



The Power of Televsual Communications and the Web



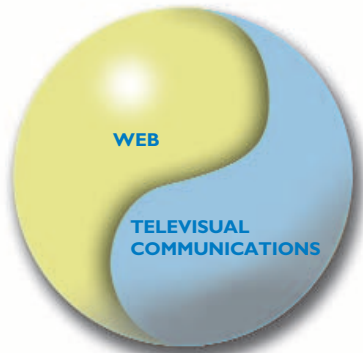
WORLD TELEVISION GROUP PLC
ANNUAL REPORT & ACCOUNTS
2004

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HISTORY



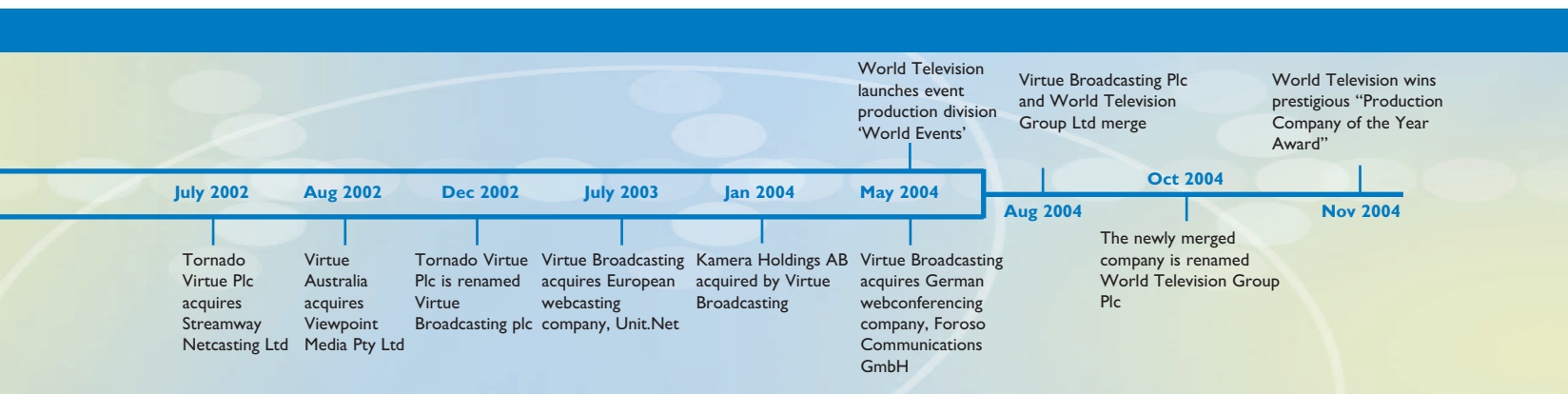


COMPANY OVERVIEW

World Television is an international corporate communications, broadcast news, webcasting and event production company. Multi-national companies, governments and campaigning organisations choose us to provide effective visual communications targeted at key audiences.

World Television is one of Europe's largest production groups with offices in London, Stockholm, Madrid, Frankfurt, Zurich and in the Asia Pacific from Sydney.

The Power of Televisual Communications and the Web



BREAKDOWN OF OUR SERVICES

CORPORATE SERVICES



World Television harnesses the power of televisual communications and the web to influence audiences, motivate employees, excite customers, change perceptions and inform investors. The twin pillars of our offer are in content production and distribution.

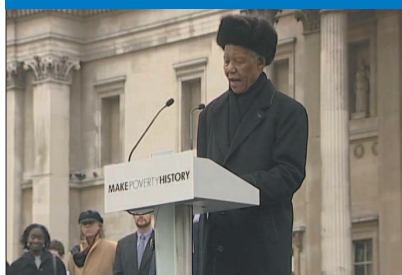
We provide an end-to-end service from pure consultancy through creative programme development, production, and technical distribution to final evaluation.

Business Television, Corporate Productions & Sponsored Programming

World Television produces creative programming with the highest production values tailored to deliver tangible ROI. Programmes are distributed in many ways including satellite broadcast, CD-ROM, DVD, IP video streams or as webcasts. They are designed to maximise communications reach and impact for internal and external audiences.

Sponsored by UNDP and produced by World Television, 'The Business of Development' is broadcast on CNBC to 100m subscribers in Western Europe. This one of first international television broadcast series dedicated to sustainable development within business.

NEWS SERVICES



World Television's news services are designed to help companies, organisations and PR agencies manage and distribute global news, public relations information and investor relations programming to national, regional and international audiences.

Our full range of services includes:

- News consultancy
- B-Roll production
- Satellite media tours & live interviews
- Media training
- Media relations
- Event production
- Programming
- Webcasting
- Broadcast distribution & monitoring

British Satellite News (BSN)

BSN is the world's most successful government public diplomacy news service. Produced by World Television since 2000, World Television produces BSN on behalf of the UK Governments Foreign & Commonwealth Office (FCO). World Television produces 4 news stories per day, 5 days per week 52 weeks pa about the UK which are targeted at the Arab & Islamic world. The service is delivered by satellite and used by over 440 global broadcasters per day, and by every national broadcaster in the Middle East.

WEBCASTING



As Europe's No.1 video webcaster - and No.2 in Australia - World Television Group delivers thousands of successful webcasts every year via one of the world's most advanced and proven webcasting technology platforms.

World Television delivers added-value to its client-base by combining this technology with its broad range of televisual communications solutions. This has led to the increased use webcasting for internal communications integrating the medium with other delivery methods for corporate productions or business television, particularly for global companies needing to communicate with diverse internal audiences worldwide.

WORLD EVENTS



Live events are an essential feature of most corporate communications programmes. Launched in May 2004, World Events completes World Television's integrated corporate communications services portfolio.

From conferences, product launches, press briefings, roadshows and team-building to awards and gala dinners, World Events manage every aspect of the live event including: concept development, venue search, recce, set design, lighting, sound, script-writing, equipment rental, entertainment, webcasting and video production.

WORLD IMAGES



World Images is an international archive management service and stock footage library. Our services range from basic archive management and storage & tape logging, to sophisticated databasing, catalogue creation, licensing, international marketing and online delivery.

PRODUCTION FACILITIES



To maximise the quality of service for our clients, we control the production value chain and employ over 80 full-time media professionals and technicians supported by fully equipped in-house production facilities and technologies. These include latest generation non-linear edit suites, broadcast production studios and a webcast network operations centre.

Our network of offices makes possible the consistent local delivery of Europe-wide and Asia Pacific campaigns.

CHAIRMAN'S STATEMENT

Dear Shareholders

The last year has seen a slow but progressive recovery in the fortunes of the public markets. This recovery has created a renewed interest amongst both institutional and retail investors and confidence in the sector is very slowly returning. Our successful placing at the beginning of May 2004, raising £3.1m before expenses, is testament to this sector's recovery and investor interest.

In July last year, the Company announced the merger with World Television Group Limited ("World"), an international visual communications and news production company with digital media distribution at the heart of its business. World's services, which were and are very attractive to the old Virtue business and its customers, include consultancy, broadcast production, media relations, business television, satellite media tours, webcasting and digital media distribution over IP networks and content programming. Its aim has been to become the first choice among corporations, governments and international organisations for integrated internal and external communications, which was synergistic with that of Virtue.

The merger with World has created an entity that can deliver an array of corporate communications services including content creation, content management, webcasting and web conferencing and content distribution for major corporate and governmental customers worldwide.

The Board believes that this merger helped to reposition the enlarged business allowing greater focus on delivering higher margin services. The broader product range will aid the Group's growth aims although it is accepted that this transition will take time, in order to build a valuable business with longevity of revenues and margins.

Revenues from continuing operations excluding mergers and acquisitions during the term have increased by over 40% to £2.94m, which the board is extremely pleased with, although we are reminded that margins are under constant pressure.

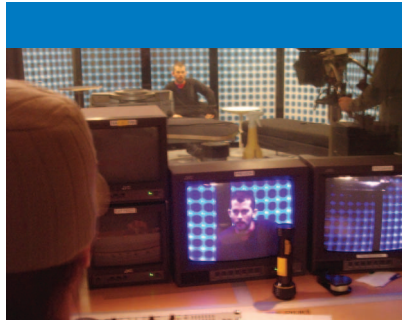
We have had some excellent customer wins during the period that clearly demonstrate our continued ability to offer and deliver broader solutions to multi-regional blue chip companies. These customers include

Novartis, McDonald's, Standard Chartered and the German Government.

We are now seen as one of the leading operators in what is a consolidating sector with a growing number of high quality customers both in the UK and across Europe. Some of these companies are major multi-nationals, such as UBS, Deutsche Bank, ABB, Deutsche Post and Holcim. However, with the increasing consolidation comes an increased competitive threat from a number of areas and an associated focus on margins, which we see as a major focus for the business in the coming months. We hold true to our strategy of retaining and attracting quality customers which are able to deliver higher margins to the business.

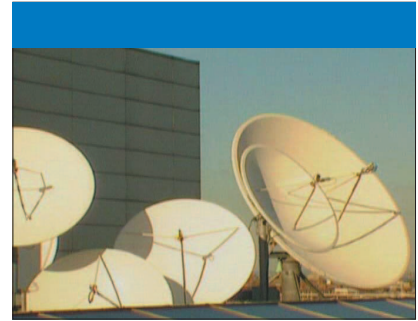
The Board anticipates further improvements in operating performance from the business now that the World Television merger is complete, as we begin to extract the value and cost-savings from our newly centralised operations and our clearly defined up-sell models across our entire customer base.

I believe the Group now has the right focus, market position, technology offerings and team to deliver our objectives of building the



business into one of the leading providers of corporate communications services. We believe the long-term prospects for the business are sound and we will continue to focus on creating more sustainable and higher margin revenue streams from our products. I look forward to updating you on our progress in due course.

Michael Neville
Chairman
29 June 2005



“The Group now has the right focus, market position, technology offerings and team to deliver our objectives of building the business into a leading provider of corporate communications services.”

OPERATIONAL REVIEW

World Television Group's vision is to harness two of the most powerful forces in global communications - televisual communications and the web - and find new ways to deliver bundled and complementary services that are hard to emulate. We intend to create a distinctive new company that competes both on quality and price, that leverages our scale and internationalism and that offers both strength in content production and content delivery. The ambition is to create a vertically integrated international visual communications company.

The rationale behind the merger of World Television Group Limited and Virtue Broadcasting PLC in August 2004 was driven in the main by the desire on both sides to create a company that was able to deliver sustainable competitive advantage going forward. We believe there is significant opportunity to meet emerging 21st century communications demands which will create value and deliver significant returns to shareholders.

Separately, World Television Limited delivered profits by focusing on high touch client relationships and value-added bespoke services in the UK, while Virtue Broadcasting's world class technology platform delivered high-volume webcasting across Europe and in Asia Pacific. Combined, the business has a great opportunity to do more with our existing first class client base to offer enhanced services to them. We have already started to see results from this upsell strategy.

Technology continues to be at the heart of the Company and gives us tangible

competitive advantage. Our network operations centre managed more than 1,400 webcasts in 2004 making us a leading company in the sector. We will invest both in people and software development in the next year. There are signs that the webcast sector maybe entering a new phase of consolidation and growth and we intend to take advantage of the possibilities that ubiquitous broadband access and broadcast deregulation brings. The Group offers a distinctive full range of televisual communications and web services from consulting, webcasting, video production, business television, media relations, event management and news production.

The Merger

Once the merger had been concluded clear operational objectives were set, designed to fully integrate the businesses.

The key operational objectives were to:

- increase revenues and margins
- find efficiencies within the business
- create a common operating environment to deliver increased margins
- create multi-skilled teams to offer new bundled services
- maintain technological advantage
- attract and retain talented people while reducing non contributory headcount

The key imperative was to translate the financial merger into an operationally effective business. The most important element of this was to restructure the Group in order to improve trading and eliminate losses while

maintaining business continuity and positive cash contribution from cash generative units within the Group.

This focus helped create the development and implementation of a 100 day strategic integration plan that involved the entire senior management team. The goal was to find synergies and cost savings that would deliver increased sales and reduced operating costs to create the foundations for the move to profitability in 2005. This included a strategic review of the performance of underperforming business units in order to ensure that all areas made positive contributions. The plan was designed to ensure that by December 2004 all necessary steps had been identified and implemented by which creative, technical and financial teams could increase sales, reduce costs, improve margins and improve performance.

