St Peter Port Capital Limited

ANNUAL REPORT AND FINANCIAL STATEMENTS 2009

Contents

Highlights

- 36 investee companies at year end
- £22.5m in cash realised to date from investee companies, generating a gain on investment of 39%
- following the year end, a further £5.67m invested in five companies, two of which are new to the portfolio
- NAV of 105.6p per share, up 3.1% over the year
- profit of £877,000 (2008: £3.69m), eps of 1.2p (2008: 4.9p)

Bob Morton, Chairman of St Peter Port, said:

"I am pleased to report that the Company has weathered the storm and maintained the net asset value of the portfolio. We believe that many of the companies within the portfolio have considerable upside potential in a portfolio of high risk/high reward companies."

Tim Childs, Chief Executive of St Peter Port Investment Management Limited, said:

"As at the 14 July 2009, we had £16.6m to invest in new opportunities and follow-on investments. Competition is limited and we are therefore being offered these on attractive terms."

Ram Resources – Diamond core drill rig

Chairman's Statement

Introduction

Although our second year of investment was a year of unprecedented difficulty for financial markets around the world, I am pleased to report that the Company has weathered this storm well. It has maintained the net asset value of its portfolio which includes a number of companies with considerable upside potential.

Investment Environment and Portfolio Composition

St Peter Port Capital Limited ("St Peter Port" or the "Company")was relatively fully invested at the start of 2008/9, having invested most of the funds raised at flotation in the previous year. A number of companies in which we had invested were coming to market shortly or otherwise close to a liquidity event such as a trade sale. The portfolio accumulated in the first year was weighted towards three sectors: oil and gas exploration and production; mining and resources and renewable energy/clean technology, reflecting suitable opportunities which had been identified for St Peter Port's strategy. At the start of 2008/9 St Peter Port held stakes in 41 companies.

During the earlier part of 2008/9, commodity prices remained high, giving rise to a number of flotations and other exit opportunities. Wherever possible, as described in the report below, the Investment Manager took full advantage of these to release cash. Over the same period the Company redeemed nearly all its hedge fund holdings other than one much reduced holding in a third party fund of funds which has staged redemption arrangements. However, after the banking crisis became extreme in September 2008 the opportunities for achieving exits vanished and only began tentatively to return since the year end.

Given the extent of the turmoil in financial markets, and its impact on the global economy, the Company refrained from making any further investments in the second half of 2008/9. This reflected the conditions for a number of months in which markets were unable to find any sort of equilibrium.

Investments and Realisations during the Year

During the first half of 2008/9, the Company invested a further £14.9m in nine companies, two of the investments being follow-ons. The focus of these investments shifted from a possible exit through flotation to investments where there was a credible expectation of a liquidity event in any form within a relatively short period, such as a trade sale or repayment of a loan.

MinCore – Molybdenum ore in outcrop

To date the Company has realised over £22.5 million through disposals (over £22 million in 2008/9), generating a gain on investment of 39 per cent. This was largely derived from six investments which were wholly or substantially realised during the year and one other which was partially realised.

Share Buy-Back

Shortly before the year end the Company bought back 1.95m of its own shares at 30p per share. These shares are currently being held in treasury. As discussed below, the effect of this buy-back was to enhance net asset value per share.

Basis of Valuation for Financial Results

Determining the Company's financial results for the year is an exercise largely dependent on an assessment of the fair value of each investment held. Where investments are now quoted, there is an external basis for determining fair value and we have valued holdings at the bid price of the shares. Where this is not available IFRS rules require us to select a fair value.

Values of our oil and gas and resource stocks are influenced by a number of factors, including company progress, exchange rates and commodity prices. Where we have invested in a mining or petroleum project, when the company receives positive results from drilling geological investigation this should lead to a rise in value. We report in sterling but many of our investments were made in foreign currency. Even where this was not the case, the value of the investment is frequently determined by reference to dollar values rather than sterling. We have also taken account of any pre-defined uplift on a liquidity event; in some cases we have written investments down heavily and in others written them up.

Financial Results

The Company made a profit in the year of £877,000 (2007/8: £3.69m), generating earnings per share of 1.2p (2007/8: 4.9p). Income arose largely from the net gains in fair value of investments of £1.86m (2007/8: £4.57m).

Net assets at year end were largely unchanged from the previous year at £77.13m (31 March 2008: £76.84m). However, net asset value per share increased by 3.1 per cent to 105.58p (31 March 2008: 102.45p), largely as a result of the share buy-back.

Balance Sheet

As at 31 March 2009, the Company held £54.3m in investments in companies, being equity investments and loan instruments (31 March 2008: £55.9m). Nearly all of the remaining balance sheet was in cash, £22.6m (31 March 2008: £12.5m – including commercial paper), the principal difference being that £8.7m was held in hedge funds at 31 March 2008, which was reduced to £127,000 at the year end.

Activity since the Year End

Since the year end conditions have become more stable and the Company has resumed making new investments, described below in the Investment Manager's report. Three of these investments are follow-ons into companies in which we were already shareholders and the other two are new investments. The pricing of each of these reflects the depressed market conditions which currently prevail and offer the prospects of significant uplifts on exit.

As a result of these investments since the year end, the Company, as at the 14 July 2009, held £16.6m in cash and available for investment. We therefore have the cash to cherry pick from the best of our existing portfolio and new opportunities at a time when many potential participants are illiquid.

The investment climate has become less volatile and commodity prices have recovered substantially since their lows around the turn of 2008. Competition in our area from other funders is limited. We believe that many of the companies within the portfolio have considerable upside potential in a portfolio of high risk/high reward companies. The Board views the future with confidence.

Bob Morton
Chairman
15 July 2009

CDR Minerals – Unwashed thermal coal

PetroKamchatka – Petroleum drill rig

Investment Manager's Report

Although our investment strategy is opportunistic rather than sectorally or regionally focused, to date most of our investment has been in three sectors. These are oil and gas (including enhanced recovery techniques); minerals including copper, gold, nickel, uranium, iodine and rarer elements; and environmentally friendly technologies including cleaner/more efficient ways of burning conventional fuels, second generation bio fuels and hydrogen technologies.

Many of the investments in these sectors are outside of the UK, and a significant proportion are sourced from brokers whose main business is outside the UK. Some had plans to list in North America (particularly Canada) or other markets rather than the UK. In all likelihood, as discussed below, many are now as likely to seek acquisition by a larger company rather than undergo an IPO. In the current market environment, we are being offered more deals in other sectors and expect that the weighting of the portfolio will alter. However, we are also taking advantage of attractive follow-on investment opportunities in the existing portfolio.

The table below shows the breakdown of the investments by sector as at 31 March 2009:

Investments by Sector as at 31 March 2009

Sector	Number	Cost £m	Value £m	Percentage (of value)
Oil and Gas	9	16.7	15.9	29%
Mining	14	22.3	27.9	51%
Technology	2	3.0	3.0	6%
Renewable Energy	6	6.6	2.4	4%
Other	5	5.4	5.1	10%
Total	36	54.0	54.3	100%

Investments Since the Year End

Following the year end, we made five further investments, two of which were new and three follow-ons. In total we invested £5.67 million.

The three follow-on investments were £1m in Providence Resources, an Irish oil and gas company with interests in a variety of oil provinces, US$1.875m in Petrokamchatka, a company exploring for oil in Eastern Russia and US$600,000 in Gourmet Express, a US food company.

We were previously investors only in a convertible loan to Providence Resources. Its shares have been weak in recent months but it has exciting and relatively immediate prospects, particularly in the Irish Sea. Petrokamchatka raised money from existing investors on particularly attractive terms, whilst Gourmet Express needed a small fund-raising as a prelude to the planned sale of the company.

We have made new investments in two companies. We invested US$2m in Union Agriculture ("Union"), a Uruguayan farming company which is buying land opportunistically in Uruguay and applying capital and agronomy expertise to enhance its value. Union plans to float in the next year.

The other is Puma Hotels where we invested £1.95m in a convertible preference share. Puma Hotels aims to realise its portfolio of freehold hotels (let on inflation indexed leases to a blue chip tenant) over the next two years which would offer the prospect of strong capital appreciation.

Realisations During the Year

The realisations made during the year came to £22.0 million. The following holdings were fully realised during the period:

Cadogan Petroleum Limited	Disposal following flotation
Iofina plc	Disposal following flotation
Petaquilla Copper Limited	Taken over
River Diamonds Limited	Disposal following reverse
Torbanite One Limited	Taken over – MBO

In addition to these, much the greater part of the holding in Panceltica Holdings Limited was sold in the months following its flotation. We have sold the balance of the holding since the year end. We also sold a much smaller percentage of two other holdings during the year.

In May 2008 the Company exercised a put option in relation to a holding of Emerald Bio-Energy Limited in which we originally invested £2m. In consideration, we received £948,000 with the balance of the put option consideration being converted into a loan and, as security for the balance payable, holdings in two investments, HaloSource Inc. and Waipuna Limited. Since the year end we have received a further £503,000 and taken possession of these two holdings as full settlement of the loan. As a result we have realised £1.45m and have acquired two interesting investments.

Investments – Detail

The following is a list of the Investments.

