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Annual Report and Accounts
Year ended 31st January 2001

Thomson Intermedia plc



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COMPANIES HOUSE 05/09/01

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DIRECTORS AND ADVISERS

Directors	John Napier <i>Non-Executive Chairman</i> Stephen Thomson <i>Joint Chief Executive</i> Sarah Jane Thomson <i>Joint Chief Executive</i> Richard Dawson <i>Finance Director</i> Paul Gladman <i>IT Director</i> Fiona Driscoll <i>Non-Executive Director</i>
Registered Office	Kingfisher House 21-23 Elmfield Road Bromley Kent BR1 1LT Company Number: 3967525
Nominated Adviser and Nominated Broker	Williams de Broë plc 6 Broadgate London EC2M 2RP
Solicitors	Gouldens 10 Old Bailey London EC4M 7NG
Auditors	BDO Stoy Hayward 8 Baker Street London W1U 3LL
Financial Public Relations	College Hill 78 Cannon Street London EC4N 6HH
Registrars	Computershare Services plc PO Box 82 The Pavilions Bridgewater Road Bristol BS99 7NH

CHAIRMAN'S STATEMENT

We are pleased to announce the Group's first annual results as a public company, for the year ended 31st January 2001. Thomson Intermedia was founded in 1997 as a technology and media monitoring business and made rapid progress achieving profitability by its second year. In order to allow the Group to further develop its unique technology based product offerings, Thomson Intermedia was admitted to the Alternative Investment Market in May of last year. Since flotation the Group has made significant progress, including increasing its market share, developing further its technology and media monitoring products, launching the consumer web site free2look and building the product pipeline. Thomson Intermedia is now widely recognised as one of the UK's leading media monitoring groups using unique proprietary technology to deliver solutions to its blue chip corporate customers via the internet.

Turnover in the period increased to £2.14 million (2000: £1.75 million) which represents an increase of 22 per cent over the turnover in the previous year. As envisaged at flotation, Thomson Intermedia made a loss before tax in this period under review of £2.86 million (2000: profit of £0.49 million), which includes research and development costs of £0.95 million and an increase in operating expenditure of £2.8 million across all areas of the business. Loss per share equalled 10.2 pence which compares to earnings per share of 1.8 pence to 31st January 2000. As at 31st January 2001 cash balances stood at £4.56 million.

Investment

The Group has invested across all areas of the business. Employees have increased from 52 to 157 (full time equivalents), across IT, research, sales and marketing, operations and free2look. This has enabled us to increase the marketing and sales activity for all existing products, develop new products, bring free2look to market and fill the product pipeline. We have also invested significantly in our technology, resulting in the development of three new important media monitoring products; internet, outdoor and TV advertising monitoring. We anticipate the latter product coming to market in the first half of this year.

Media Monitoring Products

During the year we continued to enhance the functionality of our core media monitoring products ART and DART, improving the product offering for clients. This helped us increase our ART and DART client base by over 32 per cent and 41 per cent respectively, winning a number of quality clients including British Airways, Centrica, Vodafone, Morgan Stanley Dean Witter and BUPA. With an expanded and structured sales and marketing function now in place since the year end and with further developments in our technology, we are confident we can continue to grow our customer base for ART and DART and enhance our market share.

Two further media monitoring products were developed during the year, Internet Advertising Monitoring and Outdoor Advertising Monitoring. These products greatly enhance our media monitoring coverage and will represent further opportunities for revenue growth, including cross selling to our existing customer base. The imminent launch of TV advertising monitoring will complete our current portfolio of media monitoring products.

The expansion of Newsmetrics, our news summary and PR evaluation product, into all industry sectors has yet to be undertaken. The Directors have focused on the development of the advertising monitoring products and the launch of free2look as the main priorities for this year. The expansion of Newsmetrics from the finance sector and a revised focus to enable us to take it to all industry sectors, together with enhancements to the product offering, is to take place during this coming year. We have also developed a unique multi-desk news summary and evaluation product, NNI Plus, to be launched in this next year.

New Divisions and Products

free2look

Our consumer website free2look was launched on schedule on 1st October 2000. Since launch over 350,000 unique users have accessed the site, of which just under 28,000 are now registered users. We have successfully recruited nearly 10,000 of our registered users to become panel members, who have agreed to conduct regular on-line research surveys for our corporate clients. The site has also been very popular with retailers, resulting in requests to include an e-commerce function within the site, for which the technological development is currently in progress. Within a short space of time free2look has established itself as a popular consumer retail search engine, and is already generating revenue, primarily from research products. The Group's key objective in developing free2look is to provide corporate clients with extensive consumer pre-purchasing behavioural trends, which will provide a unique research facility for the retail industry. Going forward the Group will also generate additional revenue through both e-commerce and advertising. Free2look's launch has been achieved with a relatively low marketing and development spend in comparison with other web site launches. Since the year end, we have further significantly reduced the marketing and advertising spend by adopting a strategy of on-line and viral marketing and are achieving required traffic to the site.

Research Division

A significant development during the year for the Group was the successful launch of Thomson Intermedia's Research Division, which provides both syndicated research reports and bespoke reports to corporate clients. The Group's technology within both media monitoring and through free2look gives it access to unique consumer behavioural information. To date, we have produced research work for Bank of Ireland, 365 Corporation, Abbey National, Barclays, BMP DDB, First Direct, Ogilvy One and Marks & Spencer.

Product Pipeline

Three further corporate products, TV advertising monitoring, NNI Plus and Fusion are in advanced development and are due to be launched during our next financial year.

Thomson Intermedia is pleased to announce the imminent launch of its unique TV advertising monitoring system. A real breakthrough for the industry, this product will enable corporate clients to access virtual real-time

streaming of TV advertisements or the downloading of high resolution digital images via the internet, and provide daily schedules of TV advertisements and expenditure data. This will represent a significant addition to our current portfolio of media monitoring products.

We further developed Newsmetrics during the year to include a multi-desk news summary and evaluation product, NNI Plus, which has resulted in a materially enhanced offering. This new product, together with the proposed expansion of the existing Newsmetrics product into all business sectors and other areas, is expected to occur during this next year.

Fusion is a new corporate product being developed; which brings data on products, media and people together. The strength behind the product is the use of our technology developed in house to extract and analyse vast amounts of data drawn from our free2look panel and our media monitoring products. It will provide companies with real-time analysis of the profile of their potential customers coupled with details of how to reach them, covering over 140,000 products and a growing panel of over 10,000 individuals.

