

COMPANY NUMBER: 07124808

PENNANT EBT TRUSTEE LIMITED
(Formerly Charco 40 Limited)

Incorporated on 13 January 2010

FINANCIAL STATEMENTS

31 DECEMBER 2010



PENNANT EBT TRUSTEE LIMITED (Formerly Charco 40 Limited)

CONTENTS

	Page
Company information	1
Report of the directors	2 and 3
Independent auditors' report	4
Statement of financial position	5
Statement of cash flows	6
Notes to the financial statements	7 to 9

PENNANT EBT TRUSTEE LIMITED (Formerly Charco 40 Limited)

COMPANY INFORMATION

Directors

C C Powell
J K Powell

Registered office

Pennant Court
Staverton Technology Park
Cheltenham
Gloucestershire
GL51 6TL

Auditors

Mazars LLP
Tower Bridge House
St Katharine's Way
London
E1W 1DD

PENNANT EBT TRUSTEE LIMITED (Formerly Charco 40 Limited)

REPORT OF THE DIRECTORS

COMPANY NUMBER: 07124808

The directors present their report and the financial statements for the period ended 31 December 2010

The Company was incorporated on 13 January 2010 with the name Charco 40 Limited. On 15 November 2010 the Company changed its name to Pennant EBT Trustee Limited

Principal activities

Prior to 5 November 2010 the company did not trade

With effect from 5 November 2010, the Company has operated as Trustee of the Pennant Employee Benefit Trust. No Income Statement has been included in these financial statements as there was no income or expenditure during the period

Directors

The directors set out below have held office during the period from 13 January 2010 to the date of this report

R Norton	(resigned 3/11/2010)
Bayshill Secretaries Limited	(resigned 3/11/2010)
C C Powell	(appointed 3/11/2010)
J K Powell	(appointed 3/11/2010)

No director had an interest in the shares of the Company or in the shares of the other subsidiary companies within the Group. Their interests in the shares of the parent company are disclosed in the accounts of that company

Results and dividends

During the period the company has not traded but has made and received loans.

Directors' indemnity

The Company's Articles of Association provide, subject to the provisions of UK legislation, an indemnity for directors and officers of the Company in respect of liabilities they may incur in the discharge of their duties or in the exercise of their powers, including any liabilities relating to the defence of any proceedings brought against them which relate to anything done or omitted, or alleged to have been done or omitted, by them as officers or employees of the Company

Responsibilities of the directors

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 and of the profit or loss of the Company for that period. In preparing those financial statements, the directors are required to

- * select suitable accounting policies and then apply them consistently;
- * make judgements and estimates that are reasonable and prudent;
- * comply with International Financial Reporting Standards as adopted by the European Union subject to any material departures disclosed and explained in the financial statements;
- * prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business

PENNANT EBT TRUSTEE LIMITED (Formerly Charco 40 Limited)

REPORT OF THE DIRECTORS (CONTINUED)

Responsibilities of the directors (Continued)

The directors are responsible for maintaining 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 financial statements comply with the Companies Act 2006. 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.

Statement as to disclosure of information to auditors

As far as the directors are aware, they have taken all necessary steps to make the auditors aware of any relevant audit information and to establish that they are aware of that information.

As far as the directors are aware, there is no relevant audit information of which the Company's auditors are unaware.

Auditors

During the period Mazars LLP were appointed as auditor. The directors intend to reappoint Mazars LLP as auditor for the year ending 31 December 2011.

Approved by the Board on 21 September 2011
and signed on its behalf

C C Powell
Director

A handwritten signature in black ink, appearing to be 'C C Powell', written over a horizontal line.

PENNANT EBT TRUSTEE LIMITED (Formerly Charco 40 Limited)

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF PENNANT SOFTWARE SERVICES LIMITED

We have audited the financial statements of Pennant EBT Trustees Limited for the period ended 31 December 2010 which comprise the Statement of Financial Position, the Statement of Cash Flows, and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union and, as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors. This report is made solely to the Company's members as a body, in accordance with Chapter 3 of part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's 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 members as a body for our audit work, for this report, or for the opinions we have formed.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's web-site at www.frc.org.uk/apb/scope/private.cfm

Opinion on the financial statements

In our opinion the financial statements

- give a true and fair view of the state of the Company's affairs as at 31 December 2010 and of its result for the period then ended,
- the Company financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union and as applied in accordance with the provisions of the Companies Act 2006, and
- have been prepared in accordance with the requirements of the Companies Act 2006

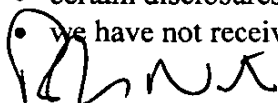
Opinion on the other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion.

