ANNUAL REPORT FOR THE YEAR ENDED 31 MARCH 2011

TVC holdings plc

ANNUAL REPORT 2011

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CORPORATE PROFILE

TVC Holdings plc ("TVC") is a publicly quoted investment holding company with its shares trading on the AIM market of the London Stock Exchange and the ESM market of the Irish Stock Exchange. The Company's objective is to achieve capital appreciation through both working actively with its current portfolio of investments in quoted and unquoted companies in order to maximise their value and identifying new investment opportunities across a range of business sectors, principally in Ireland and the UK.

Ticker Symbols

ESM: T1VC
AIM: TVCH

Website

www.tvc.com

Address

Block 2A Richview Office Park, Clonskeagh, Dublin 14, Ireland

EXECUTIVE CHAIRMAN'S STATEMENT

Overview of investment portfolio

In the year ended 31 March 2011, the Group achieved a gross portfolio return attributable to equity shareholders of €13.7 million, 79% of which related to the gain realised on the sale of the Group's investment in Norkom Group plc as outlined below.

Economic conditions continue to be challenging and the volume of investment transactions generally remains low relative to pre-financial crisis levels. During the year, our main focus has continued to be on managing our existing portfolio and tight management of our costs in order to prepare the business to take advantage of an improvement in market conditions. There were no new investments made during the year ended 31 March 2011.

As at 31 March 2011, TVC's investment portfolio was comprised as follows:

	VALUE €'000	% INVESTMENTS	% INVESTMENTS + CASH
UTV Media plc	24,777	73%	23%
Unquoted Investments	9,215	27%	9%
Total Investments	**33,992**	**100%**	**32%**
Cash & Government Bonds	72,012		68%
Total Investments + Cash	**106,004**		**100%**

TVC's quoted investment in UTV Media plc was valued based on its closing bid price on 31 March 2011. The unquoted investments were valued in accordance with the International Private Equity and Venture Capital Valuation Guidelines and the Group's accounting policies.

Realisations

In March 2011, TVC disposed of its interest in Norkom Group plc as part of its acquisition by BAE Systems (Holdings) Limited, a wholly owned subsidiary of BAE Systems plc. The entire consideration was paid in cash and TVC received proceeds of €41.6 million. The consideration received by TVC represented a return of 1.4 times the valuation of its investment at 31 March 2010 and 2.8 times original cost. A gain on the sale of this investment of €10.9 million was realised in the year ended 31 March 2011.

In July 2010, TVC disposed of its interest in APT Licensing Limited as part of the sale of APT to CSR plc. Under the terms of the deal, TVC will realise proceeds of up to €1.2 million (net of non-controlling interest). The Company received a cash consideration of €0.6 million including loan stock interest paid on completion, plus an additional sum is payable to the Group of up to US$0.7 million part of which is subject to escrow and the remainder of which is subject to performance criteria over the period ending 31 December 2011. The sale of this investment realised a gain of €0.4 million in the year ended 31 March 2011, excluding the performance-related earn out. In addition, interest received on APT loan stock amounted to €0.3 million. The total consideration payable to TVC, including escrow and earnout, when combined with the proceeds received from the sale of APT's hardware division in 2009, represented a 1.5 times total return on the carrying value prior to disposal.

Equity value per share

The equity value per share as at 31 March 2011 was €1.05 (shareholders' equity of €106.0 million and 101.1 million shares in issue) compared to the equity value per share at 31 March 2010 of €0.93, an increase of 13%. The movement in the equity value per share during the year ended 31 March 2011 was as follows:

	€'000	€'000	CENT PER SHARE
Equity value at beginning of year		94,301	93.3
Realised gains on disposal of investments			
- Norkom Group	10,889		
- Unquoted investments	528	11,417	11.3
Unrealised gains/(losses) on investments			
- UTV Media (including foreign exchange movements)	1,284		
- Foreign exchange movements on unquoted investments	(177)	1,107	1.1
Net costs (excl. share based payment expenses) plus tax attributable to equity shareholders		(785)	(0.8)
Equity value at end of year		106,040	104.9

As at the reporting date, TVC had cash and government bonds of €72.0 million and no bank debt.

Winding-up of Trinity Venture Funds

During the year, TVC and the external limited partners in Trinity Venture Fund 1 and Trinity Venture Fund 2 (the "Funds") agreed to wind-up the Funds with effect from 30 September 2010. The Funds' net assets at that date, which mainly comprised of a quoted investment in Norkom Group plc and a number of unquoted investments, were subsequently distributed to the former limited partners.

At the beginning of the year, the Funds held 23.5 million shares in Norkom, of which 4.4 million were attributable to the external limited partners, and that portion was valued at €6.8 million. At 30 September 2010, these shares had a value of €4.0 million and were distributed by the Funds to the external limited partners recording a loss of €2.8 million. In accordance with accounting standards, the loss of €2.8 million for the period to 30 September 2010, attributable to the external limited partners, is reflected in the Group's income statement for the year.

Therefore, in the statement of financial position at 31 March 2011, the non-controlling interest, which related to the external limited partners' interest in the Funds, has been reduced to nil and the group's net assets reflect only the amounts directly attributable to TVC's equity shareholders. The winding-up of the Funds had no impact on TVC's shareholders' equity.

Business strategy and outlook

TVC's strategy is, in the medium term, to have a core portfolio of four to five platform investments in quoted and unquoted companies across a number of business sectors, and to continue to realise significant value from the other companies in its portfolio. The Company had net assets of €106 million and no debt at 31 March 2011. TVC's cash plus its quoted investment in UTV Media plc represent 91% of our net asset value at 31 March 2011. Four unquoted investment represent most of the remaining 9% of our net asset value at 31 March 2011.

We believe that there will be significant restructuring opportunities in Ireland and the UK where trading companies with excessive debt will need to raise new equity at attractive terms for new investors. TVC's management has extensive experience of complex turnaround transactions. We expect the number of restructuring opportunities to increase over the next 12 months, particularly as banks focus on resolving problems within their corporate portfolios. With cash and government bonds increased to €72.0 million, we believe that TVC is in a strong position to continue to deliver on its strategy and maximise value for our shareholders. Given our significant cash balance, we believe we are also in a strong position to take advantage of an improvement in market conditions.

Board, management and staff

I would like to thank TVC's Board, management and staff for their continued commitment and significant contribution to the successful outcome for the year.

Shane Reihill
Executive Chairman

16 May 2011

OPERATING AND FINANCIAL REVIEW

OPERATING REVIEW

As at 31 March 2011, TVC's investment portfolio consisted of a quoted investment in UTV Media plc together with a portfolio of unquoted investments. Details of TVC's principal portfolio companies are set out below.

UTV Media

www.utvmedia.com

	Change on prior year	DECEMBER 2010	DECEMBER 2009
Revenue	+7%	£120.2 m	£112.1 m
Operating profit	+8%	£25.6 m	£23.7 m
Operating profit by segment			
Radio GB		£11.5 m	£9.4 m
Radio Ireland		£7.0 m	£7.0 m
Television		£5.2 m	£5.3 m
New Media		£1.9 m	£2.0 m

TVC investment in UTV

TVC acquired its equity shareholding of 18.0% in UTV in 2008. At 31 March 2011, TVC valued its shareholding in UTV at €24.8 million based on the closing bid price per share of £1.27 and a Euro/Sterling exchange rate of £0.8837 at that date. TVC's investment in UTV represented 23% of the Group's net assets as at 31 March 2011.

Nature of business

UTV is a media business focused on the UK and Ireland incorporating radio, television and new media services. Its shares trade on the main market of both the London Stock Exchange and the Irish Stock Exchange.

UTV Radio comprises 21 radio stations in the UK and Ireland. UK radio assets include the national radio station, talkSPORT, and 13 local radio stations. talkSPORT is the number one commercial talk radio station in the UK. In Ireland, UTV is one of the largest radio players with stations broadcasting from Dublin, Belfast, Cork, Limerick and Drogheda.

UTV holds the ITV franchise for Northern Ireland and the service is also available in 76% of homes in the Republic of Ireland.