Company	Investment	Business
AmLib	US$2m subscription for ordinary shares	A Jersey based company established in May 2000 to explore for gold, diamonds and other natural resources in Liberia. AmLib holds one mineral development agreement and seven exploration licenses covering a total surface area of 3,400km^2.
Buried Hill	US$850,000 subscription for and US$2.7m acquisition of ordinary shares	An international oil and gas exploration company focused on Caspian Sea and West Africa which has recently signed a farm-in agreement with a Middle-Eastern partner to develop the Caspian assets.
CDR Minerals	US$ 1m subscription	A coal exploration and development company with near-term production plans. The company is focusing on Canadian and American coal and base metals prospects.
Celadon Mining Ltd	£3.75m subscription in two tranches	Chinese Government backed company seeking to consolidate the coking coal industry in NE China.
China Molybdenum	£3m subscription £750,000 loan	Set up to acquire several mining assets representing abundant molybdenum and nickel mining production opportunities in Zhangjiajie City, Hunan Province.
Continental Petroleum	£2.5m subscription for convertible loan stock	Oil exploration and development company which has interests in two Western Siberian licences covering an area of approximately 1,650 km^2.
Creso Resources	Cdn$2.2m subscription for common stock	An early stage gold and base metals exploration company with prospects in Mexico, Guatemala and Canada.
Develica	US$3.7m subscription for ordinary shares	A Guernsey company established to take advantage of opportunities in the prime commercial real estate market in Singapore in particular, and in the Asia Pacific region in general.
Dominion Minerals	US$1.5m subscription for common shares and warrants	A US-based copper and gold exploration and development company focused on its Cerro Chorcha Copper Project in Panama and its gold and copper/gold ventures in China.
Eden Energy	AUS$4.56m subscription for ordinary shares	An Australian diversified clean energy company with interests in hydrogen production, storage and transport fuel systems.
Enhanced Oil	Cdn$4m subscription and further subscription of Cdn$1.6m for common stock and warrants	A Houston-based enhanced oil recovery resources company which controls the largest undeveloped natural helium/CO2 resource in North America. Enhanced Oil is acquiring depleted oilfields where significant enhanced oil recovery resources remain.
Gourmet Express	US$3m subscription and further loan with warrants of US$600,000 after the year-end	A leading consumer products company specialising in the production, distribution and marketing of a wide variety of frozen food products, in particular the frozen skillet meal category.
HaloSource	Acquired in exchange for another investment	US-based company with a leading technology for purification of water at point of use.
Homeland Uranium	Cdn$2.2m subscription for common stock and warrants	Exploration company with uranium and vanadium exploration in the USA and Africa. The main emphasis has been on exploration for uranium in Niger.
Ilika	£2.5m subscription for ordinary shares	A company spun out of the University of Southampton which specialises in the development and application of high throughput, combinatorial R&D techniques for the discovery of new materials.
iQur	£0.5m subscription for ordinary shares	A medical research company that specialises in the treatment and monitoring of liver diseases as well as focusing on Hepatitis vaccine platforms.
Jordan Energy	US$1.05m subscription	A company with rights to extract large shale oil deposits in Jordan.
Latin Gold	£1m subscription	The company has acquired mineral rights in Brazil to a previously mined area where low-tech artisanal miners have produced an estimated 4.5m oz from soils over the last 11 years. The company has found that the large spoil heaps left behind contain an attractively high residual gold content which it plans to extract industrially. The licensed area also has significant exploration potential in the hard rock below the artisanal workings.

Investment Manager's Report continued

Investment Detail continued

Company	Investment	Business
Midas Capital	£450,000 subscription for ordinary shares	An AIM quoted company encompassing fund management, wealth management and corporate services.
MinCore	Cdn$2.025m subscription	Has large deposits in Central America – molybdenum deposit in Venado and a second mineral deposit of Cu-Mo in Pico Prieto.
Nusantara Energy	£2.25m subscription for shares and warrants	Nusantara is developing a large deposit (at least 450 million tonnes) of thermal coal in Sumatra, Indonesia and seeking to acquire further coal interests in Sumatra. Following an extensive drilling programme, Nusantara has identified the potential resource as high quality coal in thick seams very close to the surface. This deposit is ideally located to supply the market for coal-fired power generation in South East Asia, where demand is strong.
Nviro	£500,000 subscription for ordinary shares	A leader in commercialising "clean" technologies, building them from the innovation stage to industrial scale, creating shareholder value in parallel with environmental benefits.
Petro Kamchatka Resources (formerly CEP Resources)	US$2m and further US$1.875m subscription of equity after the year-end	A Canadian based oil and gas exploration company which owns 42.5% of two exploration licences in the western part of the Kamchatka Peninsular in Eastern Russia, where its partner is the Korean National Oil Corporation.
Providence Resources	€3.2m subscription for convertible loan notes £1m in shares after the year-end	An Irish oil and gas company with substantial offshore exploration interests in Ireland, further offshore interests in Nigeria and (largely producing) onshore and offshore assets in the UK and USA. Listed in Ireland and on AIM; the convertibles are currently listed in the Cayman Islands.
Puma Hotels plc	£1.95m subscription for convertible preference shares after the year-end	Puma Hotels holds a portfolio of 20 leading British conference and leisure hotel let on long inflation-indexed leases to a blue chip tenant, Barceló Hotels. It aims to realise its portfolio over the next two years.
Quetzal	Cdn$2.1m subscription for common shares and warrants	A Canadian company with interests in petroleum producing assets in Guatemala. It recently joined the Toronto Stock Exchange.
RAM Resources	US$2m subscription for ordinary shares	A Jersey-based mineral and asset development company which controls a 100% owned iron ore mining property in the Kurgan region of Russia.
Red Flat Nickel	US$4.2m investment in loan notes in a complex deal	The investment offers the potential of a very substantial upside if further drilling and evaluation is positive and leads to a "liquidity event" such as trade sale. It controls two nickel laterite deposits in Oregon. The St Peter Port loan will fund exploration of deposits on the two fully owned tenements.
Rock Well Petroleum	US$7.5m subscription for common shares	A North American oil production company which is attempting to use gravity drainage and enhanced oil techniques to extract oil at low cost from reservoirs which have become sub-economic for conventional extraction.
Royal Nickel	Cdn$4m subscription	A Canadian nickel developer with a worldclass nickel deposit in northern Quebec.
Sharon Energy	Cdn$2.1m subscription for common stock and warrants	A gas company producing natural gas in Texas and Alberta.
STV	US$2m subscription for common shares	An ethnic media and entertainment company in Philadelphia.
Sumatra Copper & Gold	£1m subscription	The company controls nearly 18,000km² of land in Sumatra, Indonesia with advanced resources of gold, silver and copper.
TMO Renewables	£2.5m subscription for ordinary shares	A world leader in novel ethanol fermentation technology which produces bio-ethanol from low-grade sugar by means of a new fermentation technique with significantly higher yields and lower investments.
Union Agriculture	US$2m in ordinary shares after the year-end	Uruguayan farming company which is buying land opportunistically in Uruguay and applying capital and agronomy expertise to enhance its value. Union plans to float in the next year.
Waipuna	Acquired in exchange for another investment	A New Zealand-based company focused on sales in Europe, which has developed a non-pesticide weed controller, certified for use in organic agriculture.

Latin Gold – Native gold

PetroKamchatka – Drilling camp

Commentary on Other Significant Developments

There are also companies in the portfolio which look very promising and which should show significant uplifts. We would highlight particularly Latin Gold, Nusantara, Buried Hill and Red Flat Nickel.

Latin Gold has received an excellent test result from drilling into the hard rock below its large resource of gold rich tailings (slag heaps) left by artisanal miners. This could to be a significant gold find in which we have a large stake (28%).

Drilling by Nusantara has significantly enhanced estimates of the size and value of its large and low cost coal resource, which is strategically located to enable it to meet the strong demand for power station coal in SE Asia. It is currently exploring an exit by trade sale.

Buried Hill has substantial reserves in the Caspian Sea. It is close to concluding an attractive farm-in deal with a major Middle Eastern oil company.

Red Flat Nickel has a large nickel resource whose value is expected to have rebounded with the price of nickel. Our deal is structured so that we achieve a very substantial return even if the sale price for the company is much less than expected by the management and the investment bank handling the sale.

Against that, there are other companies with problems. St Peter Port invested US$7.5 million in equity in Rock Well Petroleum Inc ("Rock Well") in August 2007. This company used novel techniques to recover oil from otherwise depleted oil wells and at the point of investment its prospects seemed promising. In June 2008, Rock Well sought to float on the London Stock Exchange but the flotation was aborted in July and it subsequently filed for bankruptcy. We have written our holding down accordingly.

Develica Asia Pacific, in which we invested US$3.75 million in August 2007, has suffered a decline in Net Asset Value. Again, we have provided for this.

We have also provided for our investment in China Molybdenum.

Pipeline and Focus

We are again seeing a strong flow of deals. We have the advantage that many of the other players in our type of investment (such as hedge funds) have now left the table.

This limited competition means that we can obtain improved terms for deals, which we are well-placed to take advantage of.

As stated when we issued interims, given market conditions, our focus has naturally shifted from expecting to see an IPO within twelve months to a different form of short term exit. This might be a loan repayment with a "kicker" (such as we agreed for Red Flat Nickel) or a take-out by a purchaser. We are also looking at deals across a much wider range of sectors. Finally, we are also looking at already quoted companies where the equity value has been heavily eroded by the current market malaise. Our intention remains only to deploy our cash where we believe we are striking an exceptional deal.

Tim Childs
St Peter Port Investment Management Limited
15 July 2009

Directors' Biographies

Arthur Leonard Robert Morton (aged 67), Chairman

Bob is a Chartered Accountant, who has been a substantial investor on his own behalf in a number of AIM companies. He is currently Chairman of four quoted companies: Armour Group PLC, Servoca PLC, Ekay PLC and Tenon Group PLC. He is also a director of a large number of private companies.

Timothy Erling Childs (aged 48), Chief Executive Officer

Tim is an experienced investor and entrepreneur across a range of sectors. He was a founder, Chairman and Chief Executive of Gatehouse Leasing Limited, a Dublin-based lease finance company, which was subsequently sold to an investment group, and in turn acquired by the Bank of Scotland. He also served as Managing Director of Private Equity Investor plc, an investment trust fund of technology funds from February 2000 to November 2004. He has been involved in pre-IPO investing since 1994.

