

POLLSHARE PLC

(Company Number 2402547)

Report and Financial Statements

Year ended

31 December 2008

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POLLSHARE PLC

Annual Report and Financial Statements for the year ended 31 December 2008

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Directors

A M Hay
P L Hay
R M Ross
M G Crowther
V P Bellanti
D W Miller

Secretary and registered office

V P Bellanti
Norman Hay plc
Godiva Place
Coventry
CV1 5PN

Company number

2402547

Auditors

BDO Stoy Hayward LLP
125 Colmore Row
Birmingham
B3 3SD

POLLSHARE PLC

Report of the Directors for the year ended 31 December 2008

The directors present their report together with the audited financial statements for the year ended 31 December 2008.

Principal activities

The Company has not traded during the year and accordingly no profit and loss account has been prepared.

Directors

The directors of the company during the year were:

A M Hay
P L Hay
R M Ross
M G Crowther
V P Bellanti
D W Miller

Directors' responsibilities

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice.

Company law requires the directors to prepare financial statements 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 year. 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; and
- prepare the financial statements on a going concern basis unless it is inappropriate to presume that the business will continue in business

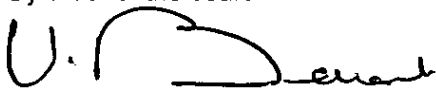
The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Auditors

All of the current Directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the Company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The Directors are not aware of any relevant audit information of which the auditors are unaware.

BDO Stoy Hayward LLP have expressed their willingness to continue in office and a resolution to re-appoint them will be proposed at the forthcoming Annual General Meeting.

By order of the board



V P Bellanti

Director
22 July 2009

POLLSHARE PLC

Report of the independent auditors

Independent Auditor's Report To The Shareholders of Pollshare plc

We have audited the financial statements of Pollshare plc for the year ended 31 December 2008, which comprise 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).

We report to you our opinion as to whether the financial statements give a true and fair view and have been properly prepared in accordance with the Companies Act 1985 and whether the information given in the Directors' Report is consistent with those financial statements. We also 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.

Our report has been prepared pursuant to the requirements of the Companies Act 1985 and for no other purpose. No person is entitled to rely on this report unless such a person is a person entitled to rely upon this report by virtue of and for the purpose of the Companies Act 1985 or has been expressly authorised to do so by our prior written consent. Save as above, we do not accept responsibility for this report to any other person or for any other purpose and we hereby expressly disclaim any and all such liability.

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.

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 2008;
- 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.



BDO Stoy Hayward LLP
Chartered Accountants and Registered Auditors
Birmingham

28/1/09

POLLSHARE PLC

Balance sheet at 31 December 2008

| | Note | 2008 £'000 | 2007 £'000 |
|-----------------------------|------|---------------|---------------|
| Current assets | | | |
| Debtors | 2 | <u>5,100</u> | <u>5,100</u> |
| Capital and reserves | | | |
| Called up share capital | 3 | 6,000 | 6,000 |
| Profit and loss account | | <u>(900)</u> | <u>(900)</u> |
| Shareholders' funds | | <u>5,100</u> | <u>5,100</u> |

The financial statements were approved and authorised for issue by the Board.



V P Bellanti
Director
22 July 2009

The notes on page 5 form part of these financial statements.

POLLSHARE PLC

Notes forming part of the financial statements for the year ended 31 December 2008

1 Accounting policies

The financial statements have been prepared under the historical cost convention and are in accordance with applicable accounting standards.

2 Debtors

| | <u>2008</u> <u>£'000</u> | <u>2007</u> <u>£'000</u> |
|---------------------------------|-----------------------------|-----------------------------|
| Amounts due from parent company | <u>5,100</u> | <u>5,100</u> |

All amounts shown under debtors fall due for payment within one year.

3 Share capital

| | <u>2008</u> <u>£'000</u> | <u>2007</u> <u>£'000</u> |
|--|-----------------------------|-----------------------------|
| Authorised, issued and fully paid : Ordinary shares of £1 each | <u>6,000</u> | <u>6,000</u> |

4 Contingent liability

The company has given cross guarantees in respect of bank borrowings of other group companies. At 31 December 2008 the amount of bank loans and overdrafts outstanding in respect thereof was £3,571,000 (2007 : £3,108,000).

The company is jointly and severally liable for VAT together with other group companies. At 31 December 2008 the VAT liability of other companies in that VAT group was £232,000 (2007 : £143,000).

5 Cash flow statement

As a wholly owned subsidiary the company has taken advantage of the exemption provided by Financial Reporting Standard 1 not to present a cash flow statement in respect of the year. The accounts of the ultimate parent company, Norman Hay plc, incorporate a cash flow statement prepared in accordance with that Standard.

6 Ultimate parent company

The ultimate parent company is Norman Hay plc, which prepares group accounts available from the registered office at Godiva Place, Coventry, CV1 5PN.