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit



Robert Neate (Senior statutory auditor)

for and on behalf of Mazars LLP, Chartered Accountants and Statutory Auditor.
Tower Bridge House
St Katharine's Way
London
E1W 1DD

27th September 2011

PENNANT EBT TRUSTEE LIMITED (Formerly Charco 40 Limited)

STATEMENT OF FINANCIAL POSITION AT 31 DECEMBER 2010


	Notes	£
Non-current assets		
Loans	3	292,775
Total non-current assets		<u>292,775</u>
Current assets		
Trade and other receivables	4	2
Total current assets		<u>2</u>
Total assets		<u>292,777</u>
Non-current liabilities		
Borrowings	5	292,775
Total non-current liabilities		<u>292,775</u>
Total liabilities		<u>292,775</u>
Net assets		<u><u>2</u></u>
Equity		
Share capital	6	2
Retained profit		-
Total equity		<u><u>2</u></u>

Approved by the Board and authorised for issue on 21 September 2011

C C Powell
Director



J K Powell
Director



PENNANT EBT TRUSTEE LIMITED (Formerly Charco 40 Limited)

**STATEMENT OF CASH FLOWS
FOR THE PERIOD ENDED 31 DECEMBER 2010**

	£
Investing activities	
Loans made in accordance with the purposes of the Pennant Employee Benefit Trust	(292,775)
Net cash used in investing activities	<u>(292,775)</u>
Financing activities	
Loans received from Pennant International Group plc	292,775
Issue of share capital	2
Increase in Trade and Other Receivables	(2)
Net cash from financing activities	<u>292,775</u>
Net increase/(decrease) in cash and cash equivalents	-
Cash and cash equivalents at beginning of year	-
Cash and cash equivalents at end of year	<u>-</u>

PENNANT EBT TRUSTEE LIMITED (Formerly Charco 40 Limited)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIODS ENDED 31 DECEMBER 2010**

1. General information

Pennant EBT Trustee Limited is a company incorporated in the United Kingdom under the Companies Act.

The address of the registered office is:

Pennant Court
Staverton Technology Park
Cheltenham
GL51 6TL

With effect from 5 November 2011, the principal activity of the Company is to act as Trustee of the Pennant Employee Benefit Trust

The Company's parent company is Pennant International Group plc which has the same registered office as the Company

2. Accounting policies

Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union

The financial statements have been prepared on the historical cost basis. The principal accounting policies set out below have been consistently applied to all periods presented.

No Statement of Income has been prepared as there was no income or expenditure during the period

Going concern

The directors have, at the time of approving the financial statements, a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they have continued to adopt the going concern basis of accounting in preparing the financial statements

Financial instruments

Financial assets and liabilities are recognised in the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument.

Financial liabilities

Financial liabilities and equity instruments issued by the Company are classified in accordance with the substance of the contractual arrangements entered into and the definition of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs

PENNANT EBT TRUSTEE LIMITED (Formerly Charco 40 Limited)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2010**

3. Loans

In accordance with the purposes of the Pennant Employee Benefit Trust, loans totalling £292,775 were made on 5 November 2010 to employees of Pennant International Group plc (the 'Holding Company') to enable the purchase of shares in the Holding Company.

The loans are interest free and secured on the shares purchased

There is no fixed repayment schedule but the loans are repayable if the borrowers cease to be employees of the Holding Company or in the event of a takeover of the Holding Company.

4. Trade and other receivables

	£
Amount owed by parent company	2
	<u>2</u>

5. Borrowings

Under the terms of an agreement dated 5 November 2010 the Company received a loan of £292,775 from Pennant International Group plc (the 'Holding Company') to be used for the purposes of the Pennant Employee Benefit Trust. Accordingly the proceeds of the loan have been used to make loans to employees of the Holding Company (note 3).

The loan received is interest free

There is no fixed schedule of repayments but the loan is repayable upon any takeover of the Holding Company. The loan is also repayable to the extent that repayments from loans made to employees have been received.

6. Share capital

	£
Issued and fully paid	
Ordinary shares of £1 each	2
	<u>2</u>

The Company has one class of ordinary shares which carry no right to fixed income

7. Control

The Company is controlled by Pennant International Group plc, incorporated in England, which owns 100% of the Company's shares.

8. Capital commitments

At 31 December 2010 the Company had no capital commitments

PENNANT EBT TRUSTEE LIMITED (Formerly Charco 40 Limited)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2010**

9. Related party transactions

As set out in notes 3 and 5, the Company received a loan of £292,775 from Pennant International Group plc and used the proceeds of the loan in accordance with the purposes of the Pennant Employee Benefit Trust to make loans to Mr C Snook (£148,013) and Mr J M Waller (£144,763) who are both directors of Pennant International Group plc.