Management

The year 2000 was a milestone year for the Group, successfully floating on AIM, increasing sales, growing its customer base, introducing new products and building the infrastructure in terms of people and premises. We have successfully achieved all of these goals thanks to the quality of our management and staff who I would like to thank.

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Prospects

Thomson Intermedia is one of the leading Media Intelligence companies in the UK, combining unique technology with a growing wealth of monitoring and research products for marketers. Since March 1997, we have developed a 2,500 strong blue chip user base and helped over 400 companies make the most of their marketing spend.

We have further enhanced our technology and believe that due to the investments we have made in the business during the year, we are gaining a real competitive advantage within our market place. This will enable us to generate substantial growth going forward by extending our product offering and increasing our market share. We are confident that we have the management strength and resources to maintain this lead in the future.

The free2look brand has been launched with an extremely positive impact, and we intend to capitalise upon the success of this website and further develop the brand to its full potential. Free2look continues to be developed, and is already a very powerful retail search engine for any products or services advertised in the UK press. We have been delighted with the number of visitors to the site and the high level of participation of our panel members in on-line research surveys. The potential for free2look remains vast, providing a rich information source for original research as well as establishing a unique platform for e-commerce in the future.

We also continue to develop new corporate products, such as television advertising monitoring, NNI Plus and Fusion, and are in early discussions with third parties with regard to the possibility of taking our products and licensing our technology abroad.

In summary, this year has been one of significant investment and development for the Group, on which we expect to capitalise in the coming financial years in terms of increased revenue growth.

John Napier
Chairman

25th April 2001

JOINT CHIEF EXECUTIVE'S REVIEW

Operating Review

Operations in the last year have been focused on investing in and developing further unique internet and database technology systems and products. Thomson Intermedia has two core media monitoring products, ART and DART, and during the year the Group developed two further media monitoring products, Internet Advertising Monitoring and Outdoor Advertising Monitoring. In addition the Group has a unique news and PR evaluation product, Newsmetrics, which continued to be developed during the year. All of these products are distributed to or accessed by corporate subscribers via the internet.

Two other significant developments during this year were the establishment of a Research Division within the Group and the launch of the consumer web site free2look, a price comparison web site and retail search engine.

ART

ART monitors on a daily basis, advertisements, loose inserts and other media insertions from over 300 newspapers and periodicals giving clients the most comprehensive sector coverage of its kind in the UK available on a daily basis. Corporate clients access Thomson Intermedia's vast database of advertising information via the internet, enabling clients to produce reports on their own and their competitors advertising campaigns. During the year to 31st January 2001 the number of corporate clients subscribing to ART had risen from 158 to 209, representing an increase of 32 per cent over the year. New clients include Jaguar, Gartmore, Lunn Poly and British Gas Communications.

During the year, we launched a new redesign of ART, enhancing the technology and improving the product offering for clients. This included providing a virtual newspaper function and auto reporting which provides summaries of share of voice in advertising, league tables and expenditure data. In addition, an operations night shift was introduced during the year thus enabling delivery of that day's press advertising information to clients by 9.30 am.

DART

DART monitors the direct mail receipts and purchasing habits of a nationally representative panel of approximately 6,000 individuals, enabling a new level of sophisticated analysis to be produced about Direct Mail Advertising campaigns in the UK. During the year to 31st January 2001 the number of corporate clients subscribing to DART had risen from 97 to 137, representing an increase of 41 per cent over the year. New clients include Morgan Stanley Dean Witter, OnDigital and London Electricity.

As with ART, we launched a new redesign of DART, enhancing the technology and improving the product offering for clients. Other technological improvements for DART included the exporting of high-resolution images and delivery over the internet, and auto reporting functionality. During the year, the operations department of DART was brought in-house, whereas this function had previously been outsourced at a cost of 40 per cent of the

revenues earned from DART. As the revenues for DART increase this will in turn increase the profit margins for this product.

Newsmetrics

Thomson Intermedia's Newsmetrics product provides an online news feed and PR evaluation tool, summarising each day's articles in national newspapers and trade publications relating to the financial services industry. The Group has developed a statistical formula, the National News Index (NNI) which enables subscribers to chart the media performance of both their own company and their competitors. The expansion of the Newsmetrics product into additional industry sectors is yet to be completed, which we believe will take place during the next financial year. The number of corporate clients subscribing to Newsmetrics had risen to 32 from 22 over the year under review.

Product Development

During the year two new media monitoring products were developed, internet advertising monitoring (ART Internet) and outdoor advertising monitoring (ART Outdoor). Three further products, TV advertising monitoring, NNI Plus and Fusion, a profiling system, are in advanced development and are due to be launched in the first half of our next financial year.

ART Internet

Internet advertising monitoring uses an in-house developed "web-spider" to monitor internet banner advertising across the world wide web. ART internet is the UK's most comprehensive internet advertising monitor, visiting each of the UK's top websites at least 150 times a day. Using this intense method of internet monitoring, ART Internet picks up every banner, static gif, multi part gif, flash animation and all other known types of internet advertising. A share of voice is calculated and a comparative spend figure produced for each creative. All the graphing, reporting, analysis and notifying tools as available with ART press are included within ART Internet. Internet advertising monitoring was launched in January 2001 and we have secured 10 corporate clients in its first month of launch.

ART Outdoor

ART Outdoor captures creatives from roadside posters, London underground, bus sides and bus shelters, airports, train stations and conurbations. Outdoor advertising (currently creatives only), which provides clients with an in-depth analysis of this media, was launched in February 2001 (with spend data to be launched in the first half of this coming year).

Free2look

On 11th September 2000, Thomson Intermedia 'soft launched' its consumer web site, free2look.co.uk and the marketing commenced with full launch on 1st October 2000. Free2look provides consumers with information on over 20,000 retailers and their products and is updated daily, as sourced from new press advertisements. Since launch over 350,000 unique users have entered the site, of which just under 28,000 are now registered users.

We have successfully recruited nearly 10,000 of our registered users to become Panel members to conduct on line research surveys for our corporate clients. Corporate advertisers are able to manage their own advertisements on the website, monitor the number of visitors and analyse the results and behaviour of prospective consumers viewing their advertisements. Free2look has been under continual development and improvement since launch and a new re-design of the website is envisaged in the first half of our next financial year.

