares of the company nor any beneficial interest in shares of any other group company.

Directors' responsibility

Company law requires the directors to prepare financial statements for each financial year that 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 accounting records that 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 safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Year 2000

A Year 2000 programme was established and co-ordinated by the ultimate parent company, Guardian Media Group plc.

To date, the company has not encountered any problems in connection with the Year 2000 issue.

Auditors

A resolution to reappoint PricewaterhouseCoopers as auditors to the company will be proposed at the annual general meeting.

By order of the board



T Maycock
Company secretary
12 October 2000

Report of the auditors to the members of Auto Trader Holland Limited

We have audited the financial statements on pages 5 to 10, which have been prepared under the historical cost convention and the accounting policies set out on page 7.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the Annual Report. As described on page 2, this includes responsibility for preparing the financial statements, in accordance with applicable United Kingdom accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and 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 United Kingdom 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 is not disclosed.

We read the other information contained in the Annual Report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

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 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 affairs of the company at 2 April 2000 and of its loss for the year then ended, and have been properly prepared in accordance with the Companies Act 1985.



PricewaterhouseCoopers

Chartered Accountants and Registered Auditors
Manchester
12 October 2000

Profit and loss account for the year ended 2 April 2000

| | Notes | 2000 £ | 1999 £ |
|---|-------|------------------|--------------|
| All continuing operations | | | |
| Other operating (expenses)/income | | (104,808) | 2,698 |
| Operating (loss)/profit | | (104,808) | 2,698 |
| (Loss)/profit on ordinary activities before taxation | 4 | (104,808) | 2,698 |
| Tax on ordinary activities | 5 | 22,436 | (2,365) |
| (Loss)/profit for the financial year | 11 | (82,372) | 333 |

The company has no recognised gains and losses other than those included in the results above, and therefore no separate statement of total recognised gains and losses has been presented.

There is no difference between the profit on ordinary activities before taxation and the profit for the financial year stated above, and their historical cost equivalents.

Balance sheet at 2 April 2000

| | Notes | 2000 £ | 1999 £ |
|---|-------|-----------|-----------|
| Fixed assets | | | |
| Investments | 6 | 1,000,022 | 1,000,022 |
| Current assets | | | |
| Debtors | 7 | 809,390 | 325,508 |
| Creditors: amounts falling due within one year | 8 | (110,194) | (76,845) |
| Net current assets | | 699,196 | 248,663 |
| Total assets less current liabilities | | 1,699,218 | 1,248,685 |
| Creditors: amounts falling due after more than one year | 9 | (880,639) | (347,734) |
| Net assets | | 818,579 | 900,951 |
| Capital and reserves | | | |
| Called up share capital | 10 | 1,000,000 | 1,000,000 |
| Profit and loss account | 11 | (181,421) | (99,049) |
| Equity shareholders' funds | 12 | 818,579 | 900,951 |

The financial statements on pages 5 to 10 were approved by the board of directors on 12 October 2000 and were signed on its behalf by:



T Maycock
Director
12 October 2000

Notes to the financial statements for the year ended 2 April 2000

1 Principal accounting policies

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom. A summary of the more important accounting policies is set out below.

Basis of accounting

The financial statements have been prepared in accordance with the historical cost convention.

The company is exempt from the requirement to produce consolidated financial statements on the basis that it is a wholly owned subsidiary of Guardian Media Group plc.

Turnover

There is no turnover at the present time.

Deferred taxation

Deferred taxation is calculated under the liability method to the extent that timing differences will crystallise in the foreseeable future.

Foreign currencies

Foreign exchange differences are taken to the profit and loss account in the year in which they arise.

Investments

Investments are stated at cost less any amounts written off for impairment.

Cashflow statement

The company is a wholly owned subsidiary of Auto Trader Holdings, itself a wholly owned subsidiary of Guardian Media Group plc and the cashflows of the company are included in the consolidated group cashflow statement of Guardian Media Group plc. Consequently the company is exempt from publishing a cashflow statement under Financial Reporting Standard No.1.

2 Directors' emoluments

None of the directors received remuneration for their services as directors of the company. The directors received remuneration in respect of their services to Auto Trader Publications (GMG) Limited.

