# > Press Release



- > Embargoed for release on RNS at 7.00am 10 March 2005
- > Eidos plc
- > Interim Results: First Half financial year 2005

# Interim Results for the Six Month Period ended 31 December 2004 and Strategic Review update

Eidos plc ("Eidos"), one of the world's leading publishers and developers of entertainment software, today announces its interim results for the six month period ended 31 December 2004.

#### **Interim Results: Highlights**

- Turnover significantly lower due to limited H1 release schedule
- Consequential operating loss before goodwill of £26.5 million\* (operating loss including goodwill £29.2 million)
- ShellShock: Nam '67 (new IP) achieved c. 900,000 unit sales
- Significant investment in R&D and next generation platforms
- Continued focus on management of cost base
- Additional short term working capital facility of up to £23 million agreed with RBS
- Strategic decision to reschedule certain titles originally planned for H2 release to FY06 including key franchise titles Hitman and Tomb Raider
- Revised release schedule expected to result in a significant negative impact on the results for current financial year
- Proposal received on 2 March 2005 of a possible cash offer at a price of 53 pence per share, subject to one principal condition. However there can be no assurance that this condition will be satisfied and no certainty that an offer will be made nor as to the terms on which any offer might be made. This disclosure has not been made with the consent of the other party

Interim Results: Summary	6 months	6 months
-	to 31 Dec. 2004	to 31 Dec. 2003
£ Million	Unaudited	Unaudited
Turnover	31.5	78.7
Gross Margin	50.6%	62.2%
(Loss)/profit after tax	(29.0)	6.2
Operating (loss)/profit before goodwill*	(26.5)	7.1
Cash and cash equivalents	11.8	58.1
Operating cash (outflow)/inflow	(25.2)	4.2
(Loss)/earnings per share	(20.7)p	4.5p
(Loss)/earnings per share before goodwill	(18.8)p	4.6p

Commenting on the results, John van Kuffeler, Chairman of Eidos, said:

"As these results show, the first half has been a very difficult period for Eidos. Although we had expected to report an operating loss in the first half given the release schedule, this has been exacerbated by the deferral of the PC version of Championship Manager 5 as anticipated, and the disappointing performance of some of the other titles released. On the positive side, we have been pleased with the performance of ShellShock: Nam '67 and with the good reviews received for Project: Snowblind which forms part of a strong residual release line up for the remainder of FY2005 including Championship Manager 5, LEGO Star Wars: The Video Game, Imperial Glory and Commandos Strike Force.

The management team has devoted considerable time and effort to the strategic review and today we announce that we received a proposal on 2 March 2005 in relation to a possible cash offer at a price of 53 pence per share subject to one principal condition. However there can be no assurance that this condition will be satisfied and no certainty that an offer will be made nor as to the terms on which any offer might be made. This disclosure has not been made with the consent of the other party concerned. Given the financial position and standalone prospects for the Company, it is the Board's current intention to recommend this offer to shareholders if it is made.

In the absence of a successful conclusion to the strategic review, the outlook for Eidos as an independent company remains challenging and the strategic decision to defer the release of certain titles to FY06 will have a significant impact on the expected results for the current financial year as a whole."

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<sup>\*</sup> Operating loss (before goodwill) of £26.5 million (2003: £7.1 million profit) is derived from a total operating loss from continuing operations of £29,187,000 (2003: £6,930,000 profit), adjusted for amortisation of goodwill of £2,658,000 (2003: £126,000).

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Eidos plc is listed on the London Stock Exchange (ticker: EID.L) and on the NASDAQ National Market (symbol: EIDSY). Further information on the Company can be found at <a href="https://www.eidos.com">www.eidos.com</a>

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Statements made in this release with respect to the Group's plans, strategies and beliefs and other statements that are not historical facts are forward-looking statements (as that term is defined in the United States Private Securities Legislation Reform Act 1995) that involve risks and uncertainties because they relate to events and depend on circumstances that may occur in the future. There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by these forward-looking statements, including without limitation: general economic conditions in the Group's markets, particularly levels of consumer spending; exchange rates, particularly between the pound sterling and the U.S. dollar, in which the Group makes significant sales; the Group's ability to continue to win acceptance of its products, which are offered in highly competitive markets characterised by continuous new product introductions, rapid developments in technology, subjective and changing consumer preferences (particularly in the entertainment business) and other risks described in periodic reports and filings with the Security and Exchange Commission. The Company undertakes no obligation to update any forward-looking statements contained in this release, whether as a result of new information, future events or otherwise.