Research Division

An integral part of free2look is the provision of syndicated research reports, which use demographics, lifestyle and pre-purchasing data captured from visitors to free2look. Sector focus is on emerging markets, new technology and new distribution channels. The Directors believe that the reports, alongside other research carried out using our own panel of consumers, will be a main source of future revenue derived from the free2look system. In order to develop these products the Research Division of Thomson Intermedia was established in the second half of the year, and has already secured its first revenues from three bespoke research projects. In January 2001 the Research Division marketed its first syndicated research report on on-line banking. The business model of free2look and the research division is such that the Group need not spend vast sums on advertising and marketing of free2look in order to generate its revenue streams from research. Consequently the advertising and marketing budget for free2look has been reduced for this next financial year. Additional revenue from banner advertising and list broking also commenced in the last quarter of the year under review.

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Operations

The significant development in infrastructure has included an increase in the number of employees (full time equivalents) from 53 as at 31st January 2000 to 157 as at 31st January 2001. The increase in staff is spread across management, IT, research, sales and marketing, operations and free2look. The Group has also secured appropriate London offices to allow expansion of the sales and marketing team and secured additional production office space in Bromley, as the group continues to grow and further develop its product offering.

Sarah Jane Thomson
Joint Chief Executive

Stephen Thomson
Joint Chief Executive

25th April 2001

DIRECTORS' REPORT

The directors present their maiden report since flotation together with the audited financial statements for the year ended 31st January 2001.

Incorporation and change of name

The Company was incorporated on 4th April 2000 under the Companies Act 1985 ("the Act") as a private company limited by shares with the name of Thomson Intermedia Associates Limited and registered in England and Wales with the number 3967525. On 13th April 2000 a share for share group re-organisation took place whereby, the Company acquired Thomson Intermedia Limited. The Company was re-registered as a public limited company under the Act on 14th April 2000 and its name was changed to Thomson Intermedia plc. The results, including the results for the comparative period, have been prepared as if the Group had been in existence throughout the financial year.

The Company, which is the holding company of the Group, has one subsidiary undertaking, Thomson Intermedia Associates Limited (formerly Thomson Intermedia Limited), which is directly wholly-owned and is incorporated in England and Wales as a private limited company.

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Principal Activity

Thomson Intermedia plc is a technology and media monitoring group. The principal activity of the Group continued to be that of providing specialised computer databases, primarily accessed via the Internet. The Chairman's Statement on pages 3 to 6 and the Operating Review on pages 7 to 9 set out the full activities of the Group.

Trading review and future developments

It is particularly pleasing to report the Group's first year's results since flotation. Following the Company's admission to the Alternative Investment Market (AIM) on 5th May 2000, the Group continued to expand its market penetration for its press advertising and direct mail media monitoring products. The main focus of this year, however, has been the development and launch of new products, including free2look, a consumer internet site, as well as an internet advertising monitoring product and an outdoor advertising monitoring product.

This year has been one of significant investment in infrastructure, technology and personnel which the Board believes will provide a solid platform for the future development of the Group. The Directors believe that the outlook for the Group is extremely encouraging, both in terms of further product developments and increased sales growth.

Results and Dividend

The loss on the ordinary activities of the Group before taxation amounted to £2.86 million (2000: profit of £0.49 million). The results for the Group are shown on page 17 and movements on reserves are set out in note 22. As set out in the prospectus at flotation, the Group is seeking primarily to achieve capital growth for its shareholders, and as such no interim dividend was paid and no final dividend is being proposed.

Charitable and political donations

During the year the group made no political or charitable donations.

Creditor payment policy

The Group's policy is to comply fully with the payment terms agreed with its suppliers. As at 31st January 2001, the Group's average creditor's days figure (based on the ratio of the aggregate of the amounts owed to trade creditors at the year end to the aggregate of the amounts invoiced by suppliers during the financial year) was equivalent to 52 days (2000:24 days). The Company had no creditors during the year.

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Substantial shareholders

On 31st January 2001 the following held more than 3 per cent of the ordinary shares of 25p, being 19.6 per cent of the issued ordinary share capital of the company. No other person has reported an interest of 3 per cent or more in the company's ordinary shares.

Name	No. of shares	Percentage	Percentage
		holding on 31st January 2001	holding on 31st March 2001
Eaglet Investment Trust Plc	3,053,000	10.7	10.7
Henderson Smaller Company Investment Trust plc	1,825,000	6.4	6.4
RBS plc Trustee Merrill Lynch UK Equity	1,325,647	4.7	4.6
Framlington Investment Management	910,275	3.2	3.2
Royal London Asset Management	899,800	3.1	3.1

Share Options

During the year 303,096 options over shares in the Inland Revenue Approved Share Option Scheme were granted to employees exercisable at £1.05 per share between 5th May 2003 and 19th July 2010. During the year 293,809 options over shares in the Unapproved Executive Share Option Scheme were granted to employees exercisable at £1.05 per share between 5th May 2003 and 19th July 2010. Options over 601,903 shares were also granted to Directors under these schemes, details of which are given below.

Directors

The Directors who held office during the year were as follows:

John Napier	<i>Non-Executive Chairman (appointed 6th April 2000)</i>
Stephen Thomson	<i>Joint Chief Executive (appointed 4th April 2000)</i>
Sarah Jane Thomson	<i>Joint Chief Executive (appointed 4th April 2000)</i>
Richard Dawson	<i>Finance Director (appointed 4th April 2000)</i>
Paul Gladman	<i>IT Director (appointed 4th April 2000)</i>
Fiona Driscoll	<i>Non-Executive Director (appointed 6th April 2000)</i>

Directors' interests

The Directors' beneficial interests in the ordinary shares of the company and options to purchase such shares at the end of the financial year comprised:

	Number of Ordinary Shares 31st January 2001	Options 31st January 2001
John Napier	4,761	-
Sarah Jane Thomson	7,699,144	-
Stephen Thomson	7,699,143	-
Richard Dawson	420,004	287,618
Paul Gladman	420,004	314,285
Fiona Driscoll	9,523	-

No Director has any interest in the shares of the subsidiary company. There have been no changes in the above Directors' shareholdings between 31st January 2001 and 25th April 2001. Further details of the Director's share options are shown in note 5, which also shows the movement during the year. Details of any Directors' interest in transactions of the Group are given in note 27.

