

PENTECH CAPITAL LIMITED

Report and Accounts

**For the year
to 31 December 2004**

Registered in Scotland – Company Number 219860



Pentech Capital Limited

DIRECTORS' REPORT

The directors have pleasure in submitting their report and accounts for the year ended 31 December 2004

REVIEW OF THE BUSINESS

The company acts as the general partner of private equity limited partnership funds.

DIRECTORS

The directors of the company during the year ended 31 December 2004 were as follows:

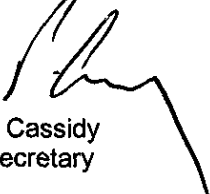
M C Armour
D G Calder
P Cassidy
W T Macnaughton
W M Phillips
S Scott

No director had an interest in the share capital of the company at any time during the year. The interests of the directors in the share capital of the company's ultimate parent company, Penta Capital Partners (Holdings) Limited, are disclosed in the accounts of that company.

RESULTS AND DIVIDENDS

There were no profits or losses in the year to 31 December 2004 or the year to 31 December 2003.

By order of the Board



P Cassidy
Secretary

150 St Vincent Street
Glasgow

23 May 2005

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

Company law requires the directors to prepare accounts 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 accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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 accounts 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.

REPORT OF THE AUDITORS

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF PENTECH CAPITAL LIMITED

We have audited the company's financial statements for the year ended 31 December 2004 which comprise the Balance Sheet and the related notes 1 to 5. 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 members, 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 members 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 members 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 United Kingdom law and accounting standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

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 Directors' Report is not consistent with the financial statements, if 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 transactions with the company 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 United Kingdom Auditing Standards 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.

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the company as at 31 December 2004 and have been properly prepared in accordance with the Companies Act 1985.

Ernst & Young LLP

Ernst & Young LLP
Registered Auditor
Ten George Street
Edinburgh

23 May 2005

Pentech Capital Limited

BALANCE SHEET at 31 December 2004

	<i>Note</i>	<i>2004</i> £	<i>2003</i> £
FIXED ASSETS			
Investments	3	1	1
		-----	-----
		1	1
		=====	=====
CAPITAL AND RESERVES			
Called up share capital	4	1	1
		=====	=====


P Cassidy Director
23 May 2005

The notes on page 5 together with the accounting policies on page 5 form part of these accounts.

Pentech Capital Limited

NOTES TO THE ACCOUNTS at 31 December 2004

1. ACCOUNTING POLICIES

Accounting convention

The accounts are prepared under the historical cost convention, and in accordance with applicable accounting standards.

Investments

Investments are included at the lower of cost and valuation.

2. PROFIT AND LOSS ACCOUNT

There were no profits or losses recognised in the period to 31 December 2004 or the year to 31 December 2003. Accordingly no Profit and Loss Account has been prepared.

3. INVESTMENTS

	2004	2003
	£	£
Unlisted investments – cost and valuation	1	1
	=====	=====

4. CALLED UP SHARE CAPITAL

At 31 December 2004 and 31 December 2003

	Authorised	Allotted called up and fully paid
	£	£
Ordinary shares of £1 each	100	1
	=====	=====

5. PARENT UNDERTAKING

The Company's immediate and ultimate parent undertaking is Penta Capital Partners (Holdings) Limited. Copies of the accounts for Penta Capital Partners (Holdings) Limited can be obtained from 150 St Vincent Street, Glasgow G2 5NE.