3 Employee information

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

4 (Loss)/profit on ordinary activities before taxation

| | 2000 £ | 1999 £ |
|--|-----------|-----------|
| (Loss)/profit on ordinary activities before taxation is stated after charging: | | |
| Auditors' remuneration for: | | |
| Audit | 1,531 | 2,400 |
| Other services | 1,785 | 7,180 |
| Foreign exchange losses/(gains) on loans to subsidiary | 69,094 | (12,664) |

5 Taxation

| | 2000 £ | 1999 £ |
|---|-----------|-----------|
| United Kingdom corporation tax at 31% (1999: 31%) | | |
| Current year | - | 2,365 |
| Group relief receivable in respect of losses | (22,436) | - |

6 Fixed asset investments

| | £ |
|-----------------------------------|-----------|
| Cost | |
| At 2 April 2000 and 29 March 1999 | 1,000,022 |
| Net book value | |
| At 2 April 2000 and 28 March 1999 | 1,000,022 |

| Name of undertaking | Country of incorporation | Description of shares held | Proportion of nominal value of issued shares |
|--------------------------|--------------------------|----------------------------|--|
| Auto Trader Holland BV | Netherlands | Ordinary INLG shares | 100% |
| Auto Trader Belgium Bvba | Belgium | Ordinary IBF shares | 0.1% |

Both the above companies operate principally in their country of incorporation.

7 Debtors

| | 2000 £ | 1999 £ |
|---|----------------|----------------|
| Amounts owed by parent company | 9,981 | 15,817 |
| Amounts owed by group undertaking in respect of group relief receivable | 22,436 | - |
| Amount owed by subsidiary company | 773,502 | 309,691 |
| Corporation tax | 3,471 | - |
| | 809,390 | 325,508 |

All the above amounts are due within one year of the balance sheet date.

8 Creditors: amounts falling due within one year

| | 2000 £ | 1999 £ |
|------------------------------------|----------------|---------------|
| Amounts due to fellow subsidiaries | 63,679 | 59,564 |
| Corporation tax | - | 2,365 |
| Accruals and deferred income | 46,515 | 14,916 |
| | 110,194 | 76,845 |

9 Creditors: amounts falling due after more than one year

| | 2000 £ | 1999 £ |
|--|-----------|-----------|
| Unsecured loan stock issued to ultimate parent company (Redeemable 31 March 2005) | 880,639 | 347,734 |

All loan stock carries interest at a rate of 2% above National Westminster Bank base rate. Interest has been waived for the year.

10 Called up share capital

| | 2000 £ | 1999 £ |
|---|-----------|-----------|
| Authorised | | |
| 1,000,000 ordinary shares of £1 each | 1,000,000 | 1,000,000 |
| Allotted, called up and fully paid | | |
| 1,000,000 ordinary shares of £1 each | 1,000,000 | 1,000,000 |

11 Reserves

| | £ |
|----------------------------|------------------|
| At 29 March 1999 | (99,049) |
| Retained loss for the year | (82,372) |
| At 2 April 2000 | (181,421) |

12 Reconciliation of movements in shareholders' funds

| | 2000 £ | 1999 £ |
|--------------------------------------|----------------|----------------|
| (Loss)/profit for the financial year | (82,372) | 333 |
| Opening shareholders' funds | 900,951 | 900,618 |
| Closing shareholders' funds | 818,579 | 900,951 |

13 Ultimate holding company

The company's immediate holding company is Auto Trader Holdings Limited, a company incorporated in Great Britain and registered in England and Wales. The company's ultimate holding company is Guardian Media Group plc, a company incorporated in Great Britain and registered in England and Wales. Copies of the ultimate holding company's consolidated financial statements may be obtained from The Secretary, Guardian Media Group plc, 164 Deansgate, Manchester, M60 2RR. All the ordinary shares of Guardian Media Group plc are owned by the Scott Trust.

14 Related party transactions

The company has taken advantage of the exemption under Financial Reporting Standard No 8 not to disclose transactions and balances with related parties which would normally be excluded on consolidation.