

**BARING ENGLISH GROWTH FUND GP (SOUTH)
LIMITED**

REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED

31 DECEMBER 2003

ING  GROUP

REGISTERED NUMBER 3858677



BARING ENGLISH GROWTH FUND GP (SOUTH) LIMITED

REPORT OF THE DIRECTORS

Directors who held office for the year ended 31st December 2003

J. G. Morton

C. K. B. Brochie (Resigned 15th January 2004)

Registered Office: 33 Cavendish Square, London, W1G 0BQ

The Directors present their report together with the financial statements of the company for the year ended 31st December 2003.

ACTIVITY

The business of the company is, and will continue to be that of the General Partner for The Baring English Growth Fund (South) LP.

As a result of changes to the group structure currently under discussion, it is anticipated that there will be a restructuring of the company's operations during 2004.

RESULTS FOR THE YEAR

The Company profit for the year on ordinary activities amounted to £Nil. The carried forward reserves at 31st December amount to £Nil. The directors recommend that no dividend should be paid for the year ended 31st December 2003.

DIRECTORS

The Directors who held office for the year are shown above.

BARING ENGLISH GROWTH FUND GP (SOUTH) LIMITED

REPORT OF THE DIRECTORS' (continued)

DIRECTORS' RESPONSIBILITIES

The directors are required by 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 or loss for that period.

The directors confirm that suitable accounting policies have been used and applied consistently and reasonable and prudent judgements and estimates have been made in the preparation of the financial statements for the year ended 31st December 2003. The directors also confirm that applicable accounting standards have been followed subject to any material departures disclosed and explained in the financial statements, and that the financial statements have been prepared on a going concern basis.

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 have general responsibility for taking reasonable steps to safeguard the assets of the company, and to prevent and detect fraud and other irregularities.


DIRECTORS' INTERESTS

No director held any interest in the shares of the company at 1st January 2003 or at 31st December 2003.

AUDITORS

In accordance with section 384 of the Companies Act 1985, a resolution for the re-appointment of KPMG Audit Plc as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

BY ORDER OF THE BOARD


D.S. Huckfield
Secretary

London

15/4/2004

BARING ENGLISH GROWTH FUND GP (SOUTH) LIMITED

INDEPENDENT AUDITORS REPORT

TO THE MEMBERS OF BARING ENGLISH GROWTH FUND GP (SOUTH) LIMITED

We have audited the financial statements on pages 5 to 9.

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 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 opinion we have formed.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

The directors are responsible for preparing the directors' report and, as described on page 3, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

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 if, in our opinion, the directors' report is not consistent with the financial statements, if 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 transactions with the company is not disclosed.

BASIS OF AUDIT OPINION

We conducted our audit in accordance with Auditing Standards 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 consider 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 of the state of affairs of the company at 31st December 2003 and of the result of the company for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG Audit Plc
Chartered Accountants
Registered Auditors

KPMG Audit Plc

8 Salisbury Square, London, EC4Y

15 April 2004

BARING ENGLISH GROWTH FUND GP (SOUTH) LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST DECEMBER 2003

		2003	2002
		£	£
Turnover	1	593,052	577,658
Administration expenses	4	(593,052)	(577,658)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		-	-
Taxation on profit on ordinary activities		-	-
RETAINED PROFIT FOR THE YEAR.		-	-

The company has no other recognised gains or losses and therefore no separate statement of total recognised gains and losses has been presented.

There is no difference between the profit on ordinary activities before taxation and the retained profit for the year stated above, and their historical cost equivalents.

A reconciliation of the movement in shareholders' funds is shown in note 8.

The notes on pages 7 to 9 form part of these financial statements.

All the company's trading and results are in respect of continuing activities.