I am pleased to note improved performance since the merger in Australia, Spain and Sweden and maintained business continuity in the UK and Switzerland.

In this context the decision was taken to negotiate the sale of our Kamera Content division ("Kamera") in Sweden to a consortium of investors. The need for significant capital investment to develop Kamera effectively, coupled with the cost of maintaining this loss-making service in a

market some way from maturity made this a decision that was both strategically and financially sound. The key benefits of the Kamera transaction (concluded on 30 March 2005) are to minimise risk, reduce headcount and fixed overhead costs and maintain production work within World Television Sweden while retaining a 10% shareholding going forward and a percentage of gross margin.

To drive the business forward we needed to ensure that common firm central financial and production management controls were implemented across all parts of the business. We committed in December 2004 to acquire a new Group-wide finance system which has gone live in the second quarter of 2005.

Branding

Brand identity will play an increasingly important role in building shareholder value and following consultations, the decision was taken in October 2004 to rename the Group "World Television Group PLC", followed shortly after by the Scandinavian company's rebranding of their operation as World Television Sweden. This will be mirrored in other territories in 2005.

While there is still much to do, phase one of the integration has been successful and provides a clear platform for growth.

"... a distinctive new company that competes both on quality and price, that leverages our scale and internationalism ..."

The Client Perspective

The foundation of our business is that we are focused on clients and structure our production services to meet their multi-disciplinary needs. We can bring our communications production and delivery platforms together to create a bespoke matrix of end to end skills. World Television's excellence was recognised by our peers in October 2004, when we won the prestigious "Production Company of the Year" award in the UK.

The ability to create integrated and complementary services across Europe and Asia Pacific gives us distinctive market positioning and competitive advantage which



OPERATIONAL REVIEW (CONTINUED)

has already translated into new business wins from our account development strategy which is core to business success going forward. We will explore existing relationships both from direct and reseller relationships to see what more we can do to support their needs which will in turn drive growth and improve performance.

While new business development is essential, we continue to seek to increase contributions from our existing first class client base. Revenues from our largest clients can be grown both by expanding our service offerings and demonstrating the value we bring from our geographic reach: delivering pan European and Asia Pacific services locally is a key point of difference.

While we plan to further organically grow our core televisual and web offerings, we continue to explore strategic acquisitions which will strengthen the Group. Our first four months as a combined entity has seen us create a firm platform from which we can move forward with optimism.

Our People

We have now a distinctive business, driven by a superb creative team and effective process management supported by a high quality fully centralised platform and common operating environment. We offer competitive salaries and benefits designed to align our key people with the interests of shareholders, are committed to a policy of diversity and inclusion and aim to create a culture which is open and honest.

The Future

Although much has been achieved in a short time, we continue to look for talented people who can take the business forward. While ensuring continuity and excellence in service, we will move from the exigencies of realising cost savings to increased focus on greater relationships with clients and to communicate effectively both internally and externally our vision for the combined business.

Our objectives for 2005 are to grow revenues, move to profit and enhance shareholder value.

“Technology continues to be at the heart of the Company and gives us tangible competitive advantage”

INTERNATIONAL OFFICE NETWORK



FINANCIAL REVIEW

Summary of results

The Group has experienced significant change over the last financial year mainly due to the merger in August 2004. Following this transaction the Group accounts have been prepared using merger accounting and hence 2003 results have been restated. The results for the year are set out in the profit and loss account on page 21.

Turnover for the Group increased from £9.10m in 2003 to £9.96m an increase of 9%. Whilst operating losses increased from £0.4m to £4.4m this is after charging exceptional items and goodwill amortisation of £2.9m (2003 - £76k).

Continuing operations attributable to the Virtue business increased revenue from £2.07m to £2.94m. This increase was the result of continued focus on sales growth and customer account management. Along with continued product development this has led to an increase in market share.

Sales for the former World Television Limited business decreased over the same period falling from £6.41m to £5.30m. This was expected due to a Government contract for news services in Iraq reaching its term.

World Television Limited continued to contribute profits to the Group throughout 2004.

Acquisitions during the year added additional revenue of £1.73m.

European operations

£ thousand	2004	2003
Turnover	9,400	8,678
Operating expenditure	(13,200)	(9,012)
Operating loss	(3,800)	(334)

As announced in last year's accounts central costs have increased allowing the Board to better manage its pan-European operations and to assist in the implementation of the Group's expansion policy. Following the merger, operations have been reorganised and approximately £900k of cost savings have been identified. These savings are not reflected in these financial statements.

Operating expenses before goodwill and exceptional items from continuing operations increased by £590k to £10.04m. This was principally due to increases in staff costs. The costs also reflect a full year of the unit.net acquisition which was acquired in mid 2003.

Corporate Services Australia

£ thousand	2004	2003
Turnover	564	426
Operating expenditure	(1,160)	(514)
Operating loss	(596)	(88)

Turnover from Corporate Services for the Australian segment was up by 32% on last year at £564k.

Performance was reinforced by the acquisitions of the assets of Webcom and AnnounceTV and allowed the delivery of higher service levels for a greater number of customers. Operating expenses increased to £1,160k as margins slipped. Part of this loss making operation was sold to Nextgen during the year.

Reorganisation

Following the merger with World Television the board instigated a cost reduction programme throughout the Group which identified non-core overhead and operations for savings.

I am pleased to announce that following this review, £900k of savings were identified and the benefit of this saving will materialise in 2005.

During the year the Company incurred one off expenses in reorganising the business. These included:

Provision for Commercial Street property of £255k, redundancy costs of £76k, bonus payments of £70k and other reorganisation costs including write back of prior year provisions (£59k).

Other exceptional

Other exceptional items include a bad debt provision of £310k which relates to a share issue in May 2004 with Matrix Holding Services Limited. Matrix defaulted on its obligation to purchase shares so the outstanding amount has been fully provided and has been shown separately on the profit and loss account. Further detail of this transaction is included in the notes to the accounts below.

Following the acquisition of Kamera in January 2004 a significant amount of goodwill was created as part of the deal. The value of the company has been revisited at year end and following this review the goodwill impaired.

The Board has reviewed the remaining goodwill relating to other acquired businesses held by the group at year end and formed the view that the carrying value of goodwill in the group's accounts should be written off or fully impaired. This impairment along with amortisation during the year amounts to £2.2m.

FINANCIAL REVIEW (CONTINUED)

Other exceptional items include expenses resulting from the merger in August 2004. The majority of these costs relate to professional advisors.

Interest

Interest payable included £172k which relates to the issue of convertible loan notes of the value of £1.1m. These loan notes are redeemable at the rate of £1.15 for every £1.00 nominal amount at any time after 30 November 2006. This interest cost has been fully expensed in 2004 in line with the requirements of FRS 4.

Taxation

The Group's tax charge for the year relates to the trading profits of World Television Limited achieved prior to the merger which cannot be offset against losses elsewhere in the Group.

No deferred tax asset has been recognised in respect of losses available for carry forward of £2.5m.

Dividend

No interim dividend has been paid and no final dividend will be paid for the year (2003 - Nil).

Loss per share

Adjusted loss per share was 0.5 pence (2003 - 0.4 pence) and is calculated to exclude the effect of exceptional items and goodwill amortisation.

Cash flow

In the period under review cash has decreased by £339k to £1,922k. This

movement included £672k raised through share issues after expenses and an additional £1,110k raised through the issue of loan finance.

Financial liabilities

Other than short term creditors arising out of the ordinary course of business the Group's main financial liability is a property lease for its former head office in Commercial Street, London. The property has a rent of £160k pa and its earliest termination date is December 2006. Full provision has been made in 2004 for the residual lease commitments, together with other outgoings less expected rents under sub-leases for the remaining period of the lease. As at the balance sheet date the total provision for liabilities under the lease was £382k.

Treasury policy and financial risk management

The main financial risks faced by the Group are funding risk and credit risk. As with any growing business there remains uncertainty and risk about the ability of the Group to achieve its business objectives within its current funding. The Board continually reviews the funding status of the Group and its exposure to liquidity risk. The Group controls credit risk by setting credit limits and following established credit control policies. In a low interest environment the Group's cash deposits remain at floating rates of interest. The Group does not enter into derivative transactions.

Going concern

After making enquiries, the directors have a reasonable expectation that the Group has

adequate resources to continue in operational existence for the foreseeable future. For this reason, the directors continue to adopt a Going Concern basis in preparing the Financial Statements.

Post balance sheet events

On 30 March 2005, certain assets relating to the subsidiary Kamera Holdings AB were sold to a newly formed company. This company was set up to accelerate the development of these non-core assets and has attracted significant external investment to drive product expansion, marketing and advertising.

As part of the agreement World Television Group PLC will retain a 10 percent interest in the new company while continuing to provide office, IT, administration and production services. World Television Group PLC will also receive 22.5 per cent of the gross income generated during the year beginning July 1 2005.

Outlook for 2005

The Board anticipates further improvement in performance for both existing and acquired businesses in 2005. By focusing on cross selling products within the group and by reinforcing existing sales activity further growth is expected.

The Group's acquisition strategy has now resulted in an infrastructure and technology platform capable of delivering significantly higher throughput with limited additional costs. The Company is now positioned to maximise economies of scale across the Group and to drive the Group forward to profitability.

DIRECTORS AND ADVISORS

Directors

Michael Neville

Non-Executive Chairman

Jonathan King

Chief Executive Officer

Stuart Smith

Finance Director

Andrew Booth

Executive Director

Peter Sibley

Executive Director

Anthony Bartlett

Non-Executive Director

Company Secretary

Stuart Smith

Registered Office

Carmelite
50 Victoria Embankment
Blackfriars
London EC4Y 0DX

Registered in England and Wales

03901656

Nominated advisor and nominated broker

Brewin Dolphin Securities Ltd

34 Lisbon Street
Leeds LS1 4LX

Auditors

BDO Stoy Hayward LLP

8 Baker Street
London W1U 3LL

Solicitors

Taylor Wessing

Carmelite
50 Victoria Embankment
Blackfriars
London EC4Y 0DX

Registrars

Capita IRG Plc

Bourne House
34 Beckenham Road
Beckenham
Kent BR3 4TU

CORPORATE GOVERNANCE STATEMENT

The Company is listed on the Alternative Investment Market (“AIM”) and is therefore not required to comply with the provisions of the Principles of Good Governance and the Code of Best Practice (“the Combined Code”). Nevertheless the Board is committed to ensuring that proper standards of corporate governance operate throughout the Group and has followed the principles of the Combined Code so far as is practicable and appropriate for the nature and size of the Group.

Below is a brief description of the role of the Board and its Committees, followed by a statement regarding the Group’s system of internal controls.

The Board

The Board currently comprises the Chairman, Chief Executive Officer, Finance Director, two Executive Directors and a Non-Executive Director.

Key features of the corporate governance structure are:

- The Chairman is closely involved with the development of the corporate strategy and financing of the Group. He is also a member of the Remuneration Committee.
- The Chief Executive Officer exercises his delegated powers through the management team comprising the Finance Director, himself and senior members of management. The management team meets fortnightly.

- The non-Executive director provides a range of skills and experience in the Group. He brings independent judgement on issues of strategy, performance, risk and people through his membership of the Board and Remuneration Committee.

All directors have access to the advice and services of the Company Secretary, who ensures that the Board meets formally at least eight times per year, receives appropriate and timely information for decision making, that Board procedures are followed and that statutory and regulatory requirements are met. Any director, in order to fulfil his duties, may take independent professional advice at the Company’s expense.

Under the Company’s Articles of Association, one-third of the Board retires by rotation each year and all directors are required to offer themselves for re-election at least every three years.

The Company does not have a Nomination Committee, which is not in compliance with the Combined Code. The Board as a whole is responsible for its structure, size, composition and successional needs thereby keeping under review the balance between executive and non-executive directors, and the Board’s blend of skills and experience.

The principal standing committees appointed by the Board are as follows:

Audit committee

The Audit Committee meets at least two times per year with the external auditors to

review the accounts and audit of the Group. There is at least one meeting where no executive directors will be present. The committee reviews the Company’s accounting policies, financial reporting, internal control and risk management procedures. It also considers the appointment of the auditors and their remuneration. The committee comprises:

Anthony Bartlett (Chairman of the Audit Committee)

Michael Neville

Remuneration Committee

The Remuneration committee provides advice and recommendations to the Board regarding the framework for executive remuneration and the individual remuneration package for each director.

