Report of the Directors and

Financial Statements for the Year Ended 31 December 2009

for

Professional Cost Management Group
Limited

Professional Cost Management Group Limited

Contents of the Financial Statements for the Year Ended 31 December 2009

Professional Cost Management Group Limited

Company Information for the Year Ended 31 December 2009

DIRECTORS	Mr J Coury Mr M S Eisenberg Mr ~~R Henry~~ (appointed 8 April 2009) H Robert
SECRETARY	Broadway Secretaries Limited
REGISTERED OFFICE	50 Broadway London SW1H 0BL
REGISTERED NUMBER	06511368 (England and Wales)
AUDITORS	Ernst & Young LLP 100 Barbirolli Square Manchester M2 3EY

Professional Cost Management Group Limited

Report of the Directors
for the Year Ended 31 December 2009

The directors present their report with the financial statements of the company for the year ended 31 December 2009

PRINCIPAL ACTIVITY
The principal activity of the company in the year under review was undertaking cost recovery audits on customers' utility expenditure

REVIEW OF BUSINESS
Results and dividends
The loss for the year after taxation amounted to £460,943 The directors do not recommend payment of a dividend

Overall the directors are satisfied with the state of the company's affairs and expect continued growth in the forthcoming year

Development and Performance
The company is a wholly owned subsidiary of Alma Consulting Group and trades as Professional Cost Management Group Ltd

The company has developed a position of strength in the market through a combination of market share and excellent results

The company has continued to develop and grow throughout the year This has been achieved by the continued analysis of key clients from within the FTSE 100, along with new key client sales this year

Telecoms have continued to produce the majority of revenues, however some key areas within Energy have contributed to the growth Accounts payable analysis is a new product area which has commenced this year

Principal Risks and Uncertainties
The company's operations expose it to a variety of financial risks including liquidity risk, interest rate risk, currency risk and credit risk Given the size of the company, the directors have not delegated the responsibility of monitoring financial risk management to a sub-committee of the board The policies set by the board of directors are implemented by the company's Managing Director and Head of Operations

Liquidity Risk
For the whole of the period the company has operated with credit funds at the bank and has access to longer term funding from its ultimate parent if required

Interest rate risk
The company has cash balances of £828,519 (2008 - £927,830) which earn interest at a variable rate
Interest on finance leases is at rates fixed at the outset of the contract, and hence the directors do not consider the company to have exposure to interest risks

Currency risk
The currency risk is minimal

Credit risk
There is a risk of financial loss to the company arising from the failure of the company's customers to meet their financial obligations for the services provided by the company

The company manages this situation through credit control procedures and management are of the view that the risk is at an acceptable level

<u>Telecoms</u>
There is potential for key clients to consider undertaking this activity themselves moving forward following an audit, therefore reducing our potential on-going revenue from these clients

New opportunities may not be forthcoming as potential FTSE 100 clients use their existing consultants to look at billing errors, or they achieve a reduced rate from our competitors

Clients are securing cost effective rates for their Mobile Telecoms expenditure making share of savings difficult to achieve

Additional new services to optimise revenue from existing clients will be implemented in 2010, in order to mitigate reducing recovery audit services in this area

Professional Cost Management Group Limited

Report of the Directors
for the Year Ended 31 December 2009

Energy
The UK energy consultancy market is crowded and mature and there may be potential for competitors to start to undertake share of savings, and billing errors/overcharges which they do not currently review

New partnerships have been introduced which will mitigate competitors looking to undertake retrospective recovery audits This will produce increased revenue during 2010

The current UK 'credit crunch' may bring increased risk of non-payment of invoices

DIVIDENDS
No dividends will be distributed for the year ended 31 December 2009

DIRECTORS
The directors set out in the table below have held office during the whole of the period from 1 January 2009 to the date of this report unless otherwise stated

Other changes in directors holding office are as follows

H Robet
Mr ~~R Henry~~ - appointed 8 4 09

The directors shown below were in office at 31 December 2009 but did not hold any interest in the Ordinary shares of £1 each at 1 January 2009 (or date of appointment if later) or 31 December 2009

Mr J Coury
Mr M S Eisenberg
Mr ~~R Henry~~ H Robet

The directors, being eligible, offer themselves for election at the forthcoming Annual General Meeting

STATEMENT OF DIRECTORS' RESPONSIBILITIES
The directors are responsible for preparing the Report of the Directors and the financial statements in accordance with applicable law 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) Under company law the directors must not approve the financial statements unless they are satisfied that they 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 these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- 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 adequate accounting records that are sufficient to show and explain the company's transactions and 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 2006 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

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS
So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information

Professional Cost Management Group Limited

Report of the Directors for the Year Ended 31 December 2009

AUDITORS

The auditors, Ernst & Young LLP, will be proposed for re-appointment at the forthcoming Annual General Meeting

ON BEHALF OF THE BOARD.

