

**Company Registration No. 2488264**

**Bell Pottinger Public Affairs Limited**

**Report and Financial Statements**

**31 December 2006**

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# **Bell Pottinger Public Affairs Limited**

## **Report and financial statements 2006**

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# **Bell Pottinger Public Affairs Limited**

## **Report and financial statements 2006**

### **Officers and professional advisers**

#### **Directors**

P Bingle  
J H Leece

#### **Secretary**

R E Davison

#### **Registered office**

14 Curzon Street  
London  
W1J 5HN

#### **Bankers**

National Westminster Bank Plc  
P O Box 4RY  
250 Regent Street  
London  
W1A 4RY

#### **Solicitors**

Slaughter and May  
1 Bunhill Row  
London  
EC1Y 8YY

#### **Auditors**

Deloitte & Touche LLP  
Chartered Accountants  
London

# **Bell Pottinger Public Affairs Limited**

## **Directors' report**

The directors present their report and the audited financial statements of the company for the year ended 31 December 2006. This directors' report has been prepared in accordance with the special provisions relating to small companies under section 246(4) of the Companies Act 1985.

### **Review of business and future developments**

The company is principally engaged in acting as government relations advisers and consultants and it is the intention of the directors that it should continue to do so.

### **Results and dividends**

The company's profit and loss account is set out on page 7 and shows a profit after taxation for the year of £712,010 (2005 (as restated) – £434,923). Dividends paid in the year amounted to £650,000 (2005 – £755,000).

### **Directors**

The directors of the company are set out on page 1.

### **Risk management**

The company's financial instruments comprise cash and various items such as trade debtors and trade creditors that arise directly from its operations.

It is, and has been throughout the period under review, the company's policy that no trade in financial instruments shall be undertaken.

The main risks arising from the company's financial instruments are credit risk, interest rate risk and liquidity risk. The policy for managing these risks, which have remained unchanged since 1 January 1999, is reviewed and agreed by the parent undertaking, Chime Communications plc ('Chime').

# **Bell Pottinger Public Affairs Limited**

## **Directors' report (continued)**

### **Risk management (continued)**

*Credit risk* The company's credit risk is primarily attributable to its trade debtors. The amounts presented in the balance sheet are net of allowances for doubtful receivables. An allowance for impairment is made where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows.

*Interest rate risk* cash deposits and loan drawdowns are pooled under Chime's banking facility and then are held either at variable rates of interest or at rates of interest fixed for periods of no longer than three months. The interest for the company is borne by another group company.

*Liquidity risk* The company operates under Chime's banking facility. On 7 June 2006, Chime agreed to committed facilities of £13 million until March 2009. Chime also has an uncommitted facility available of £2 million, which is reviewed on a rolling basis.

*Fair values of financial assets and financial liabilities* at 31 December 2006 there was no material difference between the fair value of financial assets and financial liabilities and their book value.

All monetary assets and liabilities are denominated in the same currency as the functional currency of the operations involved.

*Employee issues* Retention of key employees is considered to be a key priority.

### **Creditor payment terms**

The company's policy on suppliers is that they will be paid in accordance with agreed terms and conditions of trade on a regular basis.

The number of days outstanding between receipt of invoices and date of payment, calculated by reference to the amount owed to trade creditors at the year end as a proportion of the amounts invoiced by suppliers during the year, was 28 days in aggregate (2005 – 39 days).

# **Bell Pottinger Public Affairs Limited**

## **Directors' report (continued)**

### **Auditors**

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

- (1) so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- (2) the director 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 auditors are aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of s234ZA of the Companies Act 1985

On 11 April 1995 the shareholders of the company passed an elective resolution to dispense with the holding of Annual General Meetings, with the laying of reports and accounts before general meetings and to dispense with the obligation to appoint auditors annually. Therefore Deloitte & Touche LLP are deemed to continue as auditors

