

Registered No: 05077250

**UPP Investments (Holdings) Limited**  
**Report and financial statements**  
**for the year ended 31 August 2006**



# **UPP Investments (Holdings) Ltd**

## **Report and financial statements for the year ended 31 August 2006**

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# **UPP Investments (Holdings) Ltd**

## **Directors and advisors**

### **Directors**

G K H Mason  
B L Westbrook

### **Secretary**

Secretariat Services Limited

### **Auditors**

RSM Robson Rhodes LLP  
St George House  
40 Great George Street  
Leeds  
LS1 3DQ

### **Registered office**

Meridian House  
The Crescent  
York  
YO24 1AW

# UPP Investments (Holdings) Limited

## Directors' report for the year ended 31 August 2006

The directors present their report and financial statements for the year ended 31 August 2006.

### Principal activities

The company did not trade during the year. Any costs incurred by the company were paid on its behalf by Jarvis plc.

### Dividend

The directors do not recommend the payment of a dividend. (2005:£Nil)

### Directors

The directors holding office during the year ended 31 August 2006 and appointed subsequent to that date are shown below.

A C Lovell	(resigned 30 June 2006)
G K H Mason	
B L Westbrook	(appointed 30 June 2006)

### Directors Interests

At 31 August 2006, none of the directors had any interest in the shares of the company. The interests of the other directors in the shares of Jarvis plc were as follows:

Interest in Jarvis plc shares of 5p each		
	At 1 September 2005 or appointment date	At 31 August 2006
G K H Mason	500	1,320
B L Westbrook	8,680	8,680

Between 1 September 2005 and 28 September 2005, as a result of a share capital restructuring, G K H Mason's 500 shares were consolidated into 1 ordinary share, after which he purchased 19 ordinary shares in the subsequent open offer. Separately, G K H Mason purchased an additional 1,300 shares at a price of £0.76 per share on 30 September 2005.

Between 1 September 2005 and 28 September 2005, as a result of a share capital restructuring, B L Westbrook's 43,801 shares were consolidated into 109 ordinary shares, after which he purchased 2,071 ordinary shares in the subsequent open offer. Separately, B L Westbrook purchased an additional 6,500 shares at a price of £0.76 per share on 30 September 2005.

Interest in options over Jarvis plc shares of 5p each						
Director	Scheme	Grant Date	Exercise Price (p)	Options at 31/8/06	Dates exercisable	
					From	To
G K H Mason	SAYE	Apr-06	70.00	4,274	Jun-09	Nov-09
B L Westbrook	Management Incentive Plan	Nov-05	86.83	225,000	Nov-05	Nov-10
	SAYE	Apr-06	70.00	13,357	Jun-09	Nov-09

# UPP Investments (Holdings) Limited

## Directors' report for the year ended 31 August 2006

### Directors Interests (continued)

On 4 October 2006, B L Westbrook was granted options over 358,000 shares at £0.545 per share in Jarvis plc under the 2003 Executive Share Option Scheme. These share options will be exercisable, subject to the achievement of performance conditions, between October 2009 and October 2016.

There is third party indemnity insurance in place for the directors of the company.

### Statement of directors' responsibilities

United Kingdom 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 as at the end of the financial year and of the profit or loss of the company for that year. In preparing those financial statements, the directors are required:

- to select suitable accounting policies and then apply them consistently;
- to make judgements and estimates that are reasonable and prudent;
- to state whether applicable accounting standards have been followed, and
- to prepare financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors confirm that the financial statements comply with these requirements.

The directors are responsible for ensuring that proper accounting records are kept which disclose with reasonable accuracy at any time the financial position of the company and to 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 for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### Disclosure of information to auditors

At the date of making this report each of the company's directors, as set out on page 1, confirm the following:

- so far as each director is aware, there is no relevant information needed by the company's auditors in connection with preparing their report of which the company's auditors are unaware, and
- each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant information needed by the company's auditors in connection with preparing their report and to establish that the company's auditors are aware of that information.

# UPP Investments (Holdings) Limited

## Directors' report for the year ended 31 August 2006

### Auditors

Having passed elective resolutions of the shareholders, the company is exempt from the obligation to annually re-appoint auditors and to hold annual general meetings. Accordingly, the board recommended that RSM Robson Rhodes LLP be appointed.

By order of the board

A handwritten signature in black ink, appearing to be 'M. de Le', written over a horizontal line.

On behalf of  
Secretariat Services Limited  
Secretary

# **Independent auditors' report to the members of UPP Investments (Holdings) Limited (continued)**

We have audited the financial statements on pages 7 to 10. These financial statements have been prepared on the basis of the accounting policies set out therein.

This report is made solely to the company's shareholders, 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 shareholders those matters we are required to state to them in an auditors' 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 shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

## **Respective responsibilities of directors and auditors**

As described in the Statement of Directors Responsibilities, the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

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 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 other transactions is not disclosed.

