



Report and Financial Statements  
Year Ended 31 December 2007

# Opportunity Investment Management plc

Annual report and financial statements for the year ended 31<sup>st</sup> December 2007

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# Opportunity Investment Management plc

## Company Information

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### Directors

Mr T.V. Ackerly	Non-Executive
Mr D. Bovell	(Resigned 11 October 2007)
Dr J. E. Haag	Non-Executive Chairman (Appointed 17 October 2007)
Mr M. Ritskes	Chief Executive Office (Appointed 23 November 2007)

### Secretary and registered office

Fidelco Limited

38 Hertford Street, London W1J 7SG, United Kingdom

### Company number

3794223

### Auditors

haysmacintyre, Fairfax House, 15 Fulwood Place, London, WC1V 6AY, United Kingdom

### Bankers

Fortis Bank Nederland N.V. 3100 AC Schiedam, Netherlands

### Legal Advisers

London Loughran and Co. 38 Hertford Street, London W1J 7SG

Brussels Stibbe, Rue Henri Wafelaertsstraat 47-51, 1060 Brussels

Berlin Lovells, Schlüterstrasse 37, 10629 Berlin

### EuroNext Symbol

ALGV

## Opportunity Investment Management plc

### Report of the directors for the year ended 31 December 2007

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The directors present their report on the affairs of the Group, together with the audited financial statements, for the year ended 31 December 2007.

#### Results and dividends

The Group profit for the year on ordinary activities after taxation was €1.71m (2006: loss €2.14m).

No dividends have been paid during the year and none are proposed (2006: € nil).

#### Principal activities

The Company holds an investment in Fleischauer Ingenieur-Büro GmbH & Co KG, which performs service activities in the building technology industry (information, security, media and electricity).

The subsidiary undertakings principally affecting the results and net assets of the Group in the year to 31 December 2007 are listed in note 13 to the accounts.

#### Review of business

The company continues to make progress toward reapplying for listing with Euronext. The last non operating subsidiary (AlgoVision Systems GmbH) will be divested as soon as possible. One of the two participations of the company MySparta did not have any operational activities in 2007; future options for MySparta are under review. The other participation Fleischauer GmbH & Co KG performed well in 2007 with an EBIT of € 1.39m and an increase in turnover of 15%. The Directors plan to complete the restructure of OIM Plc with an exchange of equity for debt and writing of the losses, if possible. The equity swap has been discussed with our loan holders; and it appears likely that there will be an agreement signed. The decision regarding the possibility of writing off the losses cannot be made until the equity swap has been transacted.

#### Directors

The directors who served during the year were as follows:

Mr. T. V. Ackerly	Non-Executive Director
Mr. D. Bovell	(Resigned 11 October 2007)
Dr J. E. Haag	Non-Executive Chairman (Appointed 17 October 2007)
Mr M. Ritskes	Chief Executive Officer (Appointed 23 November 2007)

Directors' interests are disclosed in note 6 to the accounts.

### Directors' responsibilities

Company law requires the directors to prepare accounts for each financial year which give a true and fair view of the state of affairs of the Company and Group and of the profit or loss of the Company and Group for that period. In preparing those accounts, 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 accounts, and
- prepare the accounts 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 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 Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### *Accounts, including adoption of going concern basis*

Company law requires the directors to prepare accounts for each financial year which give a true and fair view of the state of affairs of the Company and Group and the profit or loss of the Group for that period. After making enquiries, the directors have a reasonable expectation that the Company and Group will have adequate resources to continue in operational existence for the foreseeable future.

### Charitable and political contributions

The Group made no charitable or political contributions during the year.

### Substantial shareholdings

As at 31 December 2007, the Company was aware of the following interests in the ordinary share capital of the Company:

NAME OF HOLDER	Number	PERCENTAGE HELD
HSBC Issuer Services Common Depository Nominee (UK) Limited	2,302,347	37.86%
Mr Leo Westermeijer	897,891	14.76%
Mayfair Trust Company Limited	601,189	9.89%
Mercurius Beleggingsmaatschappij BV [1]	472,391	7.77%
Quinvest BV [3]	816,764	13.43%
Parklane Holding B.V. [3]	70,000	1.15%
Marius Ritskes [3]	886,764	14.58%
Concordimo n.v. [2]	299,999	4.93%
Thomas V Ackerly	290,000	4.77%
Firmament Investments Limited	220,000	3.62%

## Opportunity Investment Management plc

### Report of the directors for the year ended 31 December 2007 (*Continued*)

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Because HSBC Issuer Services Common Depository Nominee (UK) Limited acts as custodian and nominee of shares held in the Euroclear System, the above notifications may result in duplication of interests where shares are held in Euroclear.

Mayfair Trust Company Limited holds shares as trustee of the Company's employee benefit trust. All the shares that it holds were acquired for no cash consideration as part of the arrangements for the sale of subsidiaries during the year. The trust has not made any awards of shares from its holdings.

[1] Includes shares held by Mr H Stienstra, director and controlling shareholder of Mercurius Beleggingsmaatschappij BV. The shares are registered in the name of HSBC Global Custody Nominee (UK) Limited.

[2] Includes shares held by Mr W Wilford, director and controlling shareholder of Concordimo n.v.

[3] Quivest and Parklane Holding are in the common ownership of Mr. Ritskes, a director of the Company and the figure shown for his interest is the sum of the interests of Quivest and Parklane Holding.