Approved by the Board of Directors  
and signed on behalf of the Board



J H Leece  
Director

30<sup>th</sup> October 2007

# **Bell Pottinger Public Affairs Limited**

## **Statement of directors' responsibilities**

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable laws 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). The financial statements are required by law to 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,
- state whether applicable accounting UK Accounting Standards have been followed, subject to material departures disclosed and explained in the financial statements, and
- 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 proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and 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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

## **Independent auditors' report to the members of Bell Pottinger Public Affairs Limited**

We have audited the financial statements of Bell Pottinger Public Affairs Limited for the year ended 31 December 2006 which comprise the profit and loss account, the reconciliation of movements in shareholders' funds, the balance sheet and the related notes 1 to 20. These financial statements have been prepared under 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**

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).

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 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.

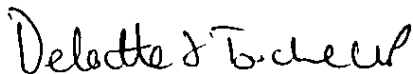


## **Independent auditors' report to the members of Bell Pottinger Public Affairs Limited (continued)**

### **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 the company's affairs as at 31 December 2006 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



**Deloitte & Touche LLP**  
Chartered Accountants and Registered Auditors  
London

30 Oct 2007

## Bell Pottinger Public Affairs Limited

### Profit and loss account Year ended 31 December 2006

	Notes	2006 £	2005 (restated*) £
Turnover	1	4,862,849	3,928,352
Cost of sales		(478,349)	(285,237)
Gross profit		4,384,500	3,643,115
Administrative expenses		(3,326,962)	(2,868,181)
Operating profit	2, 3	1,057,538	774,934
Other interest receivable and similar income	4	-	59
Profit on ordinary activities before taxation		1,057,538	774,993
Tax on profit on ordinary activities	5	(345,528)	(340,070)
Profit on ordinary activities after taxation		712,010	434,923
Dividends paid	6	(650,000)	(755,000)
Retained profit/(loss) for the financial year	13	62,010	(320,077)

\*see note 14

Turnover and operating profit relate to continuing operations

There are no other recognised gains or losses for the current or preceding financial years other than as stated in the profit and loss account. Accordingly, no statement of total recognised gains and losses is presented

## Bell Pottinger Public Affairs Limited

### Reconciliation of movements in shareholders' funds Year ended 31 December 2006

	Notes	2006 £	2005 (as restated*) £
Profit for the financial year		712,010	434,923
Dividends paid	6	(650,000)	(755,000)
Credit in relation to share based payments	16	9,943	11,379
<b>Net increase/(decrease) in shareholders' funds</b>		<b>71,953</b>	<b>(308,698)</b>
<b>Opening shareholders' funds</b>		<b>573</b>	<b>309,271</b>
<b>Closing shareholders' funds</b>		<b>72,526</b>	<b>573</b>

\*see note 14

# Bell Pottinger Public Affairs Limited

## Balance sheet 31 December 2006

	Notes	2006	2005 (as restated*)
		£	£
<b>Fixed assets</b>			
Tangible assets	7	59,185	77,327
		<u>59,185</u>	<u>77,327</u>
<b>Current assets</b>			
Work in progress		30,611	19,028
Debtors	8	1,762,618	1,249,510
Cash at bank and in hand		250	82,653
		<u>1,793,479</u>	<u>1,351,191</u>
<b>Creditors: amounts falling due within one year</b>	9	<u>(1,772,970)</u>	<u>(1,411,695)</u>
<b>Net current assets/(liabilities)</b>		<u>20,509</u>	<u>(60,504)</u>
<b>Total assets less current liabilities</b>		<u>79,694</u>	<u>16,823</u>
<b>Creditors: amounts falling due after more than one year</b>	10	(7,168)	(16,250)
<b>Net assets</b>		<u><u>72,526</u></u>	<u><u>573</u></u>
<b>Capital and reserves</b>			
Called up share capital	12	2	2
Share-based payment reserve	13,16	21,322	11,379
Profit and loss account	13	<u>51,202</u>	<u>(10,808)</u>
<b>Shareholders' funds</b>		<u><u>72,526</u></u>	<u><u>573</u></u>

\*see note 14

These financial statements were approved by the Board of Directors on 30 October 2007

Signed on behalf of the Board of Directors



J H Leece  
Director

# **Bell Pottinger Public Affairs Limited**

## **Notes to the financial statements Year ended 31 December 2006**

### **1 Accounting policies**

The financial statements are prepared in accordance with applicable United Kingdom generally accepted accounting practice. The particular accounting policies adopted by the directors are described below. They have all been applied consistently throughout the year and the preceding year.