It consists of:

Michael Neville (Chairman of the Remuneration Committee)

Anthony Bartlett

Accountability and audit

The Board seeks to ensure that its Annual Report and Financial Statements provide a balanced and concise assessment of the Company’s position. Outside regular briefings the full board meets twice a year with the external auditor.

Risk assessment and internal control

The directors are responsible for risk assessment and the systems of internal

control. Although no system of internal control can provide absolute assurance against material misstatement or loss, the Group's systems are designed to provide the directors with reasonable assurance that problems are identified on a timely basis and dealt with appropriately. The key elements of the Group's system of internal control are as follows:

Company management: The Chief Executive Officer chairs management boards for the Group comprising the senior management with responsibilities for sales, marketing, service support, technology, product development and finance. Additionally, there are regular meetings of product strategy forums where the future direction of the Group's product offerings and routes to market are considered.

Financial management: Detailed annual budgets are prepared for the Group and each operating company. These budgets are reviewed and agreed by the Board and actual performance is reported against these budgets on a regular basis. The Company has in place documented authority levels for approving purchase orders, invoices and all bank transactions. Further information concerning financial risk management is detailed in the Financial Review.

Quality management: The Company's businesses are focused on meeting the highest levels of customer satisfaction. Quality procedures for the development of the products, services and maintenance support are documented and reviewed frequently.

Internal audit: The Company does not operate an internal audit function; the board feels this appropriate due to the current size of the Group's business.

External audit: In addition executive management have a dialogue with the external auditors on matters arising from their work which is designed to express an opinion on the financial statements.

Dialogue with shareholders

The directors of the Company, together with their advisers, hold meetings with the key shareholders, thereby helping to ensure that there is a mutual understanding of objectives.

REMUNERATION REPORT

Remuneration Committee

The Company's Remuneration Committee consists of the Chairman and the Non-Executive Director, except that the Chairman has no involvement in any decisions relating to his own remuneration.

The committee provides advice and recommendations to the board regarding the framework for executive remuneration and the individual remuneration package for each director.

Policy on remuneration of directors

The success of the Company is dependent upon the skill and experience of motivated employees throughout all levels of the business. In determining remuneration policy the committee's objectives are to recommend

to the Board a reward framework that ensures that the Company is able to motivate, attract and retain executives capable of making a significant contribution to the success of the Group, with due regard to the Company's financial and commercial health. The main components of the remuneration of the executive directors comprise:

Salaries and benefits

Salaries and benefits for directors are reviewed annually. The salaries are set by the committee after consideration of the Company's performance, market conditions, the level of increase awarded to employees throughout the business and the need to reward individual performance. Consistent with his part time status the Chairman's salary is pro-rated accordingly.

Bonus schemes

It is the intention of the remuneration committee to determine appropriate bonus schemes to incentivise and reward performance by the executive directors. These schemes will be designed to reinforce the relationship between individual and corporate performance. They have yet to be implemented.

Service Contracts

Directors have service contracts of varying length:

A Booth and P Sibley have twelve month contracts, J King has a six month contract and S Smith has a contract for three months. There are no contractual termination payments other than an option for the Company to make a payment in lieu of notice.

Directors' Remuneration

	2004 Salary and fees	2004 Bonus	2004 Benefits in kind ⁽²⁾	2004 Pension contribution ⁽³⁾	2004 Termination pay ⁽⁴⁾	2004 Total	2003 Total
£ thousands							
Executive directors							
N Ferris	–	–	–	–	–	–	64
J King ⁽¹⁾	33	–	–	7	–	40	–
A Booth ⁽¹⁾	33	–	–	2	–	35	–
P Sibley ⁽¹⁾	33	–	–	2	–	35	–
J Ormondroyd	80	35	4	10	25	154	125
K Ackerstaff	79	39	–	–	–	118	18
Total Executive directors	258	74	4	21	25	382	207
Non-Executive directors							
G English	12	–	–	–	–	12	3
M Neville	51	47	–	–	–	98	63
A Bartlett ⁽¹⁾	8	–	–	–	–	8	–
Total Non-Executive directors	71	47	–	–	–	118	66
Total	329	121	4	21	25	500	273

⁽¹⁾ Remuneration for Mr King, Mr Booth, Mr Sibley and Mr Bartlett is from the date of their appointment (18 August 2004)

⁽²⁾ Benefits in kind include medical insurance, life assurance and income protection.

⁽³⁾ Pension contributions are for money purchase schemes. There were no pension contributions in 2003.

⁽⁴⁾ Termination pay represents amounts paid by the Group under compromise agreements relating to contracts of employment. No termination payments were made in 2003.

Directors' share options

The table below sets out the interest of directors in share options of World Television Group PLC:

Thousands	At start of year	Granted/ Re-priced	Lapsed/ Re-priced	At end of year	Exercise price (pence)	Exercise date	Lapsed date
J King ⁽¹⁾	–	4,341	–	4,341	0.6	17/01/05	05/02/14
		4,341	–	4,341	0.6	01/08/05	05/02/14
	–	8,682	–	8,682			
J Ormondroyd	642	–	–	642	6.5	27/06/02	27/06/12
	1,196	–	–	1,196	3.0	08/10/03	07/10/13
	–	3,250	–	3,250	0.1	18/04/05	18/10/14
	1,838	3,250	–	5,088			
K Ackerstaff	1,196	–	–	1,196	3.0	08/10/03	07/10/13
	–	3,250	–	3,250	0.1	18/04/05	18/10/14
	1,196	3,250	–	4,446			
G English	570	–	–	570	3.0	08/10/03	07/10/13
M Neville	570	–	–	570	3.0	08/10/03	07/10/13
	–	3,250	–	3,250	0.1	18/04/05	18/10/14
	570	3,250	–	3,820			

⁽¹⁾ Share options transferred from World Television Limited after merger.

The mid-market share price at 31 December 2004 was 1.25 pence. The range of mid-market prices during the year was a high of 6.17 pence on 24 February 2004 and a low of 1.25 at year end.

On behalf of the board

Michael Neville

Chairman

29 June 2005

REPORT OF THE DIRECTORS

for the year ended 31 December 2004

The directors present their report together with the audited financial statements for the year ended 31 December 2004.

Change of name

As a result of the merger in August 2004, the Company changed its name from Virtue Broadcasting PLC to World Television Group PLC on 22 October 2004.

Results and dividends

The results of the Group for the year are set out on page 21 and show a loss after tax of £5.2m (2003 - £0.2m) after deducting goodwill amortisation of £547k, goodwill impairment of £1,710k, provision for bad debt of £310k, reorganisation costs of £342k and merger expenses of £510k.

For the immediate future, the directors believe that the Group's cash reserves are better employed in investing in the Group's business inline with its strategy and therefore do not recommend any final dividend.

Principal activities, review of business and future developments

World Television is an international corporate communications, broadcast news, webcasting and event production company. Multi-national companies, governments and campaigning organisations choose us to provide effective visual communications targeted at key audiences.

The Group is one of Europe's largest production Groups with offices in London, Stockholm, Madrid, Frankfurt, Zurich and in the Asia Pacific from Sydney and New Zealand.

A review of the Group's operations and future developments is included in the Chairman's statement, Operational review and Financial review on pages 4 to 11.

Post balance sheet events

The Company announced on 30 March 2005 the disposal of certain assets relating to its subsidiary Kamera Holdings AB ('Kamera'). These were sold into a special purpose vehicle ('SPV'), which is designed to accelerate the development of this non core asset, but also to focus on accreting ongoing value for the World Television shareholders.

As part of the agreement the Company will retain a 10 percent interest in the SPV while continuing to provide office, IT, administration and production services. The Company will also receive 22.5 per cent of the gross income generated during the year beginning July 2005.

A consortium of high profile investors has committed to invest a significant sum in the SPV to drive product expansion, marketing and advertising.

Located in Stockholm, Kamera's principal activities include converting broadcast news content into a digital format capable of being distributed by mobile network operators over their 3G network.

Share capital

Details of the changes in share capital and shares issued during the year are shown in note 19 of the financial statements.

Changes to the board

On 22 February 2005 James Ormondroyd resigned as Finance Director and Stuart Smith was appointed as Finance Director.

Giles English resigned as Non-Executive Director on 28 February 2005.

Klaus Ackerstaff has resigned as Chief Technology Officer with effect from 31 May 2005.

Directors

The current directors of the Company are:

Michael Neville, Chairman

Michael joined the Board as non-executive Chairman in June 2003, following over 15 years' experience in the telecoms sector. He has held senior management roles at Cable & Wireless, and at Norweb Telecom where he was a main board director. He is also a non-executive director of a number of private companies, where he specialises in corporate strategy, mergers and acquisitions. He has been instrumental in re-focusing the Group's strategy since the disposal of Virtue Media Services Limited in June 2003.

Jonathan King, Chief Executive Officer

Jonathan joined World Television as chief operating officer in June 2002 and has successfully developed and implemented new business strategy, delivering growth and profits. He was previously head of European business for John Ryan International's content creation and delivery division, Screenred. Jonathan's previous roles include: managing

director of Convergent Technology Limited & main board director of MarCom Group PLC, new technology consultant and systems integration enabling the delivery of streamed content to screens over IP networks and the internet for major corporates; main Board Director & Director, Group business development for WPP's Clever Media Group; main Board Director & Director Presentations & Events, Metrovideo.

Stuart Smith, Finance Director

Stuart joined World Television as Head of Finance in 2001. As a chartered management accountant he has considerable commercial experience and a strong understanding of the World Television business. Prior to the merger in 2004 he managed the Company's strong financial performance including increase in margin and profitability. He was promoted to his current position from Group

Financial Controller on 22 February 2005.

Earlier roles included Financial Controller of Working Title Films and Head of Finance for Launch Media.

Andrew Booth, Executive Director

Andrew is an executive director of World Television and co-founded the Company in 1991. He has worked in broadcast and new media communications and campaigns for 20 years. He was a main board director of Greenpeace International, where he was responsible for communications and campaigns worldwide, and has served as a senior communications consultant to the United Nations. He is based in New Zealand and is responsible for business development in the Asia Pacific region and corporate strategy as a member of the World Television board.

Peter Sibley, Executive Director

Peter is an executive director of World Television and co-founded the Company in 1991. He has had 20 years' experience in the broadcast, corporate communications and new media sectors. Peter has also worked for Reuters, Greenpeace International and Ogilvy and Mather. He is responsible for new business development in Europe and corporate strategy as a member of the board.

Anthony Bartlett,

Non Executive Director

Anthony is a Chartered Accountant and is currently a corporate finance director at Arden Partners Limited. He was previously a partner at Coopers & Lybrand (now PricewaterhouseCoopers) and then a director at Beeson Gregory Group PLC.

Directors interests

The directors at the end of the year and their beneficial interests (unless otherwise stated) in the ordinary share capital of the Company are as follows:

Name	At 31 December 2004		At 31 December 2003 or date of appointment	
	No. of shares held	Percentage of shareholding	No. of shares held	Percentage of shareholding
Peter Sibley	170,154,400	22.8%	–	–
Andrew Booth	61,714,579	8.3%	–	–
Anthony Bartlett	8,681,387	1.2%	–	–
Michael Neville	553,806	0.1%	553,806	0.3%
Klaus Ackerstaff (will resign 31 May 2005)	350,000	0.1%	350,000	0.2%
Jonathan King	247,528	0.0%	–	–
James Ormondroyd (resigned 22 February 2005)	94,764	0.0%	94,764	0.1%
Giles English (resigned 28 February 2005)	9,768,004	1.3%	9,768,004	5.7%

Details of share options are shown in the remuneration report on page 15.

No directors were or are materially interested in any contract, other than their service contract, subsisting during the or at the end of the financial year that was significant in relation to the Group's business.

There have been no changes in the above shareholdings between 31 December 2004 and 24 June 2005.

REPORT OF THE DIRECTORS (CONTINUED)

for the year ended 31 December 2004

Major shareholders

As far as the directors are aware, as at 24 June 2005, the Company has been notified of the following interests in 3% or more of the Company's shares:

Name of Shareholder	No. of shares held	Percentage of shareholding
Peter Sibley	170,154,400	22.8%
Archdream Limited (Robert Newman ⁽¹⁾)	90,286,008	12.1%
Rorke Investment Holdings Limited	80,000,000	10.7%
Andrew Booth	61,714,579	8.3%

⁽¹⁾ Robert Newman owns shares in Archdream Limited and also 7,813,212 of the total shares of World Television Group PLC belong to Robert Newman (1.0% of the shareholding).

