

**COLT Telecommunications  
Nominees Limited**

**Annual Report**

**For the year ended 31 December 2004**

Registered no: 4404461



# COLT Telecommunications Nominees Limited

## Directors' report For the year ended 31 December 2004

The Directors present the report and financial statements of the Company for the year ended 31 December 2004.

### Principal activity and review of business

The Company has not traded on its own account during the period and, in the opinion of the Directors, this situation is unlikely to change in the foreseeable future. Therefore, the Company has no material recognised gains and losses. Hence no profit or loss account and separate statement of total recognised gains and losses have been presented.

### Directors

The Directors of the Company who held office during the year were:

M Jenkins (resigned 31 January 2004)  
M Sharif (appointed Director and Company Secretary 31 January 2004)  
G Small (resigned 26 August 2004)  
P Smee (appointed 26 August 2004)

No Director had any interests in the Company at 31 December 2004. The interests of the Directors who held office at the end of the financial year in COLT Telecom Group plc, the ultimate parent company, were as follows:

Ordinary shares:	At 1 January *	At 31 December
P Smee	7,860	7,860
Share options:		
M Sharif	50,000	90,000
P Smee	80,000	80,000

\* Or date of appointment if later

During the year, 40,000 share options were awarded to M Sharif.

# COLT Telecommunications Nominees Limited

## Directors' report For the year ended 31 December 2004

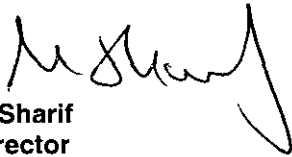
### Statement of Directors' responsibilities

Company law requires the Directors to prepare financial statements for each financial year that 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. The Directors are required to 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 suitable accounting policies have been used and applied consistently. They also confirm that reasonable and prudent judgements and estimates have been made in preparing the financial statements for the year ended 31 December 2004 and that applicable accounting standards have been followed.

The Directors are responsible for keeping proper accounting records that 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.

By order of the board



M Sharif  
Director

Date: 28 April 2005

# COLT Telecommunications Nominees Limited

## Balance sheet As at 31 December

	Notes	2004 £	2003 £
<b>Fixed assets</b>			
Investment	2	1	1
<b>Current assets</b>			
Called up share capital not paid		2	2
Total assets		<u>3</u>	<u>3</u>
<b>Capital and reserves</b>			
Called up share capital	3	2	2
<b>Creditors</b>			
Amounts falling due after more than one year	4	1	1
Total liabilities, capital and reserves		<u>3</u>	<u>3</u>

For the year ended 31 December 2004 the Company was entitled to exemption under section 249AA(1) of the Companies Act 1985.

Members have not required the Company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985.

The directors acknowledge their responsibility for:

- ensuring the Company keeps accounting records which comply with section 221; and
- preparing accounts which give a true and fair view of the state of affairs of the Company as at the end of the financial year, and of its profit or loss of the financial year, in accordance with the requirements of section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the Company.

The accounts have been prepared in accordance with special provisions in Part VII of the Companies Act 1985 relating to small companies.

Approved by the board of directors on  
and were signed on their behalf by:



M Sharif  
Director

28 April 2005

# COLT Telecommunications Nominees Limited

## Notes to the financial statements For the year ended 31 December 2004

### 1. Principal accounting policies

These financial statements are prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 1985 and in accordance with applicable Accounting Standards in the United Kingdom. The principal accounting policies are set out below.

#### Investments

The Company's investments are stated at cost less provision for impairment in value.

#### Related party disclosures

The Company has taken advantage of the exemption provided by FRS 8 for subsidiary undertakings of which 90% or more of the voting rights are controlled within the group of the ultimate parent which publishes its consolidated financial statements and has not disclosed transactions with other group companies.

#### Cash flow statements

The Company has taken advantage of the exemption offered by FRS 1 (Revised) and has not produced a cash flow statement as it is a more than 90% owned subsidiary of a parent publishing consolidated financial statements.

### 2. Fixed asset investments

Cost	£
At 1 January and 31 December	<u>1</u>

Details of the Company's interests in fixed asset investments as at 31 December 2004 are set out below.

Name of undertaking	Country of incorporation or registration	Description of shares held	Proportion of nominal value of issue shares held	Activity
COLT Telecommunications	England and Wales	"A" Ordinary shares of 2p and £1 preference shares.	1%	Telecommunications services provider

### 3. Called up share capital

	31 December 2004 £	31 December 2003 £
Authorised 100 Ordinary shares of £1 each	<u>100</u>	<u>100</u>
Allotted, called up and unpaid 2 Ordinary shares of £1 each	<u>2</u>	<u>2</u>

# COLT Telecommunications Nominees Limited

## Notes to the financial statements For the year ended 31 December 2004

### 4. Creditors

	2004 £	2003 £
Amounts owed to ultimate parent	<u>1</u>	<u>1</u>

### 5. Ultimate parent company and controlling party

The immediate parent undertaking is COLT Telecom Limited. The ultimate parent company and controlling party is COLT Telecom Group plc, a company registered in England and Wales. COLT Telecom Group plc is the parent undertaking of the largest and smallest group to consolidate these accounts.

Copies of COLT Telecom Group plc's consolidated financial statements are available from the Company's registered address at Beaufort House, 15 St. Botolph Street, London EC3A 7QN.