The Directors who retire by rotation are Sarah Jane Thomson and Stephen Thomson who, being eligible, offer themselves' for re-election.

Corporate Governance

Compliance with the Combined Code

Under the rules of the Alternative Investment Market (AIM) the Group is not required to comply with the Combined Code. However, the Directors have taken steps to comply with the Combined Code in so far as it can be applied practically, given the size of the Group and the nature of its operations.

Board of Directors

The Board of Directors, which comprises four Executive Directors and two independent Non-Executive Directors, meets on a monthly basis throughout the year. The Board is responsible for leading and controlling the Group. The four Executive Directors and a further three members of senior management comprise the Group's Executive Management Team, which meets fortnightly, and provides the principal vehicle for directing the Group's business at an operational level. The following Board committee's deal with the important aspects of the Group's affairs and provide independent, objective advice.

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Audit Committee

The Audit Committee, which meets twice a year, is chaired by John Napier and comprises both the Non-Executive Directors and the Group's IT Director. The purpose of the committee is to ensure the preservation of good financial practices throughout the Group; to monitor that controls are in force to ensure the integrity of financial information; to review the interim and annual financial statements; and to provide a line of communication between the Board and the external auditors.

Remuneration Committee

The remuneration committee, which meets at least once a year, is chaired by John Napier and comprises of both the Non-Executive Directors. It is responsible for the Executive Directors' remuneration, other benefits and terms of employment, including performance related bonuses and share options.

Going Concern

The Board is responsible for considering whether it is appropriate to prepare financial statements on a going concern basis. After making appropriate enquiries the Board concluded that the Group has adequate resources to continue in operation for the foreseeable future. For this reason the Group continues to adopt the going concern basis in preparing the financial statements.

Statement of Directors' Responsibilities

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 the Group and of the profit or loss of the Group for that period. 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 the going concern basis unless it is inappropriate to presume that the company 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 the Group 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 the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Auditors

BDO Stoy Hayward have expressed their willingness to continue in office and a resolution to re-appoint them will be proposed at the annual general meeting.

Special business at the annual general meeting

At the annual general meeting, two additional resolutions will be presented:


Resolution 5 seeks to give the Directors the power to allot shares up to a nominal amount of £2,384,937, being one third of the total issued ordinary share capital of the Company as at 4th April 2001. This authority would expire on 4th June 2006.

Resolution 6 seeks to disapply the statutory pre-emption rights of shareholders on allotment of securities for cash up to a total of shares with a maximum nominal amount of £357,740 being 5 per cent of the total issued ordinary share capital of the Company as at 4th April 2001. The resolution also disapplies these rights to the extent necessary to facilitate issues made pro rata to all shareholders. The authority under this resolution would expire

on the earlier of 15 months following the passing of the resolution and the date of the annual general meeting to be held in 2002.

The Directors have no present intention of issuing shares pursuant to the powers contained in resolutions 5 and 6.

By Order of the Board:


Richard Dawson ACA
Company Secretary

25th April 2001

AUDITORS' REPORT TO THE SHAREHOLDERS OF THOMSON INTERMEDIA PLC

We have audited the financial statements on pages 17 to 33, which have been prepared under the historical cost convention and the accounting policies set out on pages 21 and 22.

Respective responsibilities of the directors and auditors

As described on page 14 the company's directors are responsible for the preparation of the financial statements. It is our responsibility to form an independent opinion, based on our audit, on these statements and to report our opinion to you.

Basis of 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.

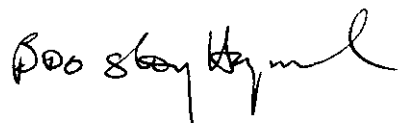
We planned and performed our audit so as to obtain all information and explanations which we consider necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud, other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of the information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of the affairs of the company and the Group as at 31st January 2001 and of the loss of the Group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

BDO Stoy Hayward
Chartered Accountants
and Registered Auditors
London

25th April 2001



CONSOLIDATED PROFIT AND LOSS ACCOUNT

for the year ended 31st January 2001

	Note	2001 £'000	2000 £'000
Turnover	2	2,141	1,747
Cost of sales		(582)	(315)
Gross Profit		1,559	1,432
Administrative Expenses		(4,695)	(950)
Operating (loss)/profit	3	(3,136)	482
Interest receivable	6	280	8
Interest payable	7	(2)	(3)
(Loss)/profit on ordinary activities before taxation		(2,858)	487
Tax on (loss)/profit on ordinary activities	8	128	(131)
(Loss)/profit on ordinary activities after taxation		(2,730)	356
Dividends	9	-	(250)
(Loss)/profit for the year		(2,730)	106
(Loss)/earnings per share, pence – basic and diluted	10	(10.2)	1.8

All amounts relate to continuing activities.

All recognised gains and losses are included in the profit and loss account.

The notes on pages 21 to 33 form part of these financial statements.

CONSOLIDATED BALANCE SHEET


as at 31st January 2001

	Note	2001 £'000	2000 £'000
Fixed Assets			
Tangible fixed assets	12	483	132
Current Assets			
Debtors	14	1,281	714
Cash at bank and in hand		4,564	603
		<u>5,845</u>	<u>1,317</u>
Creditors			
Amounts falling due within one year	15	(1,953)	(1,318)
Net current assets/(liabilities)		<u>3,892</u>	<u>(1)</u>
Total assets less current liabilities		<u>4,375</u>	<u>131</u>
Creditors:			
Amount falling due after more than one year	16	(9)	-
Provisions for liabilities and charges	17	-	(4)
		<u>4,366</u>	<u>127</u>
Capital and Reserves			
Share capital	20	7,155	5,250
Share premium	22	5,064	-
Share scheme reserve	22	13	13
Merger reserve	22	(5,250)	(5,250)
Profit and loss account	22	(2,616)	114
Equity shareholders' Funds	21	<u>4,366</u>	<u>127</u>

The financial statements were approved by the Board on 25th April 2001


Stephen Thomson

Director


Richard Dawson

Director

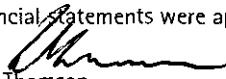
The notes on pages 21 to 33 form part of these financial statements.