#### Share issues

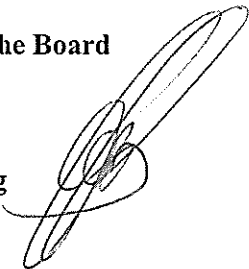
Details of share issues during the year are set out in note 21 of the accounts.

#### Auditors

The auditors, haysmacintyre, have indicated their willingness to continue in office.

By order of the Board

Dr J. E. Haag



19/11/08

## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS**

### **OF OPPORTUNITY INVESTMENT MANAGEMENT PLC**

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We have audited the group and parent company financial statements of Opportunity Investment Management plc for the year ended 31 December 2007 which comprise the Consolidated Income Statement, Consolidated Statement of Changes in Equity, the Consolidated and Company Balance Sheets, the Consolidated Cash Flow Statements and the related notes. These financial statements have been prepared under the accounting policies set out therein.

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 opinions we have formed.

#### **Respective responsibilities of directors and auditors**

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and International Financial Reporting Standards (IFRSs) as adopted for use in the European Union are set out in the Statement of Directors Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and whether the financial statements have been properly prepared in accordance with the Companies Act 1985 and Article 4 of the IAS Regulation. 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 other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

#### **Basis of audit opinion**

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial. 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 group's and company's circumstances, consistently applied and adequately disclosed.

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

# INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF

## OPPORTUNITY INVESTMENT MANAGEMENT PLC (*Continued*)

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### **Emphasis of matter - going concern**

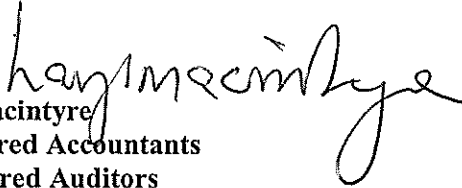
We have considered the adequacy of the disclosure made in the financial statements concerning the group's ability to continue as a going concern. The group recorded a profit of £1.712m for the year ended 31 December 2007 and at that date the group's balance sheet showed an overall deficit of £6.986m.

The company's shareholders continue to finance the company during its restructuring, however, these conditions, as explained in the Group Accounting Policies, indicate the existence of a material uncertainty which may cast doubt over the group's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the group were unable to continue as a going concern.

### **Opinion**

In our opinion:

- the group financial statements give a true and fair view, in accordance with IFRSs as adopted for use in the European Union, of the state of the group's affairs as at 31 December 2007 and of its loss for the year then ended;
- the group financial statements have been properly prepared in accordance with the Companies Act 1985 and Article 4 of the IAS Regulations;
- the parent company financial statements give a true and fair view, in accordance with IFRSs as adopted for use in the European Union as applied in accordance with the provisions of the Companies Act 1985, of the state of the parent company's affairs as at 31 December 2007; and
- the information given in the Directors' Report is consistent with the financial statements.

  
haysmacintyre  
Chartered Accountants  
Registered Auditors

Fairfax House  
15 Fulwood Place  
London  
WC1V 6AY

19/11/08



## Opportunity Investment Management plc

### Consolidated income statement for the year ended 31 December 2007

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	Notes	Total 2007 €'000	Total 2006 €'000
Revenue	1	36,321	31,632
Cost of sales		<u>(22,675)</u>	<u>(30,906)</u>
<b>Gross profit</b>		<b>13,646</b>	<b>726</b>
Administrative expenses		(11,338)	(2,451)
Other operating income	2	728	631
Finance costs	3	<u>(1,070)</u>	<u>(942)</u>
<b>Profit / (Loss) before tax</b>		<b>1,966</b>	<b>(2,036)</b>
Income tax expense	7	<u>(254)</u>	<u>(102)</u>
<b>Profit / (Loss) for the year</b>		<b><u>1,712</u></b>	<b><u>(2,138)</u></b>
<b>Attributable to:</b>			
Equity holders of the parent		1,584	(2,285)
Minority interests – equity		<u>128</u>	<u>147</u>
		<b><u>1,712</u></b>	<b><u>(2,138)</u></b>
<b>Earnings / (Loss) per share</b>			
Basic and diluted	10	<u>€0.27</u>	<u>€(0.40)</u>

All of the above results are derived from continuing activities.

The accompanying notes form an integral part of this consolidated income statement.

## Opportunity Investment Management plc

### Consolidated statement of changes in equity for the year ended 31 December 2007

	Share Capital €	Share premium account €	Retained earnings €	Revaluation Reserve €	Total €	Minority Interest €	Total Equity €
<b>At 1 January 2007</b>	<b>802</b>	<b>43,812</b>	<b>(55,310)</b>	<b>1,447</b>	<b>(9,249)</b>	<b>110</b>	<b>(9,139)</b>
<b>Changes in Equity</b>							
Loss on property revaluation	-	-	-	(51)	(51)	(13)	(64)
Net expense recognised directly in equity	-	-	-	(51)	(51)	(13)	(64)
Profit for period	-	-	1,584	-	1,584	128	1,712
Total recognised income and expense for the period	-	-	1,584	(51)	1,533	115	1,648
Issue of share capital	35	470	-	-	505	-	505
<b>At 31 December 2007</b>	<b>837</b>	<b>44,282</b>	<b>(53,726)</b>	<b>1,396</b>	<b>(7,211)</b>	<b>225</b>	<b>(6,986)</b>

# Opportunity Investment Management plc

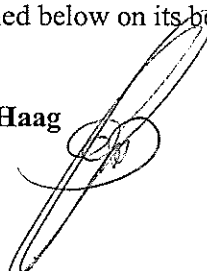
## Consolidated balance sheet at 31 December 2007