#### Interim Report for the Six Month Period ended 31 December 2004

Consistent with the Board's guidance of 7 January 2005, Eidos is reporting substantial losses for the first half of the financial year 2005 reflecting the light release schedule, the disappointing performance of certain titles and the continued high level of investment in game development during the period. Turnover for the first half was £31.5 million (2003: £78.7 million) and the operating loss before goodwill was £26.5 million (2003: £7.1 million profit). The operating loss including goodwill was £29.2 million (2003: £6.9 million profit).

#### Operating Performance

During the six month period ended 31 December 2004, the Company released four new titles (10 sku's), namely ShellShock: Nam '67, Backyard Wresting 2: There Goes The Neighborhood, Crash 'N' Burn and Get On Da Mic (2003: 10 new titles, 18 new sku's).

The commercial rationale behind management's decision to postpone the launch of its new franchise title, ShellShock: Nam '67, from June to September 2004 (which was made for the game to benefit from the expected improvement in market conditions) proved to be well founded. ShellShock has enjoyed a successful launch with shipments to date of approximately 900,000 units and strong sell through. As a result of this success, a sequel is already in development.

Sales of Get On Da Mic, Backyard Wrestling 2 and Crash 'N' Burn, which are not part of the Company's long term strategic focus, were below expected levels. However, the Company continued to enjoy a strong performance from back catalogue sales during the period.

As previously announced, the PC release of Championship Manager 5 was deferred from October 2004 in order to allow for further development and refinement of this key franchise. The PC game will now launch on 18 March with the PS2 and Xbox versions following later in the Spring. An online version of Championship Manager, our first extension of the franchise into the online arena, was successfully launched on 21 February. Management believes that expanding the Championship Manager franchise onto these new platforms will take the brand to a wider audience and unlock an additional consumer base.

Project: Snowblind, an exciting new franchise, was released in North America on 23 February and released in Europe on 4 March. This is Eidos' second multiplayer online console game and is one of the Company's most highly reviewed games released during the past three years. Management is confident in the game's quality and expects it to perform well.

<sup>\*</sup> Operating loss (before goodwill) of £26.5 million (2003: £7.1 million profit) is derived from a total operating loss from continuing operations of £29,187,000 (2003: £6,930,000 profit), adjusted for amortisation of goodwill of £2,658,000 (2003: £126,000).

#### Intellectual Property (IP) and Technology

The need to continually improve the development process, coupled with the ongoing investment required to effect the transition of our technology to next generation hardware systems, caused research and development costs in the first half to increase by 14% compared to the same period last year. The Group's transition to the next generation of console platforms is being led by a partnership of our Crystal Dynamics studio in the US and our IO Interactive studio in Europe.

Smart Bomb, developed by Core Design in the UK, will be the Company's first game for Sony's new PlayStation Portable ("PSP") hardware and is scheduled to release in parallel with Sony's US PSP launch, due shortly. Management is optimistic about the prospects for the PSP market and is already looking to bring a number of our key franchises onto this new platform, including the next iteration of Lara Croft Tomb Raider.

In the US we recently consolidated our North American internal development capabilities from two studios into one with the closure of our much smaller Ion Storm studio in Austin. This will result in the scaling up of Crystal Dynamics in San Francisco over the coming months from a two team to a three team studio. The recent positive reviews of Project: Snowblind illustrate the technological advancements and capabilities now established at that studio.

With ShellShock: Nam '67 and Project: Snowblind, Eidos expects to have created and successfully launched two new IP franchises over the course of financial year 2005 - a further demonstration of the underlying creative talent which exists in our business. We also continue to leverage value from our owned IP as illustrated by the film rights signed recently in the US based on our game, Whiplash.

#### Financial Review

Turnover in the six month period to 31 December 2004 was £31.5 million. This was significantly lower than the £78.7 million reported in the same period last year, largely due to fewer products and sku's released during the period.