COMPANY BALANCE SHEET

as at 31st January 2001

	Note	2001 £'000
Fixed Assets		
Investments	13	5,250
Current Assets		
Amounts due from subsidiary undertakings	14	6,969
Total assets less current liabilities		<u>12,219</u>
Capital and Reserves		
Share capital	22	7,155
Share premium	22	5,064
Equity shareholders' Funds		<u>12,219</u>

The financial statements were approved by the Board on 25th April 2001.


Stephen Thomson
Director


Richard Dawson
Director

The notes on pages 21 to 33 form part of these financial statements.

CONSOLIDATED CASH FLOW STATEMENT

for the year ended 31st January 2001

	Note	2001 £'000	2001 £'000	2000 £'000	2000 £'000
Net cash (outflow)/inflow from operating activities	24		(2,537)		625
Returns on investments and servicing of finance					
Interest received		74		5	
Interest element of finance lease rental repayments		(1)		-	
		<u>73</u>		<u>5</u>	
Taxation					
Corporation tax paid			-		(3)
Capital expenditure					
Payments to acquire tangible fixed assets		(485)		(55)	
Sale proceeds from disposal of tangible fixed assets		45		-	
		<u>(440)</u>		<u>(55)</u>	
Equity dividends paid			(75)		(190)
Net cash inflow before financing			<u>(2,979)</u>		<u>382</u>
Financing					
Gross proceeds from the issue of shares		8,000		-	
Flotation costs offset against share premium		(1,031)		-	
Capital element of finance lease payments		(29)		(6)	
		<u>6,940</u>		<u>(6)</u>	
Cash inflow from financing			<u>6,940</u>		<u>(6)</u>
Increase in cash	25		<u>3,961</u>		<u>376</u>

The notes on pages 21 to 33 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31st January 2001

1. Accounting Policies

The financial statements have been prepared in accordance with applicable Accounting Standards under the historical cost convention. In preparing these accounts, the Group has adopted the Financial Reporting Standards FRS 15 and FRS 18 for the first time, which have no material impact on these financial statements. The principal accounting policies are:

Basis of preparation

The consolidated financial statements incorporate the results of Thomson Intermedia plc and its subsidiary Thomson Intermedia Associates Limited (together referred to as the "Group") for the year ended 31st January 2001.

On 13th April 2000 a share for share group re-organisation took place whereby, the Company acquired Thomson Intermedia Limited. Following the Group reorganisation, Thomson Intermedia plc holds all the shares in Thomson Intermedia Associates Limited (formerly Thomson Intermedia Limited). The results, including the results for the comparative period, have been prepared as if the Group had been in existence throughout both financial years.

Basis of consolidation

The consolidated financial statements incorporate the results of Thomson Intermedia plc and its subsidiary undertaking as at 31st January 2001 using the merger method of accounting.

Merger accounting

Where merger accounting is used, the investment is recorded in the company's balance sheet at the nominal value of the shares issued together with the fair value of any additional consideration paid.

In the group financial statements, merged subsidiary undertakings are treated as if they had always been a member of the group. The results of such subsidiary are included for the whole period in the year it joins the group. The corresponding figures for the previous year include its results for that period, the assets and liabilities at the previous balance sheet date and the shares issued by the company as consideration as if they had always been in issue. Any difference between the nominal value of the share capital acquired and those issued by the company to acquire them is taken to reserves.

Turnover

Turnover represents income earned during the period on contracts with customers after the deduction of value added tax. Income relating to installation and training is taken into account at the start of the contract. Income relating to the subscription service is taken into account over the period of the contract matching income and costs.

Depreciation

Depreciation is calculated to write down the cost, less estimated residual value, of all tangible fixed assets over their expected useful lives. The rates generally applicable are:

Motor vehicles	25% reducing balance
Furniture and equipment	25% reducing balance
Computer equipment	25% on cost

Research and development

Research and development costs are charged to the profit and loss account in the year of expenditure.

Pensions

The charge against the profit and loss account is equal to the employer contributions for the year in respect of personal pension plans for individual employees. There is no group pension plan.

Deferred taxation

Provision is made for timing differences between the treatment of certain items for taxation and accounting purposes to the extent that it is probable that a liability or asset will crystallise.

Leased assets

Where assets are financed by leasing agreements that give rights approximating to ownership (finance leases), the assets are treated as if they had been purchased outright. The amount capitalised is the present value of the minimum lease payments payable over the term of the lease. The corresponding leasing commitments are shown as amounts payable to the lessor. Depreciation on the relevant assets is charged to the profit and loss account.

Lease payments are analysed between capital and interest components. The interest element of the payment is charged to the profit and loss account over the period of the lease and is calculated so that it represents a constant proportion of the balances of capital repayments outstanding. The capital element reduces the amounts payable to the lessor. All other leases are treated as operating leases. Their annual rentals are charged to the profit and loss account on a straight line basis over the term of the lease.

Investments

Investments held as fixed assets are held at cost less any provision for impairment in valuation.

Financial Instruments

In relation to the disclosures made in note 23:

- Short term debtors and creditors are not treated as financial assets or financial liabilities;
- The Group does not hold or issue derivative financial instruments for trading purposes.

2. Turnover

The turnover and operating loss for the year was derived from the Group's principal activity and was carried out wholly in the UK.

3. Operating (loss)/profit

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

	2001 £'000	2000 £'000
Research and development expenditure – written off	949	92
Operating lease rentals		
– motor vehicles	33	25
– land and buildings	162	31
Profit on disposal of fixed assets	1	–
Amounts payable to the auditors in respect of audit services	22	11
Amounts payable to the auditors in respect of non-audit services	10	4
Depreciation		
– owned assets	102	35
– leased assets	2	6
	<u> </u>	<u> </u>

4. Employees

The average number of employees of the Group, including Executive Directors, was as follows:

	2001	2000
Sales and marketing	14	8
Information technology development	7	3
Production	81	26
Accounts and administration	4	2
Directors	6	4
	<u>112</u>	<u>43</u>

Staff costs for all employees, including Executive Directors, consist of:

	2001 £'000	2000 £'000
Wages and salaries	2,073	556
Social security costs	193	57
Pension costs	7	-
	<u>2,273</u>	<u>613</u>

5. Directors' remuneration

The Directors' remuneration for the year amounted to:

	Salaries/fees £'000	Benefits in Kind £'000	Performance Bonus £'000	Total £'000
John Napier	18	-	-	18
Stephen Thomson	78	12	21	111
Sarah Jane Thomson	78	2	21	101
Richard Dawson	61	-	67	128
Paul Gladman	69	-	69	138
Fiona Driscoll	15	-	-	15
	<u>319</u>	<u>14</u>	<u>178</u>	<u>511</u>

Options granted to Directors during the year were:

	1st February 2000	Granted number	31st January 2001	Value of shares
Richard Dawson	-	287,618	287,618	299,123
Paul Gladman	-	314,285	314,285	326,856
	-	<u>601,903</u>	<u>601,903</u>	<u>625,979</u>

Options held by Directors at the year end were:

	Date of Grant	Exercise Price	Number of options	Dates when exercisable
Richard Dawson	5th May 2000	105p	287,618	5th May 2003 to 5th May 2010
Paul Gladman	5th May 2000	105p	314,285	5th May 2003 to 5th May 2010

No options were exercised or lapsed during the year.