Graham Barry Shore (aged 53), Director

Graham is a former partner of Touche Ross (now Deloitte & Touche) and was responsible for the London practice advising the telecommunications and new media industries. At Touche Ross he undertook strategic and economic assignments for a wide range of clients including appraisals of venture capital opportunities. In 1990, Graham joined Shore Capital as Managing Director, and has been involved in managing Shore Capital-promoted investment funds Puma I, the JellyWorks portfolio, Puma II and the Puma VCTs. This has involved the evaluation of new deals and representing the funds with investee companies. Graham has been involved with AIM since its inception as both a corporate financier and investor and with private equity for more than 20 years.

Simon Charles Bourge (aged 48), Director

Simon is a qualified barrister with an MA from Cambridge and practised as a lawyer in Bristol for 15 years. He moved to Guernsey in 1998, where he is Managing Director of the Bourse Group and is involved in all aspects of business development and service delivery with a particular emphasis on tax structuring for foreign and expatriate private clients, collectives, companies and pensions. Simon is also a director of Montier Asset Management Limited, a Dublin-listed absolute return fund of funds, and its related CISX-listed fund and feeder fund. Simon is also a director of the Guildhall Managed Fund, an open-ended macro-economic event driven fund and currently serves as President of the Guernsey International Legal Association.

Peter Francis Griffin (aged 50), Director

An economics graduate from Leeds University, Peter qualified as a Chartered Accountant with Coopers & Lybrand in Manchester in 1982. Since 1984 he has worked in the offshore financial services sector in a number of jurisdictions and is presently a director of the trust company division of Intertrust Fund Services (Guernsey)Limited. Peter's employment history includes periods as a Partner with accountants Reads & Co/Robson Rhodes in the Isle of Man, as a director of CMI Trust (a Halifax Bank of Scotland group company) in the Isle of Man, and as Managing Director of Fairbairn Trust Company (an Old Mutual group company) in Guernsey.

Officers and Professional Advisers

Directors (all non-executive))
Arthur Leonard Robert Morton (Chairman)
Simon Charles Bourge (Director)
Timothy Erling Childs (Director)
Peter Francis Griffin (Director)
Graham Barry Shore (Director)

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Report of the Directors

Directors' responsibilities

The Directors have pleasure in submitting their Annual Report and the Audited Financial Statements for the year ended 31 March 2009.

The Directors are responsible for preparing financial statements for each financial year which give a true and fair view, in accordance with The Guernsey Company Law, 1994, The Protection of Investors (Bailiwick of Guernsey) Law, 1987 and International Financial Reporting Standards (IFRS), of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing those financial statements the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors confirm that they have complied with the above requirements in preparing the financial statements.

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 have been properly prepared in accordance with The Guernsey Company Law 1994. 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.

Status and activities

The Company is a closed ended investment company registered under the provisions of The Guernsey Company Law 1994.

The Company was incorporated on 6 March 2007 and its securities began trading on the Alternative Investment Market of the London Stock Exchange on 16 April 2007 with a placing of 75,000,000 ordinary shares of nil par value each.

The Investment Manager, St Peter Port Investment Management Limited, will aim to build a diversified portfolio of growing small to mid-sized companies which are seeking to achieve an IPO within a reasonable short time horizon. It is intended that investments will be opportunistic and not sector or regionally focused and that they will typically be passive in nature.

Results and dividends

The results attributable to the Shareholders for the year and the transfer to reserves are shown in the Income Statement. The Company did not pay a dividend as the Board of Directors have not recommended a dividend for the year.

During the year the Company repurchased 1,950,000 £1 shares at a cost of £586,182. As at 31 March 2009 1,950,000 shares were held in treasury. The share buy back represented 2.6% of the total ordinary shares issued and fully paid.

Directors and their interests

The Directors of the Company who served during the period were:–

Arthur Leonard Robert Morton (Chairman)
Simon Charles Bourge (Director)
Timothy Erling Childs (Director)
Peter Francis Griffin (Director)
Graham Barry Shore (Director)

At 31 March 2009 the Directors' interests in the Ordinary Shares of the Company were as follows:

	2009 Ordinary shares	2008 Ordinary shares
Southwind Limited*	**2,500,000**	2,500,000
Simon Charles Bourge (Director)	**nil**	nil
Broughton Limited**	**2,500,000**	2,500,000
Peter Francis Griffin (Director)	**nil**	nil
Graham Barry Shore (Director)	**nil**	nil
Shore Capital Trading Limited	**nil**	5,000,000
Timothy Erling Childs (Director)	**nil**	nil
Pebble Investments Limited***	**5,000,000**	nil
Arthur Leonard Robert Morton (Chairman)	**nil**	nil

* Southwind Limited, a company which is held entirely by related parties of Arthur Morton.

** Broughton Limited, a company in which Mr Timothy Childs is interested.

*** A subsidiary of Shore Capital Group Plc, a company in which Graham Shore is interested.

There have been no changes in the interests of the Directors from 31 March 2009 to the date of signing these financial statements.

Directors' remuneration

The emoluments of the individual Directors for the year were as follows:

	2009 £	2008 £
Arthur Leonard Robert Morton (Chairman)	**nil**	nil
Simon Charles Bourge (Director)	**15,000**	15,770
Timothy Erling Childs (Director)	**nil**	nil
Peter Francis Griffin (Director)	**15,000**	16,058
Graham Barry Shore (Director)	**nil**	nil

The above fees do not include reimbursed expenditure.

Hawk Consulting, a company in which Mr Morton is interested, will be paid a fee of £60,000 per annum (inclusive of all expenses) with respect to services provided from time to time by either that company or Mr Morton on its behalf. Mr Childs and Mr Shore have waived their entitlement to a Directors fee but will be able to recover reasonable expenses.

Substantial shareholdings

At 14 July 2009 the following interests in 3% or more of the issued Ordinary Shares had been notified to the Company.

	Number of ordinary shares	Percentage of share capital
Pershing Nominees Limited	9,135,004	12.18%
Chase Nominees Limited	7,467,121	9.96%
Bank of New York Nominees Limited	7,065,000	9.42%
Pebble Investments Limited*	5,000,000	6.67%
Nortrust Nominees Limited	5,000,000	6.67%
Nortrust Nominees Limited (GSYA)	4,165,000	5.55%
HSBC Global Custody Nominee	3,104,250	4.14%
Bank of New York Nominees Limited (MBGF)	2,666,000	3.55%
Fitel Nominees Limited	2,500,000	3.33%
Broughton Limited**	2,500,000	3.33%
Southwind Limited***	2,500,000	3.33%

* A subsidiary of Shore Capital Group Plc, a company in which Graham Shore is interested.

** Broughton Limited, a company in which Timothy Childs is interested.

*** Southwind Limited, a company which is held entirely by related parties of Arthur Morton.

Independent Auditors

PricewaterhouseCoopers CI LLP have indicated their willingness to continue in their capacity as auditors.

Approved by the Board of Directors

Peter Griffin
Director
20 July 2009

Graham Shore
Director

Independent Auditors' Report to the Members of St Peter Port Capital Limited

Report on the financial statements

We have audited the accompanying financial statements of St Peter Port Capital Limited which comprise the balance sheet as of 31 March 2009 and the income statement, the statement of changes in equity and the cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory notes.

Directors' Responsibility for the Financial Statements

The directors are responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards and with the requirements of Guernsey law. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements give a true and fair view of the financial position of the Company as of 31 March 2009, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards and have been properly prepared in accordance with the requirements of The Companies (Guernsey) Law, 1994 and The Protection of Investors Law (Bailiwick of Guernsey),1987.

Report on other legal and regulatory requirements

We read the other information contained in the Annual Report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. The other information comprises only the chairman's statement, investment manager's report, director's biographies and the directors' report.

In our opinion the information given in the directors' report is consistent with the financial statements.

This report, including the opinion, has been prepared for and only for the Company's members as a body in accordance with Section 64 of The Companies (Guernsey) Law, 1994 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

PricewaterhouseCoopers CI LLP
Chartered Accountants
Guernsey, Channel Islands
20 July 2009

Balance Sheet

As at 31 March 2009

	Notes	As at 31 March 2009 £000's	As at 31 March 2008 £000's
ASSETS			
Financial assets designated at fair value through profit or loss	12	**53,917**	64,683
Loans receivable	13	**502**	–
Trade and other receivables	14	**299**	4,866
Cash and cash equivalents	15	**22,575**	7,499
Total assets		**77,293**	77,048
EQUITY			
Capital and reserves attributable to equity holders of the company			
Share capital	17	**–**	–
Share premium	18	**–**	–
Special reserve	18	**71,198**	73,148
Treasury reserve	17	**1,364**	–
Retained earnings		**4,566**	3,689
Total Equity		**77,128**	76,837
LIABILITIES			
Current liabilities			
Trade and other payables	16	**165**	211
Total liabilities		**165**	211
Total equity and liabilities		**77,293**	77,048
Net asset value per share (pence per share)	20	**105.58**	102.45

Approved by the Board of Directors on 20 July 2009

Peter Griffin
Director

Graham Shore
Director

The accompanying notes 1-23 form an integral part of these financial statements.

Income Statement

For the year ended 31 March 2009

	Notes	Year ended 31 March 2009 £000's	6 March 2007 to 31 March 2008 £000's
Income			
Net changes in fair value on financial assets	12 (c)	**1,858**	4,566
Unrealised gain on foreign exchange		**78**	154
Interest income	4	**1,159**	554
Net investment income		**3,095**	5,274
Administrative expenses	10	**(2,215)**	(1,583)
Net income from operations before finance costs		**880**	3,691
Interest expense		**(3)**	(2)
Total finance costs		**(3)**	(2)
Profit for the year/period		**877**	3,689
Basic and diluted return per Ordinary Share (pence)	11	**1.17p**	4.92p

The accompanying notes 1-23 form an integral part of these financial statements.