Employment of disabled persons and employee involvement

Every effort is made to keep all staff informed and involved in the operations and progress of the Group. This is achieved through the use of electronic communications and staff briefings.

The Company operates Approved, Unapproved and Enterprise Management Incentive employee share option schemes, in which certain of the Group's employees are invited to participate.

It is the Group's aim that recruitment and development of staff should be determined solely on ability and other relevant requirements of the job. Disabled persons and those who become disabled are given the same consideration as others and depending on their skills, will enjoy the same prospects as other staff.

World Television is committed to being a socially responsible employer and has an active policy of Equal Opportunities and Diversity & Inclusion. Fifteen percent of its London workforce is from ethnic minorities and forty nine percent of its staff is female and represented at all levels of the business. The Company embraces part-time and job-share opportunities and offers a generous benefits scheme.

The Company aims to create an open and honest environment for employees. We aim to keep staff informed on operations and the progress of the Group.

Supplier payment policy

The Group agrees appropriate terms and conditions individually with its suppliers. It seeks to abide by these agreed terms provided that the supplier has also complied with them. The Company had 55 creditors days at 31 December 2004 (2003 restated - 43 days).

Donations

There were no political or charitable donations during the year (2003 - £Nil).

Annual General Meeting

The Annual General Meeting of the Company will be held at Brewin Dolphin Securities Ltd, 5 Giltspur Street, London, EC1A 9BD on 4 August 2005 at 10.00 a.m..

Special Business will be proposed at the Annual General Meeting. As in previous years, shareholder approval will be sought to renew the authorities granted to the Directors to issue new shares. Resolution 6 will give the Directors authority (the "Section 80 authority") to allot ordinary shares up to an aggregate nominal value of £1,000,000

(representing approximately 5 percent of the existing issued ordinary share capital). Subject to the terms of the Section 80 authority, the Directors will be further authorised ("the Section 89 authority") by resolution 7, to allot any new ordinary shares for cash pursuant to a rights issue proportionate to existing shareholdings and, in order to give the Directors a limited degree of flexibility, to allot new ordinary shares up to a maximum nominal amount of £1,000,000 (representing 5 percent of the existing issued ordinary share capital) otherwise than pro rata to existing shareholdings.

Auditors

PricewaterhouseCoopers LLP resigned as auditors of the Company during the year and BDO Stoy Hayward LLP were appointed as auditors of the Company by the directors. BDO Stoy Hayward LLP have expressed their willingness to continue in office and a resolution to re-appoint them as auditors will be proposed at the next annual general meeting.

By order of the Board

S Smith

Secretary

29 June 2005

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The following statement is made with a view to distinguishing for shareholders the respective responsibilities of the directors and the auditors in relation to the financial statements.

Company law required the directors to prepare financial statements for each financial year that give a true and fair view of the state of affairs of the Group and the Company and of the profit or loss for the year to that date. 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
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and 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 to enable them to ensure that the financial statements comply with the Companies Act 1985 and the AIM rules. They are also responsible for safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are also responsible for the preparation of the directors reports and other information in the annual report.

Financial statements are published on the Group's website in accordance with legislation in the United Kingdom governing the preparation of financial statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the Group's website is the responsibility of the directors. The directors' responsibility also extends to the ongoing integrity of the financial statements contained therein.

REPORT OF THE INDEPENDENT AUDITORS

To the shareholders of World Television Group PLC

We have audited the financial statements of World Television Group plc for the year ended 31 December 2004 on pages 21 to 49 which have been prepared under the accounting policies set out on pages 27 to 30.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards 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 United Kingdom Auditing Standards.

We report to you our opinion as to whether the financial statements give a true and fair view and have been properly prepared in accordance with the Companies Act 1985.

We also report to you if, in our opinion, the Directors' Report is not consistent with the financial statements, if the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the Company and other members of the group is not disclosed.

We read other information contained in the annual report and consider whether it is consistent with the audited financial

statements. This other information comprises the Chairman's Statement, the Operational Review, the Financial Review, the Corporate Governance Statement, the Remuneration Report and the Directors Report. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

Our report has been prepared pursuant to the requirements of the Companies Act 1985 and for no other purpose. No person is entitled to rely on this report unless such a person is a person entitled to rely upon this report by virtue of and for the purpose of the Companies Act 1985 or has been expressly authorised to do so by our prior written consent. Save as above, we do not accept responsibility for this report to any other person or for any other purpose and we hereby expressly disclaim any and all such liability.

Basis of audit opinion

We conducted our audit in accordance with United Kingdom 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 Group'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.

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the Group and the Company at 31 December 2004 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 LLP

*Chartered Accountants
and Registered Auditors*
London

29 June 2005

CONSOLIDATED PROFIT AND LOSS ACCOUNT

for the year ended 31 December 2004

	Note	Continuing operations Existing 2004	Acquisition 2004	Total 2004	Total 2003 Restated ⁽¹⁾
		£'000	£'000	£'000	£'000
Turnover	2	8,238	1,726	9,964	9,104
Operating expenses before exceptional items and goodwill amortisation		(10,040)	(1,411)	(11,451)	(9,450)
- Reorganisation expenses	7	(342)	-	(342)	-
- Provision for bad debt	7	(310)	-	(310)	-
- Net goodwill amortisation and write-back		80	(627)	(547)	(76)
- Goodwill impairment		(121)	(1,589)	(1,710)	-
Total net operating expenses	3	(10,733)	(3,627)	(14,360)	(9,526)
Operating loss	6	(2,495)	(1,901)	(4,396)	(422)
Exceptional items - non-operating	7				
- Merger expenses				(510)	-
- Profit on sale and termination of operations				-	383
Loss on ordinary activities before interest				(4,906)	(39)
Net interest (payable)/receivable	8			(167)	21
Loss on ordinary activities before taxation				(5,073)	(18)
Taxation	9			(122)	(203)
Loss on ordinary activities after taxation				(5,195)	(221)
Equity minority interests				106	73
Loss for the financial year				(5,089)	(148)
Dividends				-	-
Loss for the financial year				(5,089)	(148)
Loss per share (pence)					
Basic and diluted	10			(1.2)	(0.1)
Basic and diluted - adjusted				(0.5)	(0.4)

⁽¹⁾Comparative figures have been restated as a result of merger accounting (see note 1).

The notes on pages 27 to 49 form part of these financial statements.

CONSOLIDATED STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

for the year ended 31 December 2004

	2004	2003
	£'000	Restated £'000
Loss for the financial year	(5,089)	(148)
Exchange translation differences	(61)	(134)
Total recognised gains and losses for the year	(5,150)	(282)

The notes on pages 27 to 49 form part of these financial statements.

CONSOLIDATED BALANCE SHEET

at 31 December 2004

	Note	2004	2004	2003	2003
		£'000	£'000	Restated ⁽¹⁾	Restated ⁽¹⁾
				£'000	£'000
Fixed assets					
Goodwill	11		1,174		42
Tangible assets	12		564		467
			1,738		509
Current assets					
Debtors	14	2,024		2,658	
Cash at bank and in hand		1,922		2,261	
		3,946		4,919	
Creditors: amounts falling due within one year	15	(3,713)		(4,242)	
Net current assets			233		677
Total assets less current liabilities			1,971		1,186
Creditors: amounts falling due after more than one year	16		(1,455)		(3)
Provisions for liabilities and charges	18		(416)		(538)
Net assets			100		645
Capital and reserves					
Called up share capital	19		18,834		11,191
Share premium account	21		8,977		13,653
Capital redemption reserves	21		16,874		16,874
Merger reserve	21		(15,999)		(15,999)
Other reserve	21		2,365		–
Profit and loss account	21		(30,881)		(25,131)
Equity shareholders' funds	22		170		588
Equity minority interests			(70)		57
			100		645

⁽¹⁾Comparative figures have been restated as a result of merger accounting (see note 1).

The financial statements were approved by the Board on 29 June 2005.

M Neville
Chairman

S Smith
Finance Director

The notes on pages 27 to 49 form part of these financial statements.

COMPANY BALANCE SHEET

at 31 December 2004

	Note	2004 £'000	2004 £'000	2003 £'000	2003 £'000
Fixed assets					
Tangible assets	12		–		4
Investments	13		13,239		128
			13,239		132
Current assets					
Debtors – due in one year	14	1,189		2,996	
– due after more than one year	14	3,397		–	
		4,586		2,996	
Cash at bank and in hand		1,159		1,125	
		5,745		4,121	
Creditors: amounts falling due within one year	15	(774)		(798)	
Net current assets			4,971		3,323
Total assets less current liabilities			18,210		3,455
Creditors: amounts falling due after more than one year	16		(1,277)		–
Provisions for liabilities and charges	18		(382)		(533)
Net assets			16,551		2,922
Capital and reserves					
Called up share capital	19		18,834		172
Share premium account	21		8,977		13,653
Capital redemption reserve	21		16,874		16,874
Profit and loss account	21		(28,134)		(27,777)
Equity shareholders' funds	22		16,551		2,922

The financial statements were approved by the Board on 29 June 2005.

M Neville
Chairman

S Smith
Finance Director

The notes on pages 27 to 49 form part of these financial statements.

CONSOLIDATED CASH FLOW STATEMENT

for the year ended 31 December 2004

	Note	2004 £'000	2004 £'000	2003 Restated ⁽¹⁾ £'000	2003 Restated ⁽¹⁾ £'000
Net cash outflow from operating activities	23		(1,199)		(1,016)
Returns on investment and servicing of finance					
Interest received	8	16		30	
Interest paid	8	(16)		(9)	
Net cash (outflow)/inflow from returns on investment and servicing of finance			-		21
Taxation					
Corporation tax			(29)		(203)
Capital expenditure and financial investment					
Payments to acquire intangible assets		-		(4)	
Payments to acquire tangible assets		(203)		(268)	
Receipts from sales of tangible assets		-		4	
Cash outflow from capital expenditure and financial investment			(203)		(268)
Acquisitions and disposals					
Purchase of subsidiary undertakings	25	(645)		14	
Disposal of subsidiary undertakings		-		568	
Receipt on disposal of Tornado Entertainment Limited		-		100	
Cash (outflow)/inflow from acquisitions and disposals			(645)		682
Equity dividends paid to shareholders					
Cash outflow before financing			(2,076)		(784)
Financing					
Issue of ordinary shares		3,101		1,673	
Share issue costs		(829)		-	
Purchase of own shares	21	(600)		-	
Cash element of merger consideration		(1,000)		-	
Issue of loan finance		1,110		-	
Repayment of loans		(45)		(200)	
Cash inflow from financing			1,737		1,473
(Decrease)/increase in cash			(339)		698

CONSOLIDATED CASH FLOW STATEMENT

for the year ended 31 December 2004 (continued)

	2004	2003
	£'000	Restated ^[1]
	£'000	£'000
Reconciliation of net cash flow movements in net funds		
(Decrease)/increase in cash	(339)	698
Cash flow from (increase)/decrease in debts	(1,065)	200
Change in net funds resulting from cash flow	(1,404)	898
Unpaid interest in debts	(167)	–
Debt acquired in subsidiaries	(124)	(54)
Movement in net funds	(1,695)	844
Net funds at the start of the year	2,216	1,372
Net funds at end of year	521	2,216

^[1] Comparative figures have been restated as a result of merger accounting (see note 1).

The notes on pages 27 to 49 form part of these financial statements.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

for the year ended 31 December 2004

I Accounting policies

The financial statements have been prepared under the historical cost convention in accordance with applicable accounting standards. The following principal accounting policies have been applied:

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its Subsidiary Undertakings made up to 31 December.

Undertakings in which the Group has a material interest are accounted for as subsidiaries where the Group exercises dominant influence. Unless otherwise stated the acquisition method of accounting has been adopted, under which the results of subsidiary undertakings acquired in the year are included in the consolidated profit and loss account from the date of acquisition and interests sold are consolidated up to the date of disposal.

Under section 230 of the Companies Act 1985 the Company is exempt from the requirement to present its own profit and loss account. The loss for the financial year dealt with in the accounts of the Company was £357k (2003 - £191k).

Merger Accounting

In relation to the merger of Virtue Group and World Television Group, the consolidated financial statements have been prepared using merger accounting principles as set out in Financial Reporting Standard No. 6 - Acquisitions and Merger ("FRS 6").

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 consolidated financial statements merged subsidiary undertakings are treated as if they had always been a member of the Group. Any difference between the nominal value of the shares acquired by the Company and those issued by the Company to acquire them is taken to reserves.