Mr J Coury - Director

Date 18/03/2010

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PROFESSIONAL COST MANAGEMENT GROUP LIMITED

We have audited the financial statements of Professional Cost Management Group Limited for the year ended 31 December 2009 which comprise the Profit and Loss Account, the Balance Sheet, the Reconciliation of Movements in Shareholders' Funds and the related notes 1 to 17 on pages 6 to 14 The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006 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 opinions we have formed

Respective responsibilities of directors and auditors
As explained more fully in the Directors' Responsibilities Statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements

Opinion on financial statements
In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2009 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter prescribed by the Companies Act 2006
In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

Matters on which we are required to report by exception
We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

Ernst & Young LLP

Julian Yates (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Manchester, UK

18 March 2010

Professional Cost Management Group Limited

Profit and Loss Account for the Year Ended 31 December 2009

	Notes	Year Ended 31 12 09 £	Period 21 2 08 to 31 12 08 £
TURNOVER	2	7,755,340	6,409,209
Cost of sales		3,839,306	2,838,712
GROSS PROFIT		3,916,034	3,570,497
Administrative expenses		4,516,468	2,937,953
OPERATING (LOSS)/PROFIT	3	(600,434)	632,544
Interest receivable and similar income	4	16,355	19,811
		(584,079)	652,355
Interest payable and similar charges	4	(19,976)	(6,061)
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		(604,055)	646,294
Tax on (loss)/profit on ordinary activities	5	143,112	(216,217)
(LOSS)/PROFIT FOR THE FINANCIAL YEAR AFTER TAXATION		(460,943)	430,077

CONTINUING OPERATIONS
All of the activity relates to continuing operations and was acquired during the previous period

TOTAL RECOGNISED GAINS AND LOSSES
The company has no recognised gains or losses other than the loss for the current year or profit for the previous period

The notes form part of these financial statements

Professional Cost Management Group Limited

Balance Sheet
31 December 2009

	Notes	2009 £	2009 £	2008 £	2008 £
FIXED ASSETS					
Intangible assets	6		9,415,907		16 442,604
Tangible assets	7		478,960		610,540
			9,894,867		17,053,144
CURRENT ASSETS					
Debtors	8	2,759,124		3,327,464	
Cash at bank and in hand		828,519		927,830	
		3,587,643		4,255,294	
CREDITORS					
Amounts falling due within one year	9	2,709,174		6,145,159	
NET CURRENT ASSETS/(LIABILITIES)			878,469		(1,889,865)
TOTAL ASSETS LESS CURRENT LIABILITIES			10,773,336		15,163,279
CREDITORS					
Amounts falling due after more than one year	10		-		3,929,000
NET ASSETS			10,773,336		11,234,279
CAPITAL AND RESERVES					
Called up share capital	13		10,804,202		10,804,202
Profit and loss account	14		(30,866)		430,077
SHAREHOLDERS' FUNDS	17		10,773,336		11 234,279

The financial statements were approved by the Board of Directors on 18/3/2010 and were signed on its behalf by

Mr J Coury - Director

Company Number 06511368

The notes form part of these financial statements

1 ACCOUNTING POLICIES

Basis of preparing the financial statements. going concern
The company has made a loss during the year and has net current assets at 31 December 2009 The company is funded by loans from fellow subsidiaries and the parent company (Alma Consulting Group SAS) The directors have received confirmation from the parent company of its intention to carry on providing this financial support, for at least one year from the date of approve of these accounts Accordingly the directors believe the company to be a going concern and have prepared the accounts on this basis

Accounting convention
The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards

Turnover
Turnover represents the invoiced value of services provided, exclusive of VAT Turnover represents revenue earned under a wide variety of contracts to provide costs recovery audits Revenue is recognised when it is judged that the stage of completion of the contract, the amount to be received and the costs incurred and to complete the contract can be measured reliably and it is probable the revenue will be received

Goodwill
For acquisitions of a business, purchased goodwill is capitalised in the year in which it arises and is amortised over its useful economic life of six years
The carrying value of intangible assets is reviewed for impairment at the end of the first full year following acquisition and in other periods if events or circumstances indicate the carrying value may not be recoverable

Tangible fixed assets
Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life

Freehold property	- 5% straight line
Office equipment	- 33% straight line
Motor vehicles	- 33% straight line

Carrying values of tangible fixed assets are reviewed for impairment when events or circumstances indicate the carrying value may not be recoverable

Deferred tax
Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exceptions

- deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable profits from which the future reversal of the underlying timing differences can be deducted

- provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

Operating leases
Rentals payable under operating leases are charged to profit on a straight line basis over the term of the lease

continued

2 TURNOVER

The turnover and loss before taxation are attributable to the one principal activity of the company