Statement of Changes in Equity

For the year ended 31 March 2009

	Notes	Share Premium £000's	Special Reserve £000's	Treasury Reserve £000's	Revenue Reserve £000's	Total £000's
Opening balance		–	**73,148**	–	**3,689**	**76,837**
Profit for the year		–	–	–	**877**	**877**
Repurchased shares	17	–	–	**1,364**	–	**1,364**
Ordinary shares repurchased	18	–	**(1,950)**	–	–	**(1,950)**
Balance at 31 March 2009		–	**71,198**	**1,364**	**4,566**	**77,128**

For the period from 6 March 2007 to 31 March 2008

Opening balance	–	–	–	–	–
Profit for the period	–	–	–	3,689	3,689
Total recognised profit for the period	–	–	–	3,689	3,689
Proceeds from shares issued	75,000	–	–	–	75,000
Expenses of share issues	(1,852)	–	–	–	(1,852)
Transfer to special reserve	(73,148)	73,148	–	–	–
Balance at 31 March 2008	–	73,148	–	3,689	76,837

The accompanying notes 1-23 form an integral part of these financial statements.

Cash Flow Statement

For the year ended 31 March 2009

	Notes	Year ended 31 March 2009 £000's	6 March 2007 to 31 March 2008 £000's
Cash flows from operating activities			
Interest received		**918**	554
Interest paid		**(3)**	(2)
Operating expenses paid		**(2,248)**	(1,344)
Net cash used in operating activities		**(1,333)**	(792)
Cash flows from investing activities			
Loans to portfolio companies		**(3,850)**	–
Sales of investments		**34,980**	34,755
Purchase of investments	12	**(14,231)**	(99,612)
Cash flows inflow/(outflow) from investing activities		**16,899**	(64,857)
Cash flows from financing activities			
Purchase of treasury shares	17	**(586)**	–
Redemption of convertible loan stock	12	**(211)**	–
Management of liquid resources		**307**	–
Issue of shares		**–**	75,000
Initial set up cost		**–**	(1,852)
Cash (outflow)/inflow from financing activities		**(490)**	73,148
Cash inflow for the year/period		**15,076**	7,499
Opening cash and cash equivalents		**7,499**	–
Closing cash and cash equivalents	15	**22,575**	7,499

The accompanying notes 1-23 form an integral part of these financial statements.

Notes to the Financial Statements

For the year ended 31 March 2009

1. General Information – Investing Strategy

St Peter Port Capital Limited is a Guernsey registered, closed ended investment company. St Peter Port's investment strategy is primarily to invest in unquoted companies which are close to a liquidity event. The funds invested by St Peter Port will often provide the working capital to make such an event possible. The event could be an IPO, trade sale or repayment of a bridging loan (typically with warrants or other form of participation) from a fund-raising achieved by the investee at a higher price after the bridging event has occurred.

The universe for investment is principally companies across a broad range of sectors and geography expecting to achieve a liquidity event in the months after the Company's investment. However, in current conditions, it may also include companies which are already publicly quoted but where the equity value has been heavily eroded by the current market malaise. The initial focus has been on companies targeting UK, US and Commonwealth stock markets although companies looking to float on other exchanges will also be considered.

The address of the registered office is shown on the inside of the back cover. The company's website is www.stpeterportcapital.gg.

The Company is listed on the London Stock Exchange's Alternative Investment Market (AIM).

These financial statements were authorised by the Board for publication on 20 July 2009.

2. Summary of Significant Accounting Policies

This financial information for the year ended 31 March 2009 has been prepared in accordance with International Financial Reporting Standards ("IFRS"). IFRS include standards and interpretations approved by the International Accounting Standards Board, including International Accounting Standards ("IAS") and interpretations issued by the International Financial Reporting Interpretations Committee who replaced the Standards Interpretation Committee.

Basis of preparation

The financial statements have been prepared on the historical cost basis, except for the revaluation of investments. Financial assets and financial liabilities (including derivative financial instruments) are held at fair value through profit and loss.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires the Board of Directors to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 2 (d).

The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates and underlying assumptions are reviewed on an ongoing basis.

At the date of authorisation of these financial statements, the following standards amendments and interpretations, which have not been applied, were mandatory for periods beginning on or after 1 July 2008 or later, but not yet effective:-

IFRS 8: Operating segments (effective date 1 January 2009)

IAS 23: Borrowing costs (Revised) (effective date 1 January 2009)

IAS 1: Presentation of financial statements (Revised) (effective date 1 January 2009)

IFRS 3: Business combinations (Revised) (effective date 1 January 2009)

IAS 27: Consolidated and separate financial statements (Amendment)

IAS 32 and IAS 1: Puttable financial instruments and obligations arising on liquidation (effective date 1 January 2009)

IFRS 7: Financial instruments: Disclosures – reclassification of financial assets

IFRIC 13: Customer loyalty programmes

The Directors do not anticipate that the adoption of these standards will have a material impact on the financial statements of the Company when the relevant standards and interpretations come into effect. The Directors have adopted a policy of applying new statements and interpretations when they become effective.

Notes to the Financial Statements continued

For the year ended 31 March 2009

2. Summary of Significant Accounting Policies continued

Basis of preparation continued

(a) Income

Investment income is recognised on a time apportioned basis using the effective interest method. Interest income from financial assets at fair value through profit and loss is recognised in the income statement in the period in which it arises and is included as part of net gain/loss on the financial assets and liabilities held at fair value through profit and loss.

(b) Running costs and expenses

The Company will bear all fees and out of pocket expenses properly incurred by the Investment Manager, the Administrator and the Registrar. In addition, it will meet all of its own costs and expenses, including aborted transaction fees, the remuneration of those Directors for whom fees are payable and their expenses and the costs of all employees, advisers and consultants acting in the performance of the Company's business, commissions, banking fees, legal expenses, insurance costs, regulatory fees, acquisition and disposal fees, auditors' fees, listing costs and the costs of distribution of reports and accounts and other documentation to shareholders.

(c) Segmental reporting

The Directors are of the opinion that the Company is engaged in a single segment of business, being investment into growth companies which are seeking to achieve an initial public offering ("IPO") within a reasonably short time horizon. The Company's primary reporting format is industry sector and secondary format is geographical domicile.

The Company mainly operates in the following sectors (excluding hedge fund holdings)

	31 March 2009 £000's	%	31 March 2008 £000's	%
Financial Services	**54**	**0.10**	480	0.86
Food & Beverages	**3,357**	**6.24**	1,508	2.69
Media	**1,399**	**2.60**	1,005	1.80
Mining	**22,476**	**41.79**	18,408	32.88
Oil & Gas	**15,196**	**28.25**	18,257	32.61
Real Estate	**288**	**0.53**	6,068	10.84
Renewable energy	**8,522**	**14.91**	7,252	12.96
Technology	**3,000**	**5.58**	3,000	5.36
	54,292		55,978	

And in companies with the following countries of domicile (excluding hedge fund holdings)

	31 March 2009 £000's	%	31 March 2008 £000's	%
Australia	**361**	**0.66**	1,033	1.85
Canada	**7,540**	**14.02**	12,135	21.68
Cyprus	**7,770**	**14.45**	3,595	6.42
South Africa	**–**	**–**	1,005	1.80
United Kingdom	**25,827**	**47.08**	27,146	48.49
United States of America	**12,794**	**23.79**	11,064	19.76
	54,292		55,978	

The domicile of the parent company does not necessarily relate to the country in which the company carries out its business.

2. Summary of Significant Accounting Policies continued

Basis of preparation continued

(d) Valuation of investments

The Investment Manager makes estimates and assumptions concerning the performance of underlying investments. The estimates and assumptions involved in fair valuing the investments are considered in line with the valuation policies outlined below.

The Investment Manager's assessment of fair value is determined in accordance with the International Private Equity and Venture Capital ("IPEVC") Valuation Guidelines. It is the opinion of the Investment Manager, that the IPEVC valuation methodology used in deriving a fair value is not materially different from the fair value requirements of IAS 39. Investments are measured at fair value. A summary of the more relevant IPEVC Valuations is set out below.

Marketable (Listed) Securities – Where an active market exists for the security, the value is stated at the bid price on the last trading day in the period.

Unlisted Investments – are carried at such fair value as the Investment Manager considers appropriate given the performance of each Investee Company and after taking account of the effect of dilution, the exercise of ratchets, options or other incentive schemes.

Where the investment being valued was made recently, its cost will generally provide a good indication of fair value.

Methodologies used in arriving at the fair value include prices of recent investment, earnings multiples, net assets and industry valuation benchmarks.

Notwithstanding the above, the variety of valuation basis adopted and quality of management information provided by the underlying Investee Company means there are inherent difficulties in determining the value of these investments. Amounts realised on the sale of these investments will differ from the values reflected in these financial statements and the difference may be significant.

(e) Fair value of derivative contracts

Fair values of derivative contracts are estimated by reference to current market conditions compared to theterms of the contract.

(f) Taxation

With effect from 1 January 2008, Guernsey abolished the exempt company regime. With effect from this date the Company has been taxed at 0%. Previously the Company had applied for, and received, tax exempt status upon payment of a fee of £600.

(g) Foreign currency translation

(i) Functional and reporting currency

The functional currency of the Company is Pounds Sterling in which the majority of cash and cash equivalents are held and converted only where necessary to settle expenses relating to investments.

The reporting currency of the Company for accounting purposes is also Pounds Sterling.

(ii) Transactions and balances

Foreign currency monetary assets and liabilities balances are translated into Pounds Sterling at the rate of exchange ruling on the last day of the Company's financial period. Foreign currency transactions are translated at the rate of exchange ruling on the date of transaction. Gains and losses arising on currency translation are included in the Income Statement. Foreign exchange gains and losses on investments are accounted for on the income statement in the period in which they arise.