#### **Accounting convention**

The financial statements are prepared under the historical cost convention.

#### **Turnover**

Turnover represents amounts receivable from clients, exclusive of value added tax, in respect of charges for fees, rechargeable expenses and commission. Turnover relates to the principal activity of the company, public affairs consultancy, which takes place principally in the United Kingdom.

Revenue is recognised when charges are made to clients. Fees are recognised over the period of the relevant assignments or agreements.

#### **Depreciation**

Depreciation is provided in equal instalments over the estimated useful lives of the assets using the following annual rates:

Short-term leasehold improvements	-	20%
Motor vehicles	-	16 $\frac{2}{3}$ %
Fixtures, fittings and equipment (including computer equipment)	-	25%

#### **Work in progress**

Work in progress is stated at the lower of invoiced cost and net realisable value, net of payments received on account. Cost represents work supplied from outside the group awaiting billing to clients at the year end.

#### **Pension costs**

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company and the group in an independently administered fund. The pension cost is the amount of contributions payable by the company to the fund in the accounting period.

#### **Taxation**

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

Deferred tax 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.

#### **Finance leases**

Assets held under finance leases and other similar contracts, which confer rights and obligations similar to those attached to owned assets, are capitalised as tangible fixed assets and are depreciated over their estimated useful economic lives. The capital elements of future lease obligations are recorded as liabilities, while the interest elements are charged to the profit and loss account over the period of the leases to produce a constant rate of charge on the balance of capital repayments outstanding. The interest charges are borne by another group company.

# **Bell Pottinger Public Affairs Limited**

## **Notes to the financial statements Year ended 31 December 2006**

### **1. Accounting policies (continued)**

#### **Share-based payments**

The company has applied the requirements of FRS 20 Share-based Payments. In accordance with the transitional provisions, FRS 20 has been applied to all grants of equity instruments after 7 November 2002 that were unvested as of 1 January 2005.

The parent company, Chime Communications plc ("Chime"), issues equity-settled share-based payments to certain employees. Equity-settled share-based payments are measured at fair value at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the group's estimate of shares that will eventually vest and adjusted for the effect of non-market based vesting conditions.

Fair value is measured for all schemes with market-based conditions by use of the Monte Carlo model. For all other schemes, fair value is measured by use of the Black-Scholes model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

A liability equal to the portion of the goods or services received is recognised at the current fair value determined at each balance sheet date for cash-settled share-based payments.

Chime also provides employees with the ability to purchase the group's ordinary shares at 80% of the current market value. The group records an expense, based on its estimate of the 20% discount related to shares expected to vest on a straight-line basis over the vesting period.

# Bell Pottinger Public Affairs Limited

## Notes to the financial statements Year ended 31 December 2006

### 2. Directors' emoluments and employee remuneration

	2006 £	2005 £
The aggregate emoluments of the directors were		
Aggregate emoluments excluding pension contributions	298,906	264,275
Pension contributions	20,000	18,000
	<u>318,906</u>	<u>282,275</u>
The emoluments of the highest paid director were		
Aggregate emoluments excluding pension contributions	298,906	264,275
Pension contributions	20,000	18,000
	<u>318,906</u>	<u>282,275</u>

One director (2005 – one) has retirement benefits accruing under a personal pension scheme

One director (2005 - nil) exercised share options in Chime Communications plc during the year

	2006 £	2005 £
Employee costs, including those of the directors, were as follows		
Wages and salaries	1,716,004	1,557,593
Social security costs	241,065	201,440
Other pension costs	68,419	67,091
Costs of share options granted to directors and employees	9,943	11,379
	<u>2,035,431</u>	<u>1,837,503</u>

