

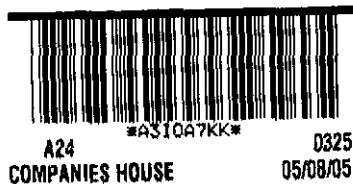
# **FIS Nominee Limited**

(Registered number: 3630494)

**Report & Financial Statements  
for the year ended  
31 December 2004**

## **Contents**

- 1** Directors and Advisers
- 2-3** Report of the Directors
- 4** Statement of Directors' Responsibilities
- 5** Balance Sheet
- 6** Notes to the Financial Statements



# **FIS NOMINEE LIMITED**

## ***DIRECTORS AND ADVISERS***

**REGISTERED NUMBER:**

3630494

**DIRECTORS:**

H Carter  
S Egan  
OO Kolade

**SECRETARY:**

F&C Asset Management plc  
80 George Street  
Edinburgh  
EH2 3BU

**REGISTERED OFFICE:**

Exchange House  
Primrose Street  
London  
EC2A 2NY

**SOLICITORS:**

Shepherd+ Wedderburn  
Saltire Court  
20 Castle Terrace  
Edinburgh  
EH1 2ET

# **FIS NOMINEE LIMITED**

## **REPORT OF THE DIRECTORS**

The directors present their annual report and financial statements for the year ended 31 December 2004.

## **PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS**

The company acts as nominee for clients of its holding company, ISIS Equity Partners plc.

The company had no transactions during the year and was dormant. The expenses of the company have been met by the holding company.

As no profit or loss was made in the year, no profit and loss account is attached.

## **DIRECTORS AND THEIR INTERESTS**

The directors who served during the year were as follows:

H Carter	(appointed 11 October 2004)
S Egan	(appointed 11 October 2004)
PAK Arthur	(resigned 11 October 2004)
OO Kolade	
D Thorp	(resigned 11 October 2004)

No director had any beneficial interest in the shares of the company.

The beneficial interests of the directors at 31 December 2004 in the share capital of F&C Asset Management plc (formerly ISIS Asset Management plc), the parent undertaking, are:

	At 31 December 2004		At 31 December 2003 (or subsequent date of appointment)	
	Ord shares	Options	Ord shares	Options
H Carter	43,364	949,005	43,260	532,338
S Egan	-	13,500	-	13,500
OO Kolade	10,588	96,456	10,126	96,456


## FIS NOMINEE LIMITED

### REPORT OF THE DIRECTORS (continued)

The beneficial interests of the directors at 31 December 2004 in the share capital of the ultimate parent undertaking, Friends Provident plc, are:

	Ord shares	
	At 31 December 2004	At 31 December 2003 (or subsequent date of appointment)
H Carter	24,560	24,560
S Egan	231	231
OO Kolade	208	208

BY THE ORDER OF THE BOARD



For F&C Asset Management plc  
Secretary  
28 June 2005

## **FIS NOMINEE LIMITED**

### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The following statement is made with a view to distinguishing for members the responsibilities of the directors in relation to the financial statements.

The directors are required by the Companies Act 1985 to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss for the financial year.

The directors consider that in preparing the financial statements on pages 5 and 6, the company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates, and that all accounting standards which they consider to be applicable have been followed (subject to any material departures disclosed and explained in the notes to the financial statements).

The directors have responsibility for ensuring that the company keeps accounting records which disclose with reasonable accuracy the financial position of the company at any time and which enable them to ensure that the financial statements comply with the Companies Act 1985. They also 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.

# FIS NOMINEE LIMITED

## BALANCE SHEET AS AT 31 DECEMBER 2004

	Note	31 December 2004 £	31 December 2003 £
<b>CURRENT ASSETS</b>			
Amount due from parent undertaking		<u>2</u>	<u>2</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	2	<u>2</u>	<u>2</u>

For the year ended 31 December 2004 the company was entitled to exemption under section 249AA(1) of the Companies Act 1985.

No members have required the company to obtain an audit of its accounts for the year in question in accordance with section 249B(2).

The directors acknowledge their responsibility for:

- a) Ensuring the company keeps accounting records which comply with section 221; and
- b) Preparing accounts which give a true and fair view of the state of affairs of the company as the end of its 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.



OO Kblade  
Director  
28 June 2005

The notes on page 6 form part of these financial statements.

# FIS NOMINEE LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

### 1. ACCOUNTING POLICIES

#### *Basis of accounting*

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

### 2. SHARE CAPITAL

	31 December 2004 £	31 December 2003 £
Authorised: 2 ordinary shares at £1 each	<u>2</u>	<u>2</u>
Allotted, called up and fully paid 2 ordinary shares of £1	<u>2</u>	<u>2</u>

### 3. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The company's immediate parent undertaking is ISIS Equity Partners plc, a company registered in England and Wales.

The smallest group of which the company is a member and for which group accounts are prepared is F&C Asset Management plc. Copies of the group report and accounts are available from its registered office: 80 George Street, Edinburgh EH2 3BU.

The company's ultimate parent undertaking and controlling party is Friends Provident plc, which is incorporated in England and Wales. Copies of the Group Report and Accounts can be obtained from Pixham End, Dorking, Surrey, RH4 1QA.