	Note	2007 €'000	2006 €'000
<b>Non-current assets</b>			
Property, plant and equipment	11	5,525	5,809
Other intangible assets	12	271	38
Investments	13	<u>50</u>	<u>50</u>
		<u>5,846</u>	<u>5,897</u>
<b>Current assets</b>			
Inventories	14	1,160	1,115
Trade receivables		8,043	6,625
Other receivables	15	1,465	1,322
Deferred tax	20	122	151
Cash and cash equivalents		<u>458</u>	<u>641</u>
		<u>11,248</u>	<u>9,854</u>
<b>Total Assets</b>		<u>17,094</u>	<u>15,751</u>
<b>Equity and liabilities</b>			
<b>Equity attributable to equity holders of the parent</b>			
Called up share capital	21	837	802
Share premium account	21	44,282	43,812
Profit and loss account		(53,726)	(55,310)
Revaluation Reserve		<u>1,396</u>	<u>1,447</u>
		(7,211)	(9,249)
<b>Minority interests – equity</b>		<u>225</u>	<u>110</u>
<b>Total equity</b>		<u>(6,986)</u>	<u>(9,139)</u>
<b>Non-current liabilities</b>			
Trade and other payables	18	570	566
Other financial liabilities		<u>3,307</u>	<u>3,436</u>
<b>Total non-current liabilities</b>		<u>3,877</u>	<u>4,002</u>
<b>Current liabilities</b>			
Trade and other payables	17	7,791	8,472
Other financial liabilities		2,007	2,190
Current tax		104	61
Deferred tax	20	44	94
Shareholder loans		<u>10,257</u>	<u>10,071</u>
<b>Total current liabilities</b>		<u>20,203</u>	<u>20,888</u>
<b>Total liabilities</b>		24,080	24,890
<b>Total equity and liabilities</b>		<u>17,094</u>	<u>15,751</u>

The accompanying notes form an integral part of this consolidated balance sheet.

The financial statements were approved and authorised for issue by the Board of Directors on the 19/11/08 and were signed below on its behalf by:

Dr J. E. Haag  
Director



## Opportunity Investment Management plc

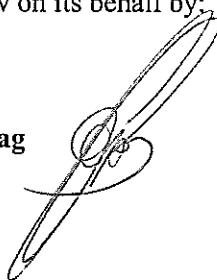
Company balance sheet at 31 December 2007

	Note	2007 €'000	2006 €'000
<b>Non-current assets</b>			
Property, plant and equipment	11	-	14
Other receivables	16	-	245
		<u>-</u>	<u>259</u>
<b>Current assets</b>			
Other receivables	15	-	25
Cash and cash equivalents		4	40
		<u>4</u>	<u>65</u>
<b>Total Assets</b>		<u>4</u>	<u>324</u>
<b>Equity and liabilities</b>			
<b>Equity attributable to equity holders of the parent</b>			
Called up share capital	21	837	802
Share premium account	21	44,282	43,812
Profit and loss account		<u>(54,354)</u>	<u>(56,243)</u>
<b>Total equity</b>		<u>(9,235)</u>	<u>(11,629)</u>
<b>Current liabilities</b>			
Trade and other payables	17	749	3,718
Shareholder loans		<u>8,490</u>	<u>8,235</u>
<b>Total current liabilities</b>		<u>9,239</u>	<u>11,953</u>
<b>Total equity and liabilities</b>		<u>4</u>	<u>324</u>

The accompanying notes form an integral part of this consolidated balance sheet.

The financial statements were approved and authorised for issue by the Board of Directors on 19/11/08 and were signed below on its behalf by:

Dr J. E. Haag  
Director



## Opportunity Investment Management plc

### Consolidated cash flow statement for the year ended 31 December 2007

	2007	2006
	€	€
<b>Cash flows from operating activities</b>		
Profit/(loss) for the year	1,966	(2,036)
Finance costs recognised in profit/loss	1,092	942
Depreciation of non-current assets	730	545
Interest and investment income received	(22)	-
Other non cash expenses	84	(220)
	<u>3,850</u>	<u>(769)</u>
Movements in working capital		
(Increase)/ decrease in inventories	(45)	144
(Increase)/ decrease in trade and other receivables	(1,561)	907
(Decrease) / increase in trade and other payables	(677)	1,140
<b>Cash generated from operations</b>	<u>1,567</u>	<u>1,422</u>
Interest paid	(550)	(589)
Corporation and income tax refunds	(232)	(98)
	<u>785</u>	<u>735</u>
<b>Net cash generated by operating activities</b>		
<b>Cash flows from investing activities</b>		
Payments to acquire financial assets	(290)	(38)
Proceeds on disposal of equipment	62	-
Purchase of property, plant and equipment	(539)	(386)
Interest and investment income received	22	-
	<u>(745)</u>	<u>(424)</u>
<b>Net cash used by investing activities</b>		
<b>Cash flows from financing activities</b>		
Proceeds from issues of equity shares	-	748
Receipts from new bank and other loans	489	426
Repayment of bank and other loans	(712)	(1,382)
	<u>(223)</u>	<u>(208)</u>
<b>Net cash generated in financing activities</b>		
<b>Net (decrease) / increase in cash and cash equivalents</b>	<u>(183)</u>	<u>103</u>
Cash and cash equivalents at start of year	<u>641</u>	<u>538</u>
<b>Cash and cash equivalents at end of year</b>	<u>458</u>	<u>641</u>

The accompanying notes form an integral part of this consolidated cash flow statement.