Notes to the Financial Statements continued

For the year ended 31 March 2009

2. Summary of Significant Accounting Policies continued

Basis of preparation continued

(h) Financial liability and equity

Financial liability and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

(i) Financial assets

Gains or losses arising from changes in the fair value of the 'financial assets at fair value through profit or loss' category are presented in the Income Statement in the period in which they arise. Dividend income from financial assets at fair value through profit and loss is recognised in the income statement when the Company's right to receive payment is established.

(j) Trade and other payables

Trade payables are not interest bearing and are stated at their cost.

(k) Trade and other receivables

Trade and other receivables are stated at cost less impairment losses.

(l) Cash and cash equivalents

Cash comprises cash in hand and on demand deposits which may be accessed without penalty.

(m) Loans and impairment

Loans receivable are recorded at cost less impairment losses. A provision for impairment of loans receivable is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms.

3. Critical Accounting Estimates and Judgement

The Company makes estimates and assumptions relating to the reported amounts of assets and liabilities within the next financial year. Estimates and judgement are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

4. Interest Income

	Year ended 31 March 2009 £000's	Period to 31 March 2008 £000's
Bank interest	**330**	554
Loan interest	**180**	–
Investment income	**649**	–
	1,159	554

5. Administration Fees

Under the Administration Agreement the Administrator is entitled to receive an annual administration fee at a rate as may be agreed from time to time between the Company and the Administrator. The present administration fee is up to a maximum of £75,000 per annum for the performance of the administration services. There is an additional fee for the provision of any directors to the Board of the Company and for the production of annual and interim financial accounts. The Administrator will also be entitled to reimbursement for its reasonable expenses in providing the administration services. Total administration fees for the year ended 31 March 2009 amounted to £73,000 (2008: £49,000) with £21,250 (2008: nil) outstanding at the year end which includes £10,000 outstanding for accountancy fees.

6. Management Fees

Under the Investment Management Agreement, the Investment Manager is entitled to receive a management fee of 2 per cent per annum (or 1 per cent until 50 percent of the net placing proceeds are invested in portfolio companies) of Net Asset Value which shall accrue on the first day of each quarterly period ending on 31 March, 30 June, 30 September and 31 December in each year and all reasonably and properly incurred expenses of the Investment Manager with respect to Company business. The Company's investment into pre-IPO companies passed the hurdle at which management fees became payable at 2 per cent per annum on 18th October 2007. Total management fees for the year to 31 March 2009 amounted to £1,552,703 (2008:£1,109,903) with nil (2008: nil) outstanding at year end. At 31 March 2009 the Company had prepaid management fees totalling £37,000 (2008:nil).

7. Directors' and Consultancy Fees

Under their letters of appointment, Mr Bourge and Mr Griffin are paid a remuneration of £15,000 per annum. Hawk Consulting, a company in which Mr Morton is interested, is paid a fee of £60,000 per annum (inclusive of all expenses) with respect to services provided from time to time by either that company or Mr Morton on its behalf. Mr Childs and Mr Shore have waived their entitlement to a Directors fee but are able to recover reasonable expenses. Total directors' fees for the year to 31 March 2009 amounted to £30,000 (2008: £32,000) with £7,500 (2008: £12,000) outstanding at the year end. Total consultancy fees for the year amounted to £60,000 (2008: £81,000).

8. Broker Fees

Under the Broker Agreement between the Company, Shore Capital Stockbrokers Limited and Shore Capital and Corporate Limited, the Company pays an annual retainer of £30,000 plus VAT, together with the reasonable expenses plus VAT of Shore Capital Stockbrokers Limited and Shore Capital and Corporate Limited in connection with the broker agreement. Total broker fees for the year to 31 March 2009 amounted to £30,000 (2008: £30,000) with nil (2008: £7,000) outstanding at the year end.

9. Nomad Fees

Under the Nominated Advisor Agreement between the Company and Deloitte Corporate Finance the Company pays an annual retainer of £30,000 with any VAT if applicable. The Company is also responsible for all out-of-pocket expenses incurred by Deloitte Corporate Finance in connection with its appointment as nominated advisor of the Company, any expenditure in excess of £5,000 must be authorised by the Board of Directors. Total Nomad fees for the year to 31 March 2009 amounted to £30,755 (2008: £30,000) with £1,281 (2008:Nil) prepaid at the year end.

10. Audit Fees

	Year ended 31 March 2009 £000's	Period to 31 March 2008 £000's
Audit fees	**45**	52

Notes to the Financial Statements continued

For the year ended 31 March 2009

11. Earnings Per Share

The calculation of basic earnings per share is based on the net profit from continuing operations for the year of £877,000 (2008: £3,689,000) and on 74,946,000 (2008: 75,000,000) shares being the weighted average number of shares in issue during the year. There is no difference between basic earnings per share and diluted earnings per share.

12. Financial Assets at Fair Value through Profit and Loss

(a) Designated at fair value through profit or loss

	Historic cost at 31 March 2009 £000's	**Market value at 31 March 2009 £000's**	Historic cost at 31 March 2008 £000's	Market value at 31 March 2008 £000's
Listed equity securities	**6,825**	**1,599**	12,536	13,240
Unlisted equity securities	**39,610**	**43,635**	36,542	40,238
Unlisted debt securities	**4,803**	**8,556**	2,500	2,500
Hedge funds	**182**	**127**	8,728	8,705
Total financial assets at fair value through profit or loss	**51,420**	**53,917**	60,306	64,683

(b) Movements in assets at fair value through profit and loss

	Unlisted Equity Securities £'000	**Listed Equity Securities £'000**	**Unlisted Debt £'000**	**Hedge Funds £'000**	**Total £'000**
Valuation at 31 March 2008	40,238	13,240	2,500	8,705	64,683
Purchase at cost	8,554	874	4,803	–	14,231
Disposal proceeds	(13,833)	(8,468)	–	(8,113)	(30,414)
Convertible loan stock	2,711	–	(2,500)	–	211
Realised gains/(losses) on disposals	5,635	1,884	–	(434)	7,085
Net unrealised gains/(losses) on revaluation of investments	330	(5,931)	3,753	(31)	(1,879)
Valuation at 31 March 2009	**43,635**	**1,599**	**8,556**	**127**	**53,917**
Book cost at 31 March 2009	39,610	6,825	4,803	182	51,420
Net unrealised gains/(losses) at 31 March 2009	4,025	(5,226)	3,753	(55)	2,497
Valuation at 31 March 2009	**43,635**	**1,599**	**8,556**	**127**	**53,917**

For the period from 6 March 2007 to 31 March 2008

	Unlisted Equity Securities £'000	**Listed Equity Securities £'000**	**Unlisted Debt £'000**	**Hedge Funds £'000**	**Total £'000**
Opening valuation at 6 March 2007	–	–	–	–	–
Purchase at cost	36,542	13,610	2,500	46,960	99,612
Disposal proceeds	–	(1,819)	–	(37,376)	(39,195)
Realised gains/(losses) on disposals	–	745	–	(856)	(111)
Net unrealised gains/(losses) on revaluation of investments	3,696	704	–	(23)	4,377
Valuation at 31 March 2008	**40,238**	**13,240**	**2,500**	**8,705**	**64,683**
Book cost at 31 March 2008	36,542	12,536	2,500	8,728	60,306
Net unrealised gains/(losses) at 31 March 2008	3,696	704	–	(23)	4,377
Valuation at 31 March 2008	**40,238**	**13,240**	**2,500**	**8,705**	**64,683**

12. Financial Assets at Fair Value through Profit and Loss continued

(c) Net changes on assets at fair value through profit and loss

	Year ended 31 March 2009 £000's	Period ended 31 March 2008 £000's
Realised gain/(loss) on disposal	7,085	(111)
Unrealised investment income	–	300
Unrealised gains on revaluation	(1,879)	4,377
Loans impaired	(3,348)	–
Total net changes on financial assets at fair value	1,858	4,566

13. Loan Receivable

	31 March 2009 £000's	31 March 2008 £000's
Opening loan balance	–	–
Loan advanced during the year/period	3,850	–
Loan impaired	(3,348)	–
Closing balance on loans	502	–

FibreGen plc

On 15 July 2008 the Company provided a loan facility of £4,000,000 to FibreGen plc of which £3,100,000 of this amount was drawn down. This loan attracts interest at a rate of 10% per annum and is compounded monthly. The loan was written down from £3,100,000 to £502,493 at the year end and on 1 May 2009 the Company received £502,493 from FibreGen plc as final settlement on the loan. FibreGen plc is now released of any future liabilities with regards to the loan obligation. The loan impairment has been recognised at fair value through profit and loss as per note 12 (c).

14. Trade and Other Receivables

	31 March 2009 £000's	31 March 2008 £000's
Due from related company	37	–
Accrued income	234	300
Prepayments	28	–
Due from brokers	–	4,566
	299	4,866

Notes to the Financial Statements continued

For the year ended 31 March 2009

15. Cash and Cash Equivalents

	31 March 2009 £000's	31 March 2008 £000's
	22,575	7,499

The cash equivalent investments are considered to be highly liquid, so that book cost is considered equivalent to fair value. The weighted average interest rate on cash balances at 31 March 2009 was 0.87%. (2008: 5.67%). The Company has no material interest bearing liabilities.

