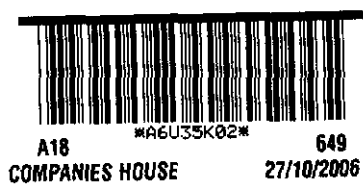


**SCEPTRE – EUROPE LIMITED**

**DIRECTOR'S REPORT &  
FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED**

**31 DECEMBER 2005**



**Company Number : 3337481**

## **SCEPTRE – EUROPE LIMITED**

### **DIRECTOR'S REPORT**

#### **FOR THE YEAR ENDED 31 DECEMBER 2005**

The Director presents his report together with the audited Financial Statements for the year ended 31 December 2005.

#### **Principal activities**

The Company is principally engaged in motor vehicle contract hire. The Company ceased trading during 2001.

#### **Business review**

The profit after taxation for the year ended 31 December 2005 amounted to nil (year ended 31 December 2004: nil)

#### **Directors and their interests**

The sole Director of the Company during the year was Mr E P Gates. The Director had no interests in the shares of the Company or in any material contracts with the Company. The Director received no remuneration in respect of his services to the Company during the year (2004: nil).

At 31 December 2005 the Director had share options outstanding in Avis Europe plc as follows:

	<u>1 January 2005</u>	<u>Granted</u>	<u>Lapsed</u>	<u>31 December 2005</u>
E P Gates	41,000	7,912	17,895	31,017

Options were granted to the Director in the year to offset the dilutive effect of a rights issue undertaken by Avis Europe plc in July 2005. The terms and conditions relating to the Avis Europe plc Share Option Schemes are summarised in the financial statements of that company.

There was no change in Director's interests between the year end and the date upon which these accounts were signed.

**SCEPTRE – EUROPE LIMITED**

**DIRECTOR'S REPORT**

**FOR THE YEAR ENDED 31 DECEMBER 2005**

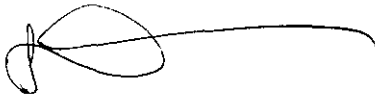
**Statement of Director's responsibilities**

Company law requires the Director 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. The Director is required to prepare the Financial Statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Director confirms that suitable accounting policies have been used and applied consistently. They also confirm that reasonable and prudent judgements and estimates have been made in preparing the Financial Statements for the year ended 31 December 2005 and that applicable accounting standards have been followed.

The Director is 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 taking reasonable steps for the prevention and detection of fraud and other irregularities.

**BY ORDER OF THE BOARD**

A handwritten signature in black ink, consisting of a stylized 'J' followed by a long horizontal stroke that curves upwards at the end.

**J A Nicholson**  
**Company Secretary**

**23 October 2006**

**SCEPTRE – EUROPE LIMITED**

**BALANCE SHEET**

**FOR THE YEAR ENDED 31 DECEMBER 2005**

	Note	2005 £	2004 £
<b>Net assets</b>		-	-
<b>Capital and reserves</b>			
Called-up share capital	4	100	100
Profit and loss account	5	(100)	(100)
<b>Equity shareholders' funds</b>	6	-	-

The accompanying Notes on pages 4 and 5 form an integral part of these Financial Statements.

For the year ended 31 December 2005 the Company was entitled to the exemption under Section 249AA(1) of the Companies Act 1985, whereby the Company is exempt from the requirement to obtain an audit of accounts for the current year.

Members have not required the Company to obtain an audit in accordance with Section 249(B)(2) of the Companies Act 1985.

The Director acknowledges his responsibility for:

- i) ensuring the Company keeps accounting records which comply with Section 221; and
- ii) preparing accounts which give a true and fair view of the state of affairs of the Company as at the end of the financial year, and of its profit and loss for the financial year, in accordance with Section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the Company.

The Financial Statements were approved by the Board of Directors on 23 October 2006.



**E P Gates**  
**Director**

## **SCEPTRE – EUROPE LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 2005**

#### **1. Accounting Policies**

##### **Basis of preparation**

The Financial Statements have been prepared in accordance with applicable accounting standards and under the historical cost convention.

The Company has adopted FRS 21, Events after the balance sheet date, FRS 25, Financial instruments: disclosure and presentation, and FRS 28, Corresponding amounts, in these Financial Statements. The adoption of these standards represents a change in accounting policy. However, there was no impact in 2005 or in 2004 following these changes in accounting policy.

##### **Cash flow statement**

The Company, which is a wholly owned subsidiary, has elected to utilise the exemption provided in Financial Reporting Standard 1 (Revised) and not produce a cash flow statement.

##### **Deferred tax**

The charge for taxation is based on the profit for the year and takes into account deferred taxation. Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS19: Deferred Tax.

#### **2. Profit and loss account**

During the current financial year and previous year the Company did not trade and received no income and incurred no expenditure. Therefore no profit and loss account has been presented.

#### **3. Directors' emoluments and employees**

The Directors received no emoluments in respect of their services to the Company during the year (year ended 31 December 2004: nil).

The average number of Directors during the year was 1 (year ended 31 December 2004: 2). There were no other employees during the year (year ended 31 December 2004: nil).

#### **4. Called up share capital**

	<b>2005</b>	<b>2004</b>
	<b>£</b>	<b>£</b>
Authorised, 1,000 (2004: 1,000) ordinary shares of £1 each	1,000	1,000
Allotted, called up and fully paid 100 (2004: 100) ordinary shares of £1 each	100	100

## SCEPTRE – EUROPE LIMITED

### NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2005

#### 5. Profit and loss account

£

At 1 January 2005 and 31 December 2005

(100)

#### 6. Reconciliation of movement in shareholders' funds

	2005 £	2004 £
Profit for the year	-	-
Opening equity shareholders' funds	-	-
Closing equity shareholders' funds	-	-

#### 7. Related party transactions

The Company has taken advantage of the exemption within FRS 8: Related Party Transactions, for wholly owned subsidiary undertakings not to disclose transactions with other entities within the same group. The consolidated Financial Statements for Avis Europe plc in which the Company is included are publicly available at the address given below.

#### 8. Ultimate parent undertaking

The Company is a wholly owned subsidiary of Centrus Ltd. Avis Europe plc is the smallest parent undertaking to consolidate the Financial Statements of the Company.

The Company's ultimate parent undertaking is s.a. D'Ieteren n.v. and is incorporated in Belgium. s.a. D'Ieteren n.v. is the largest Company that consolidates the results of the Company. The ultimate controlling party of s.a. D'Ieteren n.v. is the D'Ieteren family. Copies of the Financial Statements of s.a. D'Ieteren n.v. and Avis Europe plc are available from Avis House, Park Road, Bracknell, Berkshire RG12 2EW.