

Registered Number: 3254819

**PCT FINANCE LIMITED**  
**REPORT AND ACCOUNTS**  
**FOR THE YEAR ENDED 30 APRIL 2005**



**PCT Finance Limited**  
**Report and Accounts for the year ended 30 April 2005**

**NOTICE OF MEETING:**

Notice is hereby given that the Annual General Meeting of PCT Finance Limited will be held at 4 Matthew Parker Street, London SW11 9NP on Monday 13 June at 1pm for the following purposes:

1. To receive the report of the directors and the accounts for the year ended 30 April 2005 together with the report of the auditors thereon.
2. To re-appoint PricewaterhouseCoopers LLP as auditors to the Company and to authorise the directors to determine their remuneration.

By order of the board



Polar Capital Secretarial Services Limited,  
Secretary  
4 Matthew Parker Street, London SW11 9NP

13 June 2005

**PCT Finance Limited**  
**Report and Accounts for the year ended 30 April 2005**

**Directors**

R K A Wakeling  
B J D Ashford-Russell  
P F Dicks  
D J Gamble  
Professor J D Rhodes  
C J M Stutterheim

**Investment Manager**

Polar Capital Partners Limited  
Authorised and regulated by FSA

**Fund Manager**

B J D Ashford-Russell

**Secretary**

Polar Capital Secretarial Services Limited  
Represented by N P Taylor

**Registered Office**

4 Matthew Parker Street  
London SW11 9NP

**Registered Number**

Registered in England and Wales  
No. 3254819

**Auditors**

PricewaterhouseCoopers LLP  
Southwark Towers  
32 London Bridge Street  
London SE1 9SY

**Bankers and Custodian**

J P Morgan Chase Bank  
125 London Wall  
London EC2Y 5AJ

**PCT Finance Limited**  
**Report and Accounts for the year ended 30 April 2005**

**REPORT OF THE DIRECTORS**

The Directors present their Report and Audited Accounts of the Company for the year ended 30 April 2005.

**PRINCIPAL ACTIVITY AND REVIEW OF BUSINESS**

The activity of the Company is that of an investment dealing company.

**RESULTS AND DIVIDENDS**

The financial position at the year-end was satisfactory. The Company's Profit and Loss Account shows a profit after taxation for the year of £216,476 (2004: £160,658). During the year the Company paid dividends totalling £nil (2004: £500,000). After taking account of these dividends, £216,476 was transferred to reserves (2004: £339,342 transferred from reserves).

**DIRECTORS**

The Directors of the Company are set out on page 2. All the Directors served throughout the year.

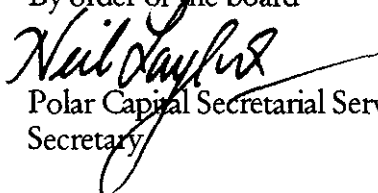
The interests of the Directors of the Company at 30 April 2005 in the ordinary shares and warrants of the parent undertaking, Polar Capital Technology Trust Plc, are disclosed in that Company's annual report and accounts.

Details of Directors' emoluments are set out in note 2 to the accounts on page 9.

**REGISTERED AUDITORS**

A resolution for the reappointment of PricewaterhouseCoopers LLP as auditors will be proposed at the Annual General Meeting.

By order of the board



Polar Capital Secretarial Services Limited,  
Secretary

13 June 2005

**PCT Finance Limited**  
**Report and Accounts for the year ended 30 April 2005**

**STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS**

Company law requires the Directors to prepare accounts 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 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 are responsible for ensuring that proper accounting records are kept which disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the accounts 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.

# **PCT Finance Limited**

## **Report and Accounts for the year ended 30 April 2005**

### **Independent auditors' report to the members of PCT Finance Ltd.**

We have audited the financial statements which comprise the profit and loss account, the balance sheet and the related notes which have been prepared under the accounting policies set out in the statement of accounting policies.

### **Respective responsibilities of directors and auditors**

The Directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and accounting standards are set out in the statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards issued by the Auditing Practices Board. This report, including the opinion, has been prepared for and only for the Company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 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. The other information comprises only the directors' report.

### **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.

**PCT Finance Limited**  
**Report and Accounts for the year ended 30 April 2005**

**Opinion**

In our opinion the financial statements give a true and fair view of the state of the Company's affairs at 30 April 2005 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

*PricewaterhouseCoopers*  
PricewaterhouseCoopers LLP  
Chartered Accountants and Registered Auditors  
London  
13 June 2005

**PCT Finance Limited**  
**Report and Accounts for the year ended 30 April 2005**

**PROFIT AND LOSS ACCOUNT**  
**FOR THE YEAR ENDED 30 APRIL 2005**

<u>Notes</u>	2005 £	2004 £
Turnover	54,834	-
Cost of investments sold	(27,721)	-
<b>Net gains from investments</b>	<u>27,113</u>	<u>-</u>
<b>Other income</b>		
Income from investments	72,396	35,776
Interest receivable	210,558	194,952
Exchange losses	(732)	(1,051)
	<u>282,222</u>	<u>229,677</u>
2 Administrative expenses	-	-
<b>Profit on ordinary activities before interest payable and taxation</b>	<u>309,335</u>	<u>229,677</u>
Bank overdraft interest	(83)	(166)
<b>Profit on ordinary activities before taxation</b>	<u>309,252</u>	<u>229,511</u>
3 <b>Taxation on profit on ordinary activities</b>	<u>(92,776)</u>	<u>(68,853)</u>
<b>Profit on ordinary activities after taxation</b>	<u>216,476</u>	<u>160,658</u>
Equity dividends paid	-	(500,000)
5 <b>Retained profit/(loss) for the year</b>	<u>216,476</u>	<u>(339,342)</u>

The Company has no recognised gains or losses other than those included above and therefore no separate statement of total recognised gains and losses has been presented.