Results for the year ended 31 December 2010

UTV performed well in the year to December 2010 despite challenging trading conditions. In its principal businesses, its Radio divisions, which accounted for 60% of turnover and 72% of operating profit, materially outperformed their markets and Television revenue experienced strong growth. The company's strong cash flow management lead to a 19% reduction in net debt to £71.5 million at 31 December 2010. A final 2010 dividend of 3 pence per share has been declared resulting in an increase of 100% in the full year dividend to 4 pence.

Outlook

In the first four months of 2011, turnover is expected to increase by 2% overall with the Radio divisions continuing to outperform their markets. While longer term visibility is poor due to the fragility of both consumer confidence and economic recovery, in the medium term, TVC expects that the quality of UTV's UK and Irish radio assets, together with its strong regional TV franchise, will enable the company to continue to maintain a strong position within these sectors.

Unquoted portfolio

The unquoted investments portfolio was valued at €9.2 million as at 31 March 2011, representing 9% of the Group's net assets as at that date. The principal unquoted portfolio companies are as follows:

www.thetasgroup.com

Sector	Sales methodology software
Equity shareholding	28.0%
First investment	June 2006 to fund the acquisition by Select Selling Ltd (subsequently renamed The TAS Group) of the sales methodology and training division of Oracle (called OnTarget).
Nature of business	The TAS Group is an on-demand Sales Performance Automation company that has helped over 650,000 sales professionals in medium and large-sized businesses achieve sustained, predictable revenue growth through its unique sales technology, methodology and process. The TAS Group works closely with clients to improve their sales performance. Customers include Autodesk, BT, HP, Microsoft, Sun and Xerox. The TAS Group is the only sales performance organisation with a continuous multi-million dollar investment in its own methodology and technology R&D centre. The TAS Group is headquartered in Seattle, USA, with international headquarters in Dublin, Ireland and Bracknell, UK.

www.cr2.com

Sector	Banking solutions software
Equity shareholding	25.0%
First investment	May 2005 to fund restructuring.
Nature of business	CR2, established in 1997, is a leading global provider of self service banking software solutions. CR2's BankWorld solution empowers financial institutions with the ability to deliver a complete suite of integrated electronic self service channels including ATM, Internet, Mobile and Kiosk from a single self service platform. BankWorld provides a consolidated view of all of a customer's accounts and services across all channels, whilst allowing the bank to deliver segmented products and services at every point of customer contact. CR2 has more than 130 implementations across 70 countries and 4 continents. Customers include Standard Chartered Bank, ANZ, Barclays, Cairo Amman Bank and Diamond Bank.

www.shenick.com

Sector	Telecommunications test equipment
Equity shareholding	37.1%
First investment	October 2003 to fund product development and sales/marketing.
Nature of business	Founded in 2000, Shenick develops IP-based test & measurement systems focused primarily on security and voice & video testing. It has sold its diversifEye products throughout North America, Europe and Asia. Shenick's focus is increasingly on the test and validation of high-end secure video conferencing solutions as these solutions require scale, security and absolute audio and video quality. Key customers include many of the world's leading network service providers such as AT&T, BT, DT, FT, Verizon, and NTT and communications equipment vendors such as Cisco, Ericsson and Juniper.

www.maldronhotels.com

Sector	Hotel operator
Equity shareholding	28.8%
First investment	August 2007 to fund the acquisition of the operating businesses of 11 Comfort Inn and Quality hotels in Ireland from Choice Hotels Ireland.
Nature of business	In August 2007, TVC led a consortium of investors, including Pat McCann (ex Jury's Doyle Hotel Group plc, Chief Executive) and Davy Private Clients, to acquire the operating business of 11 Comfort Inn and Quality hotels in Ireland. The new brand, Maldron Hotels, was launched on 1 September 2008, focused on the mid-market Irish and UK hospitality sector. The first hotel in the UK opens in May 2011 in Cardiff. The company also operates hotels under management contract. A new company, Dalata Hotel Group Limited, was set up to operate this business. The company employs, both directly and indirectly through managed contracts, in excess of 1,500 people and its 21 leased/managed hotel properties represent in excess of 3,700 rooms.

FINANCIAL REVIEW

International Financial Reporting Standards

The Group's financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the EU.

Gross portfolio return

The components of TVC's gross portfolio return, attributable to its equity shareholders, of €13.7 million for the year ended 31 March 2011 were:

- Realisations - gains of €11.4 million on realisation of investments including €10.9 million relating to the sale of the Group's investment in Norkom Group plc.
- Revaluations - Net unrealised gain of €1.1 million, comprised as follows:
  - UTV Media plc - increase in value of €1.3 million to reflect the movement in its share price from £1.2125 to £1.27 during the year and an unrealised foreign exchange gain of €0.5 million due to the appreciation of Sterling against the Euro; and
  - Unquoted investments - Reduction in value of €0.2 million relating to an unrealised foreign exchange loss due to the appreciation of the Euro against the US Dollar.
- Portfolio income – €1.2 million for the year including dividends of €0.6 million received from UTV Media plc.

Realised loss on investments distributed to non-controlling interest

A loss of €2.8 million, attributable to the non-controlling interest, was realised on the distribution of the non-controlling interest's shares in the Funds' investee companies following the dissolution of the Funds and mainly arose in relation to Norkom Group plc.

Operating expenses

Operating expenses for the year to 31 March 2011, excluding share-based payment expenses and prior year VAT recoverable, amounted to €2.8 million (2010: €2.8 million).

Taxation

The tax charge for the year was €0.01 million (2010: €0.2 million). The Group has a very low effective tax rate as no current income tax or deferred tax charge arises in relation to the profits on the disposal or revaluation of its investments. This is because the Group meets the conditions whereby holding companies can qualify for a capital gains tax exemption under Section 626B of the Taxes Consolidation Act 1997 in respect of disposals of shares in its investee companies.

Investment portfolio

As at 31 March 2011, TVC's investment portfolio was valued at €34.0 million, of which €24.8 million related to quoted investments and €9.2 million related to unquoted investments.

Funding position

Cash at bank and government bonds amounted to €72.0 million as at 31 March 2011 and the Group had no debt.

Share price

The Company's shares traded in the range of €0.47 to €0.88 during the year ended 31 March 2011. The closing share price of the Company was €0.81 as at 31 March 2011.

BOARD OF DIRECTORS

The Board of TVC comprises three executive directors and three non-executive directors. Details of the directors and the company secretary are set out below.

EXECUTIVE DIRECTORS

Shane Reihill, *Executive Chairman* [3]
Shane Reihill (45) is Executive Chairman of TVC. In 1997 Shane founded Trinity Venture Capital Limited. He is also currently the chairman of The Agency (Holdings) Limited and a non-executive director of UTV Media plc. Formerly he was joint chief executive officer of Tedcastle Holdings Limited and worked for a number of years at Dillon Read Investment Bank in New York. Shane holds an MBA from Columbia Business School.

John Tracey, *Chief Executive Officer*
John Tracey (51) has been the Chief Executive Officer of the Group since its inception in 1997. He moved into venture capital in 1989 and spent eight years with ICC Venture Capital where he was investment director. John is an engineer and had previously worked in the semiconductor industry before joining Deloitte as a management consultant. He represents the Group on the boards of The TAS Group and Shenick. John is a past chairman and current council member of the Irish Venture Capital Association. John holds bachelor and masters degrees in engineering from University College Dublin.

Rory Quirke, *Director*
Rory Quirke (39) is a Director of TVC. He joined the Group at its start-up in 1997 after qualifying as a chartered accountant with KPMG. He is currently chairman of Maldron Hotels and he also represents the Group on the boards of CR2 and The TAS Group. Rory holds bachelor and masters degrees in economics from University College Dublin.


