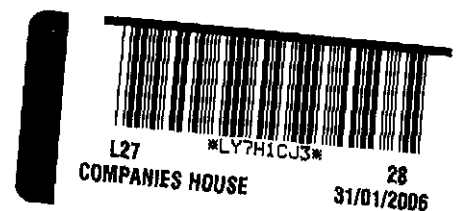


1959
Company Registration No. 3847708 (England and Wales)

AGENT PROVOCATEUR PARFUM LIMITED
DIRECTORS' REPORT AND ACCOUNTS
FOR THE YEAR ENDED 31 MARCH 2005



AGENT PROVOCATEUR PARFUM LIMITED

COMPANY INFORMATION

Directors	J F Corre S M Rees
Secretary	S M Rees
Company number	3847708
Registered office	Acre House 11-15 William Road London NW1 3ER
Business address	18 Mansfield Street Marylebone London W1G 9NW
Auditors	H W Fisher & Company Acre House 11-15 William Road London NW1 3ER
Bankers	HSBC 69 Pall Mall London SW1Y 5EY

AGENT PROVOCATEUR PARFUM LIMITED

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AGENT PROVOCATEUR PARFUM LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 MARCH 2005

The directors present their report and accounts for the year ended 31 March 2005.

Principal activities

The principal activity of the company is to manufacture perfume products.

Review of business

Both the level of business and the year end financial position were as expected in the light of current trading conditions and the directors do not anticipate any material changes in the present level of activity.

Results and dividends

The loss for the year after taxation amounted to £62,572.

The directors do not recommend payment of an ordinary dividend.

Directors and their interests

The directors at 31 March 2005 and their beneficial interests in the shares of the company were:

	Ordinary shares of £ 1 each	
	31 March 2005	1 April 2004
J F Corre	40,000	35,000
S M Rees	40,000	35,000

Auditors

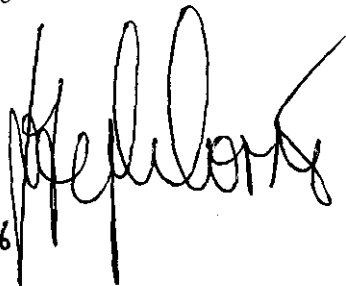
A proposal reappointing H W Fisher & Company as auditors to the company will be put to the members at the next Annual General Meeting.

On behalf of the Board

J F Corre

Director

Dated: 30/1/06



AGENT PROVOCATEUR PARFUM LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare accounts for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing those accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the accounts comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

AGENT PROVOCATEUR PARFUM LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS

We have audited the accounts of Agent Provocateur Parfum Limited for the year ended 31 March 2005 set out on pages 4 to 9. These accounts have been prepared under the historical cost convention and the accounting policies set out on page 6.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As described on page 2 the company's directors are responsible for the preparation of the accounts in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the accounts in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the accounts give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' Report is not consistent with the accounts, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

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

Basis of audit opinion

We conducted our audit in accordance with 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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the accounts 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 accounts.

Opinion

In our opinion the accounts give a true and fair view of the state of the company's affairs as at 31 March 2005 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

H. W. Fisher
H W Fisher & Company

Chartered Accountants
Registered Auditor
Acre House
11-15 William Road
London
NW1 3ER
United Kingdom

Dated: 30/01/06

AGENT PROVOCATEUR PARFUM LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2005

	Notes	2005 £	2004 £
Turnover	2	2,225,633	669,385
Cost of sales		(1,441,973)	(424,018)
Gross profit		783,660	245,367
Administrative expenses		(1,125,896)	(168,196)
Other operating income		260,000	-
Operating (loss)/profit	3	(82,236)	77,171
Other income	5	1,853	1,263
Interest payable and similar charges	6	(1,001)	-
(Loss)/profit on ordinary activities before taxation		(81,384)	78,434
Tax on (loss)/profit on ordinary activities	7	18,812	(18,812)
(Loss)/profit on ordinary activities after taxation		(62,572)	59,622
Retained profit brought forward		231,866	172,244
Retained profit carried forward		169,294	231,866

The profit and loss account has been prepared on the basis that all operations are continuing operations.

There are no recognised gains and losses other than those passing through the profit and loss account.

AGENT PROVOCATEUR PARFUM LIMITED

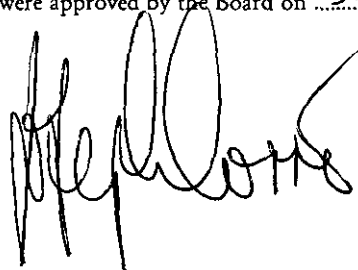
BALANCE SHEET

AS AT 31 MARCH 2005

	Notes	£	2005 £	£	2004 £
Current assets					
Stocks	8	-		113,160	
Debtors	9	427,892		336,969	
Cash at bank and in hand		156,999		143,877	
		<u>584,891</u>		<u>594,006</u>	
Creditors: amounts falling due within one year	10	<u>(315,597)</u>		<u>(262,140)</u>	
Total assets less current liabilities			<u>269,294</u>		<u>331,866</u>
Capital and reserves					
Called up share capital	11		100,000		100,000
Profit and loss account			169,294		231,866
Shareholders' funds - all equity interests	12		<u>269,294</u>		<u>331,866</u>

The accounts were approved by the Board on 30/1/06

J F Corre
Director



AGENT PROVOCATEUR PARFUM LIMITED

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 MARCH 2005

1 Accounting policies

1.1 Basis of preparation

The accounts have been prepared under the historical cost convention.