Gross margin for the six month period to 31 December 2004 decreased to 50.6% from 62.2% for the same period last year. This was due to the higher proportion of back catalogue sales in the current period as well as a lower proportion of PC based games released this year.

Total operating expenses were £47.2 million (2003: £44.2 million). Excluding goodwill, this figure was £44.5 million (2003: £44.1 million). Sales and marketing costs in the period were £9.6 million (2003: £13.1 million), the decrease reflecting the lower level of new product releases. Research and development spend, representing the Group's investment in its product development pipeline, was £22.9 million (2003: £20.1 million). This has increased due to the current period including, for the first time, the full running costs of IO Interactive, the Denmark based development studio which was acquired in April 2004, and reflects the continuing investment in our technology capabilities in anticipation of the next generation of Sony and Microsoft hardware systems.

<sup>\*</sup> Total operating expenses before goodwill of £44.5 million (2003: £44.1 million) are derived from operating expenses of £47,185,000 (2003: £44,201,000) adjusted for amortisation of goodwill of £2,658,000 (2003: £126,000).

General and administrative costs for the period were £12.0 million (2003: £10.9 million). The increase in costs includes £1.8 million of expenditure in connection with the strategic review undertaken by the Board, as well as transaction losses on foreign exchange of £0.1m (2003: £0.3 million). Management remains committed to maintaining a tight control over the Group's overhead cost base.

The goodwill amortisation charge of £2.7 million (2003: £0.1 million) related to the 2004 acquisition of IO Interactive.

The Group's share of profits arising from the distribution activities of its Spanish joint venture partners, Proein and Pyro, was £2.1 million during the period (2003: £2.1 million). The profits from these two joint venture companies have historically been significantly biased towards the first half of the financial year.

The loss per share was 20.7p (2003: 4.5p profit) and, excluding goodwill, was 18.8p (2003: 4.6p profit).

#### Financing and Cash Flow

The Group had net cash funds of £11.8 million at 31 December 2004 (2003: £58.1 million). The cash outflow from operating activities for the period was £25.2 million (2003: £4.2 million inflow). The reduction in net cash funds reflects the significant investment in the ongoing product development pipeline and new technologies as well as the acquisition of IO Interactive in April 2004, for which the total cash consideration was £21.6 million, including acquisition costs. In the six month period ended 31 December 2004, the Company invested £15.6 million in titles planned for release during calendar year 2005, compared to £9.7 million for the same period last year in respect of titles planned for release during calendar year 2004.

As previously indicated, the currently anticipated title release schedule has given rise to a significant working capital requirement for the Company this year. The Company has received credit approval from RBS for a short term working capital facility of up to £23 million until 30 June 2005 for the purposes of the funding requirements of the Company until that date. If an offer for the Company has not been announced in accordance with Rule 2.5 of the Takeover Code or alternative funding has not been put in place by 25 March 2005, or if any such offer lapses, RBS has the right to require the Company to undertake an orderly disposal of assets, and/or intellectual property, of an amount equal to the facility plus associated fees. In that event, and if such disposal is not agreed by 22 April 2005, the adequacy of the Company's working capital facilities cannot be assured. The facility will be subject to documentation, including normal banking covenants in relation to working capital. In the event that the Company remains independent, the Board recognises that significant additional long-term funding may be required to finance its future research and development, particularly given the imminent transition to new hardware platforms and the Company's ongoing dependence on the performance of its key titles to generate cash.

#### **Taxation**

The Group recorded a tax charge of £0.3 million for the period. This comprises a charge of £0.8 million in respect of the Group's share of profits from its Spanish joint venture

partners, Proein and Pyro, a credit of £0.3 million relating to the release of certain prior year provisions and the reduction of £0.2 million in the deferred tax liability.

#### Dividends

No interim dividend has been paid or declared during the period (2003: £nil).

#### Strategic Review Update

In June 2004, the Board announced that it was to undertake a strategic review of the Company and its business. During the course of the strategic review the Board concluded that the competitive outlook for Eidos as an independent entity was challenging due to the Company's lack of scale, its dependence on the performance of relatively few key titles, the ongoing high level of development expenditure required and the unpredictable performance of key title releases.