An analysis of turnover by geographical market is given below

	Year Ended 31 12 09	Period 21 2 08 to 31 12 08
	£	£
United Kingdom	7,704,734	6,354,011
Rest of Europe	50,606	55,198
	7,755,340	6,409,209

3 OPERATING (LOSS)/PROFIT

a) The operating (loss)/profit is stated after charging

	Year Ended 31 12 09	Period 21 2 08 to 31 12 08
	£	£
Depreciation - owned assets	94,011	103,503
Loss on disposal of fixed assets	49,956	61,456
Goodwill amortisation	3,139,964	2,397,176
Auditors remuneration	19,500	19,500
Operating lease rentals - land and buildings	45,376	5,977
- plant and machinery	49,499	9,939
Directors' emoluments	-	-

b) STAFF COSTS

	£	£
Wages and salaries	3,257,912	2,517,873
Social security costs	357,304	227,469
	3,615,216	2,745,342

The directors remuneration costs are borne by the parent company

The average monthly number of employees during the period was as follows

Managerial and administration staff	49	45

continued

4 INTEREST RECEIVABLE AND SIMILAR INCOME/ INTEREST PAYABLE AND SIMILAR CHARGES

	Year Ended 31 12 09 £	Period 21 2 08 to 31 12 08 £
Interest Receivable		
Deposit account interest	-	16,559
Other interest received	16,355	3,252
	16,355	19,811
Interest Payable		
Bank interest	-	143
Other loan interest	19,976	5,918
	19,976	6,061

5 TAXATION

Analysis of the tax charge
The tax charge on the loss on ordinary activities for the year was as follows

	Year Ended 31 12 09 £	Period 21 2 08 to 31 12 08 £
Current tax		
UK corporation tax	(138,538)	217,301
Deferred tax	(4,574)	(1,084)
Tax on (loss)/profit on ordinary activities	(143,112)	216,217

UK corporation tax has been charged at 28%

Factors affecting the tax charge
The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below

	Year Ended 31 12 09 £	Period 21 2 08 to 31 12 08 £
(Loss)/profit on ordinary activities before tax	(604,055)	646,294
(Loss)/profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 28% (2008 - 28 254%)	(169,135)	182,604
Effects of		
Expenses not deductible for tax purposes	26,398	24,880
Depreciation in excess of capital allowances	11,767	9,817
Difference in tax rate on losses carried back	(7,568)	-
Current tax (credit)/charge	(138,538)	217,301

Factors that may affect future tax charges
The overall tax charge as a percentage of profit is not expected to materially differ in future years

continued

6 INTANGIBLE FIXED ASSETS

	Goodwill £
COST	
At 1 January 2009	18,839,780
Additions	48,284
Goodwill restated	(3,928,800)
At 31 December 2009	14,959,264
AMORTISATION	
At 1 January 2009	2,397,176
Amortisation for year	3,146,181
At 31 December 2009	5,543,357
NET BOOK VALUE	
At 31 December 2009	9,415,907
At 31 December 2008	16,442,604

In March 2008, the company acquired the following assets from Professional Costs Management group partnership for a consideration of £20,074,780 Goodwill of £18,839,780 arose on the transaction

7 TANGIBLE FIXED ASSETS

	Freehold property £	Office equipment £	Motor vehicles £	Totals £
COST				
At 1 January 2009	410,000	93,998	192,309	696,307
Additions	-	21,133	-	21,133
Disposals	-	-	(79,020)	(79,020)
At 31 December 2009	410 000	115,131	113,289	638,420
DEPRECIATION				
At 1 January 2009	15,783	20,594	49,390	85,767
Charge for year	20,500	35,746	37,765	94,011
Eliminated on disposal	-	-	(20,318)	(20,318)
At 31 December 2009	36,283	56,340	66,837	159,460
NET BOOK VALUE				
At 31 December 2009	373,717	58,791	46,452	478,960
At 31 December 2008	394,217	73,404	142,919	610,540

continued

8 DEBTORS AMOUNTS FALLING DUE WITHIN ONE YEAR

	2009	2008
	£	£
Trade debtors	2,567,320	1,924,253
Amounts owed by group undertakings	-	1,360,048
Corporation tax	138,538	-
Deferred tax asset	5,658	1,084
Prepayments	47,608	42,079
	2,759,124	3,327,464

9 CREDITORS. AMOUNTS FALLING DUE WITHIN ONE YEAR

	2009	2008
	£	£
Trade creditors	258,018	118,563
Amounts owed to group undertakings	1,707,508	-
Corporation tax	-	217,301
VAT	166,490	330,031
Other creditors	489	4,943,254
Accrued expenses	576,669	536,010
	2,709,174	6 145,159