# **Opportunity Investment Management plc**

## **Statement of Accounting Policies for the year ended 31 December 2007**

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### **Statement of compliance**

The Group financial information has been prepared in accordance with International Financial Reporting Standards (IFRS) adopted by the EU and effective at 31 December 2007 and the Companies Act 1985.

### **First Time Adoption of IFRS**

These financial statements are the first period in which the Group is preparing its financial statements in accordance with IFRS and the significant accounting policies adopted in compliance with IFRS are set out below. The Group's date of transition to IFRS is 1<sup>st</sup> January 2006 and the transition has been accounted for in accordance with IFRS 1: First Time Adoption International Financial Reporting Standards. The Group has availed itself of the option not to restate business combinations from prior to the transition to IFRS.

The adoption of IFRS had no material impact on the figures included in the comparatives in these financial statements which are unchanged from those included in the last set of UK GAAP financial statements prepared by the Group for the year ended 31<sup>st</sup> December 2006.

### **Basis of preparation**

The accounts have been prepared under the historical cost convention except for the revaluation of certain non-current fixed assets and financial instruments.

The preparation of financial statements in accordance with IFRS requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources.

### **Going concern**

The financial statements have been prepared on a going concern basis on the assumption that the company will continue to receive financial assistance from its shareholders as and when required.

### **Basis of consolidation**

The Group accounts consolidate the accounts of Opportunity Investment Management plc and its subsidiary undertakings drawn up to 31 December 2007. The results of subsidiaries acquired or sold are consolidated for the periods from or to the date on which control passed. Acquisitions are accounted for under the acquisition method.

All subsidiary companies are consolidated in these accounts as set out in note 13.

### **Revenue**

Revenue represents amounts receivable for goods and services provided in the normal course of business, net of trade discounts, VAT and other sales related taxes. Revenue arising from software sales is only recognised on customer acceptance and services revenue is recognised rateably with its provision.

In respect of long-term contracts, revenue represents the value of the work carried out in the year, including amounts not invoiced.

## Opportunity Investment Management plc

### Statement of Accounting Policies for the year ended 31 December 2007 (Continued)

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#### Intangible assets – Goodwill

Goodwill arising on the acquisition of subsidiary undertakings and businesses, representing any excess of the fair value of the purchase consideration given over the fair value of the identifiable assets and liabilities acquired, is recognised at cost. Following initial recognition, goodwill is measured at cost less any accumulated impairment loss.

#### Intangible assets – Patents and trademarks

Patents and trademarks are stated at cost less accumulated amortisation and any provision for impairment. Amortisation is provided on a straight line basis over the estimated useful life of the assets, estimated at between five to eight years.

#### Property, plant and equipment

Property, plant and equipment are stated at cost or valuation, net of depreciation and any provision for impairment. Depreciation is provided on all tangible fixed assets, at rates calculated to write off the cost or valuation, less estimated residual value, of each asset on a straight-line basis over its expected useful life, as follows:

Freehold land and buildings	25 years
Leasehold improvements	period of lease
Computer and office equipment	3 – 10 years
Other operating equipment	4 – 5 years

Residual value is calculated on prices prevailing at the date of acquisition or revaluation.

Assets acquired under leases have been capitalised and depreciated in accordance with IAS 17, if the conditions of a financial lease are fulfilled

It is Group Policy to undertake full external valuation of all properties with sufficient regularity to ensure the carrying amount does not differ materially from that which would be determined using fair value at the end of the accounting period. The last full valuation was performed on 13 June 2005.

#### Investments

Investments are shown at cost less provision for impairment.

#### Inventories and long-term contracts

Inventories are stated at the lower of cost and net realisable value. Cost includes materials, direct labour and the attributable proportion of manufacturing overheads based on normal levels of activity. Net realisable value is based on estimated selling price, less further costs expected to be incurred to completion and disposal. Provision is made for obsolete, slow-moving or defective items where appropriate.

Long-term contracts are accounted for using the percentage of completion method of revenue recognition. Profits on individual contracts are taken only when their outcome can be assessed with reasonable certainty, based on the lower of the percentage margin earned to date and that forecast at completion. Full provision is made for all known or anticipated losses on individual contracts.

## **Opportunity Investment Management plc**

### **Statement of Accounting Policies for the year ended 31 December 2007 (Continued)**

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#### **Taxation**

Corporation tax payable is provided on taxable profits at the current rate.

#### **Foreign currencies**

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction or, if hedged, at the forward contract rate. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date or, if appropriate, at the forward contract rate.

The results of overseas operations are translated at the average rates of exchange during the period and their balance sheets at the rates ruling at the balance sheet date. Exchange differences arising on translation of the opening net assets and results of overseas operations and on foreign currency borrowings, to the extent that they hedge the Group's investment in such operations, are dealt with through reserves. All other exchange differences are included in the profit and loss account.

#### **Leases**

Assets held under finance leases, where substantially all the benefits and risks of ownership are assumed, are capitalised in the balance sheet and are depreciated over their expected useful lives. The capital element of future obligations under such leases are included as liabilities in the balance sheet. The interest element of the lease payments is charged to the profit and loss account in proportion to the outstanding capital element of the total lease obligation.

#### **Pension costs**

Provisions for pension liabilities are valued in accordance with the projected unit credit method taking into account the future trend in annuities. For reasons of materiality, the recognition in accordance with the projected unit credit method takes place exclusively in G. Fleischhauer Ingenieur-Büro GmbH & Co KG. The pension liabilities of employees of a subsidiary are valued in accordance with the rules of German tax law.