The Board continues to believe that the prospects of the Company operating independently are highly uncertain and that a sale of the business remains in the best interests of shareholders. The Board today confirms that it received a proposal on 2 March 2005 in relation to a possible cash offer at a price of 53 pence per share subject to one principal condition. However there can be no assurance that this condition will be satisfied and no certainty that an offer will be made nor as to the terms on which any offer might be made. This disclosure has not been made with the consent of the other party concerned. The Company has undertaken an extensive process of discussions over the last eight months involving, in certain cases, considerable due diligence access with other potential purchasers. Whilst none of these other discussions has resulted in a firm offer being received to date, it remains possible that an alternative offer or offers may be forthcoming in due course. However, there can be no certainty in that regard and, given the financial position and standalone prospects for the Company, it is the Board's current intention to recommend the possible cash offer of 53 pence per share if made.

#### Outlook

The Board considers that it is in the best interests of the Company to ensure that sufficient development time is devoted to its key titles and, in order to maximise their sales performance, that they are released when the Board considers it commercially advantageous to do so.

The Board has undertaken a review of the planned release schedule and as a result has decided to defer a number of planned releases from Q4 FY05 to the following financial year. In addition to allowing for adequate development time, this decision has been based on three principal considerations: the need to work within the constraints of the new working capital facility agreed with RBS; the distraction to management, the business and the game development teams caused by the strategic review process; and the desire to optimise the timing of release of certain key franchises.

Consequently, the Board has decided to move the scheduled next iteration release of Lara Croft Tomb Raider (name to be shortly announced) and Hitman: Blood Money, together with 25 to Life and Just Cause (both new IP), out of the last quarter of this financial year and into the financial year to June 2006. This will enable further development work to be

undertaken on these titles (including additional versions of Lara Croft Tomb Raider for the next generation PSP and Xbox 2 platforms) and allow the Company to take advantage of more favourable release windows. The potential benefit of this approach is supported by the benefits derived from the rescheduled release of ShellShock: Nam'67 as referred to earlier.

The residual second half release line-up, in addition to Project: Snowblind and Championship Manager 5, will therefore now comprise: LEGO Star Wars: The Video Game which is on track for Q3 release as well as Imperial Glory and Commandos Strike Force which are scheduled for Q4 release.

The financial results of the current financial year as a whole will be dependent on the performance of the five titles now scheduled for release during the second half. The changes to the release schedule detailed above (in particular Tomb Raider and Hitman), will shift significant revenue and operating profit into the financial year ending 30 June 2006 and have a significant negative impact on the Company's expected results for the second half and the current financial year as a whole.

# EIDOS plc Unaudited Consolidated Profit and Loss Account

	Notes	6 months to 31 December	6 months to 31 December
		2004 £'000	2003 £'000
Turnover: group and share of joint venture		43,961	91,450
Less: share of joint venture's turnover		(12,498)	(12,703)
2003. Share of joint venture 3 turnover		(12,430)	(12,700)
Group turnover – continuing operations	2	31,463	78,747
Cost of sales		(15,548)	(29,744)
Gross profit		15,915	49,003
Sales and marketing		(9,613)	(13,081)
Research and development Administrative expenses		(22,879)	(20,068)
Amortisation of goodwill		(2,658)	(126)
Other		(12,035)	(10,926)
			( , )
Total administrative expenses		(14,693)	(11,052)
Operating expenses		(47,185)	(44,201)
Group operating (loss)/profit		(31,270)	4,802
Share of operating profit of joint ventures		2,083	2,128
Total operating (loss)/profit from continuing operations	2	(29,187)	6,930
Profit on disposal of investment before goodwill		(20,10.)	488
Less: related goodwill (previously written off to			.00
reserves)			(488)
Profit on disposal of investment after goodwill			
Interest receivable and similar income		621	1,020
Interest payable and similar charges		(171)	(124)
(Loss)/profit on ordinary activities before taxation	 n	(28,737)	7,826
Tax charge on (loss)/profit on ordinary activities	3	(254)	(1,577)
(Loss)/profit for the period		(28,991)	6,249
(Loss)/earnings per share (basic)	4	(20.7)p	4.5p
(Loss)/earnings per share before goodwill	4	(18.8)p	4.6p
(Loss)/earnings per share (diluted)	4 ===	(20.7)p	4.4p