SHANE REIHILL


JOHN TRACEY


RORY QUIRKE

NON-EXECUTIVE DIRECTORS

John B McGuckian, *Non-Executive Director* (1) (2)
John B McGuckian (71) is a Non-Executive Director of TVC. John is an industrialist with a wide range of industrial and commercial experience. He is chairman of UTV Media plc, Irish Continental Group plc and Cooneen Textiles Limited. His other directorships include enterprises in the UK and the USA. John has served as chairman of the International Fund for Ireland and the Industrial Development Board for Northern Ireland and was formerly senior pro-chancellor and chairman of the Senate of the Queen's University of Belfast. John holds a BSc. (Econ) and is a Doctor of Laws.

Gavin O'Reilly, *Non-Executive Director* (1) (2) (3)
Gavin O'Reilly (44) is a Non-Executive Director of TVC. Gavin is group chief executive officer of Independent News & Media PLC, the international media and communications group. He is chairman of APN News & Media Limited (Australia), a director of Jagran Prakashan Limited (India) and a director of PT Mahaka Media Tbk. (Indonesia). Gavin has been president of WAN-IFRA, the World Association of Newspapers and News Publishers, since 2005 and will retire from that role at 30 June 2011. Gavin is a graduate of Georgetown University Business School in Washington DC.

Pádraig Ó Ríordáin, *Non-Executive Director* (1) (2) (3)
Pádraig Ó Ríordáin (45) is a Non-Executive Director of TVC. Pádraig is Managing Partner of Arthur Cox, a leading Irish law firm. He trained as a lawyer in the National University of Ireland and Harvard Law School and has practiced in New York and Dublin. In addition to his role in managing Arthur Cox, Pádraig advises a range of public companies, private companies and State related entities on their transactional and business issues and has a specialist expertise in regulated industries. He is also a non-executive director of Paddy Power plc.

COMPANY SECRETARY

John Fagan, *Chief Financial Officer and Company Secretary*
John Fagan (49) is Chief Financial Officer and Company Secretary of TVC. John was appointed to the board of Trinity Venture Capital Limited in 2003. He is the former group financial controller and company secretary of Tedcastle Holdings Limited. John is also a director of a number of other private companies. John is a graduate of University College Dublin and a Fellow of the Institute of Chartered Accountants in Ireland.


JOHN B McGUCKIAN


GAVIN O'REILLY


PÁDRAIG Ó RÍORDÁIN


JOHN FAGAN

(1) Member of audit committee
(2) Member of remuneration committee
(3) Member of nomination committee

DIRECTORS' REPORT

For the year ended 31 March 2011

The directors present their annual report together with the audited consolidated financial statements for the year ended 31 March 2011, which are prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the EU.

Principal activity and business review

TVC is a publicly quoted investment holding company with investments in 8 portfolio companies. A detailed review of the performance of the portfolio is included in the Executive Chairman's statement and the operating and financial review on pages 4 to 13.

Results for the year

The results for the year are set out in the Group income statement on page 29.

Dividends

There were no dividends paid or proposed by the Company for the year ended 31 March 2011.

Future developments

The Group will continue to pursue new investment opportunities to enhance shareholder value, through a combination of new investments, follow-on investments and divestments.

Directors and company secretary and their interests

In accordance with the Articles of Association of the Company, Gavin O'Reilly and Shane Reihill retire from the Board and, being eligible, offer themselves for re-election.

The directors and company secretary who held office at 31 March 2011 had no interests, other than those shown below, in the shares of the Company. Beneficial interests at 31 March 2011 and at 31 March 2010 were as follows:

	ORDINARY SHARES IN TVC HOLDINGS PLC OF €0.01 EACH	
	AT 31 MARCH 2011	AT 31 MARCH 2010
Shane Reihill [1]	20,668,322	19,503,392
John Tracey	1,115,256	1,115,256
Rory Quirke	301,397	301,397
John B McGuckian	66,667	66,667
Gavin O'Reilly	166,667	166,667
Pádraig Ó Ríordáin	833,333	833,333
John Fagan	265,024	140,024

(1) The interests of Shane Reihill in the Ordinary Shares represents 20.4% of the Company's issued share capital and relate to the Ordinary Shares held by BHR Limited and Frank Reihill & Co. Limited (both entities ultimately owned and controlled by Shane Reihill), and Blue Hawk Limited (a company ultimately controlled by Shane Reihill and his family).

In addition to the above, the directors and company secretary hold options to purchase shares in TVC details of which are outlined on page 23.

Substantial holdings

At 16 May 2011, and other than as disclosed under directors' interests, the directors have been notified of the following shareholdings which amount to 3% or more of the Company's issued share capital:

SHAREHOLDER	NO. OF SHARES	PERCENTAGE
Allied Irish Banks, p.l.c. and subsidiaries	9,581,245	9.5%
European Investment Fund	9,590,461	9.5%
Enterprise Ireland	6,870,839	6.8%
Polar Capital European Forager Fund	5,214,000	5.2%
Davycrest Nominees and Davy Nominees	3,963,741	3.9%

Key performance indicators (KPIs)

TVC considers shareholders' equity value per share as being the most important indicator of the underlying performance of the business. Details of the movements in equity value per share are outlined on page 5.

Financial risk management

Details of TVC's financial risk management policies are outlined in note 23 to the financial statements.

Principal risks and uncertainties

Under Irish company law (Regulation 37 of the European Communities (Companies: Group Accounts) Regulations 1992, as amended) TVC is required to give a description of the principal risks and uncertainties which it faces.

There are a number of potential risks and uncertainties which could have a material impact on TVC's long-term performance which are:

CATEGORY	RISK
Business Structure	• Underlying nature of the investment portfolio where investment valuations depend upon the performance of the portfolio companies and on a range of market and macroeconomic factors • Illiquid nature of the unquoted portfolio companies
Investment	• Ability to source and execute new investments • Ability to realise divestments at strong valuations
Financial	• Ability to raise funds in current depressed equity markets and tight credit markets • Counterparty credit risk • Exchange rate risk

TVC has adopted appropriate controls; established investment approval procedures and processes; and recruited management with skills and experience to manage and mitigate these risks where possible and thus enable execution of the Group's business strategy.

Accounting records

The directors believe that they have complied with the requirement of Section 202 of the Companies Act 1990 with regard to books of account by employing personnel with appropriate expertise and by providing adequate resources to the finance function. The books of account of the Company are maintained at the Company's registered office at Block 2A Richview Office Park, Clonskeagh, Dublin 14, Ireland.

Going concern

The directors have made enquiries and are satisfied that the Group has adequate resources to continue in operational existence for the foreseeable future and, accordingly, consider it appropriate to adopt the going concern basis in preparing the financial statements.

Political donations

TVC did not make any political donations during the year.

Events after the reporting date

No significant events have taken place since the reporting date that would result in an adjustment of the financial statements or inclusion of a note thereto.

Auditor

In accordance with Section 160(2) of the Companies Act 1963, the auditor, KPMG, Chartered Accountants, will continue in office.

Subsidiaries

Information on the Group's subsidiaries is set out in note 4 to the financial statements.

Annual General Meeting

Your attention is drawn to the notice of the Annual General Meeting ("AGM") of the Company which will be held at The Merrion Hotel, Upper Merrion Street, Dublin 2, Ireland on 7 July 2011 at 11:30am and is set out on pages 66 to 68. In addition to the usual business of the AGM (as set out in resolutions 1-3 in the notice of the meeting) there are four items of special business proposed for the AGM. The four items of special business relate to the share capital of the Company and concern matters which are now routine for most public companies. Your Board believes that the resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders. Accordingly, your directors unanimously recommend you to vote in favour of the resolutions as they intend to do in respect of all the ordinary shares which can be voted by them.

Under the first item of special business (resolution 4), shareholders are being asked to pass a resolution for the purpose of section 20 of the Companies (Amendment) Act 1983 to renew the existing authority of the Directors under the Articles of Association of the Company to issue shares and other relevant securities of up to one third of the nominal value of the Company's issued share capital and to allot and issue any shares purchased by the Company and held as treasury shares and to issue shares pursuant to the Company's existing option scheme. If adopted, this authority will expire on 6 July 2016.

Under the second item of special business (resolution 5), shareholders are being asked, pursuant to a special resolution, to renew the authority to disapply the strict statutory pre-emption provisions in the event of a rights issue or in any other issue of shares for cash up to a maximum aggregate nominal value equal to 10% of the issued share capital of the Company or pursuant to the new options issued under the Company's existing option scheme. If adopted, this authority will expire on 6 July 2016.

