

BRIDGEPOINT CAPITAL
SCOTTISH GP II LIMITED

REPORT AND FINANCIAL STATEMENTS

31 DECEMBER 2007



Report of the directors

The directors present their annual report together with the audited financial statements of the Company for the year ended 31 December 2007

Principal activity and review of business

The principal activity of the Company is that of a General Partner for a number of venture capital limited partnerships

Results and dividends

The results for the year are shown on page 4. The directors do not recommend the payment of a dividend (2006 £2,300,000). The directors are satisfied with the results for the year and anticipate activities to continue at similar levels. The financial risks are discussed in the accounts of the ultimate parent undertaking.

Directors

The directors who held office during the financial period were as follows

J R Hughes
W N Jackson
D R Shaw (resigned 11/12/2007)

Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year in accordance with generally accepted accounting practice in the United Kingdom, which give a true and fair view of the state of affairs of the company and of the profit or loss 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,
- state whether applicable accounting standards have been followed, 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.

The directors confirm that they have complied with the above requirements in preparing the financial statements.

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 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.

Each director has taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information. As far as each of the directors is aware, there is no relevant audit information of which the Company's auditors are unaware.

Report of the directors (continued)

Annual General Meeting

The company has passed a special resolution and is no longer required to hold, and lay accounts, before an Annual General Meeting

By Order of the Board

A handwritten signature in black ink, appearing to read 'J R Hughes', with a stylized flourish at the end.

J R Hughes
Director

22 April 2008

Independent auditors' report

TO THE MEMBERS OF BRIDGEPOINT CAPITAL SCOTTISH GP II LIMITED

We have audited the financial statements of Bridgepoint Capital Scottish GP II Limited for the year ended 31 December 2007 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we 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 read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

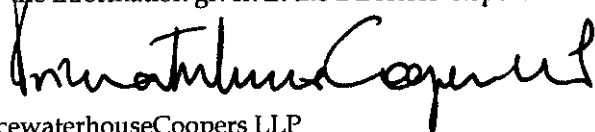
We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments 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.

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 the company's affairs as at 31 December 2007 and of its profit for the year then ended, the financial statements have been properly prepared in accordance with the Companies Act 1985,
- and
- the information given in the Directors' Report is consistent with the financial statements.



PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors, London

22 April 2008

Profit and Loss Account

For the year ended 31 December 2007

	Notes	2007 £'000	2006 £'000
Income from limited partnerships			
Annual share		324	732
Capital distribution		2,240	162
		<u>2,564</u>	<u>894</u>
Management fees payable		(324)	(732)
Profit on ordinary activities before interest and taxation		<u>2,240</u>	<u>162</u>
Interest receivable		29	13
Profit on ordinary activities before taxation	2	<u>2,269</u>	<u>175</u>
Taxation on ordinary activities	3	302	152
Profit on ordinary activities after taxation		<u>2,571</u>	<u>327</u>
Dividends			(2,300)
Retained profit / (loss) for the year	10	<u>2,571</u>	<u>(1,973)</u>

The results above relate to continuing operations

The Company has no recognised gains or losses other than those included in the profit and loss account
Therefore, no statement of recognised gains or losses is included

The notes on pages 6 to 8 form part of these financial statements

Balance Sheet

As at 31 December 2007

	Notes	2007 £'000	2006 £'000
Fixed assets			
Investments in subsidiary undertakings	6		
Current assets			
Debtors	7	1,391	261
Cash at Bank		2,038	185
		<u>3,429</u>	<u>446</u>
Current liabilities			
Creditors Amounts payable within one year	8	<u>(518)</u>	<u>(106)</u>
Net current assets		2,911	340
Net assets		<u>2,911</u>	<u>340</u>
Capital and reserves			
Called up Share Capital	9		
Profit & Loss Account	10	2,911	340
Equity shareholder's funds	10	<u>2,911</u>	<u>340</u>

The financial statements on pages 4 to 8 were approved by the Board of Directors and signed on its behalf by