#### **Functional currency**

The greater part, by value, of the group's assets and liabilities are denominated in euros. The Group's operating subsidiaries operate in Europe and so the Board considers the functional currency of the company and group to be euros.



## Opportunity Investment Management plc

Notes forming part of the financial statements for the year ended 31 December 2007

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### 1. Segment information

In the opinion of the directors, the operations of the Group comprise one class of business, the provision of Systems Solutions and related activities. The Group operates in one geographical market, Western Europe.

### 2. Other operating income

	2007 €'000	2006 €'000
Other income	<u>728</u>	<u>631</u>

### 3. Finance costs

	2007 €'000	2006 €'000
<b>Interest payable and similar charges</b>		
Bank loans and overdrafts	(501)	-
Other loans	(591)	(947)
	<u>(1,092)</u>	<u>(947)</u>
<b>Interest received</b>	22	5
<b>Finance costs</b>	<u>(1,070)</u>	<u>(942)</u>

### 4. Profit / (loss) on ordinary activities before taxation

	2007 €'000	2006 €'000
<i>Profit / (Loss) on ordinary activities before taxation is stated after charging / (crediting):</i>		
Depreciation of tangible fixed assets	737	514
Amortisation of patents and trademarks	57	31
Auditors' remuneration	20	10
Gain on foreign exchange	(442)	(201)

## Opportunity Investment Management plc

Notes forming part of the financial statements for the year ended 31 December 2006 (Continued)

### 5. Staff costs

The average monthly number of employees (including executive directors) was:

	2007 Number	2006 Number
Service	241	208
Sales	39	39
Administration	44	44
	<u>324</u>	<u>291</u>

Their aggregate remuneration comprised:

	€'000	€'000
Wages and salaries	10,943	10,348
Social security costs	2,237	2,198
	<u>13,180</u>	<u>12,546</u>

### 6. Directors' remuneration, interests and transactions

The total amounts for directors' remuneration and other benefits were as follows:

	2007 €'000	2006 €'000
Emoluments	<u>523</u>	<u>156</u>

#### Directors' interests

The directors who held office at 31 December 2007 had the following interests in the 10p ordinary shares of Opportunity Investment Management plc:

Name of director	At 31 Dec 2007 Number (10p shares)	At 31 Dec 2006 Number (10p shares)
Mr T. V. Ackerly	290,000	170,000
Dr J. E. Haag	-	-
Mr M. Ritskes	886,764	886,764

On 2 February 2007, 20,000 shares each were issued at par to T.V. Ackerly and Firmament Investments Limited in respect of the services of T.V. Ackerly and D. Bovell as directors.

On 17 October 2007, 100,000 shares each were issued to T.V. Ackerly and Firmament Investments Limited at subscription prices of €245,005 and €254,179 in settlement of accrued and unpaid remuneration for the provision of the services of T.V. Ackerly and D. Bovell as directors.

Firmament Investments Limited and Mr Ackerly were also granted options exercisable at any time up to 31 December 2012 to subscribe for up to £10,000 nominal value ordinary shares at a subscription price of GBP1 for each GBP1 of nominal value or at par and at a subscription price of the greater of €25 for each £1 of nominal value or par respectively.

The shares in which Mr Ritskes is interested are held by Quivest B.V. and Parklane Holding B.V.

## Opportunity Investment Management plc

Notes forming part of the financial statements for the year ended 31 December 2007 (*Continued*)

### 7. Income tax expense

Analysis of tax charge in the year

	2007 €'000	2006 €'000
<b>Current tax</b>		
UK corporation tax	-	-
Foreign taxation	254	102
	<u>254</u>	<u>102</u>

Factors affecting the tax charge / (credit) for the year

	2007 €'000	2006 €'000
Group profit/ (loss) on ordinary activities before tax	<u>1,966</u>	<u>(2,036)</u>
Group Profit on ordinary activities before tax at 30%	590	(611)
<i>Effects of:</i>		
Expenses not deductible for the tax purposes	209	753
Under-provision of tax in prior period	83	-
Carrying value of deferred tax	(14)	(40)
Loss relief claimed	(614)	-
Total tax charge / (credit)	<u>254</u>	<u>102</u>

### 8. Profit attributable to Opportunity Investment Management plc

The profit for the year ended 31 December 2007 dealt with in the accounts of the parent Company, Opportunity Investment Management plc, was €1,889,000 (2006: Loss of €2,394,000) As permitted by Section 230 of the Companies Act 1985, no separate profit and loss account is presented in respect of the parent Company.

### 9. Dividends paid and proposed on equity shares

No dividends have been paid during the year and none are proposed (2006: €nil).

### 10. Earnings per share

The profit / loss calculations for earnings per share are based on the profit for the financial year of €1,584,000 (2006: loss of €2,285,000) and the weighted average number of shares in issue during the year, which are as follows:

	2007	2006
<b>Basic Earnings / (Loss) per share</b>		
Weighted average number of 10p shares	<u>5,924,939</u>	<u>5,736,654</u>
<b>Profit / (Loss) for the financial year</b>	<u>1,584</u>	<u>(2,285)</u>
Basic Earnings per share	<u>€0.27</u>	<u>€(0.40)</u>

Options and warrants in issue have no dilutive effect.