Under the third item of special business (resolution 6(A)), shareholders are being asked to extend the authority granted at the last AGM to give the Company, or any of its subsidiaries, the authority to purchase up to 20% of its own shares. If adopted, this authority will expire on the earlier of the close of business on 7 October 2012 or the date of the AGM of the Company in 2012. The Board reviews the appropriateness of share repurchases on an ongoing basis and while the directors do not have any current intention to exercise this power in full, this authority is being sought as it is common practice for public companies. Furthermore such purchases would be made only at price levels which the directors considered to be in the best interests of the shareholders generally, after taking into account the Company's overall financial position. In addition, the authority being sought from shareholders will provide that the minimum price which may be paid for such shares shall not be less than the nominal value of the shares and the maximum price will be 105% of the then market price of such shares.

Shareholders are also being asked under the fourth item of special business (resolution 6(B)) to pass a resolution authorising the Company to reissue such shares purchased by it and not cancelled as treasury shares. If granted, the minimum and maximum prices at which treasury shares may be reissued shall be set at 95% and 120%, respectively, of the then market price of such shares. This authority will expire on the earlier of the close of business on 7 October 2012 or the date of the AGM of the Company in 2012.

Biographies of the directors standing for re-election are included on pages 14 and 15.

Further action

A Form of Proxy for use at the AGM is enclosed. You are requested to complete, sign and return the Form of Proxy as soon as possible whether or not you propose to attend the meeting in person. To be valid, the Form of Proxy should be returned by hand or by post to the Registrar of the Company, Capita Registrars (Ireland) Limited, Unit 5 Manor Street Business Park, Manor Street, Dublin 7, Ireland or by facsimile transmission to the facsimile number printed on the Form of Proxy, to arrive not less than 48 hours before the time appointed for the holding of the meeting. The completion and return of a Form of Proxy will not preclude you from attending and voting at the meeting should you so wish.

On behalf of the Board

Shane Reihill	**John Tracey**
Director	*Director*

16 May 2011

DIRECTORS' STATEMENT ON CORPORATE GOVERNANCE

The Board of TVC is committed to maintaining high standards of corporate governance. While adherence to the UK Corporate Governance Code is not required of AIM and ESM listed companies, TVC supports the principles and provisions of the Code and has undertaken to apply these insofar as appropriate and practical for a company of its size. The following statement describes how TVC is applying the Code in the governance of its business.

The Board

The Company is controlled through its Board of Directors. The Board's main roles are to create value for shareholders, to provide leadership of the Company, to approve the Company's strategic objectives and to ensure that the necessary financial and other resources are made available to meet those objectives.

The Board is responsible for reviewing and approving TVC's strategy, budgets, new investments, follow-on investments in excess of certain limits, divestments in excess of certain limits and major items of capital expenditure. The Board has delegated responsibility for the day-to-day management of the Group, and follow-on investments and divestments below a certain threshold, to the Group's executive management.

The Board is currently comprised of three executive and three non-executive directors. The Board considers all non-executive directors capable of exercising independent judgement. The Executive Chairman is responsible for the operational efficiency of the Board and for ensuring that all directors have full and timely access to the information necessary to enable them to discharge their duties. Board meetings are held regularly throughout the year at which reports relating to TVC's operations, together with financial reports, are considered.

The directors have full access to the advice and services of the company secretary, who also acts as secretary to the audit committee. The company secretary is responsible to the Board for ensuring that Board procedures are followed and ensuring compliance with applicable rules and regulations. The directors also have access to independent professional advice, at the Group's expense, if and when required.

The Board has established an audit committee, a remuneration committee and a nomination committee with formally delegated duties and responsibilities.

Audit committee

The audit committee is chaired by John B McGuckian and comprises of the three non-executive directors, all of whom have recent and relevant financial experience.

The audit committee has primary responsibility for monitoring the quality of internal controls, ensuring that the financial performance of TVC is properly measured and reported on and for reviewing reports from TVC's auditor relating to its accounting and internal controls.

In the course of its meetings, the audit committee reviews the accounting policies adopted by the Company, the annual and interim financial statements, including significant financial reporting issues and judgements contained therein, and any reports of the external auditor. It also reviews the external auditor's independence and the effectiveness of its planning for audit. The external auditor has full and unrestricted access to the audit committee.

The audit committee has evaluated the need for an internal audit function in TVC and concluded that such a function was not necessary given the current size of the Company. The committee has reviewed TVC's internal controls and risk management systems and determined that these operated effectively during the year.

Remuneration committee

The remuneration committee is chaired by Pádraig Ó Ríordáin and is comprised of the three non-executive directors. The remuneration committee is responsible for determining the Group's policy on remuneration of executive directors and senior management and for considering and approving basic salaries and other terms of their remuneration packages.

Nomination committee

The nomination committee is chaired by Shane Reihill, Executive Chairman, and the other members are Gavin O'Reilly and Pádraig Ó Ríordáin. It is responsible for identifying and nominating directors to the Board of TVC for approval.

Internal controls

The Board has ultimate responsibility for the Group's systems of internal control and for monitoring their effectiveness. These systems are designed to give reasonable but not absolute assurance against material misstatement or loss. In order to discharge that responsibility in a manner which ensures compliance with legislation and regulations, the Board has established an organisational structure with clear operating and reporting procedures, lines of responsibility, authorisation limits and delegation of authority.

The system of internal control includes the following:

- Clearly defined organisational structure, with defined authority limits and reporting mechanisms to higher levels of management and to the Board which support the maintenance of a strong control environment.
- Clearly defined investment approval process for the making of new and follow-on investments and disposals approved by the Board.
- Budgeting systems with an annual budget approved by the Board.
- System of financial reporting. Quarterly actual results are reported against budget and considered by the Board.
- Set of policies and procedures relating to operational and financial controls.
- A corporate governance framework.

The Group, in common with other organisations of its size, does not have an internal audit function.

Communication with shareholders

The Group recognises the importance of shareholder communications. There is regular dialogue between the executive directors and institutional shareholders as well as presentations at the time of release of annual and half year results. The Board is subsequently briefed on the views and concerns of institutional shareholders.

The Group issues its results promptly to shareholders and they are also published on the Group's website, **www.tvc.com**. The Company's Annual General Meeting will afford each shareholder the opportunity to meet and engage directly with the Chairman of the Board and all other Board members. The annual report, including the notice of the Annual General Meeting, will be sent to all shareholders at least 21 days prior to the meeting.

Share ownership and dealing

TVC has adopted a Share Dealing policy that complies with Rule 21 of the AIM Rules and Rule 21 of the ESM Rules relating to directors' dealings as applicable to AIM and ESM companies respectively. TVC takes all reasonable steps to ensure compliance by applicable employees.

Directors' remuneration

Details of individual remuneration of directors for the year ended 31 March 2011 are set out in the table below.

	BASIC SALARY AND FEES €'000	PERFORMANCE BONUS €'000	PENSION COSTS €'000	OTHER BENEFITS €'000	TOTAL 2011 €'000	TOTAL 2010 €'000
Executive directors						
Shane Reihill [1]	266	113	-	-	**379**	266
John Tracey	239	105	8	5	**357**	255
Rory Quirke	188	86	-	-	**274**	188
	693	304	8	5	**1,010**	709
Non-executive directors						
John B McGuckian	25	-	-	-	**25**	25
Gavin O'Reilly	25	-	-	-	**25**	25
Pádraig Ó Ríordáin	25	-	-	-	**25**	25
	75	-	-	-	**75**	75

(1) The services of the Company's Executive Chairman, Shane Reihill, are provided under the terms of a Management Services Agreement between the Company and BHR Limited. Management fees payable under this agreement for the year ended 31 March 2011 amounted to €354,000 (2010: €241,000). Further details are contained in note 27 to the financial statements.

A summary of share options granted to the directors and company secretary under the Company's share option plan is set out below. Details of the share option plan are contained in note 18 to the financial statements.