J R Hughes
Director

22 April 2008

The notes on pages 6 to 8 form part of these financial statements

Notes to the financial statements

For the year ended 31 December 2007

1 Accounting policies

(a) Accounting Convention

The financial statements have been prepared on a going concern basis under the historical cost convention and in accordance with applicable accounting standards and the Companies Act 1985

(b) Cash flow Statement

Under Financial Reporting Standard 1 (revised), the Company is exempt from the requirement to prepare a Cash Flow Statement on the grounds that more than 90% of the voting rights are controlled within the Group and a consolidated cash flow is included in the ultimate parent undertakings financial statements

(c) Group Accounts

The Company manages two venture capital limited partnerships in which it has a participating interest, albeit small, and for which it acts as general partner. These limited partnerships are subsidiary undertakings under the Companies Act 1985.

Group financial statements have not been prepared. The Company is a wholly owned subsidiary of another company incorporated in Great Britain and is therefore exempt from the requirement to prepare group financial statements by virtue of s228 of the Companies Act 1985. Consolidated financial statements are prepared by the ultimate parent company.

(d) Related Party Transactions

Under Financial Reporting Standard 8, the Company is exempt from the requirement to disclose related party transactions within the group on the grounds that more than 90% of the voting rights are controlled within the group.

(e) Taxation

Corporation tax is provided on taxable profits at the current rate.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date except that the recognition of deferred tax assets is limited to the extent that the Company anticipates to make sufficient taxable profits in the future to absorb the reversal of the underlying timing difference. Deferred tax balances are not discounted.

(f) Income and expense recognition

Income and expenses are recognised in the profit and loss account as they accrue.

2 Profit on ordinary activities before taxation

Audit fees are borne by a fellow subsidiary undertaking.

Notes to the financial statements (continued)

For the year ended 31 December 2007

3 Tax on profit on ordinary activities

	2007 £'000	2006 £'000
Deferred taxation	263	
Deferred taxation prior year adjustment	(557)	
Current tax charge / (credit) for the period		(151)
Prior year adjustment	(8)	(1)
	<u>(302)</u>	<u>(152)</u>
Profit on ordinary activities before taxation	<u>2,269</u>	<u>175</u>
Profit on ordinary activities before taxation at the standard rate of corporation tax in the UK of 30% (2006 30%)	681	53
Effects of		
Expenses not deductible for tax purposes	1	5
Income not charged to UK Corporation tax	(447)	(262)
Other timing differences		53
Tax losses utilised	(235)	
Current tax charge / (credit) for the period	<u></u>	<u>(151)</u>

4 Employees

The Company did not employ any personnel during the year or preceding year

5 Directors' remuneration

None of the Directors received any remuneration for their services to the company during the year or preceding year

6 Investments

The company has investments totalling £166 being capital contributions to Bridgepoint Capital General Partner II LP, a limited partnership, incorporated and registered in Scotland, and SPV (VCOC) LP, a limited partnership incorporated and registered in England

7 Debtors

	2007 £'000	2006 £'000
Amounts owed by parent and fellow subsidiary undertakings	1,048	
Group relief	8	152
Deferred tax	294	
Tax recoverable	35	106
Other debtors	6	3
	<u>1,391</u>	<u>261</u>

Notes to the financial statements (continued)

For the year ended 31 December 2007

8 Creditors' amounts falling due within one year

	2007 £'000	2006 £'000
Other creditors	518	106

9 Called up share capital

	2007 Number	2006 Number	2007 £'000	2006 £'000
<i>Authorised</i>				
Ordinary Shares of £1	100	100		
<i>Allotted, called up and fully paid</i>				
Ordinary Shares of £1	1	1		

10 Reconciliation of movement in shareholder's funds

	Share Capital £'000	Profit & Loss Account £'000	Share- holder's Funds £'000
Balance at 31 December 2006		340	340
Result for the year		2,571	2,571
Balance at 31 December 2007		2,911	2,911

11 Ultimate parent undertaking

The ultimate parent company is Bridgepoint Capital Group Limited

The results of the company are consolidated in the group financial statements of Bridgepoint Capital Group Limited. These are the largest and smallest group of undertakings which include the results of the company. Copies of the financial statements of Bridgepoint Capital Group Limited are available at Companies House, Crown Way, Cardiff.