The results, balance sheets and cash flows of World Television Group PLC and Virtue Broadcasting Limited have been combined with effect from 1 January 2003. The Consolidated Profit and Loss Account, Statement of Total Recognised Gains and Losses, Consolidated Balance Sheet and Consolidated Cash Flow Statement comparatives are restated on a combined basis and adjustments are made to achieve consistency of accounting policies.

The following information is set out in note 29:

- (a) Analysis of the principal components of the current and prior financial year Profit and Loss Account and Statement of Total Recognised Gains and Losses between the parties to the date of the merger and the merged entity after that date; and
- (b) The Balance Sheets of each party to the merger on 19 August 2004.

Presentation of the profit and loss account

The Group has undertaken a number of acquisitions in the financial year; therefore a columnar presentation has been adopted in the profit and loss account to illustrate the underlying business performance.

Foreign currencies

Foreign currency transactions of individual companies are translated at contracted rates or where no contract exists, at the average monthly rates. Foreign currency monetary assets and liabilities are translated at the rate of exchange ruling at the balance sheet date. Any differences are taken to the profit and loss account.

The results of overseas subsidiary undertakings are translated into sterling at the average rates of exchange during the year. The balance sheets are translated into sterling at the rate of exchange ruling on the balance sheet date. Exchange differences arising on the translation of opening shareholders' funds are recorded as a movement on reserves.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

for the year ended 31 December 2004 (continued)

I Accounting policies (continued)

Principal rate of exchange

£	2004 Year end	2004 Average	2003 Year end	2003 Average
Euro	1.416	1.473	1.417	1.443
Swiss Franc	2.188	2.273	2.210	2.198
Australian Dollar	2.457	2.488	2.372	2.508

Goodwill

Goodwill arising on the acquisition of subsidiary undertakings, is the difference between the fair value of purchase consideration and the fair value of the assets and liabilities acquired. In calculating goodwill, the total consideration, both actual and deferred, is taken into account. Where the deferred consideration is contingent and dependent upon future trading performance, an estimate of the value of likely consideration payable is made. The contingent deferred consideration is re-assessed annually and a corresponding adjustment is made to the goodwill arising on acquisition.

Goodwill is capitalised and amortised through the profit and loss account over its expected useful economic life which is estimated at 5 years. Goodwill is denominated in the currency in which the acquisition is made and financed.

Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less a provision for depreciation.

Depreciation is calculated so as to write off the cost of tangible fixed assets in equal instalments over their expected useful economic lives. The normal expected useful lives of the major categories of tangible fixed assets are:

Computer equipment	–	2-3 years
Computer software	–	2-3 years
Fixtures and equipment	–	3-4 years

Impairment of fixed assets and goodwill

The carrying values of fixed assets are reviewed for impairment when a triggering event arises that indicates assets might be impaired. First year impairment reviews are conducted for acquired goodwill and intangible assets. Impairment is determined by the comparison of the carrying value of the asset against the higher of net realisable value and value in use. Any provision for impairment is charged to the profit and loss account in the year concerned.

Investments

Investments are stated at cost less any provision for impairment in value.

As permitted by section 133 of the Companies Act, where the relief afforded under section 131 of the Companies Act 1985 applies, cost is the aggregate of the nominal value of the relevant number of the Company's shares and the fair value of any other consideration given to acquire the share capital of subsidiary undertakings. The carrying value of investments is reviewed annually.

Stocks

Stocks are stated at the lower of cost and net realisable value. Provision is made for obsolete, slow moving or defective items where appropriate.

Long term contracts and work in progress

Amounts recoverable on long term contracts, which are included in debtors, are stated at the net sales value of the work done less amounts received as progress payments on account. Excess progress payments are included in creditors as payments on account. Cumulative costs incurred net of amounts transferred to cost of sales, less provision for contingencies and anticipated future losses on contracts, are included as work in progress balances within stock.

I Accounting policies (continued)

Turnover

The Group provides on-line corporate communication services to large corporations. Services provided principally relate to webcasting and turnover is recognised when the webcasting services are performed, which is compliant with FRS 5 Application Note G. Turnover in respect of television programme production is recognised on the basis of the amount earned during the year in accordance with the contractual arrangements. Turnover excludes transactions between companies within the Group and VAT.

Expenditure

Expenditure is recognised in respect of goods and services received when supplied in accordance with contractual terms. Provision is made when an obligation exists for a future liability in respect of past events and where the amount of the obligation can be readily estimated.

Restructuring costs are recognised in respect of the direct expenditures of a business reorganisation where the plans are sufficiently detailed and well advanced, and where appropriate communication to those affected has been undertaken by the balance sheet date.

Research and development

Research and development expenditure is charged to the profit and loss account in the period in which it is incurred.

Pension costs

The company operates a stakeholder pension scheme which is made available to all employees. No contributions are payable by the company. Contributions to a few employees own money purchase pension schemes were charged to the profit and loss accounts as incurred.

Finance lease

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.

Operating leases

Operating lease rentals are charged to the profit and loss account on a straight line basis over the lease term.

Finance costs

Finance costs of debts are recognised in the profit and loss account at a constant rate on the carrying amount over the life of the debt.

Deferred taxation

Provision is made for deferred taxation using the incremental liability approach and is measured on a non-discounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws substantively enacted at the balance sheet date.

Deferred tax is recognised in respect of timing differences that have originated but not reversed by the balance sheet date subject to the deferred tax assets being recognised to the extent that they are regarded as recoverable. Assets are regarded as recoverable when it is regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

for the year ended 31 December 2004 (continued)

I Accounting policies (continued)

Employee share options

Where options are granted at a price lower than their fair value at the date of grant, the difference is charged to the profit and loss account.

Financial Instruments

In relation to the disclosures made in note 17:

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

2 Segmental analysis

	Europe 2004	Australasia 2004	Total 2004	Europe 2003	Australasia 2003 Restated	Total 2003
	£'000	£'000	£'000	£'000	£'000	£'000
Turnover	9,400	564	9,964	8,678	426	9,104
Operating expenses	(13,200)	(1,160)	(14,360)	(9,012)	(514)	(9,526)
Operating loss	(3,800)	(596)	(4,396)	(334)	(88)	(422)
Exceptional items	(510)	–	(510)	431	(48)	383
Loss on ordinary activities before interest and taxation	(4,310)	(596)	(4,906)	97	(136)	(39)
Interest	(142)	(25)	(167)	21	–	21
Taxation	(122)	–	(122)	(203)	–	(203)
Loss on ordinary activities after taxation	(4,574)	(621)	(5,195)	(85)	(136)	(221)

Turnover between segments is immaterial. Geographical analysis is based on the territory in which the order is received. It would not be materially different if based on the territory in which the customer is located.

	2004 £'000	2003 Restated £'000
Net assets/(liabilities)		
Europe	(129)	2,738
Australasia	144	200
Group net liabilities	(1,837)	(4,554)
Net cash	1,922	2,261
Total	100	645

Group net liabilities comprise the liabilities of the combined Group operations, principally the head office.

3 Total net operating expenses

All operating expenses relate to administrative expenses and can be further analysed as follows:

	Total 2004	Total 2003 Restated
	£'000	£'000
Staff costs (note 4)	5,501	4,213
Depreciation	400	420
Goodwill amortisation/(written back)	547	(76)
Other operating expenses	5,550	4,969
Exceptional items (note 7)	2,362	–
	14,360	9,526

4 Employees

	Total 2004	Total 2003 Restated
	£'000	£'000
Staff costs (including directors) consist of:		
Wages and salaries	4,605	3,698
Social security costs	707	381
Pension costs	142	71
Other costs	47	63
	5,501	4,213

	Number	Number
Average number of people employed (including directors):		
Sales	21	13
Operations	31	48
Administration	41	26
	93	87

The average number of employees reflects the period for which acquired or disposed subsidiaries were members of the Group.

5 Directors' remuneration

	Total 2004	Total 2003 Restated
	£'000	£'000
Aggregate emoluments	454	316
Pension contributions	21	–
Termination pay	25	25
	500	341

Contributions to 4 directors own money purchase pension schemes were made in 2004 (2003 - £Nil).

Further details of directors remuneration are outlined in the remuneration report on page 14.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

for the year ended 31 December 2004 (continued)

6 Operating loss

	Total 2004	Total 2003 Restated
	£'000	£'000
This is arrived at after charging/(crediting):		
Depreciation of own assets	353	420
Depreciation of finance lease assets	47	–
Amortisation of goodwill (note 11)	682	59
Write-back of negative goodwill (note 11)	(135)	(15)
Impairment of goodwill (note 11)	1,710	–
Exceptional operating expenses (note 7)	342	–
Research and development	–	131
Operating leases:		
– Land and buildings	473	278
– Plant and machinery	32	–
Loss(profit) on disposal of tangible fixed assets	32	(1)
Auditors' remuneration:		
– Audit ⁽¹⁾	64	117
– Taxation	21	7
Exchange gain	(69)	(26)

⁽¹⁾ Within the Group audit fee of £64,000 (2003 - £117,000) is £17,000 (2003 - £40,000) in respect of the parent company.

7 Exceptional items

	Continuing operations		Total 2004	Total 2003 Restated
	Existing 2004	Acquisition 2004	£'000	£'000
	£'000	£'000	£'000	£'000
<i>Exceptional operating expenses:</i>				
Reorganisation expenses ⁽¹⁾	342	–	342	–
Impairment of goodwill (note 11)	121	1,589	1,710	–
Bad debt ⁽²⁾	310	–	310	–
Exceptional items charged to operating profit:	773	1,589	2,362	–
<i>Non operating exceptional items:</i>				
Merger expenses ⁽³⁾			510	–
Profit on sale and termination of operations ⁽⁴⁾			–	(383)
Total			2,872	(383)

⁽¹⁾ The reorganisation expenses relate to a fundamental restructuring of continuing operations which arose in respect of the merger with World Television Group Limited (now Virtue Broadcasting Limited) in August 2004. These consist of provision for operating leases of £255,000, bonuses paid to directors of £70,000, redundancy costs of £76,000 and other re-organisation costs written back of £(59,000).

7 Exceptional items (continued)

^[2] Matrix Holding Services Limited participated in a placing of ordinary shares in Virtue Broadcasting plc (now World Television Group PLC) by issuing a signed placing letter dated 4 May 2004 for 15,384,616 ordinary shares for a total of £500,000. The placing letter provided that Matrix would pay for the shares in two tranches: £250,000 payable on 7 June 2004 and the remaining half on 5 July 2004. Matrix has defaulted on its obligations set out in the placing letter as it has only paid £165,000 to World TV leaving an amount outstanding of £335,000. This amount less the nominal value of the shares issued has been provided in full.

^[3] The expenses relate to the merger of the Group with World Television Group Limited (now Virtue Broadcasting Limited) in August 2004.

^[4] The Group received exceptional income of £383,000 in 2003 which is comprised mainly of £100,000 in connection with a settlement of a claim by the Group with the liquidator of a former subsidiary over a bank deposit held by, in the name of that subsidiary; and £282,000 arising on the disposal of its UK Media Services Division, Virtue Media Services Limited.

8 Net interest (payable)/receivable

	2004	2003
	£'000	Restated £'000
Interest payable:		
On finance leases	(9)	–
On bank loans and overdrafts	(2)	(9)
On convertible loans	(172)	–
	(183)	(9)
Interest receivable:		
On bank balances and deposits	16	30
Net interest (payable)/receivable	(167)	21

9 Taxation

	2004	2003
	£'000	Restated £'000
<i>Corporation tax</i>		
Current tax charge	81	179
Prior year tax charge	33	–
	114	179
<i>Deferred tax</i>		
Origination and reversal of timing differences	8	24
	122	203

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

for the year ended 31 December 2004 (continued)

9 Taxation (continued)

	2004	2003
	£'000	Restated £'000
<i>Factors affecting the tax charge</i>		
Loss on ordinary activities before tax	(5,073)	(18)
Loss on ordinary activities before tax multiplied by the standard rate of corporate tax in the UK of 30% (2003 - 30%)	(1,522)	(5)
<i>Effects of:</i>		
Depreciation in excess of capital allowances for the period	23	71
Amortisation of intangible assets and goodwill	583	10
Non-deductible expenses	215	41
Deferred tax asset due to losses not recognised in the period	397	286
Utilisation of tax losses	–	(106)
Losses arising in other subsidiaries not available for future use	–	5
Profit/(losses) on sale and termination of operations not qualifying	–	(123)
Utilised losses arising within foreign subsidiaries	385	–
Underprovision in prior years	33	–
Current tax charge	114	(179)

Deferred tax asset

A potential deferred tax asset of £2.4 million (2003 - £2.0 million) has not been recognised on losses available to carry forward against the Group in accordance with FRS 19. These losses may be offset in the future only against taxable profits generated by the entities concerned.

