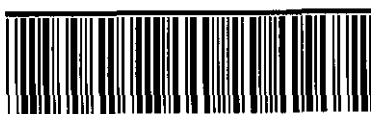


**3i PVLP Nominees Limited**

**ANNUAL REPORT AND ACCOUNTS**  
**for the period ended 31 March 1999**



A14 \*AG7RWIQS\* 449  
COMPANIES HOUSE 09/08/99

**DIRECTORS' REPORT**

The Directors submit their report with the accounts for the period ended 31 March 1999.

**Principal activity**

The principal activity of the Company is that of a nominee company. The Company was incorporated on 21 October 1997, and has not traded since its incorporation.

**Directors**

Martin Michael Gagen – appointed 2 March 1998

Paul Waller – appointed 21 October 1997

Anthony William Wallace Brierley – appointed 2 March 1998

Richard Douglas Michael John Summers – appointed 2 March 1998

Peter Bryan Gurmin Williams – appointed 21 October 1997

**Directors' interests**

The beneficial interests in, and options to subscribe for, Shares of 50p each in 3i Group plc of those persons who were Directors of the Company at the end of the financial period are set out below. The beneficial interests include interests arising by virtue of conditional rights to acquire shares from the trustee of The 3i Group Employee Trust under the terms of the Management Equity Investment Plan.

	Beneficial interests		Share options			
	held on 21 October 1997 or later appointment	held on 31 March 1999	held on 21 October 1997 or later appointment	granted in the period	exercised in the period	held on 31 March 1999
A W W Brierley	53,325	63,449	145,288	17,402	-	162,690
M M Gagen	73,206	85,105	252,797	30,454	-	283,251
R D M J Summers	645,589	658,905	252,244	14,632	-	266,876
P Waller	432,252	445,385	207,600	14,255	-	221,855
P B G Williams	309,218	318,136	235,943	30,454	-	266,397

## **3i PVLP Nominees Limited**

### **DIRECTORS' REPORT CONTINUED**

As potential beneficiaries of The 3i Group Employee Trust, the above Directors have interests in the Shares of 50p each in 3i Group plc held by the trust. The trust held 4,806,057 Shares as at 21 October 1997, 6,305,886 Shares as at 2 March 1998 and 8,004,809 Shares as at 31 March 1999. These holdings of the trust include shares over which Directors are mentioned above as having conditional rights to acquire under the Management Equity Investment Plan.

During the period R D M J Summers acquired, and has retained, an interest in one share of FFfr 100 in a fellow subsidiary company, 3i Gestion SA. This share, together with his interest in one share of FFfr 50 in another fellow subsidiary company, 3i SA retained throughout the period, was held in order to comply with provisions contained in the Articles of Association of those companies.

The Directors had no other interests in or options to subscribe for the shares, debentures or loan stock of the Company, or its fellow group companies at the beginning of the financial period or the date of appointment (as the case may be) or at the end of the financial period.

### **Statement of Directors' responsibilities in respect of the accounts**

Company law requires the Directors to prepare accounts for each financial period 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;
- 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 keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the accounts comply with the Companies Act 1985. They also have a 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.

### **Millennium preparations**

Work continued during the period to ensure that the Company's operations should not suffer any disruption as we enter the new millennium. Work relating to the Group's business critical systems was completed by 31 December 1998. Although substantial internal group resources have been committed to this project, the external cost of compliance for Year 2000 was not significant to the Company or to the Group.

## **3i PVLP Nominees Limited**

### ***DIRECTORS' REPORT CONTINUED***

#### **General**

The close company provisions of the Income and Corporation Taxes Act 1988 do not apply to the Company.

#### **Auditors**

Ernst & Young were appointed auditors of the Company during the financial period. Ernst & Young remain in office as auditors of the Company in accordance with Section 386 (2) of the Companies Act 1985.

By Order of the Board

3i plc



Secretaries

Registered Office:  
91 Waterloo Road  
London SE1 8XP

26 April 1999

## **3i PVLP Nominees Limited**

### **AUDITORS' REPORT**

#### **To the members of 3i PVLP Nominees Limited**

We have audited the accounts on pages 5 and 6 which have been prepared under the historical cost convention and on the basis of the accounting policies set out on page 6.

#### **Respective responsibilities of Directors and auditors**

As described on page 2 the Company's Directors are responsible for the preparation of the accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you.

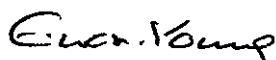
#### **Basis of opinion**

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 accounts. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the accounts, 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 accounts 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 accounts.

#### **Opinion**

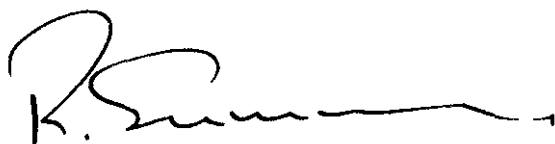
In our opinion the accounts give a true and fair view of the state of the Company's affairs as at 31 March 1999 and have been properly prepared in accordance with the Companies Act 1985.

  
Ernst & Young  
Registered Auditor  
Birmingham  
26 APRIL 1999

**3i PVLP Nominees Limited**

**BALANCE SHEET**  
as at 31 March 1999

	Notes	1999 £
<b>Current assets</b>		
<b>Debtors</b>		
Amounts owed by group undertakings		1
<b>Net assets</b>		<u>1</u>
<b>Capital and reserves</b>		
Called up share capital	4	1
<b>Equity shareholders' funds</b>		<u>1</u>



Director

26 April 1999

### 3i PVLP Nominees Limited

#### NOTES TO THE ACCOUNTS

##### 1. Accounting policies

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

##### 2. Profit and loss account

No profit and loss account has been prepared as the Company has not traded during the period. The auditors' remuneration has been borne by a fellow subsidiary undertaking.

##### 3. Directors' emoluments and related party transactions

None of the Directors received any emoluments in respect of their services to the Company.

No disclosures have been made in relation to related parties as required by Financial Reporting Standard 8 (FRS) as the Company has taken advantage of the exemption available to subsidiary companies in paragraph 3 of the FRS.

##### 4. Called up share capital

	1999 £
Authorised ordinary shares of £1 each	100
	<hr/>
Called up, allotted and fully paid ordinary shares of £1 each	1
	<hr/>

##### 5. Ultimate parent undertaking

The ultimate parent undertaking is 3i Group plc which is incorporated in Great Britain and registered in England and Wales. Copies of the Group accounts can be obtained from 91 Waterloo Road, London, SE1 8XP.