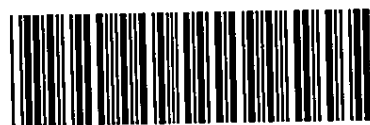


Quester Venture GP Limited

Report and Accounts for the year ended 31 March 2011

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Company Registration: SC 220736

Quester Venture GP Limited

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DIRECTORS

A D N Betton
A B Carruthers
C J Gee
S Levi (resigned 1 February 2011)
J R Patel
T A Teichman
M G Williams

SECRETARY

A D N Betton

REGISTERED OFFICE

16 Charlotte Square
Edinburgh
EH2 4DF

Quester Venture GP Limited

REPORT OF THE DIRECTORS

The directors present their report and audited financial statements of the Company for the year ended 31 March 2011. The directors' report has been prepared in accordance with special provision relating to small companies under Part 15 of the Companies Act 2006.

PRINCIPAL ACTIVITIES, BUSINESS REVIEW AND FUTURE DEVELOPMENTS

The company acts as a general partner of Quester Venture GP Partnership. Quester Venture GP Partnership is a limited partnership, which itself is the general partner of Quester Venture Partnership, which carries on the business of venture capital investment.

The profit after taxation for the year amounted to £213,459 (2010 loss: £75,136).

DIRECTORS

The directors of the Company who served throughout the year and subsequently (except where noted), are shown on page 1.

DIVIDENDS

No dividends on fixed rate preference shares were paid during the year (2010: nil).

CHARITABLE AND POLITICAL DONATIONS

The Company did not make any charitable or political donations in the current or prior year.

SUBSEQUENT EVENTS

There are no material events after the balance sheet date.

PROVISION OF INFORMATION TO AUDITOR

Each of the persons who is a director at the date of approval of this report confirms that:

- (1) so far as each of the directors is aware, there is no relevant audit information of which the company's auditor is unaware; and
- (2) each of the directors has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This statement is given and should be interpreted in accordance with the provision of S418 of the Companies Act 2006.



By Order of the Board
A D N Betton
Director
10 October 2011

Quester Venture GP Limited

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom accounting standards and applicable law); Under company law the directors must not approve the financial statements unless they are satisfied that they 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 these financial statements the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments 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 are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions, to 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.

Quester Venture GP Limited

INDEPENDENT AUDITOR'S REPORT
to the members of Quester Venture GP Limited

We have audited the financial statements of Quester Ventures GP Limited for the year ended 31 March 2011 which comprise the profit and loss account, the balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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.

Respective responsibilities of directors and auditor

As explained more fully in the directors' responsibilities statement, 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 Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on 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 March 2011 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on 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; or
- the directors were not entitled to take advantage of small companies exemptions in preparing the directors' report.

PKF (UK) LLP

Nick Whitaker (Senior Statutory Auditor)
for and on behalf of PKF (UK) LLP, Statutory Auditor
London

12 October 2011

Quester Venture GP Limited

PROFIT AND LOSS ACCOUNT
for the year ended 31 March 2011

Notes	2011 £	2010 £
1 TURNOVER	1,175,132	1,240,642
Administrative expenses	(952,262)	(1,100,248)
2 PROFIT ON OPERATING ACTIVITIES	222,870	140,394
Interest receivable and similar income	38	482
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	222,908	140,876
4 Tax on profit on ordinary activities	(9,449)	(216,012)
9 RETAINED PROFIT/(LOSS) FOR THE YEAR	213,459	(75,136)

The notes to these accounts form part of these financial statements.

All activities are derived from continuing operations.

There are no recognised gains or losses during the year other than as shown above. Consequently a statement of total recognised gains and losses has not been presented.

Quester Venture GP Limited
Reg. no. SC 220736

BALANCE SHEET
as at 31 March 2011

Notes	2011 £	2010 £
CURRENT ASSETS		
5 Debtors	1,462,361	1,216,332
Cash at bank and in hand	69,164	92,284
	<u>1,531,525</u>	<u>1,308,616</u>
6 CREDITORS: - amounts falling due within one year	(1,600)	(1,599)
NET CURRENT ASSETS	<u>1,529,925</u>	<u>1,307,017</u>
7 CREDITORS - amounts falling due after more than one year	(949,077)	(939,628)
TOTAL ASSETS LESS CURRENT LIABILITIES	<u>580,848</u>	<u>367,389</u>
 CAPITAL AND RESERVES		
8 Called up share capital	10,000	10,000
9 Profit and loss account	570,848	357,389
10 Equity shareholders' funds	<u>580,848</u>	<u>367,389</u>

The notes to these accounts form part of these financial statements.

The financial statements were approved and authorised for issue by the Board of Directors on 10 October 2011, and signed on its behalf by:



A D N Betton

Quester Venture GP Limited

NOTES TO THE ACCOUNTS
for the year ended 31 March 2011

1 ACCOUNTING POLICIES

The principal accounting policies are summarised below and have been applied consistently in the current and preceding year.

(a) BASIS OF ACCOUNTING

The financial statements are prepared under the historical cost convention and in accordance with applicable United Kingdom law and accounting standards.

(b) TURNOVER

Turnover represents the company's entitlement to priority profit share as general partner of QVP. In the absence of profits within QVP, a sum equivalent to the company's entitlement is advanced to the company as an interest-free limited recourse loan. Such advances are treated as income in the company's accounts in accordance with Financial Reporting Standard 5, "Reporting the substance of transactions".

(c) DEFERRED TAXATION

Deferred taxation is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

(d) CURRENT TAXATION

Current tax is provided at amounts expected to be paid or recovered using the tax rates and laws that have been enacted or substantially enacted at the Balance Sheet date.