# Opportunity Investment Management plc

Notes forming part of the financial statements for the year ended 31 December 2007 (*Continued*)

## 11. Property, plant and equipment

				Group	Company
	Land and buildings €'000	Computer, office & other equipment €'000	Leasehold Improvements €'000	Total €'000	Computer & office equipment €'000
<b>Cost or valuation:</b>					
At 1 January 2007	7,000	5,029	222	12,251	72
Additions	-	539	-	539	-
Disposals	-	(580)	-	(580)	-
<b>At 31 December 2007</b>	<b>7,000</b>	<b>4,988</b>	<b>222</b>	<b>12,210</b>	<b>72</b>
<b>Depreciation:</b>					
At 1 January 2007	2,193	4,027	222	6,442	58
Charge for the year	153	468	-	621	14
Disposals	-	(494)	-	(494)	-
Charge to revaluation reserve	116	-	-	116	-
<b>At 31 December 2007</b>	<b>2,462</b>	<b>4,001</b>	<b>222</b>	<b>6,685</b>	<b>72</b>
<b>Net book value:</b>					
<b>At 31 December 2007</b>	<b>4,538</b>	<b>987</b>	<b>-</b>	<b>5,525</b>	<b>-</b>
At 31 December 2006	4,807	1,002	-	5,809	14

				Group	Company
	Land and buildings €'000	Computer, office & other equipment €'000	Leasehold Improvements €'000	Total €'000	Computer & office equipment €'000
<b>Cost or valuation:</b>					
At 1 January 2006	6,006	2,069	222	8,297	72
Additions	-	386	-	386	-
Disposals	-	(847)	-	(847)	-
Reclassification	994	3,421	-	4,415	-
<b>At 31 December 2006</b>	<b>7,000</b>	<b>5,029</b>	<b>222</b>	<b>12,251</b>	<b>72</b>
<b>Depreciation:</b>					
At 1 January 2006	922	992	222	2,136	58
Charge for the year	161	353	-	514	-
Write off to revaluation reserve	116	-	-	116	-
Reclassification	994	3,421	-	4,415	-
Disposals	-	(739)	-	(739)	-
<b>At 31 December 2006</b>	<b>2,193</b>	<b>4,027</b>	<b>222</b>	<b>6,442</b>	<b>58</b>
<b>Net book value:</b>					
<b>At 31 December 2006</b>	<b>4,807</b>	<b>1,002</b>	<b>-</b>	<b>5,809</b>	<b>14</b>
At 31 December 2005	5,084	1,077	-	6,161	14

## Opportunity Investment Management plc

Notes forming part of the financial statements for the year ended 31 December 2007 (*Continued*)

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### 11. Property, plant and equipment (*continued*)

The freehold and leasehold properties were subject to a full revaluation by Schmidt & Partners, Independent Valuers, as at 13 June 2005. The valuation is on an "open market basis" in accordance with a yield index.

Included in other operating equipment within the Group are assets under finance leases with cost, depreciation and net book value as follows:

	<b>Equipment</b> <b>€'000</b>
<b>Cost or valuation:</b>	
At 1 January 2007	692
Additions	191
<b>At 31 December 2007</b>	<u>883</u>
<b>Depreciation:</b>	
At 1 January 2007	470
Charge for the year	128
<b>At 31 December 2007</b>	<u>598</u>
<b>Net book value:</b>	
<b>At 31 December 2007</b>	<u>285</u>
At 31 December 2006	<u>222</u>

## Opportunity Investment Management plc

Notes forming part of the financial statements for the year ended 31 December 2007 (*Continued*)

### 12. Intangible fixed assets – patents and trademarks

	Group €000	Company €000
<b>Cost:</b>		
At 1 January 2007	617	-
Additions	290	-
<b>At 31 December 2007</b>	<u>907</u>	<u>-</u>
<b>Amortisation:</b>		
At 1 January 2007	579	-
Charge for the year	57	-
<b>At 31 December 2007</b>	<u>636</u>	<u>-</u>
<b>Net book value:</b>		
<b>At 31 December 2007</b>	<u>271</u>	<u>-</u>
At 31 December 2006	<u>38</u>	<u>-</u>
	Group €000	Company €000
<b>Cost:</b>		
At 1 January 2006	580	-
Additions	38	-
Disposals	(1)	-
<b>At 31 December 2006</b>	<u>617</u>	<u>-</u>
<b>Amortisation:</b>		
At 1 January 2006	549	-
Charge for the year	31	-
Written off	(1)	-
<b>At 31 December 2006</b>	<u>579</u>	<u>-</u>
<b>Net book value:</b>		
<b>At 31 December 2006</b>	<u>38</u>	<u>-</u>
At 31 December 2005	<u>31</u>	<u>-</u>

## Opportunity Investment Management plc

Notes forming part of the financial statements for the year ended 31 December 2007 (Continued)

### 13. Fixed asset investments

	Group Other investments €'000	Company Subsidiary undertakings €'000
<b>Cost and net book value</b>		
At 1 January 2007	50	-
Amounts written off	-	-
<b>At 31 December 2007</b>	<u>50</u>	<u>-</u>
At 31 December 2006	<u>50</u>	<u>-</u>

#### Group

#### Subsidiary undertakings

The Company and the Group had investments in the following subsidiary undertakings which principally affect results or net assets of the Group:

Subsidiary undertakings	Country of Incorporation	Principal activity	Group holding %
Algo Vision Communication A.G.	Switzerland	Holding Company	100
Algo Vision Systems GmbH	Germany	Holding Company	100
My Sparta AG Bilanz	Germany	Software development and sales	75
G. Fleischhauer Ingenieur-Büro GmbH & Co KG	Germany	Systems installation	80

All subsidiary undertakings have been included in the consolidated accounts.