## **Unaudited Consolidated Balance Sheet**

	Notes	As at 31 December 2004	As at 31 December 2003
Fixed assets Intangible assets		£'000	£'000
Tangible assets Investments Joint ventures		22,599 6,038	115 4,786
<ul><li>Share of gross assets</li><li>Share of gross liabilities</li></ul>	_	9,510 (4,654)	6,400 (2,306)
		4,856	4,094
Total fixed assets	_	33,493	8,995
Current assets Stocks Debtors	-	3,126	3,476
- due within one year  - due after one year	5 5	12,771 38	35,693 45
Cash at bank and in hand		11,790	58,057
Total current assets Creditors: Amounts falling due within one	-	27,725	97,271
year	6	(14,349)	(27,036)
Net current assets	-	13,376	70,235
Total assets less current liabilities Creditors: Amounts falling due after more	-	46,869	79,230
than one year	6	(316)	
Provisions for liabilities and charges	7	(3,511)	
Net assets	-	43,042	79,230
Capital and reserves			
Called up share capital	8	2,840	2,806
Share premium account	8	78,594	138,386
Other reserves	8	690	690
Merger reserve	8	1,980	 (=0.05.1)
Profit and loss account	8	(38,498)	(59,891)
Reserve for own shares	8 -	(2,564)	(2,761)
Equity shareholders' funds	8 =	43,042	79,230

## **Unaudited Consolidated Cash Flow Statement**

	Notes	6 months to 31 December 2004	6 months to 31 December 2003
Net and to the Albert State St		£'000	£'000
Net cash (outflow)/inflow from operating activities	9	(25,232)	4,211
Dividends from joint ventures and associates	_		30
Returns on investments and servicing of finance	_		
Interest received		553	812
Bank interest and finance charges paid Interest element of finance lease rentals		(121) (15)	(81) (5)
interest element of infance lease rentals	_		
	_	417	726
Taxation		000	(4)
U.K. tax repaid/(paid) Overseas tax paid		900 (550)	(1) (1,652)
	-	350	(1,653)
	_		
Capital expenditure and financial investment Purchase of tangible fixed assets Sale of tangible fixed assets		(1,503) 	(1,296) 2
	_	(1,503)	(1,294)
Acquisitions and disposals Sale of associate	_		488
Net cash (outflow)/inflow before management			
of liquid resources and financing		(25,968)	2,508
Management of liquid resources Decrease /(increase) in short-term deposits	10	7,765	(2,057)
Financing	_		<del></del>
Issue of ordinary share capital Capital element of finance lease payments Purchase of own shares		(185) 	61 (42) (2,485)
	-	(185)	(2,466)
Decrease in net cash in the period	10	(18,388)	(2,015)

#### **Notes to the Accounts**

#### 1. Accounting policies

#### Uncertainty arising from funding of working capital

The interim financial statements have been prepared on the basis of the accounting policies set out on pages 23 and 24 of the Eidos plc Report and Accounts for the year ended 30 June 2004, which have been applied consistently throughout the period. The Eidos plc Report and Accounts for the year ended 30 June 2004, on which the auditors issued an unqualified opinion, have been delivered to the Registrar of Companies.

The Company has received credit approval from RBS for a short term working capital facility of up to £23 million until 30 June 2005, for the purposes of the funding requirements of the Company until that date. If an offer for the Company has not been announced in accordance with Rule 2.5 of the Takeover Code or alternative funding has not been put in place by 25 March 2005, or if any such offer lapses, RBS has the right to require the Company to undertake an orderly disposal of assets, and/or intellectual property, of an amount equal to the facility plus associated fees. In that event and if such disposal is not agreed by 22 April 2005, the adequacy of the Company's working capital facility cannot be assured. The facility will be subject to documentation, including normal banking covenants in relation to working capital.

The Board has reviewed its working capital forecasts and has concluded that the arrangements put in place should meet the short term working capital needs of the Group. Whilst there remains uncertainty over the longer term working capital funding arrangements for the Group, the Board believes that the agreed facility will allow the opportunity to secure the longer term financial position of the Group.

The Board has therefore concluded it is appropriate to confirm the going concern basis of preparation for the financial information.