We report to you whether in our opinion the information given in the directors' report is consistent with the financial statements.

## **Basis of audit opinion**

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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.*

# **Independent auditors' report to the members of UPP Investments (Holdings) Limited (continued)**

## **Opinion**

In our opinion:

- The financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of affairs of the company as at 31 August 2006 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.
- The information given in the directors' report is consistent with the financial statements.

*RSM Robson Rhodes LLP*

**RSM Robson Rhodes LLP  
Chartered Accountants and Registered Auditors  
Leeds, England**

**16 January 2007**



# UPP Investments (Holdings) Limited

## Balance sheet at 31 August 2006

	Notes	31 August 2006	31 August 2005
		£	£
<b>Current assets</b>			
Debtors: amounts owed by parent undertaking		2	2
<b>Net assets</b>		<u>2</u>	<u>2</u>
<b>Capital and reserves</b>			
Called up share capital	5	2	2
Profit and loss account	6	-	-
<b>Equity shareholders' funds</b>	6	<u>2</u>	<u>2</u>

Notes 1 to 7 form part of these financial statements.

The financial statements were approved by the Board on 16 January 2007  
and were signed on its behalf by:



G K H Mason  
Director

# UPP Investments (Holdings) Limited

## Notes to the financial statements for the year ended 31 August 2006

### 1. Principal accounting policies

#### (a) Basis of accounting

The accounts have been prepared, under the historical cost convention and in accordance with applicable United Kingdom accounting standards and Companies Act 1985.

#### (b) Tax

##### (i) Deferred tax

Full provision is made for deferred taxation in respect of timing differences that have originated, but not reversed at the balance sheet date where an event has occurred that results in an obligation to pay more or less tax in the future by the balance sheet date except that:

- Provision is made for gains on disposals of assets that have been rolled over into replacement assets only where there is a commitment to dispose of the replacement assets.
- Provision is not made for the remittance of a subsidiary, associate or joint venture's earnings that would cause tax to be payable where no commitment has been made to the remittance of the earnings.
- Deferred tax assets are recognised to the extent that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on a non-discounted basis at the tax rates that are expected to apply in the periods in which the timing differences reverse, based on the tax rates enacted at the balance sheet date.

#### (c) Cashflow

The company is a wholly owned subsidiary of Jarvis plc and the cash flows of the company are included in the consolidated cash flow statement of Jarvis plc. Consequently the company is exempt under the terms of Financial Reporting Standard No.1 (Revised) from publishing a cash flow statement.

#### (d) Related party transactions

The company is a wholly owned subsidiary of Jarvis plc and as such the company has taken advantage under the terms of Financial Reporting Standard No. 8 not to disclose transactions which are eliminated on consolidation.

# UPP Investments (Holdings) Limited

## Notes to the financial statements for the year ended 31 August 2006

### 2. Directors' emoluments

The directors received no emoluments in respect of their services during the period. Certain directors received emoluments from the ultimate parent company and other group undertakings, and these are disclosed in the accounts of those companies. The directors do not consider that any material amount of their emoluments relate to their duties in respect of the company.

### 3. Result on ordinary activities before taxation

Auditors' remuneration was borne by the parent undertaking.

### 4. Taxation

#### a) Analysis of tax charge in the period

	Year ended 31 August 2006 £	Period ended 31 August 2005 £
The tax charge for the period comprises:		
Current tax	-	-
Total current tax (note 4(b))	-	-

#### b) Factors affecting tax charge

	Year ended 31 August 2006 £	Period ended 31 August 2005 £
Result on ordinary activities before tax	-	-
Tax on profit on ordinary activities @ 30%	-	-
Effects of:		
Expenses not deductible for tax purposes	-	-
Non-taxable income credited to profit and loss account	-	-
Current tax charge (note 4(a))	-	-

### 5. Share capital

	31 August 2006 £	31 August 2005 £
Authorised		
1,000 Ordinary shares of £1 each	1,000	1,000
Allotted, issued and fully paid		
2 Ordinary shares of £1 each	2	2

# UPP Investments (Holdings) Limited

## Notes to the financial statements (continued) for the year ended 31 August 2006

### 6. Reconciliation of movements on shareholders' funds

	Share capital	Profit and loss account	Total shareholders' funds
	£	£	£
At 1 September 2005	2	-	2
Result for the year	-	-	-
At 31 August 2006	<u>2</u>	<u>-</u>	<u>2</u>

### 7. Ultimate parent undertaking

The Company's immediate and ultimate parent undertaking and ultimate controlling party is Jarvis plc, a company registered in England and Wales, whose annual report and accounts may be obtained from the Secretary, Jarvis plc, Meridian House, The Crescent, York, YO24 1AW.

It is also the parent undertaking of the largest and smallest group for which group accounts are prepared.