10 Loss per share

Basic earnings per share is calculated by dividing the earnings attributable to ordinary shareholders by the weighted average number of ordinary shares in issue during the year. For diluted earnings per share, the weighted average number of ordinary shares in issue is adjusted to assume conversion of all dilutive potential ordinary shares being those share options granted to employees where the exercise price is less than the average market price of the Company's ordinary shares during the year. No diluted earning per share has been presented as the Group has made losses.

Adjusted basic EPS has been calculated to exclude the effect of goodwill impairment, amortisation and write-back (£2,257,000) and acquired non operating exceptional items (£510,000).

	2004	2004	2004	2003	2003	2003
	Earnings £'000	Weighted average number of shares Thousands	Pence per share amount	Restated Earnings £'000	Restated Weighted average number of shares Thousands	Restated Pence per share amount
Basic loss per share						
Earnings attributable to ordinary shareholders	(5,089)	436,251	(1.2)	(148)	124,373	(1.0)
Adjusted basic loss per share						
Adjusted earnings attributable to ordinary shareholders	(2,322)	436,251	(0.5)	455	124,373	(0.4)

There is no material difference between the basic earnings per share and diluted earnings per share as the Group has been loss making in both periods.

11 Goodwill

Group	Negative goodwill £'000	Positive goodwill £'000	Total £'000
<i>Cost</i>			
At 1 January 2004	(150)	1,376	1,226
Additions ^[1]	–	3,389	3,389
At 31 December 2004	(150)	4,765	4,615
<i>Amortisation</i>			
At 1 January 2004	(15)	1,199	1,184
Charge for the year	–	682	682
Impairment ^[2]	–	1,710	1,710
Write back ^[3]	(135)	–	(135)
At 31 December 2004	(150)	3,591	3,441
<i>Net book value</i>			
At 31 December 2004	–	1,174	1,174
At 1 January 2004	(135)	177	42

^[1] See note 25 for further information regarding the goodwill acquired during the year.

^[2] The directors considered there to be no useful economic life for positive goodwill arising on the acquisition of Viewpoint Media Pty Limited, having taken into account the underlying business of this entity.

Goodwill arising on the acquisition of Kamera Holdings AB, Foroso Communications GmbH, and part of Virtue Broadcasting Pty Limited in 2004 has been impaired following a business review at year-end (£1,483k). For this purpose, a discount rate of 15% has been used. The remaining goodwill will be written off over 5 years. The balance of the impairment of £227k relates to the write-off of the remaining goodwill that arose on the acquisition of Viewpoint Media Pty Ltd in a prior year. This followed a review of the underlying business which showed that the related goodwill was no longer recoverable.

^[3] Negative goodwill arising on the acquisition of Unit.Net was previously written back through profit and loss account over the directors' estimate of its useful economic life of 5 years. The directors considered that the negative goodwill should be fully written back to the profit and loss account in 2004 as the non monetary assets to which it relates have been realised.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

for the year ended 31 December 2004 (continued)

12 Tangible assets

	Fixtures, fittings and equipment £'000	Computer equipment and software £'000	Specialist equipment £'000	Website £'000	Total £'000
Group					
<i>Cost</i>					
At 1 January 2004	304	1,001	589	14	1,908
Acquired with subsidiary undertakings	233	93	–	–	326
Additions	40	136	27	–	203
Disposals	(65)	(22)	–	–	(87)
At 31 December 2004	512	1,208	616	14	2,350
<i>Depreciation</i>					
At 1 January 2004	221	790	428	2	1,441
Charge for the year	143	187	65	5	400
Disposals	(53)	(2)	–	–	(55)
At 31 December 2004	311	975	493	7	1,786
<i>Net book value</i>					
At 31 December 2004	201	233	123	7	564
At 1 January 2004	83	211	161	12	467
Computer equipment and software £'000					
Company					
<i>Cost</i>					
At 1 January 2004 and at 31 December 2004					7
<i>Depreciation</i>					
At 1 January 2004					3
Charge for the year					4
At 31 December 2004					7
<i>Net book value</i>					
At 31 December 2004					–
At 1 January 2004					4

The net book value of tangible fixed assets for the Group includes an amount of £133,000 (2003 - £Nil) in respect of assets held under finance lease agreements. The company had no assets held under such leases at the year end.

13 Investments

	Investment in group undertakings £'000
At 1 January 2004	128
Additions	13,111
At 31 December 2004	13,239

The directors consider that to give full particulars of all subsidiary undertakings would lead to a statement of excessive length. A full list can be obtained in the Company's next Annual Return.

The principal undertakings in which the Company interest at the year end is 20% or more are as follows:

Company	Previous name	Country of incorporation and operation	% owned and voting rights	Main activity
World Television (Switzerland) Limited	Virtue Broadcasting (Switzerland) Limited	Great Britain/ Switzerland	100%*	Streaming services
Virtue Corporate Services Limited		Great Britain	100%	Streaming services
Virtue Broadcasting Pty Limited		Australia	83%	Streaming services
Unit.Net Deutschland GmbH		Germany	100%*	Streaming services
Virtue Communications Limited	Unit.Net UK Limited	Great Britain	100%*	Streaming services
Unit.Net Streaming Spain SA	Unit.Net Streaming Spain SA	Spain	100%*	Streaming services
Virtue Broadcasting (Holdings) Limited		Great Britain	100%	Holding company
World Television Sweden Holding AB	Kamera Holdings AB	Sweden	99.1%	Holding company
Virtue Broadcasting Limited	World Television Group PLC	Great Britain	100%	Holding company
World Television Limited		Great Britain	100%*	Television production

* indirect holding

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

for the year ended 31 December 2004 (continued)

14 Debtors

	Group 2004	Group 2003	Company 2004	Company 2003 Restated
	£'000	£'000	£'000	£'000
Amounts receivable in one year:				
Trade debtors	1,189	1,801	–	9
Amounts due by Group undertakings	–	–	1,071	2,414
Other debtors	536	464	96	436
Prepayments and accrued income	258	344	22	137
Deferred tax	41	49	–	–
	2,024	2,658	1,189	2,996
Amounts receivable after more than one year:				
Amounts due by Group undertakings	–	–	3,397	–

15 Creditors: amounts falling due within one year

	Group 2004	Group 2003 Restated	Company 2004	Company 2003
	£'000	£'000	£'000	£'000
Trade creditors	890	805	193	224
Accrued pension contributions	15	21	–	–
Corporation tax	264	179	–	–
Other taxes and social security	445	345	24	–
Other creditors ⁽¹⁾	589	1,791	462	131
Accruals and deferred income	1,449	1,056	95	155
Amounts owed to Group undertakings	–	–	–	288
Convertible unsecured loan stock	–	45	–	–
Finance lease creditors	61	–	–	–
	3,713	4,242	774	798

⁽¹⁾Included in 2003 Group other creditors is £1,649,000 in relation to the merger.

16 Creditors: amounts falling due after more than one year

	Group 2004	Group 2003	Company 2004	Company 2003
	£'000	£'000	£'000	£'000
Convertible loan stock (note 17)	1,277	–	1,277	–
Finance lease creditors	63	–	–	–
Other	115	3	–	–
	1,455	3	1,277	–

17 Financial instruments

The Financial Review on page 9 sets out details of the Group's treasury and financial risk management policy.

a) Short term debtors and creditors

As permitted by FRS 13, short term debtors and creditors have been excluded from all the following disclosures, other than the currency risk disclosures.

b) Interest rate profile

Financial assets

The only significant financial asset the Group has is cash at bank. Cash is held either on current or on short term deposits at floating rates of interest determined by the relevant bank's prevailing base rate.

Financial liabilities

The Group's financial liabilities as at 31 December 2004 consist of the following:

The convertible loan notes of £1,110,000 are interest-free and are redeemable at the rate of £1.15 for every £1.00 nominal amount by any noteholder or by the Company in whole or in part at any time after 30 November 2006.

Finance leases to the value of £124,000 are outstanding at year end. The interest rates for finance leases range from 5.04% to 5.25%.

The amount due to other creditors of £54,000 is non-interest bearing.

c) Maturity profile of Group's financial liabilities

	2004 Finance leases £'000	2004 Other financial liabilities £'000	2004 Total £'000	2003 Finance leases £'000	2003 Other financial liabilities £'000	2003 Total £'000
In one year or less or on demand	61	–	61	–	3	3
In more than one year but not more than two years	44	1,392	1,436	–	–	–
In more than two years but not more than five years	19	–	19	–	–	–
More than five years	–	–	–	–	–	–
Total	124	1,392	1,516	–	3	3

d) Currency profile

	2004 £	2003 £
<i>Financial assets</i>		
Sterling	1,630	2,097
Australian Dollars	57	34
Swiss Francs	34	33
Swedish	84	–
Euro	117	97
Total	1,922	2,261

Deposits comprise rent deposit monies, which are charged against performance under operating leases for the Company's properties until satisfaction of the operating lease and earn interest based on LIBID. Floating rate cash deposits earn interest based on LIBID.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

for the year ended 31 December 2004 (continued)

17 Financial instruments (continued)

Financial liabilities

The Group's financial liabilities as at 31 December 2004 are denominated in sterling.

e) Borrowing facilities

The Group has no committed borrowing facilities (2003 - £Nil).

f) Fair value of financial assets and liabilities

In the directors' opinion there is no material difference between the book value and current value of any of the Group's financial assets and liabilities (2003 - £Nil).

g) Currency risk

There were no significant net foreign currency monetary assets or liabilities at the end of the balance sheet date (2003 - Nil).

Matched assets and liabilities are those that generate no gain or loss in the profit and loss account either because they are denominated in the same currency as the Group operations to which they belong or because they qualify under SSAP 20 as a foreign currency borrowing providing a hedge against a foreign equity investment.

h) Hedges

The Group has no material hedged transactions or positions in the period (2003 - £Nil).

18 Provisions for liabilities and charges

Group analysis of provisions for liabilities and charges

	Group				Company		
	Vacant property £'000	Leasehold dilapidations £'000	Other £'000	Total £'000	Vacant property £'000	Leasehold dilapidations £'000	Total £'000
At 1 January 2004	469	64	5	538	469	64	533
Charged to profit and loss account	352	21	28	401	352	20	372
Utilised in the year	(649)	(5)	–	(654)	(649)	(5)	(654)
Transferred with disposal of subsidiary	171	(40)	–	131	171	(40)	131
At 31 December 2004	343	40	33	416	343	39	382

During the period the Company surrendered a lease for its former head office in Marlow. Under the agreement the Company made a net cash saving of £795,000 compared to its obligations under the lease over the next two and a half years. The Company agreed to pay the landlord a surrender premium of £495,000 net of VAT in addition to related expenses and reinstatement costs of £110,000. As part of the settlement the Company utilised a £318,000 secured rent deposit held in favour of the landlord which was previously written off in 2002. In consideration of the surrender premium the Company will avoid paying approximately £1.4 million of rent, service charge, lease termination payments, reinstatement costs and running costs. Full provision for the expected costs arising under the lease was made in 2002.

Following the merger in August 2004 the Company relocated its operations to the World Television offices in Fitzroy Square, London. Accordingly full provision has been made for the lease costs of the former head office in Commercial Street, London which is now vacant. The property has a lease of £160,000 p.a. and its earliest termination date is December 2006. Full provision has been made in 2004 for the residual lease commitments together with other outgoings for the remaining period of the lease. As at the balance sheet date the total provision for liabilities under the lease was £382,000.

In October 2004 an agreement was entered with the landlord, Curb Records Limited, to surrender the lease of the premises previously occupied by Kamera Interactive UK Limited at 45 Guildford Street. Under the agreement, Kamera Interactive Limited committed to pay £20,000 in 22 instalments to the landlord commencing in November 2004. This amount has been fully provided for as at 31 December 2004.

Other provisions of £14,000 are not detailed but include property dilapidations across the Group.

