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SHOPREADY LIMITED

Company Number: 3313976

REPORTS AND FINANCIAL STATEMENTS

For the year ended 31 December 2002

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**REPORT OF THE DIRECTORS**  
For the year ended 31 December 2002

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The Directors present their annual report and audited financial statements for the year ended 31 December 2002.

**ACTIVITIES AND REVIEW OF BUSINESS**

The principal business of the Company is that of an investment company. The Directors do not envisage any substantial changes in the foreseeable future in the operations of the Company. The position at the end of the year is reflected in the audited balance sheet as set out on page 6.

**RESULTS AND DIVIDENDS**

The results of the Company for the year ended 31 December 2002, show a loss of £63,061 (2001 – loss of £52,795). Consequently there can be no dividend for the period ended 31 December 2002 (2001 – £nil).

**DIRECTORS**

The Directors of the Company who held office during the year and subsequent to the year ended 31 December 2002 were as follows:

D M Brush  
A W Dixon  
K D Jones            (Appointed 14 May 2002)

Mr A P Rutherford acted as secretary throughout the year. There were no further changes during the year or subsequent to year end.

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

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 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 which enable them to ensure that the financial statements 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.

REPORT OF THE DIRECTORS (continued)  
For the year ended 31 December 2002

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**DIRECTORS' INTERESTS**

None of the Directors had any disclosable interest in the shares or debentures of any UK group undertaking at the end of the year, or were granted or exercised any right to subscribe for shares in, or debentures of, any UK group undertaking during the year.

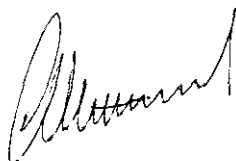
**AUDITORS**

Pursuant to section 379A of the Companies Act 1985 the Company has elected -

- a) to dispense with the holding of Annual General Meetings;
- b) to dispense with the appointment of Auditors annually; and
- c) to dispense with the laying of Report and Financial statements before General Meetings.

KPMG Audit Plc have indicated their willingness to continue in office.

By order of the Board of Directors this 31<sup>st</sup> day of October 2003.



A P Rutherford  
Secretary

Winchester House  
1 Great Winchester Street  
London EC2N 2DB

REPORT OF THE INDEPENDENT AUDITORS' TO THE  
MEMBERS OF SHOPREADY LIMITED  
For the year ended 31 December 2002

We have audited the financial statements on pages 4 to 10.

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 auditor's 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**

The directors are responsible for preparing the directors' report and, as described on page 1, 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 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.

**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 the company's affairs as at 31 December 2002 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

*KPMG Audit Plc*

**KPMG Audit Plc**  
*Chartered Accountants*  
*Registered Auditor*

8 Salisbury Square  
London EC4Y 8BB

31<sup>st</sup> day of *October* 2003

**PROFIT AND LOSS ACCOUNT**  
for the year ended 31 December 2002

	Notes	2002 £	2001 £
Interest payable	6	(47,344)	(57,635)
Foreign exchange (loss)/gain	7	(15,717)	4,840
<b>LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		<b>(63,061)</b>	<b>(52,795)</b>
Taxation on loss on ordinary activities	4	-	-
<b>LOSS ON ORDINARY ACTIVITIES AFTER TAXATION</b>		<b>(63,061)</b>	<b>(52,795)</b>
<b>RETAINED LOSS FOR THE YEAR</b>		<b>(63,061)</b>	<b>(52,795)</b>
<b>RETAINED LOSS AT THE BEGINNING OF THE YEAR</b>		<b>(219,880)</b>	<b>(167,085)</b>
<b>RETAINED LOSS AT THE END OF THE YEAR</b>		<b>(282,941)</b>	<b>(219,880)</b>

The loss on ordinary activities before taxation has arisen from continuing operations.

**STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES**  
**for the year ended 31 December 2002**

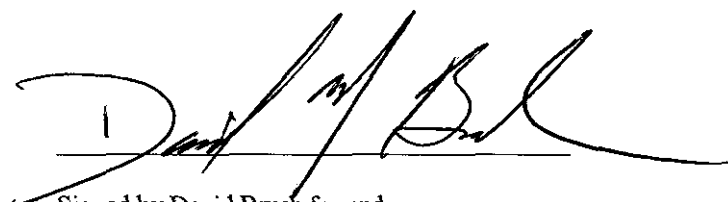
	<b>2002</b> <b>£</b>	<b>2001</b> <b>£</b>
Loss for the year	(63,061)	(52,795)
Exchange gain/(loss) on translation of investment	74,780	(26,798)
Exchange (loss)/gain on related borrowings to extent of (loss)/gain on investment	(74,780)	26,798
Total recognised losses relating to the year	<u>(63,061)</u> =====	<u>(52,795)</u> =====

The notes on pages 7 to 10 form part of these financial statements.

**BALANCE SHEET**  
at 31 December 2002

	Note	2002 £	2001 £
<b>FIXED ASSETS</b>			
Investments	8	1,195,792	1,121,012
<b>CURRENT ASSETS</b>			
Debtors	9	2	2
<b>NET CURRENT ASSETS</b>		<u>2</u>	<u>2</u>
<b>CREDITORS: Amounts falling due after one year</b>			
Amount owed to a group undertaking	10	(1,478,733)	(1,340,892)
<b>NET LIABILITIES</b>		<u>(282,939)</u> =====	<u>(219,878)</u> =====
<b>CAPITAL AND RESERVES</b>			
Called up share capital	11,12	2	2
Profit and loss account	12	(282,941)	(219,880)
<b>EQUITY SHAREHOLDERS' FUNDS</b>		<u>(282,939)</u> =====	<u>(219,878)</u> =====

Approved by the Board of Directors on 31<sup>st</sup> October 2003.



Signed by David Brush for and  
on behalf of the Board of Directors  
this 31<sup>st</sup> day of October 2003.

The notes on pages 7 to 10 form part of these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS**  
**at 31 December 2002****1 Accounting policies****Basis of preparation**

The financial statements have been prepared on a going concern basis which assumes the Company will continue in operational existence for the foreseeable future. This assumption is based on a letter of support from Bankers Trust Holdings (UK) Ltd, the Company's holding company.

**Valuation of fixed asset investments**

The investment is recorded in the balance sheet at cost less amounts provided for any permanent diminution in value. The investment has been restated at the exchange rate ruling at the year end and the exchange gain arising taken to reserves.

**Format of financial statements**

The Company does not produce a cash flow statement by virtue of an exemption contained in FRS 1 (Revised 1996). The Company's ultimate parent company, Deutsche Bank AG, presents a cash flow statement in its Annual Report.

The Company has taken advantage of the exemption in FRS 8 from disclosing transactions with related parties which are part of the Deutsche Bank AG worldwide group.

Both of the exemptions above also rely on Deutsche Bank AG consolidated financial statements being publicly available (see Note 13).

**Foreign currency translations**

As foreign currency borrowings have been used to finance the Company's foreign equity investments, exchange gains or losses arising on the borrowings are offset as reserve movements against exchange differences arising on the retranslation of the net investments as permitted by Statement of Standard Accounting Practice No. 20.

**Interest income/expense**

Interest income and expense is accounted for on an accruals basis.

**Taxation**

The charge for taxation is based on the profit/loss for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Provision is made for deferred tax only to the extent that it is probable that an actual liability will crystallise.

**NOTES TO THE FINANCIAL STATEMENTS**  
**at 31 December 2002 (continued)**

**2 Directors' emoluments**

	2002 £	2001 £
Directors emoluments	9,979	10,199
Amounts receivable under long term schemes	Nil	Nil
	<u>9,979</u>	<u>10,199</u>
Company contributions to money purchase pension schemes	Nil	Nil
Compensation for loss of office	Nil	Nil

During the year, no directors received shares, and payments of £81 (2001 - £nil) were made under long term incentive schemes.

	Number of directors	
	2002	2001
Retirement benefits are accruing to the following number of directors under:		
Money purchase schemes	0	0
Defined benefit schemes	1	1

No directors exercised any share options under long term incentive schemes.

**3 Auditors' remuneration**

The remuneration of the auditors in 2001 and 2002 is borne by a group undertaking.