	DATE OF GRANT	EXERCISE PERIOD	NO. OF ORDINARY SHARES REPRESENTED BY THE OPTIONS	EXERCISE PRICE
Shane Reihill [1]	5 July 2007	11 July 2010 – 11 July 2017	1,137,517	€1.875
John Tracey	5 July 2007	11 July 2010 – 11 July 2017	1,137,517	€1.875
Rory Quirke	5 July 2007	11 July 2010 – 11 July 2017	1,516,689	€1.875
John Fagan	5 July 2007	11 July 2010 – 11 July 2017	568,758	€1.875

(1) The options set out in respect of Shane Reihill in this table are the options granted to BHR Limited (a company owned and controlled by Shane Reihill).

The options in the Company are fully vested having been subject to a three-year vesting period which ended in July 2010. No options were exercised during the year and 758,245 options held by a former employee lapsed during the year.

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ANNUAL REPORT AND THE FINANCIAL STATEMENTS

The directors are responsible for preparing the Annual Report and the Group and Parent Company financial statements, in accordance with applicable law and regulations.

Company law requires the directors to prepare Group and Parent Company financial statements for each financial year. As permitted by the law and as required by the ESM Rules issued by the Irish Stock Exchange and the AIM Rules issued by the London Stock Exchange, the directors have prepared the Group financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the EU and have elected to prepare the Parent Company financial statements in accordance with IFRSs as adopted by the EU, as applied in accordance with the Companies Acts 1963 to 2009.

The Group financial statements are required by law and IFRSs as adopted by the EU to present fairly the financial position and performance of the Group. The Companies Acts 1963 to 2009 provide in relation to such financial statements that references in the relevant part of that Act to financial statements giving a true and fair view are references to their achieving a fair presentation. The Parent Company financial statements are required by law to give a true and fair view of the state of affairs of the Company.

In preparing each of the Group and Parent Company 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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and the Parent Company will continue in business.

Under applicable law and the requirements of the ESM Rules issued by the Irish Stock Exchange and the AIM Rules issued by the London Stock Exchange, the directors are also responsible for preparing a Directors' Report and for making disclosures relating to directors' remuneration that complies with that law and those rules.

The directors are responsible for keeping proper books of account that disclose with reasonable accuracy at any time the financial position of the Group and Parent Company and enable them to ensure that the financial statements comply with the Companies Acts 1963 to 2009. They are also responsible for taking such steps as are reasonably open to them to safeguard the assets of the Group and to prevent and detect fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the Republic of Ireland governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

On behalf of the Board

Shane Reihill	**John Tracey**
Director	*Director*

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TVC HOLDINGS PLC

We have audited the Group and Parent Company financial statements (the "financial statements") of TVC Holdings plc for the year ended 31 March 2011 which comprise the Group Income Statement, the Group Statement of Comprehensive Income, the Group and Parent Company Statements of Financial Position, the Group and Parent Company Statements of Cash Flows, the Group and Parent Company Statements of Changes in Shareholders' Equity and the related notes. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the Company's members, as a body, in accordance with Section 193 of the Companies Act 1990. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and International Financial Reporting Standards (IFRSs) as adopted by the EU are set out in the Statement of Directors' Responsibilities on pages 24 to 25.

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

We report to you our opinion as to whether the financial statements give a true and fair view in accordance with IFRSs as adopted by the EU and have been properly prepared in accordance with the Companies Acts 1963 to 2009. We also report to you whether, in our opinion: proper books of account have been kept by the Company; whether, at the reporting date, there exists a financial situation requiring the convening of an extraordinary general meeting of the Company; and whether the information given in the Directors' Report is consistent with the financial statements. In addition, we state whether we have obtained all the information and explanations necessary for the purposes of our audit, and whether the Parent Company statement of financial position is in agreement with the books of account.

We also report to you if, in our opinion, any information specified by law or the ESM Rules of the Irish Stock Exchange or the AIM Rules of the London Stock Exchange regarding directors' remuneration and directors' transactions is not disclosed and, where practicable, include such information in our report.

We read the other information contained in the Annual Report and consider whether it is consistent with the audited financial statements. The other information comprises only the Executive Chairman's Statement, the Operating and Financial Review, the Directors' Report and the Directors' Statement on Corporate Governance. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Group's and Company's circumstances, consistently applied and adequately disclosed.

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

Opinion

In our opinion:

- the Group financial statements give a true and fair view, in accordance with IFRSs as adopted by the EU, of the state of the Group's affairs as at 31 March 2011 and of its profit for the year then ended;
- the Parent Company financial statements give a true and fair view, in accordance with IFRSs as adopted by the EU as applied in accordance with provisions of the Companies Acts 1963 to 2009, of the state of the Parent Company's affairs as at 31 March 2011; and
- the financial statements have been properly prepared in accordance with the Companies Acts 1963 to 2009.

Other matters

We have obtained all the information and explanations which we consider necessary for the purposes of our audit. In our opinion proper books of account have been kept by the Company. The Parent Company statement of financial position is in agreement with the books of account.

In our opinion, the information given in the Directors' Report is consistent with the financial statements.

The net assets of the Company, as stated in the Parent Company statement of financial position, are more than half of the amount of its called-up share capital and, in our opinion, on that basis there did not exist at 31 March 2011 a financial situation which, under Section 40 (1) of the Companies (Amendment) Act 1983, would require the convening of an extraordinary general meeting of the Company.

KPMG

Chartered Accountants
Registered Auditor
Dublin, 16 May 2011

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as at 31 March 2011

	NOTES	2011 €'000	2010 €'000
Non-current assets			
Investments designated as fair value through profit or loss			
Quoted equity investments		**24,777**	60,964
Unquoted equity investments		**8,715**	10,947
Loans and receivables		**500**	500
Total investment portfolio	1	**33,992**	72,411
Property, plant and equipment	5	**130**	8
Total non-current assets		**34,122**	72,419
Current assets			
Available-for-sale investments	3	**14,483**	9,999
Other receivables	6	**961**	3,615
Current taxation recoverable		**76**	-
Financial assets – bank deposits > 3 months		**20,000**	-
Cash and cash equivalents	7	**37,529**	18,518
Total current assets		**73,049**	32,132
Total assets		**107,171**	104,551
Current liabilities			
Trade and other payables	8	**(1,131)**	(861)
Current taxation payable		**-**	(81)
Total current liabilities		**(1,131)**	(942)
Net assets		**106,040**	103,609
Equity			
Shareholders' capital	9	**1,011**	1,011
Share option reserve		**1,497**	1,391
Other reserves		**1,995**	1,981
Retained earnings		**101,537**	89,918
Shareholders' equity		**106,040**	94,301
Non-controlling interest	10	**-**	9,308
Total equity		**106,040**	103,609

On behalf of the Board

Shane Reihill
Director

John Tracey
Director

CONSOLIDATED INCOME STATEMENT

for the year ended 31 March 2011

	NOTES	2011 EQUITY SHAREHOLDERS €'000	2011 NON-CONTROLLING INTEREST €'000	2011 TOTAL €'000	2010 EQUITY SHAREHOLDERS €'000	2010 NON-CONTROLLING INTEREST €'000	2010 TOTAL €'000
Realised profits over opening value on the disposal of investments	12	**11,417**	**75**	**11,492**	695	156	851
Realised loss over opening value on investments distributed to non-controlling interest	13	**-**	**(2,812)**	**(2,812)**	-	-	-
Net unrealised profits on the revaluation of investments	14	**1,107**	**-**	**1,107**	25,772	2,943	28,715
		12,524	**(2,737)**	**9,787**	26,467	3,099	29,566
Portfolio income							
Dividends		**609**	**-**	**609**	401	-	401
Fees receivable	15	**266**	**9**	**275**	418	38	456
Income from loans and receivables		**350**	**78**	**428**	-	-	-
Gross portfolio return		**13,749**	**(2,650)**	**11,099**	27,286	3,137	30,423
Operating expenses, net (including share-based payment expenses of €0.1m (2010: €0.4m))	16	**(2,651)**	**(224)**	**(2,875)**	(2,263)	(468)	(2,731)
Net portfolio return		**11,098**	**(2,874)**	**8,224**	25,023	2,669	27,692
Finance income	19	**343**	**-**	**343**	663	1	664
Finance expense	19	**(2)**	**-**	**(2)**	(1)	-	(1)
Exchange movements	20	**187**	**44**	**231**	(24)	(5)	(29)
Profit/(loss) before tax		**11,626**	**(2,830)**	**8,796**	25,661	2,665	28,326
Income tax	21	**(7)**	**-**	**(7)**	(194)	-	(194)
Profit/(loss) after tax for the financial year		**11,619**	**(2,830)**	**8,789**	25,467	2,665	28,132
Earnings per share							
Basic EPS (cent)	22	**11**	**-**	**11**	25	-	25
Diluted EPS (cent)	22	**11**	**-**	**11**	25	-	25