16. Trade and Other Payables

	31 March 2009 £000's	31 March 2008 £000's
Administration fee payable	**21**	–
Directors' fees payable	**8**	12
Audit fee payable	**40**	40
Sundry creditors	**96**	106
Accrued forward foreign exchange loss	**–**	53
	165	211

17. Share Capital

Founder Shares	**31 March 2009 £000's**	31 March 2008 £000's
10,000 Founder Shares of £0.01 each authorised, issued and fully paid	**–**	–

Founder Shares have been created to facilitate the payment of carried interest. This performance based interest is calculated by reference to Absolute Shareholder Returns of the Company from Admission to the Alternative Investment Market of the London Stock Exchange. The carried interest will be paid by way of dividend on Founder Shares subject to two conditions: first that the average middle market closing price of an Ordinary Share on the 30 dealing days before the last day of the previous accounting period (the "Benchmark Price") exceeds the Benchmark Price for all prior periods; and second that Absolute Returns exceed 8 per cent per annum (non-compounded) of the subscribed ordinary share capital of the Company. Further details regarding this dividend are outlined in note 19.

Ordinary Shares

There are an unlimited number of ordinary shares of nil par value authorised. At the balance sheet date 73,050,000 have been issued and fully paid. The Ordinary Shares do not carry any right to fixed income.

Treasury Shares

On 20 March and 23 March 2009 the Company announced that it was purchasing 1,850,000 and 100,000 respectively, of its ordinary shares at a cost of £586,182. At 31 March 2009 1,950,000 shares are currently held in treasury (2008: nil).

18. Share Premium and Special Reserve

	31 March 2009 £000's	31 March 2008 £000's
Share premium	–	–
Special reserve		
Opening balance	73,148	–
Shares repurchased	(1,950)	–
Proceeds from shares issued	–	75,000
Expenses of share issues	–	(1,852)
Closing balance	71,198	73,148

19. Dividends

Subject to certain conditions, within 15 business days after the end of each successive accounting period, the Company will pay to Founder Shareholders a dividend with respect to that period (an "FSD Reference Period") based on the amount by which market capitalisation of the Company at the end of the relevant period exceeds the aggregate subscription price of Ordinary Shares issued pursuant to the Placing.

The conditions for payment of a dividend to Founder Shareholders with respect to any FSD Reference Period will be as follows:

(1) firstly, that the average middle market closing price of an Ordinary Share on the last 30 days on which Ordinary Shares are traded on AIM ("Dealing Days") before the last day of the relevant FSD Reference Period (the "Benchmark Price"), as adjusted for dividends and other distributions in the relevant period, exceeds the Benchmark Price for all prior periods; and

(2) secondly, that Absolute Shareholder Returns on the last day of the FSD Reference Period exceed 8 per cent per annum (non-compounded) of the subsidiary ordinary share capital of the Company ("The Hurdle")

Subject to each of the above conditions being satisfied, and to there being available cash and distributable reserves to make the dividend payment (to the extent payable in cash), the amount payable to the Founder Shareholders will be the aggregate of:

(1) 25 per cent of the Hurdle or, if less, the amount by which Absolute Shareholders Returns exceed the Hurdle (the "Surplus"); and

(2) if the Surplus exceeds 25 per cent of the Hurdle, 20 per cent of that excess, less the aggregate of any dividends paid to Founder Shareholders in prior periods.

Founder Shareholders will be entitled to elect for some or all of the dividend payable to them to be satisfied by the issue to them of Ordinary Shares (valued at the average middle market closing price of an Ordinary Share on the last 30 Dealing Days of the relevant FSD Reference period). No such allotment shall be made if and to the extent that the issue of Ordinary Shares will result, to the knowledge of the Directors, in any person together with persons acting in concert to that person acquiring 30 per cent or more of the ordinary share capital of the Company.

The Company may declare dividends on Ordinary Shares in a general meeting but no dividend shall exceed the amount recommended by the Board. No dividend or other distribution shall be payable to holders of Ordinary Shares if the directors reasonably believe that payment will leave insufficient cash flows to enable the Company to pay the Founder Share dividend with respect to the accounting period in which such dividend or other distribution is proposed to be paid or made. The Board may from time to time pay to the members such interim dividends as appears to the Board to be justified by the profits of the Company. Any dividend unclaimed after a period of six years from the date of declaration of such dividend shall be forfeited and shall revert to the Company.

Notes to the Financial Statements continued

For the year ended 31 March 2009

20. Net Asset Value per Share

	31 March 2009 £000's	31 March 2008 £000's
Net Asset Value	**77,128**	76,837
Ordinary shares in issue	**73,050**	75,000
Net Asset Value per Ordinary Share (pence per share)	**105.58**	102.45

The Net Asset Value per Ordinary Share is based on the Net Asset Value at the Balance Sheet date and on 73,050,000 Ordinary Shares being the shares in issue at the year end.

21. Related Party Transactions

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial or operational decisions.

Details of fees paid to the Administrator, Investment Manager, Directors and Broker are outlined in notes 5 to 8.

Subsequent to the year end the Company invested into Puma Hotels Plc, a company in which Shore Capital Limited is the investment manager and Shore Capital Group plc a shareholder.

22. Post Balance Sheet Events

Subsequent to the year end the Company has invested a further £5.67 million into five further investments, two of which were new and three follow-ons.

The three follow-on investments were £1m in Providence Resources, an Irish oil and gas company with interests in a variety of oil provinces, US$1.875m in Petrokamchatka, a company exploring for oil in Eastern Russia and US$600,000 in Gourmet Express, a US food company.

A new investment of $2m was made in Union Agriculture, a Uruguayan farming company which is buying land cheaply in Uruguay and applying capital and agronomy expertise to enhance its value.

A second new investment was in Puma Hotels where the Company invested £1.95m in a convertible preference share. Puma Hotels aims to realise its portfolio of freehold hotels (let on inflation-indexed leases to a blue chip tenant) over the next two years which would offer the prospect of strong capital appreciation.

23. Financial Instruments

(a) Strategy in using financial instruments

The Company's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance.

(b) Market risk

The Company operates in a competitive market for investment opportunities. While the Investment Manager considers the Pre-IPO market to be an attractive area for investment, it is nonetheless likely that the Investment Manager will encounter competition for target investments from investors many of which will have significantly greater resources than the Company. There can be no assurance that these competitive pressures will not have a material adverse effect on the Company's business, financial condition and results of operations. As a result of this competition, the Investment Manager may not be able to take advantage of attractive investment opportunities from time to time. Furthermore, the Investment Manager can offer no assurance that it will be able to identify and make investments that are consistent with the Company's investment strategy.

23. Financial Instruments continued

(b) Market risk continued

Investments

All of the Company's intended investments present the risk of a loss of capital. Such investments are subject to investment-specific price fluctuations as well as to macro-economic, market and industry- specific conditions including, but not limited to, international economic conditions, international financial policies and performance, governmental events and changes in laws. Moreover, the Company may only have a limited ability to vary its investments in response to changing economic, financial and investment conditions.

Investments in small unquoted companies

The Company's investment portfolio will comprise interests predominantly in unquoted private companies and companies with an AIM listing which may be difficult to value and/or realise. Investment in the securities of smaller companies may involve greater risks than is customarily associated with investments in larger, more established companies. In particular, such companies may have limited product offerings, markets or financial resources and may be dependent on a small number of key individuals.

Investments in Hedge Funds

The Company's investment portfolio includes hedge funds and fund of hedge funds. The market risk at the fund of hedge funds investment level is controlled via the use of diversification across a wide range of hedge fund styles and holdings. The market risks associated with the Company's direct hedge funds are that the fund manager's strategies may not be transparent and may expose the Company to potential losses. Also the hedge fund may be dependent on a key individual or small team. The market risk is considered to be minimal as the holding is very small.

Concentration risk

It is possible that certain investments will represent a significant proportion of the Company's total assets. As a result, the impact on the Company's performance and the potential returns to investors will be adversely affected to a greater degree if any one of those investments were to perform badly than would be the case if the Company's portfolio of investments was more diversified.

At the year end the overall investment allocation was as follows:

	31 March 2009		31 March 2008	
	Fair Value	**% of Net Assets**	Fair Value	% of Net Assets
Pre-IPO Investments (including corporate debt)	**52,191**	**67.67**	42,738	55.62
Listed Investments	**1,599**	**2.07**	13,240	17.23
Hedge Funds and Funds of Hedge Funds	**127**	**0.16**	8,705	11.33
	53,917	**69.90**	64,683	84.18

The Company's market risk is affected by three main components: changes in market prices for those listed entities, interest rate and foreign currency movements. Interest rate and foreign exchange movements are covered in notes below. If the market value of the listed investments at year end had increased / (decreased) by 5% with all other variables held constant, this would have impacted the assets attributable to shareholders of ordinary shares by approximately £86,000 (2008: £1,097,000).

5% is the sensitivity rate used when reporting market risk internally to key management personnel and represents managements assessment of the possible change in market risk.

Notes to the Financial Statements continued

For the year ended 31 March 2009

23. Financial Instruments continued

(c) Interest rate risk

The majority of the Company's financial assets and liabilities are non-interest bearing. However, the Company is exposed to some amounts of risk due to fluctuations in the prevailing levels of market interest rates. Any excess cash and cash equivalents are invested at short-term market interest rates.

The Company's interest-bearing financial assets and liabilities expose it to risks associated with the effects of fluctuations in the prevailing levels of market interest rates on its financial position and cash flows.

The table below summarises the Company's exposure to interest rate risks. It includes the Company's assets and trading liabilities at fair values, categorised by the earlier of contractual re-pricing or maturity dates.