10 CREDITORS AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2009	2008
	£	£
Other creditors	-	3,929,000

Included within other creditors (in notes 9 and 10) is an amount of £Nil (2008 - £8,839,800) due to the former partners of Professional Cost Management Group
This amount comprises amounts in respect of the former partnership's receivables collected by the company on the partnership's behalf and deferred consideration payable to the former partners in accordance with the sale and purchase agreement for the acquisition of the business

continued

11 OPERATING LEASE COMMITMENTS

The following operating lease payments are committed to be paid within one year

	Land and buildings		Other operating leases	
	2009	2008	2009	2008
	£	£	£	£
Expiring				
Within one year	-	-	-	500
Between one and five years	-	-	52,099	19,418
In more than five years	46,494	50,068	-	-
	46,494	50,068	52,099	19,918

12 DEFERRED TAX

	£
Balance at 1 January 2009	(1,084)
Movement in period	(4,574)
Balance at 31 December 2009	(5,658)

Deferred tax relates to tax written down values of assets being in excess of their net book values

13 CALLED UP SHARE CAPITAL

Allotted and issued

Number	Class	Nominal value	2009 £	2008 £
10,804,202	Ordinary	£1	10,804,202	10,804,202

14 RESERVES

	Profit and loss account £
At 1 January 2009	430,077
Loss for the year	(460,943)
At 31 December 2009	(30,866)

15 ULTIMATE PARENT COMPANY

The ultimate parent undertaking at the period end was Alma Consulting Group SAS, a company registered in France

The ultimate controlling party is Alma Consulting Group SAS The results of this company will be consolidated into the results of Alma Consulting Group SAS Copies of the financial statements of Alma Consulting Group SAS can be obtained from The Secretary, 114 rue Chaptal, 92532 Levallois - Perret cedex, France

16 RELATED PARTY DISCLOSURES

In accordance with FRS 8, the company is exempt from disclosing transactions with Group companies

continued

Professional Cost Management Group Limited

Notes to the Financial Statements - continued
for the Year Ended 31 December 2009

17 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2009	2008
	£	£
(Loss)/Profit for the financial year	(460,943)	430,077
Share Issue	-	10,804,202
Net addition to shareholders' funds	(460,943)	11,234,279
Opening shareholders' funds	11,234,279	-
Closing shareholders' funds	10,773,336	11,234,279

Professional Cost Management Group Limited

Trading and Profit and Loss Account for the Year Ended 31 December 2009

	Year Ended 31 12 09 £	£	Period 21 2 08 to 31 12 08 £	£
Sales		7,755,340		6,409,209
Cost of sales				
Consumables	61,953		40,164	
Wages and commissions	3,257,912		2,517,873	
Social security	357,304		227,469	
Goldring consultancy fees	162,137		53,206	
		3,839,306		2 838,712
GROSS PROFIT		3,916,034		3,570,497
Other income				
Deposit account interest	-		16,559	
Other interest received	16,355		3,252	
		16,355		19,811
		3,932,389		3,590,308
Expenditure				
Rent, rates and insurance	74,045		25,680	
Light and heat	9,550		7,036	
Telephone	25,942		16,763	
Postage and Stationery	14,317		10,029	
Advertising	2,903		688	
Marketing	43,102		-	
Motor expenses	50,370		45,242	
Vehicle leasing	48,999		9,939	
Travelling	85,075		41,959	
Repairs and renewals	43,103		19,042	
IT support	9,441		5,821	
Sundry expenses	17,143		9,983	
Recruitment expenses	17,885		22,561	
Staff health insurance	23,853		18,815	
Accountancy and bookkeeping	16,102		15,575	
Training costs	16,342		2,715	
Legal and professional fees	93,108		40,837	
Auditors' remuneration	19,500		19,500	
Amortisation of intangible fixed assets				
Goodwill	3,146,181		2,397,176	
Depreciation of tangible fixed assets				
Freehold property	20,500		15,782	
Long leasehold	-		16,877	
Office equipment	35,746		20,595	
Motor vehicles	37,763		50,250	
Profit/loss on sale of tangible fixed assets	49,956		61,456	
Bad debts	614,032		62,706	
		4,514,958		2,937 027
Carried forward		(582,569)		653,281

This page does not form part of the statutory financial statements

Professional Cost Management Group Limited

Trading and Profit and Loss Account for the Year Ended 31 December 2009

	Year Ended 31 12 09		Period 21 2 08 to 31 12 08	
	£	£	£	£
Brought forward		(582,569)		653,281
Finance costs				
Bank charges	1,510		926	
Bank interest	-		143	
Other loan interest	19,976		5,918	
		21,486		6,987
NET (LOSS)/PROFIT		(604,055)		646,294

This page does not form part of the statutory financial statements