On behalf of the Board

Shane Reihill
Director

John Tracey
Director

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

for the year ended 31 March 2011

	2011			2010		
	EQUITY SHAREHOLDERS €'000	NON-CONTROLLING INTEREST €'000	TOTAL €'000	EQUITY SHAREHOLDERS €'000	NON-CONTROLLING INTEREST €'000	TOTAL €'000
Profit/(loss) for the year	**11,619**	**(2,830)**	**8,789**	25,467	2,665	28,132
Other comprehensive income						
Change in fair value of available-for-sale investments	**14**	**-**	**14**	(237)	-	(237)
Total comprehensive income for the year	**11,633**	**(2,830)**	**8,803**	25,230	2,665	27,895

On behalf of the Board

Shane Reihill
Director

John Tracey
Director

CONSOLIDATED STATEMENT OF CASH FLOWS

for the year ended 31 March 2011

	2011 €'000	2010 €'000
Cash flows from operating activities		
Profit for year before tax	**8,796**	28,326
Adjusted for:		
Depreciation	**17**	37
Net unrealised profits on the revaluation of investments	**(1,107)**	(28,715)
Realised profits over opening value on the disposal of investments	**(11,492)**	(851)
Realised loss over opening value on investments distributed to non-controlling interest	**2,812**	-
Exchange movements	**(231)**	29
Share-based payment expenses	**106**	420
Income from loans and receivables	**(428)**	-
Finance income	**(343)**	(664)
Finance expense	**2**	1
Purchase of investments	**-**	(443)
Proceeds from disposal of investments	**45,362**	866
Decrease/(increase) in other current assets	**313**	(177)
Increase/(decrease) in trade and other payables	**273**	(1,139)
Tax paid	**(166)**	(305)
Net cash inflow/(outflow) from operating activities	**43,914**	(2,615)
Cash flows from investing activities		
Purchase of available-for-sale investments	**(24,517)**	-
Sale of available-for-sale investments	**19,750**	-
Increase in financial assets - bank deposits > 3 months	**(20,000)**	-
Interest received	**491**	629
Purchase of property, plant and equipment	**(139)**	(3)
Net cash (outflow)/inflow from investing activities	**(24,415)**	626
Cash flows from financing activities		
Interest paid	**(2)**	(1)
Contributions from non-controlling interest	**221**	581
Distributions to non-controlling interest	**(707)**	(861)
Net cash outflow from financing activities	**(488)**	(281)
Net increase/(decrease) in cash and cash equivalents	**19,011**	(2,270)
Opening cash and cash equivalents	**18,518**	20,788
Closing cash and cash equivalents	**37,529**	18,518

CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

for the year ended 31 March 2011

	ORDINARY SHARES	ORDINARY SHARES	SHARE PREMIUM	SHARE OPTION RESERVE	OTHER RESERVES	RETAINED EARNINGS	SHARE-HOLDERS' EQUITY	NON-CONTROLLING INTEREST	TOTAL
	NO.	€'000	€'000	€'000	€'000	€'000	€'000	€0'000	€'000
Balance at 1 April 2009	**101,112,579**	**1,011**	**133,943**	**1,003**	**2,186**	**(69,492)**	**68,651**	**6,923**	**75,574**
Profit for the year	-	-	-	-	-	25,467	25,467	2,665	**28,132**
Other comprehensive income									
Change in fair value of available-for-sale investments	-	-	-	-	(237)	-	(237)	-	**(237)**
Total comprehensive income for the year	-	-	-	-	(237)	25,467	25,230	2,665	**27,895**
Reduction of share premium	-	-	(156,627)	-	-	156,627	-	-	**-**
Reclassification of reverse acquisition deficit	-	-	22,684	-	-	(22,684)	-	-	**-**
Net distributions to non-controlling interest	-	-	-	-	-	-	-	(280)	**(280)**
Share-based payments	-	-	-	388	32	-	420	-	**420**
Balance at 31 March 2010	**101,112,579**	**1,011**	**-**	**1,391**	**1,981**	**89,918**	**94,301**	**9,308**	**103,609**
Profit/(loss) for the year	-	-	-	-	-	11,619	11,619	(2,830)	**8,789**
Other comprehensive income									
Change in fair value of available-for-sale investments	-	-	-	-	14	-	14	-	**14**
Total comprehensive income for the year	-	-	-	-	14	11,619	11,633	(2,830)	**8,803**
Net distributions to non-controlling interest	-	-	-	-	-	-	-	(6,478)	**(6,478)**
Share-based payments	-	-	-	106	-	-	106	-	**106**
Balance at 31 March 2011	**101,112,579**	**1,011**	**-**	**1,497**	**1,995**	**101,537**	**106,040**	**-**	**106,040**

Following the passing of a special resolution at TVC's 2009 Annual General Meeting, the High Court confirmed the reduction of the Company's share premium account on 30 July 2009. As a result, the entire amount of the share premium account, amounting to €156.6 million, was cancelled and this amount was credited to revenue reserves thereby eliminating the Group's accumulated deficit.

For presentation purposes, the deficit on the reverse acquisition reserve, which arose on the acquisition of Trinity Venture Capital Limited by TVC in July 2007 and which had previously been offset against the Company's share premium account, has been offset against the Group's retained earnings in the consolidated financial statements.

COMPANY STATEMENT OF FINANCIAL POSITION

as at 31 March 2011

	NOTES	2011 €'000	2010 €'000
Non-current assets			
Investments designated as fair value through profit or loss			
Quoted equity investments		**24,777**	23,855
Unquoted equity investments		**8,715**	-
Loans and receivables		**500**	500
Total investment portfolio	1	**33,992**	24,355
Investments in subsidiaries	4	**15,993**	54,163
Total non-current assets		**49,985**	78,518
Current assets			
Available-for-sale investments	3	**14,483**	9,999
Other receivables	6	**827**	2,690
Financial assets – bank deposits > 3 months		**20,000**	-
Cash and cash equivalents	7	**26,476**	4,488
Total current assets		**61,786**	17,177
Total assets		**111,771**	95,695
Current liabilities			
Trade and other payables	8	**(5,699)**	(1,362)
Current taxation payable		**(32)**	(32)
Total current liabilities		**(5,731)**	(1,394)
Net assets		**106,040**	94,301
Equity			
Shareholders' capital	9	**1,011**	1,011
Share option reserve		**1,497**	1,391
Other reserves		**482**	468
Retained earnings		**103,050**	91,431
Shareholders' equity		**106,040**	94,301

On behalf of the Board

Shane Reihill
Director

John Tracey
Director

COMPANY STATEMENT OF CASH FLOWS

for the year ended 31 March 2011

	2011 €'000	2010 €'000
Cash flows from operating activities		
Profit for year before tax	**11,619**	25,467
Adjusted for:		
Net unrealised profits on the revaluation of investments	**(1,828)**	(27,338)
Realised profits over opening value on the disposal of investments	**(11,189)**	(695)
Exchange movements	**(186)**	19
Share-based payment expenses	**72**	282
Income from loans and receivables	**(350)**	-
Finance income	**(156)**	(390)
Proceeds from disposal of investments	**40,912**	-
Investment in subsidiary	**(13)**	(572)
Distributions received from subsidiaries	**3,155**	3,832
Decrease in other current assets	**69**	1,165
Increase in trade and other payables	**4,347**	1,147
Tax paid	**-**	(1)
Net cash inflow from operating activities	**46,452**	2,916
Cash flows from investing activities		
Purchase of available-for-sale investments	**(24,928)**	-
Sale of available-for-sale investments	**19,750**	-
Increase in financial assets - bank deposits > 3 months	**(20,000)**	-
Interest received	**714**	355
Net cash (outflow)/inflow from investing activities	**(24,464)**	355
Net increase in cash and cash equivalents	**21,988**	3,271
Opening cash and cash equivalents	**4,488**	1,217
Closing cash and cash equivalents	**26,476**	4,488