As at 31 March 2009	Weighted Average Interest Rate	Interest bearing Less than 1 month £000's	Non-Interest bearing £000's	Total £000's
Assets				
Fixed interest rate securities	12.00%	2,961	45,361	48,322
Floating interest rate securities	7.31%	5,595	–	5,595
Fixed interest rate cash at bank	0.06%	679	–	679
Floating interest rate cash at bank	0.90%	21,896	–	21,896
Fixed interest rate loan receivable	10.00%	–	502	502
Other receivables and prepayments		–	299	299
Total assets		31,131	46,162	77,293
Liabilities				
Accrued expenses		–	165	165
Total interest sensitivity gap		31,131	45,997	77,128

As at 31 March 2008	Weighted Average Interest Rate	Interest bearing Less than 1 month £000's	Non-Interest bearing £000's	Total £000's
Assets				
Fixed interest rate securities	8.50%	2,500	62,183	64,683
Fixed through profit or loss	5.80%	6,762	–	6,762
Fixed interest rate cash at bank	4.46%	737	–	737
Other receivables and prepayments		–	4,866	4,866
Total assets		9,999	67,049	77,048
Liabilities				
Accrued expenses		–	211	211
Total interest sensitvity gap		9,999	66,838	76,837

The Investment Manager is permitted to utilise overdraft facilities towards the achievement of the Company's investment objectives. As at the Balance Sheet signing date, no overdraft facility has been negotiated or utilised.

23. Financial Instruments continued

(d) Hedging and currency risk

The Company's investments are expected to be denominated in Pounds Sterling. The Investment Manager may invest in opportunities denominated in currencies other than Pounds Sterling and may, through forward foreign exchange contracts, hedge its exposure back to Pounds Sterling. While hedging may attempt to reduce currency risk, it is not possible to hedge fully or perfectly against currency fluctuations. Accordingly investors may, at certain times, be exposed to exchange rate risks between Pounds Sterling and other currencies, such that if the value of the other currencies falls relative to Pounds Sterling, the Company's assets will, in Pounds Sterling terms, be worth less.

The Company holds assets denominated in currencies other than Pounds Sterling, the functional currency. It is therefore exposed to currency risk, as the value of assets denominated in other currencies will fluctuate due to changes in exchange rates.

The table below summarises the Company's exposure to currency risks.

Currency	31 March 2009 Value £000's	31 March 2009 % of Net Assets	31 March 2008 Value £000's	31 March 2008 % of Net Assets
Australian Dollar	**361**	**0.47**	1,033	1.34
Canadian Dollar	**5,196**	**6.74**	12,134	15.79
Euro	**2,981**	**3.87**	1,564	2.04
US Dollar	**24,716**	**32.05**	16,530	21.45

At year end, had the exchange rate between the currencies above and Sterling increased or decreased by 2% with all other variables held constant, the increase or decrease respectively in net assets attributable to holders of ordinary shares would amount to approximately £7,000 (2008: £21,000) in the case of Australian Dollars, £104,000 (2008: £241,000) for Canadian Dollars, £60,000 (2008: £31,000) for Euro and £494,000 (2008: £331,000) for US Dollars.

As illustrated by the table above the majority of the currency risk is generated from the Company's equity exposure to the US and Canadian Dollar. The Company has not hedged these foreign currency equity holdings as the Investment Manager feels that, due to the nature of the commodities stocks held, fluctuations in the relevant exchange rates are implicit within the share price. For the unquoted pre-IPO holdings, fluctuations in the exchange rate will be implicit within the flotation price when these companies achieve a market listing.

Notes to the Financial Statements continued

For the year ended 31 March 2009

23. Financial Instruments continued

(e) Other price risk

Other price risk is the risk that the value of an instrument will fluctuate as a result of changes in market prices (other than those arising from currency risk or interest rate risk), whether caused by factors specific to an individual investment, its issuer or all factors affecting all instruments traded in the market.

As the majority of the Company's financial instruments are carried at fair value with changes in value recognised in the Income Statement, all changes in market conditions will directly affect net investment income.

The table below details the breakdown of the investment assets held by the Company

	31 March 2009 % of Net Assets	31 March 2008 % of Net Assets
Investment assets		
Equity investments:		
Unlisted equities	**56.58**	52.37
Listed equities	**2.07**	17.23
Hedge funds and funds of hedge funds	**0.16**	11.33
Debt instruments:		
Corporate debt	**11.09**	3.25
Total investment assets	**69.90**	84.18

A 5% increase in the value of stock at year end would have increased the net assets attributable to shareholders by £2,695,900 (2008: £3,234,000). An equal change in the opposite direction would have decreased the net assets attributable to shareholders by an equal but opposite amount.

(f) Liquidity risk

The Company's financial instruments include unlisted equity instruments, some of which are not traded in an organised public market and which generally may be illiquid. As a result, the Company may not be able to liquidate quickly some of its investments in these instruments at an amount close to their fair value in order to meet its liquidity requirements.

The table below details the contractual, undiscounted cash flows of the Company's financial liabilities

31 March 2009	Less than 1 month	1-3 months	3 months to 1 year	No stated maturity
All amounts stated in £000's				
Financial liabilities				
Accounts payable	**29**	–	–	–
Accrued expenses	**137**	–	–	–
	165	–	–	–

31 March 2008	Less than 1 month	1-3 months	3 months to 1 year	No stated maturity
All amounts stated in £000's				
Financial liabilities				
Accounts payable	52	–	–	–
Accrued expenses	159	–	–	–
	211	–	–	–

The gross nominal outflow disclosed above is the contractual, undiscounted cash flow on the financial liability or commitment.

23. Financial Instruments continued

(g) Credit risk

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Company. The carrying amounts of financial assets best represent the maximum credit risk exposure at the balance sheet date. This relates also to the financial assets carried at amortised cost, as they have a short term to maturity. At the reporting date, the Company's financial assets exposed to credit risk amounted to the following:

	31 March 2009 £000's	31 March 2008 £000's
Investments in debt instruments	**8,555**	2,500
Due from broker	**–**	4,569
Loan receivable	**502**	
Total	**9,057**	7,069

Amounts in the above table are based on the carrying value of all accounts.

Many of the markets in which the Group may effect its transactions are "over-the-counter" or "inter-dealer" markets. Participants in these markets are typically not subject to credit evaluation and regulatory oversight as are members of "exchange-based" markets. To the extent that the Company invests in swaps, derivatives or synthetic instruments, or other over-the-counter transactions in these markets, it may take a credit risk with regard to parties with which it trades and may also bear the risk of settlement default. These risks may differ materially from those involved in exchange-traded transactions, which generally are characterised by clearing organisation guarantees, daily marking-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries. Transactions entered into directly between two counterparties generally do not benefit from these protections, which in turn may subject the Company to the risk that the counterparty will not settle a transaction in accordance with agreed terms and conditions because of a dispute over the terms of the contract or because of a credit or liquidity problem. Such "counterparty risk" is increased for contracts with longer maturities when events may intervene to prevent settlement.

The ability of the Company to transact business with any one or any number of counterparties, the lack of any independent evaluation of the counterparties or their financial capabilities, and the absence of a regulated market to facilitate settlement, may increase the potential for losses to the Company. The risks associated with counterparties may adversely affect the Company's investments, business, financial condition and prospects and the market price of the shares, and may lead to a total loss of the shareholders investment.

Apart from cash at bank and broker held with reputable financial institutions, the Company's financial assets exposed to credit risk were concentrated in the following industries:

	31 March 2009 % of Net Assets	31 March 2008 % of Net Assets
Financial Services	**0.07**	0.62
Food & Beverages	**4.35**	1.96
Media	**1.81**	1.30
Mining	**29.14**	23.97
Oil & Gas	**19.70**	23.76
Real Estate	**0.37**	7.90
Renewable energy	**10.40**	9.44
Technology	**3.89**	3.90
Hedge Funds and Funds of Hedge Funds	**0.17**	11.33
Total	**69.90**	84.18

Other than outlined above, there were no significant concentrations of credit risk at the year end.

St Peter Port Capital Limited
Notice of Annual General Meeting

PO Box 119
Martello Court
Admiral Park
St Peter Port
Guernsey

31 July 2009

NOTICE IS HEREBY GIVEN THAT THE SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF ST PETER PORT CAPITAL LIMITED WILL BE HELD AT MARTELLO COURT, ADMIRAL PARK, ST PETER PORT, GUERNSEY ON WEDNESDAY THE 23RD OF SEPTEMBER 2009 AT 10.30A.M. TO CONSIDER AND IF THOUGHT FIT PASS THE FOLLOWING RESOLUTIONS:

RESOLUTIONS

1 To receive and consider the annual audited accounts and balance sheet and the reports of the Directors and Auditors for the period ended 31st March 2009.

2 To consider the re-appointment of Simon Bourge as a Director of the Company, who has offered himself for re-appointment in accordance with the Company's Articles of Association.

3 To consider the re-appointment of Timothy Childs as a Director of the Company, who has offered himself for re-appointment in accordance with the Company's Articles of Association.

4 To re-appoint PWC CI LLP, the auditors of the Company, to hold office from the conclusion of the meeting until the conclusion of the next meeting at which the accounts are presented to the Company and to authorise the directors to fix their remuneration.

5 To consider and if appropriate approve the Company's investment strategy.

6 THAT the Company be and is hereby re-authorised in accordance with Section 5 of The Companies (Purchase of Own Shares) Ordinance, 1998 to make market purchases of its own shares provided that:

(a) the maximum number of ordinary shares authorised to be acquired is such number as represents 14.99 per cent. of the shares in issue from time to time (rounded to the nearest whole number);

(b) the minimum price which may be paid for a share is £0.01;

(c) the maximum price which may be paid for a share is not more than 5 per cent. above the average of the middle market quotations for the relevant shares, as published by the London Stock Exchange for the five business days before the purchase is made; and

(d) such authority shall expire on the date of the annual general meeting of the Company in 2010 unless the authority is varied, renewed, or revoked prior to such date by a resolution of the Company in a general meeting or the Company has made a contract to purchase its own shares under such authority prior to its expiry which will or may be executed wholly or partly after its expiration.