19 Share capital

	2004 Number of ordinary shares thousands	2004 Nominal Value £'000	2003 Number of ordinary shares thousands	2003 Nominal Value £'000
<i>Authorised</i>				
Ordinary shares of 0.1p each	40,000,000	40,000	20,000,000	20,000
Deferred shares of 2.4p each	753,300	18,079	–	–
<i>Allotted and fully paid</i>				
Ordinary shares of 0.1p each	755,425	755	172,013	172
Ordinary share of 2.5p each	–	–	440,800	11,019
Deferred shares of 2.4p each	753,300	18,079	–	–

The shares of 2.4p have no voting rights and no rights to dividend.

	Number of ordinary shares thousands	Nominal Value £'000
In issue at 1 January 2004	172,013	172
<ul style="list-style-type: none"> ● Issue of new ordinary shares of 2.5p each pursuant to Merger with World Television Group Limited 	440,800	11,019
Restated at 1 January 2004 *		
Ordinary shares of 0.1p each	172,013	172
Ordinary shares of 2.5p each	440,800	11,019
		11,191
9 January 2004		
Issue of new ordinary shares of 0.1p each at 5.375p per share pursuant to the acquisition of Kamera Holding AB	39,762	40
3 February 2004		
Issue of new ordinary shares of 0.1p each at 5.0p per share pursuant to the acquisition of Kamera Holding AB	3,593	4
12 February 2004		
Issue of new ordinary shares of 0.1p each at 5.5p per share pursuant to the acquisition of shares in Australian subsidiary	1,708	2
25 May 2005		
Issue of new ordinary shares of 0.1p each at 3.25p per share for cash by way of placement of shares	95,423	95
19 August 2004		
Merger and capital reorganisation		
<ul style="list-style-type: none"> ● Bonus issue 24 for 1 existing ordinary shares of 0.1p each ● Allotment of 50 ordinary shares of 0.1 each in exchange of deferred shares of 4.9p each ● Consolidation and subdivision of 7,812,487,401 ordinary shares of 0.1p each into 312,499,496 ordinary shares of 2.5p each 	7,499,988 – (7,812,487) 312,499	7,500 – – –
27 October 2004		
Consolidation and subdivision of 753,299,761 ordinary shares of 2.5p each into 753,299,761 ordinary shares of 2.4p each and 753,299,761 ordinary shares of 0.1p each	(753,299) 753,300 753,300	– – –
30 November 2004		
Issue of new ordinary shares of 0.1p each to Brewin Dolphin at 1.0p per share in lieu of consultancy fees	2,125	2

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

for the year ended 31 December 2004 (continued)

19 Share capital (continued)

	Number of ordinary shares thousands	Nominal Value £'000
In issue at 31 December 2004		
Ordinary shares of 0.1p each	755,425	755
Ordinary shares of 2.4p each	753,300	18,079
		18,834

* Comparative figures have been adjusted on the basis that the combined group has always been in existence.

20 Share options

Certain employees hold options to subscribe for shares in the Company at prices ranging from 3.0 pence to 150.0 pence under the Group's share option schemes. The Group operates Approved, Unapproved, Enterprise Management Incentive and Employee Benefit Trust schemes for selected employees under a contract of employment to be granted options to acquire ordinary shares in the Company. The number of shares subject to options, the periods in which they were granted and the periods in which they may be exercised are give below:

Year of grant	Exercise price (pence)	Exercise period	2003 Number	Issued Number	Exercised Number	2004 Number
2002	6.50	2002-2012	–	–	–	–
2002	5.00	2002-2012	1,109	–	–	1,109
2003	3.00	2003-2013	5,142	–	–	5,142
2004	0.06	2004-2014	–	26,912	–	26,912
2004	0.10	2004-2014	–	9,750	–	9,750
			6,251	36,662	–	42,913

Details of options held by Directors are set out in the Remuneration Report on page 14.

21 Reserves

	Share premium £'000	Other reserve £'000	Merger reserve £'000	Capital redemption reserve £'000	Profit and loss account £'000
Group					
At 1 January 2004	13,653	–	(15,999)	16,874	(25,131)
Shares issued pursuant to acquisition of Kamera Holding AB (note 24)	–	2,273	–	–	–
Shares issued pursuant to acquisition of Virtue Broadcasting Pty Limited (note 24)	–	92	–	–	–
Shares issued for cash by way of placement of shares	3,006	–	–	–	–
Share issue costs	(189)	–	–	–	–
Bonus issue	(7,500)	–	–	–	–
Capital reorganisation costs	(12)	–	–	–	–
Share issued in lieu of consultancy fee	19	–	–	–	–
Share buy-back ⁽¹⁾	–	–	–	–	(600)
Loss for the financial year	–	–	–	–	(5,089)
Exchange differences	–	–	–	–	(61)
At 31 December 2004	8,977	2,365	(15,999)	16,874	(30,881)

⁽¹⁾ Prior to the merger of World Television Group Limited and the company, World Television Group Limited repurchased 15,000,000 of its ordinary share capital for a cash consideration of £600,000. The effect of this transaction in the merged entity accounts is to reduce cash and profit and loss reserves by £600,000

	Share premium £'000	Capital redemption reserve £'000	Profit and loss account £'000
Company			
At 1 January 2004	13,653	16,874	(27,777)
Shares issued for cash by way of placement of shares	3,006	–	–
Share issue costs	(189)	–	–
Bonus issue	(7,500)	–	–
Capital reorganisation costs	(12)	–	–
Share issued in lieu of consultancy fee	19	–	–
Loss for the financial year	–	–	(357)
At 31 December 2004	8,977	16,874	(28,134)

Under Section 131 of Company Act 1985, the Company qualifies for merger relief. Therefore no share premium is accounted for in relation to issuance of shares issued pursuant to acquisition of Kamera Holdings AB and Virtue Broadcasting Pty Ltd.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

for the year ended 31 December 2004 (continued)

22 Reconciliation of movements in shareholders' funds

	Group 2004 £'000	Group 2003 £'000	Company 2004 £'000	Company 2003 £'000
Loss for the financial year	(5,089)	(148)	(357)	(191)
Foreign exchange adjustments	(61)	(134)	-	-
Share issue net of costs	5,332	24	13,986	1,673
Share buy-back	(600)	-	-	-
Net addition to shareholders' funds	(418)	(258)	13,629	1,482
Opening shareholders' funds	588	846	2,922	1,440
Closing shareholders' funds	170	588	16,551	2,922

23 Reconciliation of operating profit to net cash inflow from operating activities

	2004 £'000	2003 £'000
Operating loss	(4,906)	(422)
Depreciation of tangible fixed assets	400	420
Amortisation of goodwill	682	59
Write-back of negative goodwill	(135)	(15)
Impairment of goodwill	1,710	-
Decrease in debtors	967	(192)
Increase/(decrease) in creditors	115	(885)
Loss/(profit) on disposal of fixed assets	28	1
Non-cash transactions	(60)	18
Net cash outflow from operating activities	(1,199)	(1,016)

24 Analysis of net funds

	At 1 January 2004 £'000	Cash flow £'000	Non-cash flows £'000	Acquisitions £'000	At 31 December 2004 £'000
Cash in hand and at bank	2,261	(339)	-	-	1,922
Convertible loan stock	-	(1,110)	(167)	-	(1,277)
Convertible unsecured loan stock	(45)	45	-	-	-
Finance leases	-	-	-	(124)	(124)
Total	2,216	(1,404)	(167)	(124)	521

25 Acquisitions and disposals

Kamera Holdings AB

On 9 January 2004 the Company acquired Kamera Holdings AB, a Swedish based webcasting Group, for an aggregate consideration before expenses of £2.4 million. This sum comprised cash of £102,000 and a new issue of 43,770,247 ordinary shares. All but 20,767 of these shares have been issued to date. The total adjustments required to the book values of the assets and liabilities of the Group acquired in order to present the net assets of those companies at fair values in accordance with Group accounting principles were £103,000, details of which are set out below together with the resultant amount of goodwill arising:

	Book value of asset acquired £'000	Fair value adjustments £'000	Fair value of assets acquired £'000
Analysis of assets acquired:			
Tangible fixed assets	239	(2)	237
Debtors	320	(5)	315
Cash	334	1	335
Creditors due less than one year	(610)	(39)	(649)
Creditors due more than one year	(181)	–	(181)
Provisions	–	(58)	(58)
Net assets acquired	102	(103)	(1)
Goodwill			2,504
Consideration			2,503
Consideration satisfied by:			
Acquisition expenses			84
Cash			102
Shares			2,317

The book value of assets and liabilities has been taken from their audited Group accounts as at 31 December 2003. Kamera contributed £1,625,000 to the Group turnover and £273,000 to operating losses before goodwill amortisation; Kamera recorded in the twelve month period to 31 December 2003: £1,922,000 of turnover; and £(539,000) operating loss before goodwill amortisation.

Foroso Communications GmbH

On 6 May 2004 the Company acquired Foroso Communications GmbH, a webconferencing company based in Germany. The Company has paid a total of £560,000 in cash and has paid deferred consideration of £120,000 in May 2005. The Company agreed to pay up to £600,000 of contingent cash consideration subject to Foroso achieving certain conditions, included earning either £600,000 profit after taxation or achieving revenues of £1.0 million from the period of acquisition until 31 December 2005. This contingent purchase consideration has not been provided for in the financial statements. Based on the operating results, the Directors are of the opinion that this contingent liability will not crystallise. The book value of assets and liabilities has been taken from the unaudited management accounts of Foroso as at 30 April 2004. Foroso contributed £101,000 to the Group turnover and £(7,400) to operating losses before goodwill amortisation from acquisition to 31 December 2004.

Australian acquisitions

On 12 February 2004 the Company acquired 289,663 shares in its Australian subsidiary, Virtue Broadcasting Pty Limited, from Edgewise Solutions Pty Limited in consideration of an issue of 1,707,541 new ordinary shares. The acquisition took the Group's holding in its Australian subsidiary to 83% from 63%. On 14 May 2004 the Group acquired the business assets of Webcom for consideration of £61,000, and on 28 May 2004 it acquired the business assets of AnnounceTV for consideration of £122,000.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

for the year ended 31 December 2004 (continued)

25 Acquisitions and disposals (continued)

Summary of Foroso and Australian acquisitions

	Australian minority interest £'000	Foroso ⁽¹⁾ £'000	AnnounceTV £'000	Webcom £'000	Total £'000
Tangible fixed assets	–	1	41	47	89
Debtors	–	12	–	14	26
Cash	–	3	–	–	3
Creditor due less than one year	–	(9)	–	–	(9)
Creditor due more than one year	–	(1)	–	–	(1)
Minority interest	18	–	–	–	18
Book value of assets acquired	18	6	41	61	126
Fair value adjustments	–	–	–	–	–
Net assets acquired	18	6	41	61	126
Goodwill	76	722	85	2	885
Consideration	94	728	126	63	1,011
Consideration satisfied by:					
Acquisition expenses	–	48	4	2	54
Cash	–	560	122	61	743
Deferred cash consideration	–	120	–	–	120
Shares	94	–	–	–	94

⁽¹⁾ In connection with the acquisition of Foroso the Board has placed a fair value of £nil over contingent consideration of potentially up to £600,000, which is payable based on certain performance criteria, due to the limited trading history of the Company.

Net cash outflow in respect of acquisitions

	2004 £'000	2003 £'000
Net cash balances acquired	338	138
Acquisition of Unit.Net	–	(124)
Acquisition of Kamera	(186)	–
Acquisition of Foroso	(608)	–
Acquisition of AnnounceTV	(126)	–
Acquisition of Webcom	(63)	–
	(645)	14

26 Commitments under operating leases

As at 31 December 2004, the Group had annual commitments under non-cancellable operating leases as set out below:

	2004 Land and buildings £'000	2004 Other £'000	2004 Total £'000	2003 Land and buildings £'000
Operating leases which expire:				
Within one year	455	30	485	36
In two to five years	748	2	750	464
Over five years	–	–	–	–
Total	1,203	32	1,235	500

27 Related Parties

The directors below subscribed to the convertible loan notes and therefore constitute related party transactions under the AIM Rules.

P Sibley	£150,000
A Booth	£150,000
A Bartlett	£100,000

28 Employee Benefit Trust

The Group has included interests in own shares at £Nil (2003 - £Nil). This investment represents 1,000,000 of the Company's 0.1p ordinary shares acquired in December 2001 of which 560,000 have been transferred to employees. These shares were gifted by a former director to a trust for the benefit of directors who are not founder shareholders and employees. The market value of the remaining 440,000 (2003 - 440,000) shares at 31 December 2004 was £5,500 (2003 - £25,300) over which the trust has awarded options over 250,000 shares (2003 - 250,000).