The market price of the shares at 31st January 2001 was £1.04 and the range during the financial year was £1.04 to £1.69.

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6. Interest Receivable

	2001 £'000	2000 £'000
Interest receivable	<u>280</u>	<u>8</u>

7. Interest payable

	2001 £'000	2000 £'000
Hire purchase & finance lease interest	1	3
Other interest paid	1	-
	<u>2</u>	<u>3</u>

8. Taxation on loss on ordinary activities

Losses for the year ended 31st January 2001 were partially offset against profits brought forward for taxation purposes. No liability to UK corporation tax arose on ordinary activities for the year ended 31st January 2001 (2000: £131,000).

9. Dividends

As set out in the prospectus at flotation, the Group is seeking primarily to achieve capital growth for its shareholders, and as such no interim dividend was paid and a final dividend is not being proposed. During the year ended 31st January 2000, interim dividends of £175,000 (0.9 pence per share, assuming the Group had been in existence throughout the period) were paid and final dividends of £75,000 (0.4 pence per share, assuming the Group had been in existence throughout the period) were proposed by Thomson Intermedia Limited.

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10. Earnings (loss) per share

Basic earnings (loss) per share, calculated in accordance with FRS14 (Earnings per share), is based upon the loss on ordinary activities after tax of £2.7 million (2000: profit £0.4 million) apportioned over the weighted average number of ordinary shares that were in issue for the period of 26,657,081 (2000: 20,030,420).

The calculation of diluted loss per share is the same as basic loss per share as the impact of any potential ordinary shares is antidilutive.

11. Result for the financial year

The Company has taken advantage of the exemption allowed under section 230 of the Companies Act 1985 not to present its own profit and loss account in these financial statements. The Company acts as a holding company and does not trade.

12. Tangible Fixed Assets

Group	Motor Vehicles £'000	Fixtures and Fittings £'000	Computer Equipment £'000	Total £'000
Cost				
At 1st February 2000	47	39	127	213
Additions	14	221	241	476
Disposals	(40)	-	(5)	(45)
	<hr/>	<hr/>	<hr/>	<hr/>
At 31st January 2001	21	260	363	644
	<hr/>	<hr/>	<hr/>	<hr/>
Depreciation				
At 1st February 2000	21	11	49	81
Charged for the year	8	32	64	104
Disposals	(23)	-	(1)	(24)
	<hr/>	<hr/>	<hr/>	<hr/>
At 31st January 2001	6	43	112	161
	<hr/>	<hr/>	<hr/>	<hr/>
Net Book Value				
At 31st January 2001	15	217	251	483
	<hr/>	<hr/>	<hr/>	<hr/>
At 31st January 2000	26	28	78	132
	<hr/>	<hr/>	<hr/>	<hr/>

The net book value of assets held under finance leases as at year end was £11,000 (2000: £18,000). Depreciation charge for assets held under finance leases in the year was £2,000 (2000: £6,000).

13. Fixed asset investments

Company	Subsidiary undertaking £'000
Cost and net book value	
At 1st February 2000	-
Additions	5,250
	<hr/>
At 31st January 2001	5,250
	<hr/>

The addition to investments represents the acquisition of the entire share capital of Thomson Intermedia Associates Limited on 13th April 2000 in consideration for the issue of 21,000,000 ordinary shares of 25p each.

Subsidiary undertakings

Subsidiary undertaking	Country of incorporation	Class of share capital held	%	Nature of business
Thomson Intermedia Associates Limited	England	Ordinary	100	Technology and media monitoring business

14. Debtors

	Group 2001 £'000	Group 2000 £'000	Company 2001 £'000	Company 2000 £'000
Trade debtors	807	600	-	-
Corporation tax recoverable	124	-	-	-
Other debtors	215	2	-	-
Prepayments and accrued income	135	112	-	-
Amounts due from subsidiary undertakings	-	-	6,969	-
	<u>1,281</u>	<u>714</u>	<u>6,969</u>	<u>-</u>

All amounts fall due for payment within one year.

15. Creditors: Amounts falling due within one year

Group	2001 £'000	2000 £'000
Trade creditors	497	39
Net obligations under hire purchase and finance lease contracts	4	27
Corporation tax	124	124
Other taxes and social security	85	96
Proposed dividends	-	75
Other creditors	-	7
Accruals and deferred income	1,243	950
	<u>1,953</u>	<u>1,318</u>

16. Creditors: Amounts falling due after more than one year

Group	2001 £'000	2000 £'000
Net obligations under hire purchase and finance lease contracts	9	-
	<u>9</u>	<u>-</u>

17. Provision for liabilities and charges

	Unprovided 2001 £'000	Provided 2001 £'000	Unprovided 2000 £'000	Provided 2000 £'000
Accelerated capital allowances	42	-	-	4
Estimated trading losses available for relief	(2,750)	-	-	-
	<u>(2,708)</u>	<u>-</u>	<u>-</u>	<u>4</u>
Deferred taxation movements are:				£'000
At 1st February 2000				4
Transfer to profit and loss				(4)
At 31st January 2001				<u>-</u>

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18. Obligations: Under Hire Purchase & Finance Leases

	2001 £'000	2000 £'000
Obligations under finance leases and hire purchase contracts are analysed as follows:		
- Within one year	4	27
- Between two and five years	9	-
	<u>13</u>	<u>27</u>

Obligations under finance leases and hire purchase contracts are secured on the assets concerned.