SPECIAL RESOLUTION

7 THAT articles 42.1 and 42.2 of the Company's articles of association be deleted in their entirety and replaced with the following two articles:

"42.1 Indemnity of Directors, Secretary and other Officers etc

In so far as the 2008 Law allows, every present and former director (including an alternate) or other officer, (but excluding any auditor), and their respective heirs and executors and, if the board so determines, any servant, agent or employee of the Company shall be indemnified out of the assets of the Company against all losses or liabilities sustained or incurred in or about the execution of his duties or otherwise in relation thereto, provided that this article 42.1 shall be deemed not to provide for any person to be excluded from liability or to be entitled to indemnification to the extent that it would cause this article, or any part of it, to be treated as void under the 2008 Law. For the purposes of this article 42.1 "2008 Law" shall mean the Companies (Guernsey) Law, 2008 including all subordinate legislation and as amended or replaced from time to time.

"42.2 Insurance

Subject to the Statutes and in so far as they allow, the board may purchase and maintain for any present or former director, or other officer, or any auditor, servant, agent or employee of the Company or any associated company, insurance against any liability which would otherwise attach to any such person."

BY ORDER OF THE BOARD

I Clarke
Director for Intertrust Fund Services (Guernsey) Limited
Corporate Secretary

St Peter Port Capital Limited
Notice of Annual General Meeting continued

Please note that you are entitled to appoint a Proxy to vote instead of you on any poll. The Proxy need not be a Member of the Company. The form appointing a Proxy must be lodged with Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU at least 48 hours before the Meeting to enable the Proxy to vote for you.

See notes below

Notes

1. A Shareholder entitled to attend and vote at the Meeting is entitled to appoint two or more persons as proxies in the alternative, but only one of such proxies may attend as such and vote instead of such Shareholder. A proxy need not also be a Shareholder. The delivery of an appointment of proxy shall not preclude a Shareholder from attending and voting at the Meeting or at any adjournment thereof.

2. To be valid a proxy form (and any power of attorney or other authority (if any) under which the proxy form is signed (or a certified copy thereof)) must be lodged with Capita Registrars not less than 48 hours before the time for holding the Meeting or any adjournment thereof. A proxy form is enclosed.

3. The quorum for the Meeting is two Shareholders present either in person or by proxy. The majority required for the passing of any special resolutions is seventy-five per cent. (75%) or more of the total number of votes cast on each such special resolution. The majority required for the passing of any ordinary resolutions is more than fifty per cent. (50%) of the total number of votes cast on each such ordinary resolution.

4. At the Meeting the votes may be taken by a show of hands or on a poll, at the option of the Chairman. On a show of hands every Shareholder present, in person or by proxy, shall have one vote. On a poll every Shareholder who is present, in person or by proxy, shall have one vote for every Ordinary Share held by him. On a poll votes may be given either personally or by proxy. A Shareholder entitled to more than one vote need not use all of his votes or cast all of the votes he uses in the same way.

5. If, within fifteen minutes from the appointed time for the Meeting, a quorum is not present, then the Meeting will be adjourned to the same time on 30 September 2009 at the same address. At the adjourned Meeting, those Shareholders present, in person or by proxy, will form a quorum whatever their number and the number of Ordinary Shares held by them. Again, a majority of not less than seventy-five per cent. (75%) of the total number of votes cast is required to pass any special resolutions. The majority required for the passing of any ordinary resolutions is more than fifty per cent. (50%) of the total number of votes cast on each such ordinary resolution.

6. Where there are joint registered holders of any Ordinary Share such persons shall not have the right of voting individually in respect of such Ordinary Share, but shall elect one of their number to represent them and to vote, either in person or by proxy, in their name.

7. No Shareholder shall be entitled to be present or take part in any proceedings or vote, either in person or by proxy, at the Meeting unless all calls due from him have been paid. No Shareholder shall be entitled to vote in respect of any Ordinary Shares unless he has been registered as their holder. For the purposes of determining which persons are entitled to attend or vote at the Meeting and how many votes such person may cast the Shareholder must be entered on the register of Shareholders, held at the registered office of the Company, 48 hours before the time fixed for the Meeting.

8. Special Resolution 7 is being proposed as a result of the introduction of The Companies (Guernsey) Law 2008 on 1 July 2008 (the "Law") which made it necessary for all Guernsey companies to amend their Memorandum and Articles of Association to comply with the new Law. Soon after the introduction of the Law, the Guernsey Law Officers declared that it would be necessary to amend the Law and introduced transitional rules to facilitate the delay until the release of the amended Law in July 2011. Recently received legal opinion states that the transitional rules do not cover Director Indemnity hence this partial amendment to the Articles as detailed in Special Resolution 7.

St Peter Port Capital Limited ("the Company")

FORM OF PROXY FOR USE AT THE SECOND ANNUAL GENERAL MEETING to be held at Martello Court, Admiral Park, St Peter Port, Guernsey, on Wednesday the 23rd of September 2009 at 10.30a.m. and at any adjournment thereof

I/We

(BLOCK LETTERS PLEASE)

of

being (a) member(s) of the above named Company, hereby appoint the Chairman of the Meeting or *

as my/our proxy to vote for me/us and on my/our behalf at the Second Annual General Meeting of the Company to be held at Martello Court, Admiral Park, St Peter Port, Guernsey, on Wednesday the 23rd of September 2009 at 10.30a.m. and at any adjournment thereof. To allow effective constitution of the meeting, if it is apparent to the Chairman that no shareholders will be present in person or by proxy, other than by proxy, an alternative proxy may be named if desired. A proxy need not be a member of the Company.

I/We direct my/our proxy to vote as follows:

ORDINARY RESOLUTIONS	FOR	AGAINST	ABSTAIN
THAT			
1 To receive and consider the annual audited accounts and balance sheet and the reports of the Directors and Auditors for the period ended 31st March 2009	☐	☐	☐
2 To consider the re-appointment of Simon Bourge as a Director of the Company, who has offered himself for re-appointment in accordance with the Company's Articles of Association	☐	☐	☐
3 To consider the re-appointment of Timothy Childs as a Director of the Company, who has offered himself for re-appointment in accordance with the Company's Articles of Association	☐	☐	☐
4 To re-appoint PWC CI LLP the auditors of the Company, to hold office from the conclusion of the meeting until the conclusion of the next meeting at which the accounts are presented to the Company and to authorise the directors to fix their remuneration	☐	☐	☐
5 To consider and if appropriate approve the Company's investment strategy	☐	☐	☐
6 THAT the Company be and is hereby re-authorised in accordance with Section 5 of The Companies (Purchase of Own Shares) Ordinance, 1998 to make market purchases of its own shares provided that:	☐	☐	☐

(a) the maximum number of ordinary shares authorised to be acquired is such number as represents 14.99 per cent. of the shares in issue from time to time (rounded to the nearest whole number);

(b) the minimum price which may be paid for a share is £0.01;

(c) the maximum price which may be paid for a share is not more than 5 per cent. above the average of the middle market quotations for the relevant shares, as published by the London Stock Exchange for the five business days before the purchase is made; and

(d) such authority shall expire on the date of the annual general meeting of the Company in 2009 unless the authority is varied, renewed, or revoked prior to such date by a resolution of the Company in a general meeting or the Company has made a contract to purchase its own shares under such authority prior to its expiry which will or may be executed wholly or partly after its expiration.

SPECIAL RESOLUTION

7 THAT articles 42.1 and 42.2 of the Company's articles of association be deleted in their entirety and replaced with the following two articles:

	FOR	AGAINST	ABSTAIN
"42.1 Indemnity of Directors, Secretary and other Officers etc In so far as the 2008 Law allows, every present and former director (including alternate) or other officer, (but excluding any auditor), and their respective heirs and executors and, if the board so determines, any servant agent or employee of the Company shall be indemnified out of the assets of the Company against all losses or liabilities sustained or incurred in or about the execution of his duties or otherwise in relation thereto, provided that this article 42.1 shall be deemed not to provide for any person to be excluded from liability or to be entitled to indemnification to the extent that it would cause this article, or any part of it, to be treated as void under the 2008 Law. For the purposes of this article 42.1 "2008 Law" shall mean the Companies (Guernsey) Law, 2008 including all subordinate legislation and as amended or replaced from time to time.	☐	☐	☐
"42.2 Insurance Subject to the Statutes and in so far as they allow, the board may purchase and maintain for any present or former director, or other officer, or any auditor, servant, agent or employee of the Company or any associated company, insurance against any liability which would otherwise attach to any such person."	☐	☐	☐

Signed this day of 2009

Signature in the Chairman's favour, then the Chairman may appoint a substitute to act as proxy in his stead for any shareholder, provided that such substitute proxy shall vote on the same basis as the Chairman

Notes

(i) Please indicate with an "X" in the appropriate box how you wish the proxy to vote.

(ii) The proxy will exercise his discretion as to how he votes or whether he abstains from voting
a. on the resolutions referred to in this form of proxy if no instruction is given in respect of the resolution; and
b. on any business or resolution considered at the meeting other than the resolutions referred to in this form of proxy.

(iii) To be valid the original of this form of proxy and the original of any power of attorney or of the authority under which it is executed (or a certified or office copy of such power of attorney) must be lodged at Capita Registrars, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not later than 48 hours before the time appointed for the Second Annual General Meeting. A facsimile of this form of proxy will be acceptable (with the original to follow) and should be sent to the Registrar on the following fax number: 0208 639 2180. Completing and returning this form of proxy will not prevent you from attending the meeting and voting in person if you so wish.

(iv) A form of proxy executed by a corporation must be either under its common seal or signed by an officer or attorney duly authorised by that corporation.

(v) In the case of joint holdings, the signature of the first named Member on the Register of Members will be accepted to the exclusion of the votes of the other joint holders.

THIRD FOLD AND TUCK IN

BUSINESS REPLY SERVICE
Licence No.MB122

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Capita Registrars
Proxies Department
PO Box 25
The Registry
34 Beckenham Road
BECKENHAM
Kent
BR3 4BR

SECOND FOLD

FIRST FOLD

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