	No.	No.
Average number of persons employed during the year		
Consultancy	25	25
Administration	1	1
	<u>26</u>	<u>26</u>

### 3. Operating profit

	2006 £	2005 £
Operating profit is stated after charging		
Depreciation of owned tangible fixed assets	14,051	20,139
Depreciation of assets held under finance leases	4,942	2,471
Auditors' remuneration – audit services	7,500	7,000
Other fees paid to auditors- tax services	3,182	2,198
Loss on disposal of fixed assets	-	1,408
	<u></u>	<u></u>

# Bell Pottinger Public Affairs Limited

## Notes to the financial statements Year ended 31 December 2006

### 4. Other interest receivable and similar income

	2006 £	2005 £
Other interest	-	59

### 5. Tax on profit on ordinary activities

#### *Analysis of tax charge on ordinary activities*

	2006 £	2005 £
UK Corporation tax at 30% (2005 – 30%) based on profit for the year	360,533	279,164
Adjustment in respect of prior years	(10,402)	54,675
Deferred taxation		
Origination and reversal of timing differences	(1,413)	5,951
Adjustments in respect of prior years	(3,190)	280
	<u>345,528</u>	<u>340,070</u>

#### *Factors affecting tax charge*

	2006 %	2005 %
Standard tax rate for period as a percentage of profits	30	30
Effects of		
Expenses not deductible for tax purposes	4	6
Capital allowances in excess of depreciation	-	(1)
Prior period adjustments	(1)	7
	<u>33</u>	<u>42</u>

### 6. Dividends paid

	2006 £	2005 £
Final paid dividend £325,000 per ordinary share (2005 £377,500)	<u>650,000</u>	<u>755,000</u>



# Bell Pottinger Public Affairs Limited

## Notes to the financial statements Year ended 31 December 2006

### 7. Tangible fixed assets

	Short-term leasehold improve- ments £	Motor vehicles £	Fixtures, fittings and equipment £	Total £
<b>Cost</b>				
At 1 January 2006	2,810	62,583	54,081	119,474
Additions	-	-	1,533	1,533
Disposals	-	-	(799)	(799)
At 31 December 2006	2,810	62,583	54,815	120,208
<b>Depreciation</b>				
At 1 January 2006	94	8,802	33,251	42,147
Charge for the year	562	10,437	7,994	18,993
On disposals	-	-	(117)	(117)
At 31 December 2006	656	19,239	41,128	61,023
<b>Net book value</b>				
At 31 December 2006	2,154	43,344	13,687	59,185
At 31 December 2005	2,716	53,781	20,830	77,327

The net book value of fixed assets under finance lease was £21,824 (2005 £28,165)

# Bell Pottinger Public Affairs Limited

## Notes to the financial statements Year ended 31 December 2006

### 8. Debtors

	2006 £	2005 £
Trade debtors	1,637,447	1,099,032
Amounts owed by group undertakings	39,774	28,660
Deferred tax asset	19,905	15,302
Other debtors	4,013	4,767
Prepayments and accrued income	61,479	101,749
	<u>1,762,618</u>	<u>1,249,510</u>

#### *Movement on deferred tax asset in the year*

	2006 £	2005 £
At 1 January	15,302	21,533
Credit/(charge) to profit and loss account	4,603	(6,231)
At 31 December	<u>19,905</u>	<u>15,302</u>

#### *An analysis of the deferred tax asset is given below*

	2006 £	2005 £
Capital allowances in excess of depreciation	13,950	15,302
Share based payments	5,955	-
At 31 December	<u>19,905</u>	<u>15,302</u>

### 9 Creditors: amounts falling due within one year

	2006 £	2005 £
Bank overdraft	146,739	-
Obligations under finance leases	9,083	8,529
Trade creditors	67,244	77,095
Amounts owed to group undertakings	332,964	395,124
Corporation tax	389,587	312,164
Social Security creditor	56,170	56,727
Other creditors	203,004	157,166
Accruals and deferred income	568,179	404,890
	<u>1,772,970</u>	<u>1,411,695</u>