19. Operating Leases

At 31st January 2001, the Group had annual commitments under non-cancellable operating leases as set out below:

	2001		2000	
	Land and buildings £'000	Other £'000	Land and buildings £'000	Other £'000
Within one year	250	29	71	17
Between two and five years	909	22	263	24
After five years	1,522	-	-	-
	<u>2,681</u>	<u>51</u>	<u>334</u>	<u>41</u>

20. Share Capital

	2001 £'000	2000 £'000
Group and company		
Authorised		
Ordinary shares of 25p each		
Group	<u>10,000</u>	<u>10,000</u>
Company	<u>10,000</u>	<u>-</u>
Allotted and fully paid		
Ordinary shares of 25p each		
Group	<u>7,155</u>	<u>5,250</u>
Company	<u>7,155</u>	<u>-</u>

The authorised share capital of the Company on incorporation on 13th April 2000 was £10,000,000 divided into 40,000,000 ordinary shares of 25 pence each, of which 200 shares were issued at par to the subscribers to the Memorandum of Association. On 14th April 2000 the Company acquired the whole of the issued share capital of Thomson Intermedia Associates Limited (formerly Thomson Intermedia Limited) by issuing 21,000,000 ordinary shares as consideration to the shareholders of Thomson Intermedia Associates Limited. Upon admission to Alternative Investment Market on 5th May 2000, a further 7,619,047 ordinary shares were issued at 105 pence. Expenses directly attributable to raising capital upon flotation have been deducted from share premium.

Details of share options are set out in the Directors' Report on page 12.

21. Reconciliation of movement in Shareholders' Funds

	Group 2001 £'000	Group 2000 £'000	Company 2001 £'000	Company 2000 £'000
Opening shareholders' funds	127	8	-	-
Share for share exchange	-	-	5,250	-
(Loss)/profit for the financial year	(2,730)	356	-	-
Dividends	-	(250)	-	-
Premium on issue of shares (net of expenses)	5,064	12	5,064	-
Increase in share capital	1,905	1	1,905	-
Closing shareholders' funds	<u>4,366</u>	<u>127</u>	<u>12,219</u>	<u>-</u>

22. Reserves

Group	Share Scheme Reserve £'000	Merger Reserve £'000	Share premium £'000	Profit and loss account £'000
At 1st February 2000	13	(5,250)	-	114
Loss for the financial year	-	-	-	(2,730)
Shares issued	-	-	6,095	-
Costs of shares issued	-	-	(1,031)	-
At 31st January 2001	<u>13</u>	<u>(5,250)</u>	<u>5,064</u>	<u>(2,616)</u>
Company		Share capital £'000	Share premium £'000	Total £'000
At 1st February 2000		-	-	-
Share for share exchange		5,250	-	5,250
Shares issued		1,905	6,095	8,000
Costs of shares issued		-	(1,031)	(1,031)
At 31st January 2001		<u>7,155</u>	<u>5,064</u>	<u>12,219</u>

23. Financial instruments

Thomson Intermedia plc financial instruments comprise of trade debtors, trade creditors and cash. The group has not entered into any derivative or other hedging transactions. As permitted by FRS13 (Derivatives and other Financial Instruments), amounts dealt with in the numerical disclosures in this note, with the exception of the currency analysis, exclude short-term debtors and creditors. There is no significant difference between the fair value and book value of the financial instruments.

Interest rate risk: The group does not have any borrowings. Cash at bank and in hand relates to amounts invested in corporate bonds and amounts in current and deposit accounts which accrue fixed rate interest. Cash at bank and in hand is the only financial asset. All cash balances are held on fixed interest bearing deposits, the weighted average interest rate being 6.1 per cent and the weighted average period over which interest is fixed is 360 days.

Liquidity Risk: At the balance sheet date the group had cash of £4.6 m following the flotation in May 2000 of Thomson Intermedia plc. The group does not, therefore, consider that it has significant liquidity risk in the short, medium or long term.

Currency Risk: The group does not at present have any other financial instruments denoted in foreign currencies other than local operating currency. Should the group enter into such financial instruments in the future, the directors will take into account the extent of the group's exposure and the need to hedge such risks.

Undrawn bank facilities: The Group has no undrawn bank facilities.

24. Net cash (outflow)/inflow from operating activities

	2001 £'000	2000 £'000
Operating (loss)/profit	(3,136)	482
Depreciation	104	41
Share scheme reserve	-	13
(Increase) in debtors	(238)	(266)
Increase in creditors	733	355
Net cash (outflow)/inflow from operating activities	<u>(2,537)</u>	<u>625</u>

25. Analysis of changes in cash

	2001 £'000	2000 £'000
Opening cash balances	603	227
Closing cash balances	4,564	603
Increase in cash balances	<u>3,961</u>	<u>376</u>

26. Analysis of net funds/(net debt)

	Opening balance £'000	Cash flow £'000	Other non- cash changes £'000	Closing balance £'000
Cash at bank and in hand	603	3,961	-	4,564
Finance Leases	(27)	29	(15)	(13)
Total	<u>576</u>	<u>3,990</u>	<u>(15)</u>	<u>4,551</u>

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27. Related party transactions

Paul Gladman is a director and major shareholder of Visionary Computing Limited which was invoiced Enil (2000: £15,500) by the company for his services in the year ended 31st January 2001. All transactions were conducted on an arms length basis on normal trading terms. Of this amount, £7,167 (2000: £18,813) was outstanding at the year end.

NOTICE OF ANNUAL GENERAL MEETING

Thomson Intermedia plc
(Registered in England No. 3967525)

Notice is hereby given that the 2001 Annual General Meeting of Thomson Intermedia plc ("the Company") will be held at the offices of College Hill, 78 Cannon Street, London, EC4N 6HH, at 11:00 am on Tuesday 5th June 2001 for the following purposes:

Ordinary Business

1. To receive and, if thought fit, adopt the Audited Accounts and the Directors' and Auditors' Reports for the year ended 31 January 2001.
2. To re-elect as a Director Sarah Jane Thomson who retires by rotation pursuant to Article 122 of the Company's Articles of Association and who, being eligible, offers herself for re-election.
3. To re-elect as a Director Stephen Thomson who retires by rotation pursuant to Article 122 of the Company's Articles of Association and who, being eligible, offers himself for re-election.
4. To re-appoint BDO Stoy Hayward as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next General Meeting at which accounts are laid before the Company, at a remuneration to be determined by the Directors.