COMPANY STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

for the year ended 31 March 2011

	ORDINARY SHARES	ORDINARY SHARES	SHARE PREMIUM	SHARE OPTION RESERVE	OTHER RESERVES	RETAINED EARNINGS	TOTAL
	NO.	€'000	€'000	€'000	€'000	€'000	€'000
Balance at 1 April 2009	**101,112,579**	**1,011**	**156,627**	**1,003**	**673**	**(90,663)**	**68,651**
Profit for the year	-	-	-	-	-	25,467	25,467
Other comprehensive income							
Change in fair value of available-for-sale investments	-	-	-	-	(237)	-	(237)
Total comprehensive income for the year	-	-	-	-	(237)	25,467	25,230
Reduction of share premium	-	-	(156,627)	-	-	156,627	-
Share-based payments	-	-	-	388	32	-	420
Balance at 31 March 2010	**101,112,579**	**1,011**	**-**	**1,391**	**468**	**91,431**	**94,301**
Profit for the year	-	-	-	-	-	11,619	11,619
Other comprehensive income							
Change in fair value of available-for-sale investments	-	-	-	-	14	-	14
Total comprehensive income for the year	-	-	-	-	14	11,619	11,633
Share-based payments	-	-	-	106	-	-	106
Balance at 31 March 2011	**101,112,579**	**1,011**	**-**	**1,497**	**482**	**103,050**	**106,040**

Following the passing of a special resolution at TVC's 2009 Annual General Meeting, the High Court confirmed the reduction of the Company's share premium account on 30 July 2009. As a result, the entire amount of the share premium account, amounting to €156.6 million, was cancelled and this amount was credited to revenue reserves thereby eliminating the Company's accumulated deficit.

SIGNIFICANT ACCOUNTING POLICIES

TVC Holdings plc ("TVC" or the "Company") is a company domiciled and incorporated in Ireland. The consolidated financial statements for the year ended 31 March 2011 comprise the financial statements of the Company and its subsidiaries (collectively the "Group").

The individual and consolidated financial statements of the Company were authorised for issue by the directors on 16 May 2011.

Statement of compliance

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the EU which comprise standards and interpretations approved by the International Accounting Standards Board (IASB).

The individual financial statements of the Company have been prepared in accordance with IFRSs as adopted by the EU, as applied in accordance with the Companies Acts 1963 to 2009 which permit a company that publishes its group and company financial statements together to take advantage of the exemption in Section 148(8) of the Companies Act 1963 from presenting to its members its company income statement, statement of comprehensive income and related notes that form part of the approved company financial statements.

Basis of preparation

These consolidated financial statements are presented in Euro rounded to the nearest thousand, being the functional currency of the Company and its subsidiaries.

The accounting policies have been consistently applied by all Group companies to all periods presented in these consolidated financial statements.

The consolidated financial statements have been prepared on an historical cost basis except for the following:

- Quoted and unquoted investments are designated at fair value through profit or loss;
- Available-for-sale financial assets are measured at fair value; and
- Share-based payments are measured at fair value at grant date.

The financial information contained in the consolidated financial statements has been prepared on a consistent basis and using the same accounting policies as those applied in the previous financial year.

The Group and Company have reviewed and considered all newly applicable standards that are effective for the year ended 31 March 2011 and there is no material impact from the adoption of these standards on the current year financial statements.

Basis of preparation *(continued)*

New IFRS standards and interpretations not applied

The IASB and the International Financial Reporting Interpretations Committee (IFRIC) have issued additional standards and interpretations which are effective for periods starting after 1 April 2010:

INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRS/IAS)		*EFFECTIVE DATE*
IAS 24 (revised)	Related Party Disclosures	1 January 2011
Improvements to IFRS (May 2010)	Various Standards	Not before 1 July 2010
IFRIC INTERPRETATIONS		*EFFECTIVE DATE*
IFRIC 14 (amendment)	Prepayment of a Minimum Funding Requirement	1 January 2011
IFRIC 19	Extinguishing Financial Liabilities with Equity Instruments	1 July 2010

The standards and interpretations addressed above will be applied for the purposes of the Group financial statements with effect from the dates listed. The Group does not anticipate that the adoption of these standards and interpretations will have a material effect on its financial statements on initial adoption.

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and all of its subsidiaries.

(i) Subsidiaries

Subsidiaries are entities controlled by the Group. Control exists when the Group has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefit from its activities. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

(ii) Associates

Associates are those entities in which the Group has significant influence, but not control, over the entities' financial and operating policies. Investments that are held as part of the Group's investment portfolio are carried in the statement of financial position at fair value through profit or loss even though the Group may have significant influence over those companies. This treatment is permitted by International Accounting Standard 28, 'Investments in Associates' ("IAS 28"), which requires investments held by venture capital organisations to be excluded from its scope where those investments are designated, upon initial recognition, as at fair value through profit or loss and accounted for in accordance with IAS 39, with changes in fair value recognised in profit or loss on the same basis as all other investments in its venture capital investment portfolio. The Group has no interests in associates through which it carries on its business.

Basis of consolidation *(continued)*

(iii) Transactions eliminated on consolidation

Intragroup balances and any unrealised gains and losses or income and expenses arising from intragroup transactions are eliminated in preparing the consolidated financial statements.

Exchange differences

Transactions in currencies different from Euro, Euro being the functional currency of all Group entities, are translated at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated into Euro at the exchange rate ruling at that date. Foreign exchange differences arising on translation are recognised in the income statement. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated to Euro using exchange rates ruling at the dates the fair value is determined.

Investment portfolio

The Group's return is generated primarily from its investment portfolio, which forms the principal element of its total assets. The Group's investment portfolio includes quoted and unquoted equity investments and also unquoted loan assets.

(i) Recognition and measurement

Investments (including loans and receivables) are recognised and de-recognised on the date when the purchase or sale of an investment is under a contract whose terms require the delivery or settlement of the investment. The Group manages its investment portfolio with a view to profiting from a total return from these assets, including the receipt of interest and dividends and changes in fair value of investments. Therefore, all quoted and unquoted investments are designated at fair value through profit or loss and recorded at the fair value of the consideration given. Acquisition costs that are directly attributed to investments are recognised immediately in profit or loss. At each subsequent reporting period, all investments are re-measured to fair value by applying the valuation methodologies as described in note 24 to the financial statements.

(ii) Income

Gross portfolio return is equivalent to "revenue" for the purposes of IAS 1 except that it is net of deal-related costs. It represents the overall increase or decrease in net assets from the investment portfolio net of deal-related costs. Investment income is analysed into the following components:

(a) ***Realised profits over opening value on the disposal of investments*** is the difference between the fair value of the consideration received on the sale of investments, less any directly attributable disposal costs, and its carrying fair value at the start of the reporting period, converted into Euro using the exchange rates in force at the date of disposal.

Investment portfolio *(continued)*

(b) ***Realised loss over opening value on investments distributed to non-controlling interest*** is the difference between the fair value at 30 September 2010 of the investments distributed and their carrying fair value at the start of the reporting period.

(c) ***Net unrealised profits/(losses) on the revaluation of investments*** is the movement in carrying fair value of investments between the start and end of the reporting period converted into Euro using the exchange rates in force at the date of the movement.