29 Merger accounting

On 19 August 2004, World Television Group PLC (formerly Virtue Broadcasting PLC) merged with World Television Group Limited. The merger was effected by the acquisition by World Television Group PLC of the entire issued share capital of World Television Limited for a total consideration excluding transaction expenses of £18.1 million.

The consideration was satisfied by cash of £1.0 million and the issue of 440,582,265 new ordinary shares.

(i) Analysis of consolidated profit and loss account for the 12 months ended 31 December 2004

	World Television Group Limited period ended 18 August 2004 £'000	World Television Group PLC period ended 18 August 2004 £'000	Total World Television Group Combined 19 August to 31 December 2004 £'000	12 months ended 31 December 2004 £'000
Turnover	3,147	2,914	3,903	9,964
Operating expenses before exceptional items and goodwill amortisation	(2,693)	(3,868)	(4,890)	(11,451)
- Reorganisation expenses	-	-	(342)	(342)
- Provision for bad debt	-	-	(310)	(310)
- Net goodwill amortisation and write-back	(23)	(325)	(199)	(547)
- Goodwill impairment	-	-	(1,710)	(1,710)
Total net operating expenses	(2,716)	(4,193)	(7,451)	(14,360)
Operating profit/(loss)	431	(1,279)	(3,548)	(4,396)
Exceptional items - non-operating				
- Merger expenses	-	-	(510)	(510)
Loss on ordinary activities before interest	431	(1,279)	(4,058)	(4,906)
Net interest (payable)/receivable	20	15	(202)	(167)
Loss on ordinary activities before taxation	451	(1,264)	(4,260)	(5,073)
Taxation	(122)	-	-	(122)
Loss on ordinary activities after taxation	329	(1,264)	(4,260)	(5,195)
Equity minority interests	-	28	78	106
Loss for the financial year	329	(1,236)	(4,182)	(5,089)
Dividends	-	-	-	-
Loss for the financial year	329	(1,236)	(4,182)	(5,089)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

for the year ended 31 December 2004 (continued)

29 Merger accounting (continued)

(ii) Analysis of consolidated profit and loss account for the 12 months ended 31 December 2003

	World Television Group Limited 12 months ended 31 December 2003 £'000	World Television Group PLC 12 months ended 31 December 2003 £'000	Total 12 months ended 31 December 2003 £'000
Turnover	6,407	2,697	9,104
Total operating expenses	(5,120)	(4,406)	(9,526)
Operating loss	1,287	(1,709)	(422)
Exceptional items - non-operating			
- Profit on sale and termination of operations	–	383	383
Loss on ordinary activities before interest	1,287	(1,326)	(39)
Net interest (payable)/receivable	9	12	21
Loss on ordinary activities before taxation	1,296	(1,314)	(18)
Taxation	(203)	–	(203)
Loss on ordinary activities after taxation	1,093	(1,341)	(221)
Equity minority interests	–	73	73
Loss for the financial year	1,093	(1,241)	(148)
Dividends	–	–	–
Loss for the financial year	1,093	(1,241)	(148)

(iii) Analysis of statement of total recognised gains and losses

	12 months ended 31 December 2004 £'000	12 months ended 31 December 2003 Restated £'000
Profit/(loss) for the financial year		
- World Television Group PLC to 18 August 2004	(1,236)	(1,241)
- World Television Group Limited to 18 August 2004	329	1,093
- World Television Combined Group from 19 August 2004	(4,182)	–
	(5,089)	(148)
Exchange translation differences		
- World Television Group PLC to 18 August 2004	–	–
- World Television Group Limited to 18 August 2004	–	–
- World Television Combined Group from 19 August 2004	(61)	(134)
	(61)	(134)
Total recognised gains and losses for the year	(5,150)	(282)

29 Merger accounting (continued)

(iv) Analysis of consolidated balance sheet at 19 August 2004

	World Television Group PLC 2004 £'000	World Television Group Limited 2004 £'000	World Television combined Group £'000	2004 £'000
Fixed assets				
Goodwill	2,936	–	(1,762)	1,174
Tangible assets	330	233	1	564
	3,266	233	(1,761)	1,738
Current assets				
Debtors	1,484	755	(215)	2,024
Cash at bank and in hand	1,759	704	(541)	1,922
	3,243	1,459	(756)	3,946
Creditors: amounts falling due within one year	(1,721)	(1,041)	(951)	3,713
Net current assets	1,522	418	(1,707)	233
Total assets less current liabilities	4,788	651	(3,468)	1,971
Creditors: amounts falling due after more than one year	(1)	–	(1,454)	(1,455)
Provisions for liabilities and charges	(101)	–	(315)	(416)
Net assets	4,686	651	(5,237)	100
Capital and reserves				
Called up share capital	11,304	29	7,501	18,834
Share premium account	18,380	454	(7,492)	11,342
Capital redemption reserve	16,874	–	–	16,874
Merger reserve	(14,309)	–	(1,690)	(15,999)
Profit and loss account	(27,539)	168	(3,510)	(30,881)
Equity shareholders' funds	4,710		(5,191)	170
Equity minority interests	(24)		(46)	(70)
	4,686	651	(5,237)	100

29 Post balance sheet events

On 30 March 2005, certain assets relating to the subsidiary Kamera Holdings AB were sold to a newly formed company. This company was set up to accelerate the development of these non core assets and has attracted significant external investment to drive product expansion, marketing and advertising.

As part of the agreement World Television Group PLC will retain a 10 percent interest in the new company while continuing to provide office, IT, administration and production services. World Television Group PLC will also receive 22.5 per cent of the gross income generated during the year beginning July 1 2005.

WORLD TELEVISION GROUP PLC
(the “Company”)

(Registered in England and Wales, company number 03901656)

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of the Company will be held at Brewin Dolphin Securities Limited, 5 Giltspur Street, London, EC1A 9BD on 4 August 2005 at 10 am or as soon after such time for the following purposes: to consider and, if thought fit, pass the following resolutions of which numbers 1 to 6 will be proposed as ordinary resolutions and number 7 will be proposed as a special resolution:

Ordinary Business

- (1) To receive the accounts and reports of the Directors and of the auditors for the year ended 31 December 2004.
- (2) To receive, adopt and approve the Director’s Remuneration Report for the year ended 31 December 2004.
- (3) To re-elect Stuart Smith, retiring by rotation, as a Director of the Company.
- (4) To re-elect Jonathan King, retiring by rotation, as a Director of the Company.
- (5) To re-appoint BDO Stoy Hayward as auditors of the Company from the conclusion of this meeting to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and to authorise the Directors to fix their remuneration.
- (6) That the Directors be and they are generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 (the ‘Act’) to exercise all powers of the Company to allot relevant securities (as defined in section 80(2) of the Act) provided that this authority shall be limited to relevant securities up to an aggregate nominal amount of £1,000,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) 15 months after the date of passing of such resolution or at the conclusion of the next annual general meeting of the Company whichever first occurs, but so that the Company is able before such expiry to make an offer or agreement which would or might require relevant securities to be allotted after expiry of such an authority and the Directors will be authorised to allot relevant securities in pursuance of that offer or agreement notwithstanding that the authority conferred by this resolution has expired.

Special Business

- (7) That subject to the passing of resolution number 6 above, the Directors be and are empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94 of the Act) for cash as if sub-paragraph (1) of section 89 of the Act did not apply to such allotment provided that this is limited to:
 - (a) the allotment of equity securities in connection with or pursuant to an offer to the holders of ordinary shares in the Company and other persons entitled to participate therein, in the proportion (as nearly as may be) to such holders’ existing holdings of ordinary shares (or, as appropriate, to the number of shares which such other persons are for these purposes deemed to hold) subject only to such exclusions or other arrangements as the Directors may feel necessary or expedient to deal with fractional entitlements or legal or practical problems under the laws of any territory or the requirements of any recognised regulatory body in any territory, and
 - (b) the allotment generally otherwise than pursuant to sub paragraph (a) above of equity securities for cash up to an aggregate nominal value of £ 1,000,000,

and (unless previously revoked, varied or renewed) expires 15 months after the date of the passing of this resolution or, if earlier, at the conclusion of the next annual general meeting of the Company, but so that the Company is able before such expiry to make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of that offer or agreement notwithstanding that the power conferred by this resolution has expired.

By Order of the Board

Stuart Smith
Company Secretary

Date 29 June 2005

Registered Office: Carmelite, 50 Victoria Embankment, London EC4Y 0DX

Explanatory Notes

- a) **Voting:** All shareholders who wish to attend and vote at the meeting must be entered on the Company's register of members no later than 48 hours before the time fixed for the meeting. Changes to entries on the register after that time will be disregarded in determining the rights of any person to attend or vote at the meeting.
- b) **Proxy Shareholders:** A member entitled to attend and vote at the meeting may appoint a proxy or proxies to attend on their behalf. A proxy need not be a member of the Company. Investors who hold their shares through a nominee may wish to attend the meeting as a proxy, or to arrange for someone else to do so for them, in which case they should discuss this with their nominee or stockbroker. Whilst proxies may vote on a poll on any resolution, they are not entitled to vote on a show of hands. Proxies may ask questions at the meeting if, in his discretion, the Chairman of the meeting allows it. Members are invited to complete and return the enclosed Proxy Form if they are unable to attend the meeting. Completion of the Proxy Form will not prevent a shareholder from attending and voting at the meeting if subsequently he/she finds they are able to do so. To be valid, completed Proxy Forms (and any authority under which it is executed, or a notarially certified copy of such authority) must be received at the office of the Company's registrars, Capita IRG plc of The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU no fewer than 48 hours before the time fixed for the meeting.
- c) **Corporate shareholders:** Representatives of shareholders which are corporations attending the meeting should produce evidence of their appointment by an instrument executed in accordance with Section 36A of the Act or signed on behalf of the corporation by a duly authorised officer or agent.
- d) **Documents:** The following documents will be available for inspection at the registered office of the Company on any weekday (except Saturdays, Sundays and Bank Holidays) during normal business hours from the date of this notice until the date of the meeting and at the place of the meeting for 15 minutes prior to and until the conclusion of the meeting: statement of transactions of Directors (and of their family interests) in the share capital of the Company and any of its subsidiaries; copies of the Directors' service agreements with the Company; and the register of directors' interests in the share capital of the Company (maintained under section 325 of the Act).

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WORLD TELEVISION GROUP PLC

(Registered in England and Wales, company number 03901656)

Form of Proxy

I/We.....
[NAME IN FULL IN BLOCK CAPITALS PLEASE]

Of.....

.....
being a member/members of the Company appoint the Chairman of the meeting (See note 3)

.....
as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on 4 August 2005 and at any adjournment of the meeting on the following resolutions (of which numbers 1 to 6 will be proposed as ordinary resolutions and number 7 will be proposed as a special resolution), as indicated by an 'X' in the appropriate box and, on any other resolutions, as he thinks fit:

	For	Against
1. To receive the accounts and reports		
2. To receive, adopt and approve the remuneration report		
3. To re-elect Stuart Smith, retiring by rotation, as a Director		
4. To re-elect Jonathan King, retiring by rotation, as a Director		
5. To re-appoint BDO Stoy Hayward as auditors		
6. To authorise the Directors' to allot relevant securities		
7. To disapply statutory pre-emption rights		

Dated Signature

Notes

To be valid this form, duly completed, must be received at the office of the Company's registrars, whose address appears overleaf by 1 August 2005.

The form must be signed. If someone else signed the form on your behalf, you or that person must send the power of attorney or other written authority under which it is signed to the address overleaf.

A corporation must execute this form either under its common seal or under the hand of an officer or attorney authorised in writing.

If it is desired to appoint a person as a proxy other than the Chairman of the meeting this expression should be deleted and the name of the other person inserted in the space provided.

A proxy, who need not be a member of the Company, must attend the meeting in person to represent a member.

In the case of joint holders, the signature of any one holder will be sufficient but the names of all the joint holders should be stated and the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the shares.

The lodging of a form of proxy will not prevent a shareholder from attending and voting at the meeting in person if he or she so wishes

Second Fold

BUSINESS REPLY SERVICE
Licence No. MB122



Capita IRG Plc
PO Box 25
Beckenham
Kent
BR3 4BR

First Fold

Third Fold



World Television Group plc
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