

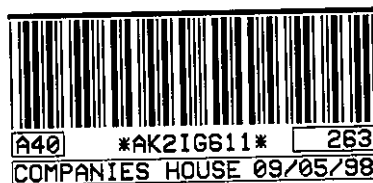
# **GOLDFISH MANAGEMENT LIMITED**

## **Annual Report & Accounts**

**for the period ended**

**31 December 1997**

**Registered No: 3226380**



# **GOLDFISH MANAGEMENT LIMITED**

## **Annual Report and Accounts**

**for the period ended**

**31 December 1997**

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# GOLDFISH MANAGEMENT LIMITED

## Directors' Report for the period ended 31 December 1997

The Directors present their report and financial statements for the period from 12 July 1996 to 31 December 1997.

### Principal Activities

The Company did not trade during the period.

### Financial Results and Dividends

The financial results are set out on pages 4 to 6. The Directors do not recommend the payment of a dividend.

### Directors

The Directors who served during the period covered by this report are:-

<u>Name</u>	<u>Date Appointed</u>
M S Clare	02 June 1997
I G Dawson	02 June 1997
L E Caldwell	12 November 1997

The following changes in directors have occurred since 12 July 1996:-

<u>Name</u>	<u>Date Appointed</u>	<u>Date Resigned</u>
M J C Parsons	19 September 1996	02 June 1997
J M Kent	19 September 1996	14 March 1997
K F Nelson	19 September 1996	02 June 1997
M R Alexander	19 September 1996	02 June 1997

### Director's Interests

At no time during the year did any Director still holding office on 31 December 1997 have any beneficial interest in the shares of the Company or any other company within the Group except for the interests in the shares of the ultimate parent company, Centrica plc, as stated below:-

<u>Name</u>	<u>Beneficial Holdings</u>	
	<u>Date of Appointment</u>	<u>31 December 1997</u>
M S Clare	25,471	25,471
I G Dawson	10,000	10,000
L E Caldwell	Nil	Nil

<u>Name</u>	<u>Date of Appointment</u>	<u>Sharesave Scheme</u>		<u>At 31 December 1997</u>
		<u>Granted</u>	<u>Exercised</u>	
M S Clare	37,176	Nil	Nil	37,176
I G Dawson	21,012	Nil	Nil	21,012
L E Caldwell	Nil	Nil	Nil	Nil

# GOLDFISH MANAGEMENT LIMITED

## Directors' Report for the period ended 31 December 1997 (continued)

### Directors' Interests (continued)

Options to purchase fully paid ordinary shares were granted under the Long Term Incentive and Executive Share Option Schemes as follows:

<u>Long Term Incentive Scheme</u>				
<u>Name</u>	<u>Date of Appointment</u>	<u>Granted</u>	<u>Exercised</u>	<u>At 31 December 1997</u>
M S Clare	329,308	205,184	Nil	534,492
I G Dawson	193,524	140,389	Nil	333,913
L E Caldwell	Nil	Nil	Nil	Nil

<u>Executive Share Option Scheme</u>				
<u>Name</u>	<u>Date of Appointment</u>	<u>Granted</u>	<u>Exercised</u>	<u>At 31 December 1997</u>
M S Clare	177,645	Nil	Nil	177,645
I G Dawson	Nil	Nil	Nil	Nil
L E Caldwell	Nil	Nil	Nil	Nil

All options were granted under the terms of the ultimate parent company's Long Term Incentive Scheme or Executive Share Option Scheme, details of which are given in that company's report and accounts for the year ended 31 December 1997.

### Directors Insurance

The Company has through its ultimate parent company, Centrica plc, maintained insurance for the Directors in respect of their duties as Directors of the Company.

### Share Capital

Details of issued and authorised share capital are set out in note 4 on page 6.

### Auditors

As the Company is dormant within the meaning of Section 250 of the Companies Act 1985 a special resolution was passed on 17 October 1997 whereby the company became exempt from the obligation to appoint auditors as required by Section 384 of that Act.

### By Order of the Board



**Lucy Elizabeth Caldwell**  
**Company Secretary**

**Date:** 27/4/98

### Registered Office:

Charter Court  
50 Windsor Road  
Slough  
Berkshire  
SL1 2HA

Registered in England  
No: 3226380

# **GOLDFISH MANAGEMENT LIMITED**

## **Statement of Directors' Responsibilities**

The Directors are required by UK company law to prepare financial statements for each financial year 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 the profit and loss for that period.

In preparing the financial statements, appropriate accounting policies have been used and applied consistently. Reasonable and prudent judgements and estimates have been made and applicable accounting standards have been followed.

The Directors are responsible for maintaining adequate accounting records, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

## **GOLDFISH MANAGEMENT LIMITED**

### **Profit and Loss Account for the period ended 31 December 1997**

The Company has not traded during the period ended 31 December 1997 and has received no income and incurred no expenditure. Consequently, during the period the Company has made neither a profit nor a loss.

The accompanying notes on page 6 form part of these accounts.

# **GOLDFISH MANAGEMENT LIMITED**

## **Balance Sheet at 31 December 1997**

	<b>Notes</b>	<b>12.07.96</b> <b>£</b>	<b>31.12.97</b> <b>£</b>
<b>CURRENT ASSETS</b>			
Debtors (amount falling due within 1 year)	4	2	2
		—	—
<b>CAPITAL AND RESERVES</b>			
Called up share capital	5	2	2
		—	—

The Company is exempt under Section 250 of the Companies Act 1985 from the obligation to appoint auditors and entitled to claim the exemption afforded to small companies under Section 246 of the said Act.

The Company was dormant within the meaning of Section 250 of the Companies Act 1985 throughout the period from 12 July 1996 to 31 December 1997.

**Approved by the Board on 27th April 1998 and signed on its behalf by:-**



**I G Dawson**  
**Director**

**Date:** 27th April 1998

The accompanying notes on page 6 form part of these accounts.

# **GOLDFISH MANAGEMENT LIMITED**

## **Notes to the Accounts - 31 December 1997**

### **1 Ownership**

Goldfish Management Limited is a wholly owned subsidiary undertaking of GB Gas Holdings Limited. At the balance sheet date GB Gas Holdings Limited was a wholly owned subsidiary of Centrica plc, the ultimate parent company at that date. The company has not traded since incorporation and any incidental expenses are borne by the ultimate parent.

### **2 Basis of Accounting**

The accounts have been prepared under historical cost accounting convention and in accordance with applicable Accounting Standards.

### **3 Directors' Emoluments and Employees**

No director received emoluments in respect of his services to the Company during the year. The Company had no employees during the year.

<b>4 Debtors</b> (amounts falling due within one year)	<b>12.07.96</b>	<b>31.12.97</b>
	<b>£</b>	<b>£</b>
Amounts owed by group undertakings	2	2
	—	—

<b>5 Share Capital</b>	<b>12.07.96</b>	<b>31.12.97</b>
	<b>£</b>	<b>£</b>
<b>Authorised</b>		
100 ordinary shares of £1 each	100	100
	—	—
<b>Issued, Allotted and Fully Paid</b>		
1 ordinary share of £1 each	2	2
	—	—

### **6 Ultimate Parent Company**

As at 31 December 1997 the Company was an indirect wholly owned subsidiary undertaking of Centrica plc. Centrica plc is the ultimate parent company and the only group company to consolidate the accounts of the Company. Copies of the Annual Report and Accounts of Centrica plc may be obtained from the Company Secretary, Centrica plc, Charter Court, 50 Windsor Road, Slough, Berkshire, SL1 2HA.