The interim financial information below does not constitute statutory accounts (as defined in Section 240 of The Companies Act 1985) and is unaudited. However, the information has been reviewed by the auditors.

The Interim Report for the six months to 31 December 2004 was approved by the Board of Directors on 10 March 2005.

#### 2. Segmental analysis

Segmental analysis by class of business

Turnover, profit and net assets are derived from or belong to the entertainment software business.

Segmental analysis by geographical area

by uesi	ination	By origin		
6 months to	6 months to	6 months to	6 months to	
31 December	31 December	31 December	31 December	
2004	2003	2004	2003	
£'000	£'000	£'000	£'000	
4,164	16,731	6,368	23,714	
4,542	11,353	5,217	13,590	
2,205	7,958	2,378	8,806	
2,639	11,130			
14,946	25,636	16,113	29,426	
2,967	5,939	1,387	3,211	
31,463	78,747	31,463	78,747	
	6 months to 31 December 2004 £'000 4,164 4,542 2,205 2,639 14,946 2,967	6 months to 31 December 2004 £'000  4,164 4,542 2,205 2,639 11,130 14,946 2,967  6 months to 31 December 2003 £'000  11,731 11,353 7,958 2,639 11,130 25,636 2,967 5,939	6 months to 31 December         6 months to 31 December         6 months to 31 December           2004 £'000         2003 £'000         2004 £'000           4,164 4,542         16,731 11,353         6,368 5,217 2,378           2,205 2,639         7,958 11,130         2,378 14,946 2,967         25,636 5,939         16,113 1,387	

## Segmental analysis (continued)

(Loss)/profit on ordinary activities before interest and taxation	6 months to 31 December 2004 £'000	6 months to 31 December 2003 £'000
United Kingdom France Germany Rest of Europe United States of America Rest of World	(25,176) (91) (1,324) 1,515 (3,853) (258)	1,662 1,519 (102) 1,904 1,838 109
	(29,187)	6,930

	As at 31 December 2004	As at 31 December 2003
Net assets/(liabilities) United Kingdom France Germany Spain (joint ventures) United States of America Rest of World	£'000 59,444 1,368 423 4,557 (27,206) 4,456	£'000 95,500 4,554 (1,400) 4,094 (23,446) (72)
	43,042	79,230

#### 3. Taxation

Current tax	6 months to 31 December 2004 £'000	6 months to 31 December 2003 £'000
UK Taxation UK corporation tax at 30% on (losses)/profits for the period Less double tax relief	807 (807)	1,166 (150)
Adjustment in respect of prior periods	(320)	1,016 (148)
Total current UK tax	(320)	868
Foreign taxation Current tax on income for the period	812	692
Total current tax Of which	492	1,560
Group taxation	(320)	1,184
Joint venture taxation	812	376
	492	1,560
Deferred taxation Group Joint venture	(101) (137)	50 (33)
Tax charge on (loss)/profit on ordinary activities for the period	254	1,577

## 4. Earnings per share

The calculations of earnings per based on the following information		6 months		6 months to
Weighted average number of sha	ares:	31 Decemb 20 Number	04	31 December 2003 Number of
For basic earnings per share		shar 140,169,4	res 71	shares 139,745,533
Dilutive effect of share options  For diluted earnings per share		198,3  140,367,8		1,039,333
Tor unated carriings per share	====		:== ==================================	========
	Basic 6 months to 31 December	Basic 6 months to 31 December	Diluted 6 months to 31 December	Diluted 6 months to 31 December
	2004 £'000	2003 £'000	2004 £'000	2003 £'000
(Loss)/profit for the financial period Goodwill amortisation	(28,991) 2,658	6,249 126	(28,991) 2,658	6,249 126
(Loss)/profit for the financial period before goodwill	(26,333)	6,375	(26,333)	6,375
(Loss)/earnings per share Goodwill per share	Pence per share (20.7) 1.9	Pence per share 4.5 0.1	Pence per share (20.7) 1.9	Pence per share 4.4 0.1
(Loss)/earnings per share before goodwill	(18.8)	4.6	(18.8)	4.5