(e) LIMITED PARTNERSHIPS

The company acts as the general partner of Quester Venture GP Partnership which is the general partner of a venture capital fund, Quester Venture Partnership. Quester Venture GP Partnership and Quester Venture Partnership are limited partnerships which, by virtue of the role of the general partner, are deemed to be subsidiary undertakings of the company under the provisions of the Companies Act 2006.

However, as the company is itself a subsidiary undertaking of an immediate parent undertaking established under the law of a member state of the EU, it is exempt from the requirement to prepare group accounts. The company is included in consolidated financial statements prepared by its ultimate parent undertaking Spark Ventures plc, which are drawn up to 31 March in the same financial year.

(f) GOING CONCERN

At the date of approval of these financial statements, the Company was in net assets and net current assets position. After considering the future plans and reasonable possible changes in trading performance of the Company, the directors have a reasonable expectation that the Company have adequate resources to continue in operational existence for the foreseeable future. Accordingly they continue to adopt the going concern basis in preparing the financial statements.

Quester Venture GP Limited

NOTES TO THE ACCOUNTS
for the year ended 31 March 2011

2 OPERATING PROFIT

Auditors' remuneration of £5,000 for the audit of the Company's annual accounts (2010: £5,000) has been borne by the parent company. The statutory auditors remuneration disclosure has been made in the group accounts of Spark Ventures plc.

3 EMPLOYEES AND DIRECTORS

In the current or prior years, the company had no employees and none of the directors received any remuneration from this company, nor had any interests in the share capital of the company.

4 TAXATION ON PROFIT ON ORDINARY ACTIVITIES	2011	2010
(a) Tax charge comprises:	£	£
Current tax:		
UK corporation tax on profits for the period	-	-
Adjustments in respect of prior periods	-	-
Total current tax (note (b))	-	-
Deferred tax:		
Origination and reversal of timing differences	9,449	39,445
Adjustment in respect of prior year	-	176,567
Tax of profit/(loss) on ordinary activities	9,449	216,012
(b) Factors affecting tax charge for the year:		
The tax assessed for the year is higher than the standard rate of corporation tax in the UK at 28%		
The differences are explained below:		
Profit on ordinary activities before taxation	222,908	140,876
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK at 28%	62,414	39,445
Effects of:		
Losses created in the period	266,623	307,934
Revenues not subject to corporation tax in the year	(329,037)	(347,379)
Current tax charge for the period (note (a))	-	-
PROVISION FOR DEFERRED TAX	2011	2010
	£	£
Priority profit share	(1,771,506)	(1,578,739)
Losses	822,429	639,111
Provision for deferred tax liability	(949,077)	(939,628)
Provision at start of period	(939,628)	(723,616)
Deferred tax charge in profit and loss account for period (note (a))	(9,449)	(216,012)
Provision at end of period	(949,077)	(939,628)

Quester Venture GP Limited

NOTES TO THE ACCOUNTS
for the year ended 31 March 2011

5 DEBTORS	2011 £	2010 £
Amounts owed by group companies	1,462,359	1,159,967
Other debtors	2	56,365
	<u>1,462,361</u>	<u>1,216,332</u>

Amount owed by group companies is interest free and repayable on demand.

6 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	2011 £	2010 £
Amounts owed to group companies	326	326
Other creditors	1,274	1,273
	<u>1,600</u>	<u>1,599</u>

Amount owed to group companies is interest free and repayable on demand.

7 CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	2011 £	2010 £
Deferred tax liability	949,077	939,628
	<u>949,077</u>	<u>939,628</u>

The deferred tax liability of £949,077 (2010: £939,628) arises from the receipt of interest free limited recourse loans paid in lieu of the company's entitlement to priority profit share from underlying limited partnerships and a deferred asset in respect of excess management expenses carried forward.

Quester Venture GP Limited

NOTES TO THE ACCOUNTS
for the year ended 31 March 2011

8 CALLED UP SHARE CAPITAL

	Number of shares	Nominal value £
Authorised, allotted, called up and fully paid: at 31 March 2010 and 31 March 2011		
£1 "A" ordinary shares	1,000	1,000
£1 "B" ordinary shares	2,480	2,480
£1 Fixed rate preference shares	6,520	6,520
	<u>10,000</u>	<u>10,000</u>

The "A" ordinary shareholders are entitled to 80% of any dividend declared and the "B" ordinary shareholders are entitled to 20% of any dividend declared. The "B" ordinary shareholders are not entitled to vote at any general meeting.

The fixed rate preference shares of £1 each have a fixed dividend entitlement of 5% per annum of the nominal value per share payable annually on 31 December in each year. The preference shareholders are not entitled to vote at any general meeting.

9 PROFIT AND LOSS ACCOUNT

	2011 £	2010 £
At 1 April	357,389	432,525
Retained profit for the year	213,459	(75,136)
Dividends paid on fixed rate preference shares	-	-
At 31 March	<u>570,848</u>	<u>357,389</u>

10 RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	2011 £	2010 £
Opening shareholders' funds	367,389	442,525
Total recognised gains relating to the year	213,459	(75,136)
Dividends paid on fixed rate preference shares	-	-
Closing shareholders' funds	<u>580,848</u>	<u>367,389</u>

11 PARENT UNDERTAKING

At the year end the ultimate parent company and controlling party of the company was SPARK Ventures plc, a company incorporated in Great Britain and registered in England and Wales. SPARK Ventures plc prepares group accounts and hence the company is exempt from the requirements to prepare consolidated accounts, and present a cash flow statement under FRS1. Copies of the group accounts are available from 33 Glasshouse Street, London W1B 5DG.

The company is a wholly owned subsidiary of SPARK Ventures plc and has therefore taken advantage of the exemption in Financial Reporting Standard No 8 from disclosing transactions with related parties that are part of the SPARK Ventures plc group or investees of the group.