G Fleischhauer Ingenieur-Büro GmbH & Co KG has taken advantage of the exemption conferred under SS264(b) HGB of German Company Law from producing separate financial statements in Germany.

The share capital of German private limited companies is not divided into a specified number of shares with a nominal value per share; rather a nominal value is attributed to the total proportion of a shareholder's investment in the capital of a company.

## Opportunity Investment Management plc

Notes forming part of the financial statements for the year ended 31 December 2007 (*Continued*)

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### 14. Inventories

	31 December 2007		31 December 2006	
	Group €'000	Company €'000	Group €'000	Company €'000
Raw materials and consumables	1,160	-	1,115	-
	<u>1,160</u>	<u>-</u>	<u>1,115</u>	<u>-</u>

There is no material difference between the balance sheet value of stocks and their replacement cost.

### 15. Other receivables

	31 December 2007		31 December 2006	
	Group €'000	Company €'000	Group €'000	Company €'000
Other receivables	736	-	766	13
Prepayments	729	-	556	12
	<u>1,465</u>	<u>-</u>	<u>1,322</u>	<u>25</u>

### 16. Other non-current receivables

	31 December 2007		31 December 2006	
	Group €'000	Company €'000	Group €'000	Company €'000
Amounts owed by Group undertakings	-	-	-	245
	<u>-</u>	<u>-</u>	<u>-</u>	<u>245</u>



## Opportunity Investment Management plc

Notes forming part of the financial statements for the year ended 31 December 2007 (*Continued*)

### 17. Trade and other payables

	31 December 2007		31 December 2006	
	Group €'000	Company €'000	Group €'000	Company €'000
Trade payables	2,537	62	4,263	813
Amounts owed to Group undertakings	-	183	-	447
Taxation and social security	688	-	454	19
Other payables	2,986	392	1,542	1,307
Accruals and deferred income	1,580	112	2,213	1,132
	<u>7,791</u>	<u>749</u>	<u>8,472</u>	<u>3,718</u>

Other creditors included in the Group Balance sheet at 31<sup>st</sup> December 2007 above includes a provision for €1.27m in respect of legal settlement due to the landlord of property in Bremen, Germany.

At 31<sup>st</sup> December 2006, the full provision of €1.27m was recognised in the Company balance sheet, however in 2007, €885,000 of this provision was recognised by the subsidiary company, Algovision Systems GmbH with a corresponding reduction in the provision in the parent company balance sheet.

### 18 Non-current liabilities: Trade and Other payables

	31 December 2007		31 December 2006	
	Group €'000	Company €'000	Group €'000	Company €'000
Trade payables	125	-	142	-
Pension provisions	309	-	291	-
Other payables	136	-	133	-
	<u>570</u>	<u>-</u>	<u>566</u>	<u>-</u>

## Opportunity Investment Management plc

Notes forming part of the financial statements for the year ended 31 December 2007 (*Continued*)

### 19. Pension provisions

Pension provisions concern benefit-related (direct) staff commitments; they are valued using the projected unit credit method, taking account in actuarial terms of future developments for the subsidiary company's staff. Pension provisions for subsidiary company staff were calculated on the basis of materiality considerations under the provisions of German tax law. In relation to mortality and invalidity, the Heubeck actuarial guideline tables 2005G were used.

An interest rate of 5.75% (previous year: 5.75%) and a pension trend of 1.75% annually (previous year: 1.75%) were assumed. An income trend was not taken into account, as benefits are independent of income.

The projected unit credit shows staff benefit entitlements according to the circumstances prevailing on the accounting date. By contrast, the provision is based on long-term actuarial assumptions, which do not take account of fluctuations relating to the accounting date within the limits laid down by IAS 19 (+/- 10% of the projected unit credit). This means that provisions at 31 December 2007 are €64,000 (previous year: €64,000) lower than the projected unit credit.

The balance-sheet pension provisions are calculated as follows:

	31 December 2007	31 December 2006
	€'000	€'000
Projected unit credit of benefit entitlements	364	350
Adjustment for unrealised actuarial profits and losses	(64)	(64)
Subsidiary company staff expenses	9	5
Pension provisions	<u>309</u>	<u>291</u>

### 20. Deferred tax

The deferred tax liabilities at 31 December 2007 are €265,000 (2006: €305,000) arising from the creation of the revaluation surplus in 2005 following the revaluation of buildings at the current market value. The deferred tax liability will be released over a period of approximately 16 years.

The calculation was based on the applicable tax rate of 16%.

There are also significant losses carried forward for the subsidiary companies. No deferred tax asset has been recognised in relation to the parent company tax losses due to the uncertainty over the period in which these losses can be utilised. Deferred tax assets on subsidiary tax losses carried forward is €315,000 (2006: €362,000). Calculation of the deferred tax assets was based on a 3-year forecasting horizon.

The tax losses carried forward at 31 December 2007 were:

Corporation tax	€506,000
Trade tax	€3,512,000

Deferred tax assets and liabilities are offset to the extent that they relate to the same company and the same tax authority, following which the balance sheet includes deferred tax assets of €122,000 and deferred tax liabilities of €44,000.