# Bell Pottinger Public Affairs Limited

## Notes to the financial statements Year ended 31 December 2006

### 10. Creditors: amounts falling due after more than one year

	2006 £	2005 £
Obligations under finance leases	<u>7,168</u>	<u>16,250</u>

### 11. Obligations under finance leases

	Minimum lease payments 2006 £	Present value of lease payments 2006 £	Minimum lease payments 2005 £	Present value of lease payments 2005 £
Amounts payable under finance leases				
Within one year	9,783	9,083	9,842	8,529
Between one and two years	7,312	7,168	9,712	9,082
Between two and three years	-	-	7,259	7,168
	<u>17,095</u>	<u>16,251</u>	<u>26,813</u>	<u>24,779</u>
Less future finance charges	(844)	-	(2,034)	-
	<u>16,251</u>	<u>16,251</u>	<u>24,779</u>	<u>24,779</u>
Less Amount due for settlement within 12 months (shown under current liabilities)		(9,083)		(8,529)
Amount due for settlement after 12 months		<u>7,168</u>		<u>16,250</u>

It is the company's policy to lease certain of its motor vehicles, fixtures, fittings and equipment under finance leases. The lease term is three years. The finance lease bears interest at variable rate of 1.4% above base rate.

All lease obligations are denominated in sterling.

The fair value of the company's lease obligations approximates their carrying amount.

The company's obligations under finance leases are secured by the lessors' charges over the leased assets.

### 12. Called up share capital

	2006 £	2005 £
<b>Authorised:</b>		
100 ordinary shares of £1 each	<u>100</u>	<u>100</u>
<b>Allotted, called up and fully paid:</b>		
2 ordinary shares of £1 each	<u>2</u>	<u>2</u>

# Bell Pottinger Public Affairs Limited

## Notes to the financial statements Year ended 31 December 2006

### 13. Statement of movements on reserves

	Share based payments reserve (restated*) £	Profit and loss account (restated*) £
At 1 January 2006	11,379	(10,808)
Retained profit for the year	-	62,010
Credit in relation to share based payments (see note 16)	9,943	-
At 31 December 2006	<u>21,322</u>	<u>51,202</u>

\*see note 14

### 14. Restatement of comparatives

The 2005 comparatives have been restated as follows

	Share based payments reserve £	Profit and loss account £
At 31 December 2005 as previously disclosed	-	571
Credit in relation to share based payments	11,379	(11,379)
At 31 December 2005 as restated	<u>11,379</u>	<u>(10,808)</u>

In the year the company was required to adopt FRS 20 share-based payments. This is a change in accounting policy and accordingly prior year comparatives have been restated. The effect on the current and prior year is disclosed above and in note 16.

### 15. Pension scheme

The company makes contributions to the group's defined contribution scheme. The assets of the scheme are held separately from those of the company and the group and the scheme is independently administered. The amount charged in the profit and loss account for the year ended 31 December 2006 amounted to £48,419 (2005 – £49,091). In addition, contributions of £20,000 (2005 – £18,000) were made to the personal pension schemes of employees.

# Bell Pottinger Public Affairs Limited

## Notes to the financial statements Year ended 31 December 2006

### 16. Share based payments

#### Equity-settled share option plan

Chime Communications plc operates three share plans for the benefit of the employees of the company, an executive share option scheme, an employee savings related scheme and, a deferred share scheme

The exercise price of the options granted under the executive share option scheme is equal to the market value of the company's shares at the time when the options are granted. The vesting period is generally three years but if they are special options they are five years. If the options remain unexercised after a period of 10 years from the date of grant, the options expire. Furthermore, options are forfeited if the employee leaves the group before the options vest. All executive options granted from November 1997 (other than special executive options) are subject to performance criteria as set out in the report to the shareholders on directors' remuneration in the Group annual report.