BARING ENGLISH GROWTH FUND GP (SOUTH) LIMITED**BALANCE SHEET AT 31ST DECEMBER 2003**

	Note	2003 £	2002 £
CURRENT ASSETS			
Debtors: Amounts falling due within one year			
Amounts owed by fellow group undertakings	5	54,482	49,250
Prepayments and accrued income		95,810	96,739
		<u>150,292</u>	<u>145,989</u>
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR			
Accruals and deferred income		(150,290)	(145,987)
		<u>(150,290)</u>	<u>(145,987)</u>
NET ASSETS		<u>2</u>	<u>2</u>
CAPITAL AND RESERVES			
Share Capital	6	2	2
Profit and Loss Account	7	-	-
Equity shareholders funds	8	<u>2</u>	<u>2</u>

The financial statements were approved by the board on

15/4/04

and signed on its behalf by:



J. G. Morton

Director

The notes on pages 7 to 9 form part of these financial statements.

BARING ENGLISH GROWTH FUND GP (SOUTH) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2003

1. ACCOUNTING POLICIES

a) BASIS OF ACCOUNTING

The financial statements are prepared on the historical basis of accounting, and in accordance with applicable Accounting Standards.

b) TURNOVER

Represents the priority profit share from the Baring English Growth (South) Fund.

c) RELATED PARTY DISCLOSURES

As the Company's financial statements are consolidated in the financial statements of ING Groep N.V., it has taken advantage of the exemption clauses contained in Financial Reporting Standard Number 8 in respect of transaction with group companies, which are also related parties.

d) GROUP ACCOUNTS

No group accounts have been prepared as the company is a wholly-owned subsidiary of another company incorporated in England. Consequently, the financial statements present information about the Company and not its Group.

e) CASH FLOW STATEMENTS

Under Financial Reporting Standard 1 (revised 1996) the company is exempt from the requirement to prepare a cashflow statement on the grounds that 100% of voting rights are controlled within the ING Groep N.V. and consolidated accounts including the company are publicly available.

2. EMPLOYEES AND DIRECTORS

The company has no employees. The Directors receive no emoluments in respect of their services as directors of the company. The directors and other staff involved in the company's operations are employed by the immediate holding company Baring Private Equity Partners Limited and are remunerated by that company and that remuneration is included in the management charge levied by the immediate holding company.

3. AUDITORS' REMUNERATION

The auditors' remuneration is borne by the immediate holding company, Baring Private Equity Partners Limited.

BARING ENGLISH GROWTH FUND GP (SOUTH) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS (continued)
FOR THE YEAR ENDED 31ST DECEMBER 2003****4. ADMINISTRATION EXPENSES**

Administration expenses represent fees paid to BPEP Management U.K. Limited, and GLE Investments Limited.

5. DEBTORS

	2003	2002
	£	£

Amounts owed by group undertaking

54,482	49,250
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54,482	49,250
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6. SHARE CAPITAL

2003	2002
£	£

Authorised £1 share capital

1,000	1,000
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Issued, Allotted and fully paid

2	2
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7. PROFIT AND LOSS ACCOUNT

2003	2002
£	£

At 1st January

-	-
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Transfer to Profit and Loss account

-	-
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At 31st December

-	-
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8. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS FUNDS

2003	2002
£	£

At 1st January

2	2
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Issued share capital

-	-
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Retained profit for the year

-	-
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At 31st December

2	2
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BARING ENGLISH GROWTH FUND GP (SOUTH) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31ST DECEMBER 2003

9. ULTIMATE HOLDING COMPANY

The ultimate holding company is ING Groep N.V., a company incorporated in the Netherlands.

Copies of the ultimate parent undertaking's consolidated financial statements may be obtained from the secretary, ING Groep N.V., Strawinskylaan 2631, 107722 Amsterdam, The Netherlands.

10 IMMEDIATE HOLDING COMPANY

The immediate holding company is Baring Private Equity Partners Limited, a company incorporated in England and Wales.

Copies of the immediate parent undertaking's consolidated financial statements may be obtained from the secretary, Baring Private Equity Partners Limited, 33 Cavendish Square, London, W1G 0BQ.