## Opportunity Investment Management plc

Notes forming part of the financial statements for the year ended 31 December 2007 (*Continued*)

### 21. Called-up share capital

	2007 Number	2006 Number	2007 €'000	2006 €'000
<b>Authorised</b>				
Ordinary shares of 10p each	250,000,000	250,000,000	35,460	35,460
Redeemable preference shares of £1	20,000,000	20,000,000	23,365	23,365
	2007 Number	2006 Number	2007 €'000	2006 €'000
<b>Allotted, called up and fully paid</b>				
Ordinary shares of 10p each	6,081,606	5,841,606	837	802
Redeemable preference shares of £1	-	-	-	-
		<b>Nominal value €'000</b>	<b>Share premium €'000</b>	
<b>At 1 January 2007</b>		802	43,812	
Allotments		35	470	
<b>At 31 December 2007</b>		837	44,282	

On 2 February 2007, 20,000 shares each were issued at par to T.V. Ackerly and Firmament Investments Limited in respect of the services of T.V. Ackerly and D. Bovell as directors.

On 17 October 2007, 100,000 shares each were issued to T.V. Ackerly and Firmament Investments Limited at subscription prices of €245,005 and €254,179 in settlement of accrued and unpaid remuneration for the provision of the services of T.V. Ackerly and D. Bovell as directors.

Options to subscribe for the 10p ordinary shares of the Company have been issued as follows:

Option holder	Number of shares under option	Subscription price Per share	Exercise period
Mr Leo Westermeijer Mercurius	12,500	US\$ 10.00	12 months from admission
Beleggingsmaatschappij B.V. Mercurius	12,500	10.00	12 months from admission
Beleggingsmaatschappij B.V.	40,000	8.50	24 months from admission
T.V. Ackerly	100,000	Greater of €25 for each £1 of nominal value or par	31 <sup>st</sup> December 2012
Firmament Investments Limited	100,000	GBP1 for each GBP1 of nominal value or par	31 <sup>st</sup> December 2012
<b>Total</b>	<b>265,000</b>		

21 Called-up share capital (Continued)

Warrants to subscribe for the 10p ordinary shares of the Company have been issued as follows:

Warrant holder	Number of shares under warrant	Subscription price Per share US\$	Exercise period
Mercurius Beleggingsmaatschapij B.V.	200,000	5.00	24 months from admission
Mercurius Beleggingsmaatschapij B.V.	250,000	2.00	22 Dec 2004 to 21 Dec 2009
Parklane Holding B.V.	20,000	5.00	6 months from admission
Parklane Holding B.V.	20,000	6.00	7 months from admission
Parklane Holding B.V.	20,000	6.00	8 months from admission
Parklane Holding B.V.	20,000	14.00	9 months from admission
Parklane Holding B.V.	20,000	14.50	10 months from admission
Parklane Holding B.V.	20,000	9.00	11 months from admission
Parklane Holding B.V.	20,000	8.00	12 months from admission
Parklane Holding B.V.	20,000	6.80	12 months from admission
Parklane Holding B.V.	40,000	10.00	6 months from admission
Parklane Holding B.V.	40,000	12.50	6 months from admission
Parklane Holding B.V.	140,000	22.50	6 months from admission
Parklane Holding B.V.	200,000	2.00	12 months from admission
Parklane Holding B.V.	200,000	5.00	12 months from admission
Parklane Holding B.V.	50,000	5.00	24 months from admission
Parklane Holding B.V.	120,000	7.50	24 months from admission
<b>Total</b>	<b>1,400,000</b>		

Certain options and warrants to subscribe for ordinary shares of the Company require approval for listing from the Belgian Banking and Finance Commission, the CBFA, and Euronext. Until such shares are approved and admitted to trading, the exercise period of the underlying option or warrant cannot be stated precisely.

22. Other financial liabilities

Future minimum lease payments based on fixed-term operating leases are due in the followings periods as shown below:

	Up to 1 year €'000	1 to 5 years €'000	Over 5 years €'000
Vehicles	379	342	0
Buildings	293	227	0

In 2006 the outlook was as follows:

	Up to 1 year €'000	1 to 5 years €'000	Over 5 years €'000
Vehicles	383	326	0
Buildings	246	390	0

In the last financial year payments totalling €771,000 were made on the basis of fixed-term leases.

## Opportunity Investment Management plc

Notes forming part of the financial statements for the year ended 31 December 2007 (*Continued*)

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### 22. Other financial liabilities (*continued*)

In the following periods, the lease payments indicated below will be due under the finance leases:

	Up to 1 year €'000	1 to 5 years €'000	Over 5 years €'000
Lease payments	171	131	0
Discounting amounts	11	6	0
<b>Cash values</b>	<b>160</b>	<b>125</b>	<b>0</b>

In 2006 the outlook was as follows:

	Up to 1 year €'000	1 to 5 years €'000	Over 5 years €'000
Lease payments	89	152	0
Discounting amounts	9	10	0
<b>Cash values</b>	<b>80</b>	<b>142</b>	<b>0</b>

### 23. Post balance sheet events

The following share issues have occurred since 31 December 2007:

- (a) On 4 September 2008, Opportunity Investment Management Plc issued at par 500,000 10p shares credited as fully paid to each of T Ackerly, M Ritskes and J Haag in consideration of the provision of services as directors. The total cost of £150,000 has been charged to the income statement.
- (b) On 15 September 2008, Opportunity Investment Management Plc issued 1,000,000 10p shares to Quivest BV at an issue price of €0.1262 per share (€126,200) being the GBP equivalent of 10p per share at the HMRC €/£ exchange rate for VAT purposes in September 2008 as per HMRC web site on 15 September 2008. This represented capitalisation of part of the funds advanced by Quivest to OIM plc for payment of costs associated with the preparation and audit of the accounts for 2004, 5, 6 and 7.