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Special Business

And, by way of special business, to consider and if thought fit, to pass the following resolutions of which resolution 5 will be proposed as an ordinary resolution and resolution 6 will be proposed as a special resolution:

5. That the Directors be and they are hereby generally and unconditionally authorised, in accordance with section 80 of the Companies Act 1985 (as amended) (the "Act"), to exercise all the powers of the Company to allot relevant securities (as defined in section 80(2) of the Act) up to a maximum aggregate nominal amount of £2,384,937 during the period commencing on the date of the passing of this resolution and expiring on 4th June 2006 (both dates inclusive) (but so that this authority shall allow the Company to make before the expiry of this authority offers or agreements which would or might require relevant securities to be allotted after such expiry and notwithstanding such expiry the Directors may allot relevant securities in pursuance of such offers or agreements), such authority to be in substitution for any and all authorities previously conferred upon the Directors for the purposes of section 80 of the Act other than any authority to the extent it may be exercised in pursuance of any agreement which might require relevant securities to be allotted and which has been entered into prior to the date of this resolution.
6. That, subject to the passing of resolution No.5 set out in this Notice of Meeting, the Directors be and are hereby empowered pursuant to section 95 of the Companies Act 1985 (as amended) (the "Act") to allot equity securities (within the meaning of section 94 (2) of the Act) pursuant to the authority conferred by the said resolution No. 5 as if section 89(1) of the Act did not apply to any such allotment provided that this power shall be limited to the allotment of equity securities:

- (i) in connection with or the subject of an offer or invitation, open for acceptance for a period fixed by the Directors, to holders of ordinary shares (and such other equity securities in the capital of the Company as the Directors may determine) on the register on a fixed record date in proportion (as nearly as maybe) to their respective holdings of such securities or in accordance with the rights attached thereto (including equity securities which, in connection with such offer or invitation, are the subject of such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements that would otherwise arise or with legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory or otherwise howsoever);
- (ii) (otherwise than pursuant to sub-paragraph (i) above) and up to an aggregate nominal amount of £357,740

and shall expire 15 months following the passing of the resolution or, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2002, except that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and notwithstanding such expiry the Directors may allot equity securities in pursuance of such offers or agreements.

By order of the Board
Richard Dawson
Company Secretary
4th April 2001

Registered Office:
Kingfisher House
21-23 Elmfield Road
Bromley
Kent
BR1 1LT

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Notes:

- (i) A member who is entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and, on a poll, to vote on his/her behalf. A proxy need not be a member of the Company. A form of proxy is enclosed.
- (ii) The form of proxy and the power of attorney to other authority (if any) under which it is signed, or a notarially certified copy of such power or authority must be deposited at the office of the Company's Registrars, Computershare Services PLC, PO Box 82, The Pavilions, Bridgwater Road, Bristol, BS99 7NH, by no later than 48 hours in advance of the meeting.
- (iii) Pursuant to Regulation 34 of the Uncertificated Securities Regulations 1995 changes to entries in the register of members after 6pm on Sunday 3rd June 2001 or on the day prior to the day immediately before any adjourned meeting (as the case maybe) shall be disregarded in determining the rights of any member to attend or vote at the meeting or adjourned meeting (as the case maybe). Accordingly, only a member registered in the register of members of the Company as at 6pm on Sunday 3rd June 2001 or on the day prior to the day immediately before the meeting or any adjourned meeting (as the case maybe) shall be entitled to attend and vote at the meeting or any adjourned meeting (as the case may be) in respect of the number of shares registered in his name at that time.
- (iv) The following documents, which are available for inspection during normal business hours at the registered office of the Company on any business day until the date of the meeting and will also be available for

inspection at the place of the Annual General Meeting during the meeting and for at least fifteen minutes prior to the meeting:

- (a) copies of the service contracts of the Directors with the Company;
- (b) the register of interests of the Directors (and their immediate families) in the share capital of the Company.

FORM OF PROXY

Thomson Intermedia plc

(Registered in England No. 3967525 and hereinafter referred to as 'the Company')

Form of proxy for use at the Annual General Meeting to be held at the offices of College Hill, 78 Cannon Street, London, EC4N 6HH on 5th June 2001 at 11:00 am.

I/We.....
(FULL NAME IN BLOCK LETTERS PLEASE)

Of.....
(ADDRESS IN BLOCK LETTERS PLEASE)

being a member/members of the Company entitled to attend and vote at general meetings of the Company, hereby appoint the Chairman of the Meeting or:

.....
(Please enter name of proxy and delete 'Chairman of the Meeting', if required) (see Note 1)

as my / our proxy, to vote for me / us and on my / our behalf as indicated below at the aforementioned Annual General Meeting of the Company and at any adjournment thereof.

Please indicate with an 'X' how you wish your votes to be cast on the Resolutions. Unless otherwise directed, the proxy will vote or abstain from voting at his discretion in respect of the member's total holding on the Resolutions or any amendment thereon or on any other business transacted at the meeting.

Resolution	For	Against
1 To receive and adopt the Audited Accounts for the period to 31st January 2001 and Reports thereon		
2 To re-elect Sarah Jane Thomson		
3 To re-elect Stephen Thomson		
4 To re-appoint BDO Stoy Hayward as Auditors		
5 General authority to allot shares		
6 Disapplication of pre-emption rights (Special Resolution)		

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Date..... Signature or Common Seal.....

Notes

- 1 A member entitled to attend and vote at the meeting is entitled to appoint a proxy (who need not be a member of the Company) to attend and, on a poll, to vote instead of him.
- 2 To be valid for the meeting or adjourned meeting (as the case may be), this proxy form, duly completed, and any power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such authority, must be deposited at the offices of the Company's registrars, Computershare Services PLC, PO Box 82, The Pavilions, Bridgwater Road, Bristol, BS99 7NH, no later than 48 hours in advance of the meeting. Completion and return of the proxy form will not preclude a shareholder from attending and voting at the meeting or adjourned meeting (as the case may be) if he so wishes.
- 3 In the case of an individual, this proxy form should be signed by the appointor or his or her attorney. In the case of a company, this proxy form must be executed under its common seal or signed on its behalf by a duly authorised officer or attorney of the company.
- 4 In the case of joint members, the signature of the first named in the register of members in respect of the holding will be accepted to the exclusion of the votes of the other joint holders.
- 5 Any alterations made to this form should be initialled.

www.thomson-intermedia.com

www.free2look.co.uk