**4 Taxation**

There is no tax charge for the current year or prior year due to no consideration being paid for group relief.

The standard rate of tax for the year is based on the UK standard rate of corporation tax of 30%. The actual tax charge for the current and the previous year differs from the standard rate for the reasons set out in the following reconciliation.

	2002 £	2001 £
Loss on ordinary activities before tax	<u>(63,061)</u>	<u>(52,795)</u>
Tax on loss on ordinary activities at standard rate (30%)	(18,918)	(15,839)
<i>Factors affecting credits for the year</i>		
Forex movement on loan	(22,434)	8,039
Surrender of group relief at nil consideration	41,352	7,800
<b>Total actual amount of current tax credits</b>	<u>-</u>	<u>-</u>

**5 Staff costs**

The total staff costs have been borne by a Deutsche Bank Group Company without recharge. No staff costs have therefore been included in these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS**  
**at 31 December 2002 (continued)**

<b>6</b>	<b>Interest payable</b>	<b>2002</b>	<b>2001</b>
		<b>£</b>	<b>£</b>
	Interest payable to a group undertaking	47,344	57,635

<b>7</b>	<b>Foreign Exchange (Loss)/Gain</b>	<b>2002</b>	<b>2001</b>
		<b>£</b>	<b>£</b>
	Exchange (loss)/gain on loan	(90,497)	31,639
	Offset to extent on gain/(loss) on investment	74,780	(26,798)
	Net exchange (loss)/gain	<u>(15,717)</u>	<u>4,841</u>

<b>8</b>	<b>Investments</b>	<b>2002</b>	<b>2001</b>
		<b>£</b>	<b>£</b>
	Unlisted investments:		
	At January 1	1,121,012	1,147,810
	Exchange difference	74,780	(26,798)
	Balance at December 31	<u>1,195,792</u>	<u>1,121,012</u>

The investments relate wholly to holdings in Paris Outlet Shopping SCS (formerly Value Retail France SCS), a limited partnership incorporated in France, acquired on March 3, 1997.

This holding constitutes the following:

<b>Class of Shares</b>	<b>Holding</b>	<b>Percentage of Class</b>	<b>Voting Rights</b>
EUR 15 A Ord Shares	82,267	13.37%	Yes (13.37%)
EUR 15 B Ord Shares	38,373	100%	Non Voting

<b>9</b>	<b>Debtors</b>	<b>2002</b>	<b>2001</b>
		<b>£</b>	<b>£</b>
	Called up share capital not paid	2	2

<b>10</b>	<b>Creditors: amounts falling due after one year</b>	<b>2002</b>	<b>2001</b>
		<b>£</b>	<b>£</b>
	Amounts owed to a group undertaking	1,478,733	1,340,892

<b>11</b>	<b>Share capital</b>	<b>2002</b>	<b>2001</b>
		<b>£</b>	<b>£</b>
	Authorised		
	Ordinary Shares of £1 each	2,000,000	2,000,000
	Allotted, issued and unpaid		
	Ordinary Share of £1 each	2	2

**NOTES TO THE FINANCIAL STATEMENTS**  
**at 31 December 2002 (continued)**

**12 Reconciliation of movements in shareholders' funds**

	Share capital	Profit and loss account	Total
	£	£	£
Balance at 31 December 2001	2	(219,880)	(219,878)
Loss for the year	-	(63,061)	(63,061)
Balance at 31 December 2002	<u>2</u>	<u>(282,941)</u>	<u>(282,939)</u>

**13 Ultimate parent company**

Bankers Trust Holdings (U.K.) Limited is, for the purposes of the Companies Act 1985, the parent undertaking of the smallest group of undertakings for which group financial statements are drawn up.

Deutsche Bank AG, a company incorporated in Germany, is the ultimate parent company, the ultimate controlling entity and the parent undertaking of the largest group of undertakings for which group financial statements are drawn up.

Copies of the financial statements prepared in respect of Bankers Trust Holdings (U.K.) Limited and Deutsche Bank AG may be obtained from the Company Secretary, Winchester House, 1 Great Winchester Street, London EC2N 2DB.