The exercise price of the options granted under the employee savings related scheme is 80% of the market value at the date of offer. The vesting period is five years, if the options remain unexercised six months after this date, the options expire. Furthermore, the options are forfeited if the employee leaves the group before the options vest.

Under the deferred share scheme, restricted shares are awarded to employees at nil cost to the employee. The vesting period is three years from the date of award. If the employee leaves the group before vesting then the restricted shares are forfeit. The employee receives the dividend on the shares during the vesting period.

#### Share Options

	2006		2005	
	Options	Weighted average exercise price (in £)	Options	Weighted average exercise price (in £)
Outstanding at beginning of year	462,767	0.302	391,639	0.313
Granted during the year	61,513	0.335	136,565	0.275
Transfer to other group company	-	-	-	-
Lapsed during the year	(137,678)	0.309	(65,437)	0.315
Exercised during the year	(50,000)	0.155	-	-
Outstanding at the end of the year	<u>336,602</u>	<u>0.327</u>	<u>462,767</u>	<u>0.302</u>
Exercisable at the end of the year	40,000		-	

The weighted average share price at the date of exercise for share options exercised during the year was £0.36 (2005 - £nil). The options outstanding at 31 December 2006 had a weighted average exercise price of £0.327 (2005 - £0.302), and a weighted average remaining contractual life of 2,416 days (2005 - 2,776 days). In 2006 options were granted on 5 May, the aggregate of the estimated fair values of the options granted on that date is £3,712. In 2005 options were granted on 19 April and 13 May, the aggregate of the estimated fair values of the options granted on those dates is £4,773.

# Bell Pottinger Public Affairs Limited

## Notes to the financial statements Year ended 31 December 2006

### 16 Share based payments (continued)

The fair value was calculated using the Black-Scholes model (2005 – Black-Scholes and Monte Carlo)  
In valuing the options, the following assumptions were used

	2006	2005
Weighted average share price	£0 415	£0 285
Weighted average exercise price	£0 335	£0 275
Expected volatility	35%	35%
Expected life – executive scheme	-	3 years
Expected life – savings related scheme	5 years	5 years
Risk-free rate	4.50%	4.06%
Dividend yield	1.89%	1.89%

Expected volatility was determined by calculating the historical volatility of the group's share price over the previous two years. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

#### *Deferred Shares*

	2006 Deferred Shares	2005 Deferred Shares
Outstanding at beginning of year	-	-
Awarded during the year	46,500	-
Outstanding at the end of the year	46,500	-

The restricted shares were awarded on 25 May 2006, the share price at the date of award was £0.391 (2005 - £nil). The remaining contractual life is 876 days (2005 – nil). The estimated fair values of the restricted shares awarded is £14,573 (2005 - £nil).

The fair value was calculated with reference to the share price at the date of award.

The company recognised total expenses of £9,943 and £11,379 related to equity-settled share-based payment transactions in 2006 and 2005 respectively.

### 17. Contingent liabilities

The company, together with the ultimate parent company and certain other companies in the Chime Communications plc group, has given an unlimited cross-guarantee in favour of its bankers.

### 18. Controlling parties

The ultimate parent company, controlling party and the parent undertaking of the largest group for which the group accounts are prepared and of which the company is a member is Chime Communications plc, which is incorporated in Great Britain. Copies of its financial statements are available from Companies House, Crown Way, Mandy, Cardiff CF14 3UZ. The company's immediate parent undertaking and its immediate controlling party is Bell Pottinger Consultants Limited, incorporated in Great Britain. Chime Communications plc is the smallest and largest group to consolidate these financial statements.

## **Bell Pottinger Public Affairs Limited**

### **Notes to the financial statements** **Year ended 31 December 2006**

**19. Related party transactions**

The company has taken advantage of the exemption granted under paragraph 3(c) of FRS 8 and has not disclosed details of transactions with group companies qualifying as related parties

**20. Cash flow statement**

Under the provisions of FRS 1, the company is exempt from the requirement to produce a cash flow statement on the grounds that it is a wholly owned subsidiary of a parent undertaking which has produced a cash flow statement in its consolidated accounts