#### 5. Debtors

	31 December	er 2004	31 December	2003
	Due	Due	Due	Due
	within	after	within	after
	one year	one year	one year	one year
	£'000	£'000	£'000	£'000
Trade debtors	6,479		26,518	 
Other debtors Prepayments	3,471	38	5,719	45
	2,821		3,456	
	12,771	38	35,693	45
	========	=======	==========	======

## 6. Creditors

	31 December 200		31 Dece	mber 2003
	Due	Due	Due	Due
	within	after	within	after
	one	one	one	one year
	year	year	year	•
	£'000	£'000	£'000	£'000
Borrowings				
Obligations under finance leases	350	254		
	350	254		
	======	======	======	======
Other creditors				
Bank loans and overdrafts			39	
Trade creditors	4,549		7,526	
Royalty creditors	846		2,684	
Accruals and deferred income	6,152		7,012	
Corporation tax payable	1,800		6,310	
Other creditors	652	62	3,465	
	13,999	62	27,036	
	14,349	316	27,036	
	=======	=======	=======	=======

# 7. Provisions for liabilities and charges

	Deferred Consideration £'000	Deferred tax £'000	Total £'000
At 1 July 2004 Foreign exchange difference on deferred tax	2,068	1,463	3,531
liability		81	81
Release of deferred tax liability		(101)	(101)
At 31 December 2004	2,068 =====	1,443	3,511

# 8. Movement in shareholders' funds

	Ordinary shares		Own shares	Share Premium	Other	Merger	Profit and loss	Total	
	Number of shares	Amount £'000	Amount £'000	account £'000	reserves £'000	reserve £'000	Account £'000		
Balance as at 1 July 2004 Loss for the	142,002,471	2,840	(2,564)	78,594	690	1,980	(9,604)	71,936	
period							(28,991)	(28,991)	
Translation adjustment Write back of cost of employee							201	201	
share options, net							(104)	(104)	
Balance as at 31 December 2004	142,002,471	2,840	(2,564)	78,594 ======	690	1,980	(38,498)	43,042	

# 9. Reconciliation of operating profit to net cash inflow/(outflow) from operating activities

Group operating (loss)/profit Loss on disposal of fixed assets Depreciation of tangible fixed assets Amortisation of goodwill (Write back)/charge for employee share options Decrease/(increase) in working capital  Net cash (outflow)/inflow from operating	6 month 31 Decemb £'00 (31,27  1,65 2,65 (104 1,82	ser 2004 0 70) 5 8 .) 9	6 months to 31 December 2003 £'000 4,802 81 985 126 64 (1,847)		
activities	(25,232)		4,211 		
10. Analysis of net funds	At		Exchange and	At	
	1 July		non-cash	31 December	
	2004	Cash flow	movements	2004	
	£'000	£'000	£'000	£'000	
Cash at bank and in hand	24,839	(18,388)	290	6,741	
Short-term deposits and liquid resources	12,565	(7,765)	249	5,049	
	37,404	(26,153)	539	11,790	
Finance leases	(756)	185	(33)	(604)	
Net funds	36,648	(25,968)	506	11,186	

## Unaudited Consolidated Statements of Operations reconciled to U.S. GAAP

		Six months ended December 31
Reconciliation to U.S. GAAP	2004	2003
	£000	£000
Net (loss)/income after tax (reported under U.K. GAAP) Amortisation of goodwill Revenue recognition Prepaid advertising Profit on disposal of investment Vacation pay provision Deferred taxation	(28,991) 2,658 243   186 20	6,249 126 976 (109) 488 
Net (loss)/income in accordance with U.S. GAAP	(25,884)	7,730
(Loss)/earnings per share in accordance with U.S. GAAP (basic and diluted)	(18.5)p	5.5p
Unaudited Consolidated Balance Sheets Reconciled to U.S. GA	AP	
Reconciliation to U.S. GAAP	December 31, 2004 £000	December 31, 2003 £000
Equity Shareholders' funds (prepared under U.K. GAAP)	43,042	
Amortisation of goodwill		79,230
Joint ventures goodwill amortisation Other goodwill amortisation Exchange differences on goodwill Goodwill differences arising on the acquisition of IO Interactive A/S Deferred consideration Deferred tax liability Revenue recognition Prepaid advertising Vacation pay provision	471 4,490 49 (1,532) 2,068 250 (243)  (643)	79,230 471 390 45  (729) (109)  68