Report and Financial Statements

31 March 2007

Registered Office.

7<sup>th</sup> Floor, The Point, 37 North Wharf Road, London W2 1LA



## To the Company's Ordinary Shareholders

## **Elective Regime**

On 13 October 2000 the Company passed elective resolutions in accordance with Section 379A of the Companies Act 1985 as amended ("the Act") to dispense with the formalities of

- the laying of accounts before the Company in general meeting (Section 252 of the Act),
- the holding of annual general meetings (Section 366A of the Act), and
- the obligation to appoint auditors annually (Section 386 of the Act)

Section 253(2) gives members the right to require the laying of accounts before the Company in general meeting To exercise such right, a member must give notice in writing to that effect deposited at the registered office of the Company within 28 days of the day on which the report and financial statements are sent out in accordance with Section 238(1) of the Act

## REPORT AND FINANCIAL STATEMENTS 2007

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## **DIRECTORS' REPORT**

The Directors present their report and financial statements for the year ended 31 March 2007

## **ACTIVITIES**

The principal activity of the Company is to provide loans to group companies. The Company was dormant within the meaning of Section 249AA of the Companies Act 1985 throughout the year

#### **FUTURE PROSPECTS**

No change in the Company's activities is envisaged in the foreseeable future

## **DIRECTORS**

The Directors who held office during the year, and subsequent to the year end were

D J Platt

N I Cooper

The Directors benefit from qualifying third party indemnity provisions in place during the financial year and at the date of this report

By order of the Board of Directors

**H M HANSCOMB** 

Secretary

Date of october 2007

## PROFIT AND LOSS ACCOUNT YEAR ENDED 31 MARCH 2007

During the current and prior year the Company did not trade and received no income and incurred no expenditure Consequently, the Company made neither a profit nor loss or any other recognised gains or losses in the current or prior year

## BALANCE SHEET As at 31 March 2007

|   | Note | 2007<br>£000 | 2006<br>£000 |
|---|------|--------------|--------------|
| NON - CURRENT ASSETS Amounts owed by parent undertaking |      | 1,442,762    | 1,442,762    |
| NET ASSETS  |      | 1,442,762    | 1,442,762    |
| CAPITAL AND RESERVES Called up share capital            | 3    | 1,442,762    | 1,442,762    |
| EQUITY SHAREHOLDER'S FUNDS                              |      | 1,442,762    | 1,442,762    |

The Directors confirm that

- (a) for the year ended 31 March 2007 the Company was entitled to exemption under section 249AA(1) of the Companies Act 1985 from the requirement to have its accounts audited, and
- (b) members have not required the Company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985

The Directors acknowledge their responsibility for (a) ensuring the Company keeps accounting records which comply with section 221 of the Companies Act 1985, and (b) 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 or loss for the financial year, in accordance with the requirements of section 226 of that Act, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the Company

The financial statements on pages 3 to 5 were approved by the Board of Directors on 2007 and signed on their behalf by

D J Platt

Director

# NOTES TO THE ACCOUNTS As at 31 March 2007

#### 1 ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable accounting standards and on the historical cost basis. The financial statements have been prepared on a going concern basis. The Directors have reviewed the financial position of the Company, including the arrangements with group undertakings, and believe that it remains appropriate to prepare the financial statements on a going concern basis. The financial statements do not include adjustments that would result from the going concern basis of preparation being inappropriate.

## 2. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

The Company had no employees during the year (2006 - nil) The Directors did not receive any emoluments from the Company (2006 - £nil)

## 3 CALLED UP SHARE CAPITAL

|  | 2007<br>£000 | 2006<br>£000 |
|--|--------------|--------------|
| Authorised 2,000,000,000 ordinary shares of £1 each                        | 2,000,000    | 2,000,000    |
| Allotted called up and fully paid 1 442,762,441 ordinary shares of £1 each | 1,442,762    | 1,442,762    |

#### 4 CASH FLOW STATEMENT

Under FRS 1 (revised), the Company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a wholly owned subsidiary undertaking A consolidated cash flow statement is included in the financial statements of Cable and Wireless plc, in which the company is consolidated, from the address in Note 6

## 5. RELATED PARTY TRANSACTIONS

Under Financial Reporting Standard 8, the Company is exempt from the requirement to disclose transactions with entities that are part of the Cable & Wireless group, or investees of the group qualifying as related parties, as all of the Company's voting rights are controlled within that group. There are no material transactions with any other related parties.

#### 6. ULTIMATE PARENT COMPANY

The Directors consider that the Company's ultimate parent undertaking and controlling party is Cable and Wireless plc, registered in England and Wales A copy of Cable and Wireless plc's published consolidated financial statements can be obtained from the Secretary, Cable and Wireless plc, 7<sup>th</sup> Floor, The Point, 37 North Wharf Road, London W2 1LA No other group accounts include the results of the Company