The company has taken advantage of the exemption in Financial Reporting Standard No 1 from the requirement to produce a cash flow statement on the grounds that it is a small company.

1.2 Turnover

Turnover represents the invoiced value of goods sold and services provided net of VAT.

1.3 Stock

Work in progress is stated at the lower of cost and net realisable value. Cost includes all direct costs incurred in bringing the stocks to their present location and condition.

Net realisable value is based on estimated selling price less further costs expected to be incurred to completion and disposal.

1.4 Deferred taxation

Deferred tax is provided in full on timing differences which result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the accounts. Deferred tax is not provided on timing differences arising from the revaluation of fixed assets where there is no commitment to sell the assets. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

1.5 Foreign currency translation

Transactions denominated in foreign currencies are recorded at the rate of exchange ruling at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. All differences are taken to profit and loss account.

1.6 Comparatives

The comparatives are for the period 1 October 2003 to 31 March 2004.

2 Turnover

Geographical market

	Turnover	
	2005	2004
	£	£
United Kingdom	1,444,268	613,837
Rest of world	781,395	55,548
	<u>2,225,663</u>	<u>669,385</u>

AGENT PROVOCATEUR PARFUM LIMITED

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 MARCH 2005

3	Operating (loss)/profit	2005	2004		
		£	£		
	Operating (loss)/profit is stated after charging:				
	Auditors' remuneration	4,000	3,500		
4	Employees				
	Number of employees				
	Other than the directors there were no employees during the year.				
5	Other income	2005	2004		
		£	£		
	Interest receivable and similar income	1,853	1,263		
6	Interest payable and similar charges	2005	2004		
		£	£		
	Interest payable on:				
	Late payment of tax	1,001	-		
7	Tax on (loss)/profit on ordinary activities	2005	2005	2004	2004
		£	£	£	£
	Current tax				
	<u>UK corporation tax</u>				
	Current tax on income for the period	-		18,812	
	Adjustments in respect of prior periods	(18,812)		-	
			(18,812)		18,812
	(Loss)/profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 0.00% (2004: 30.00%)		-		23,530
	Effects of:				
	Adjustments to tax charge in respect of previous periods		(18,812)		-
	Other tax adjustments		-		(4,718)
	Current tax charge		(18,812)		18,812

AGENT PROVOCATEUR PARFUM LIMITED

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 MARCH 2005

8	Stocks	2005	2004
		£	£
	Finished goods and goods for resale	-	113,160
		<u> </u>	<u> </u>
9	Debtors	2005	2004
		£	£
	Trade debtors	192,701	180,670
	Amounts owed by companies under common control	215,879	56,816
	Corporation tax	18,812	-
	Other debtors	500	-
	Prepayments and accrued income	-	99,483
		<u> </u>	<u> </u>
		427,892	336,969
		<u> </u>	<u> </u>
10	Creditors: amounts falling due within one year	2005	2004
		£	£
	Trade creditors	75,398	121,481
	Corporation tax	-	63,057
	Other taxes and social security costs	73,728	28,761
	Accruals and deferred income	166,471	48,841
		<u> </u>	<u> </u>
		315,597	262,140
		<u> </u>	<u> </u>
11	Share capital	2005	2004
		£	£
	Authorised		
	1,000,000 Ordinary shares of £1 each	1,000,000	1,000,000
		<u> </u>	<u> </u>
	Allotted, called up and fully paid		
	100,000 Ordinary shares of £1 each	100,000	100,000
		<u> </u>	<u> </u>

AGENT PROVOCATEUR PARFUM LIMITED

NOTES TO THE ACCOUNTS FOR THE YEAR ENDED 31 MARCH 2005

12 Reconciliation of movements in shareholders' funds	2005 £	2004 £
(Loss)/profit for the financial year	(62,572)	59,622
Opening shareholders' funds	331,866	272,244
Closing shareholders' funds	269,294	331,866

13 Related party transactions

The company trades in the ordinary course of business with Agent Provocateur Limited, a company in which J. Corre has a material beneficial interest.

During the year purchases were made of £nil (2004: £1,446) from Agent Provocateur Limited. In addition, sales totalling £104,108 (2004: £94,906) were made to Agent Provocateur Limited. At the period end Agent Provocateur Parfum Limited was owed £215,879 (2004: £56,816) by Agent Provocateur Limited.

Furthermore, Agent Provocateur Parfum Limited pays administrative services to Agent Provocateur Limited. Management services due in the period amounted to £16,800 (2004: £8,400).

During the period ended 31 March 2005, £111,157 (2004: £26,233) royalties were payable to Agent Provocateur Limited.