There are no differences between the amounts reported in the above profit and loss account and their historical cost equivalents.

The notes on pages 9 and 10 form part of these accounts.



**PCT Finance Limited**  
**Report and Accounts for the year ended 30 April 2005**

**BALANCE SHEET AT 30 APRIL 2005**

<u>Notes</u>	2005 £	2004 £
<b>Current Assets</b>		
Investments (listed)	1,603,139	1,563,497
Accrued income	23,548	15,409
Cash at bank	4,842,743	4,581,270
	<u>6,469,430</u>	<u>6,160,176</u>
<b>Current Liabilities</b>		
Creditors (amounts falling due within one year):		
Amounts due to parent undertaking	3,078,967	2,986,191
Accruals	2	-
	<u>3,078,969</u>	<u>2,986,191</u>
<b>Net Current Assets</b>	<u>3,390,461</u>	<u>3,173,985</u>
<b>Total Net Assets</b>	<u>3,390,461</u>	<u>3,173,985</u>
<b>Capital and Reserves</b>		
4 Called up share capital	2	2
5 Profit and loss account	<u>3,390,459</u>	<u>3,173,983</u>
7 Equity shareholders' funds	<u>3,390,461</u>	<u>3,173,985</u>

The financial statements on pages 7 to 10 were approved by the board on 13 June 2005 and signed on its behalf by:

  
R K A Wakeling  
DIRECTOR

The notes on pages 9 and 10 form part of these accounts.

**PCT Finance Limited**  
**Report and Accounts for the year ended 30 April 2005**

**NOTES TO THE ACCOUNTS**

**1. Accounting Policies**

- i) The accounts have been prepared on the historical cost basis of accounting and in accordance with applicable accounting standards. All of the Company's operations are of a continuing nature.
- ii) Turnover consists of sale proceeds received on the disposal of investments.
- iii) Equity income is taken to the profit and loss account on an ex dividend basis. Income from fixed interest securities, other income and expenses are accounted for on an accruals basis.
- iv) Investments are valued at the lower of cost and net realisable value. The market value of investments at 30 April 2005 was £1,603,139, (2004 £1,563,497).
- v) Assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date. Costs of purchases and proceeds from sales of investments in foreign currencies are calculated in sterling at the rates of exchange ruling at the dates the transactions take place. Differences on exchange are taken to the profit and loss account.

**2. Administrative Expenses**

	2005 £	2004 £
Administrative expenses include:		
Sundry expenses	-	-
Bank charges	-	-
	<u>-</u>	<u>-</u>

No Directors' emoluments were paid during the year or the previous year. Auditors' fees are paid by the parent company and amounted to £500 (2004: £500).

**3. Taxation**

The charge for taxation in the profit and loss account comprises:

	2005 £	2004 £
Corporation tax at 30% (2004: 30%)	<u>92,776</u>	<u>68,853</u>

The tax assessed for the period is equal to the standard rate of corporation tax in the UK.

**4. Share Capital**

	2005 £	2004 £
Authorised:		
100 ordinary shares of £1 each	<u>100</u>	<u>100</u>
Allotted and fully paid:		
2 ordinary shares of £1 each	<u>2</u>	<u>2</u>

**PCT Finance Limited**  
**Report and Accounts for the year ended 30 April 2005**

**NOTES TO THE ACCOUNTS (CONTINUED)**

**5. Profit and Loss Account**

	2005 £
At 1 May 2004	3,173,983
Retained profit for the year	216,476
At 30 April 2005	<u>3,390,459</u>

**6. Cash Flow Statement**

Cash flows of the Company are included in the Group cash flow statement of Polar Capital Technology Trust Plc. Consequently, the Company is exempt under the terms of FRS1 from publishing a cash flow statement.

**7. Reconciliation of Movements in Shareholders' Funds**

	2005 £	2004 £
Net profit on ordinary activities after taxation	216,476	160,658
Dividends Paid	-	(500,000)
Opening shareholders' funds	<u>3,173,985</u>	<u>3,513,327</u>
Closing shareholders' funds	<u>3,390,461</u>	<u>3,173,985</u>

**8. Ultimate Parent Undertaking**

At 30 April 2005 the Company was a wholly owned subsidiary undertaking of Polar Capital Technology Trust Plc, a company registered in England and Wales, number 3224867. Copies of the ultimate parent undertaking's financial statements may be obtained from the Company Secretary, Polar Capital Secretarial Services Limited, 4 Matthew Parker Street, London SW11 9NP.

**9. Related Party Transactions**

The Company has taken advantage of the exemption under FRS8 "Related Party Disclosures" not to disclose transactions or balances between Group entities owned 90% or more whose voting rights are controlled within the Group.