(d) ***Portfolio income*** is that portion of income that is directly related to the return from individual investments. It is recognised to the extent that it is probable that there will be economic benefit and the income can be reliably measured. The following specific recognition criteria must be met before the income is recognised:

- Fee income earned directly from investee companies is recognised as services are provided; and
- Dividends from equity investments are recognised in the income statement when the shareholders' rights to receive payment have been established.

Available-for-sale investments

Investments classified as available-for-sale are stated at their fair value at the reporting date. Movements in fair value are recorded in other comprehensive income until the asset is disposed of unless there is deemed to be an impairment on the original cost in which case the loss is immediately reclassified to the income statement. Interest income from investments is recognised through profit and loss as it accrues on an effective interest rate basis. Upon disposal the fair value movement in shareholders' equity is reclassified from other comprehensive income to the income statement. Available-for-sale investments are quoted in an active market and are valued based on closing bid price.

Other financial assets

Other financial assets include bank deposits with a maturity of greater than three months, cash and cash equivalents and other receivables. All financial assets are recognised initially at fair value. Subsequent to initial recognition other financial assets are measured at amortised cost using the effective interest method.

Investments in subsidiaries

The Company designates its investments in subsidiaries at fair value as all of the investments held by the subsidiaries are carried at fair value through profit or loss.

Property, plant and equipment

Property, plant and equipment is stated at cost of acquisition less accumulated depreciation and impairment losses. Depreciation is computed using the straight-line method based on the following estimated useful lives:

Leasehold improvements	Over period of lease
Computer equipment	2 years
Office equipment	4 years

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and short-term bank deposits with a maturity of three months or less.

Employee benefits

(i) Retirement benefit costs

Payments to defined contribution retirement benefit plans are charged as an expense in the income statement as they fall due.

(ii) Share-based payments – equity settled

In accordance with IFRS 2, 'Share-based payments', the cost of equity-settled transactions with employees and executive directors is measured by reference to the fair value at the date on which they are granted and is recognised as an expense, together with a corresponding increase in equity, over the vesting period, which ends on the date on which the relevant persons become fully entitled to the award.

The fair value of options granted is determined using an appropriate valuation model excluding the impact of any non-market vesting conditions. Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. At each reporting date, the Company will revise its estimates of the number of options that are expected to vest. It recognises the impact of the revision of original estimates, if any, in the income statement, and a corresponding adjustment to equity over the remaining vesting period.

In accordance with IFRS 2, the fair value amount of share-based compensation that has been charged in the income statement of subsidiaries is treated as a non-refundable contribution to subsidiaries and added to the investment in subsidiaries in the Company's statement of financial position.

Other liabilities

Liabilities, other than those specifically accounted for under a separate policy, are stated based on the amounts which are considered to be payable in respect of goods or services received up to the reporting date. As these other liabilities are due for payment within one year, they have not been discounted.

Equity instruments issued

Equity instruments issued by the Group are recognised at the proceeds or fair value received with the excess of the amount received over nominal value being credited to the share premium account. Direct issue costs are deducted from any share premium.

Income tax

Income tax recognised in the income statement for the year comprises current and deferred tax. Tax is charged or credited in the income statement, except when it relates to items charged or credited directly to other comprehensive income or equity, in which case the tax is also dealt with in other comprehensive income or equity respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates and laws that have been enacted or substantively enacted at the reporting date, and any adjustments to tax payable in respect of prior years.

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements, except to the extent that temporary differences arise on goodwill not deductible for tax purposes or the initial recognition of assets and liabilities that affect neither accounting or taxable profits. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised.

Critical accounting estimates and judgements

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

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. The areas involving a high degree of judgement or complexity, or areas where assumptions or estimates are significant to the Group's financial statements, include:

(i) Investment portfolio valuation

There is significant judgement involved in determining the fair value of unquoted investments. Details of the Group's portfolio valuation methodology are included in note 24 to the financial statements.

(ii) Share option plan

The Company grants share options to certain employees and executive directors. The fair value of the options granted is estimated as of the date of the grant using the Black-Scholes option-pricing model. Details of the share option plan and the valuation assumptions used are outlined in note 18 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

1 INVESTMENT PORTFOLIO

	GROUP EQUITY INVESTMENTS €'000	GROUP LOANS AND RECEIVABLES €'000	GROUP TOTAL €'000	COMPANY EQUITY INVESTMENTS €'000	COMPANY LOANS AND RECEIVABLES €'000	COMPANY TOTAL €'000
Year to 31 March 2011						
At 1 April 2010	71,911	500	72,411	23,855	500	24,355
Acquired from subsidiaries	-	-	-	26,280	-	26,280
Disposals, repayments	(30,747)	-	(30,747)	(17,793)	-	(17,793)
Distributions to non-controlling interest (note 2)	(5,967)	-	(5,967)	-	-	-
Realised loss on investments distributed to non-controlling interest (note 13)	(2,812)	-	(2,812)	-	-	-
Revaluation	786	-	786	786	-	786
Exchange movements	321	-	321	364	-	364
At 31 March 2011	**33,492**	**500**	**33,992**	**33,492**	**500**	**33,992**
Quoted	24,777	-	24,777	24,777	-	24,777
Unquoted	8,715	500	9,215	8,715	500	9,215
Year to 31 March 2010						
At 1 April 2009	42,768	500	43,268	11,247	500	11,747
Additions	443	-	443	-	-	-
Disposals, repayments	(15)	-	(15)	-	-	-
Revaluation	28,144	-	28,144	12,001	-	12,001
Exchange movements	571	-	571	607	-	607
At 31 March 2010	**71,911**	**500**	**72,411**	**23,855**	**500**	**24,355**
Quoted	60,964	-	60,964	23,855	-	23,855
Unquoted	10,947	500	11,447	-	500	500

During the year, the Company acquired a number of equity investments from Trinity Venture Fund 1 and Trinity Venture Fund 2 prior to the dissolution of the Funds as outlined in note 2.

The holding period of the investment portfolio is on average greater than one year. For this reason, the directors have classified the portfolio as non-current. It is not possible to identify with certainty investments that will be sold within one year.

Equity investments comprise both ordinary shares and certain preferred shares. Loans and receivables comprise loan notes and loan-like preferred shares provided to investee companies. Loans are made on an arm's length basis as part of an overall investment and interest rates are established by reference to interest rates at the date the loan is granted. The interest rate on loans outstanding is 9%. There are no fixed pre-determined repayment dates attaching to these loans as the repayment of the loans can depend on a number of factors which could include the realisation of the Group's investment. Note 23 sets out the details on how the Group manages the risks associated with the above investments.

NOTES TO THE FINANCIAL STATEMENTS

2 DISSOLUTION OF TRINITY VENTURE FUNDS

In July 2007, the Company acquired 19 of the 22 limited partners' interests in Trinity Venture Fund 1 ("Fund 1") and Trinity Venture Fund 2 ("Fund 2") (together the "Funds"). The remaining three limited partners in the Funds constituted the non-controlling interest of TVC Holdings plc since that date.

During the year, TVC and the other limited partners in the Funds agreed to dissolve and terminate the Funds with effect from 30 September 2010 (the "Dissolution Date"). The Funds' net assets at that date, which comprised of quoted investments in Norkom Group plc, a number of unquoted investments and bank and net working capital balances, were subsequently distributed to the former limited partners.

In accordance with the Group's accounting policies, the financial statements of the Funds have been consolidated in the Group financial statements for the period up to the Dissolution Date. Immediately following the distribution of the Funds' net assets, the statement of financial position, of both the Group and the Company, included TVC's directly held interests in the above mentioned distributed financial assets and liabilities and there was no non-controlling interest in the consolidated statement of financial position from that date. In the consolidated statement of financial position at 31 March 2010, the Group's net assets included the investments and other net assets of the Funds at that date and a corresponding non-controlling interest amount was included in equity.

3 AVAILABLE-FOR-SALE INVESTMENTS - GROUP AND COMPANY

	2011 €'000	2010 €'000
At beginning of year	**9,999**	10,236
Additions	**24,517**	-
Disposals, repayments	**(19,750)**	-
Amortisation of premium paid	**(297)**	-
Revaluation	**14**	(237)
At end of year	**14,483**	9,999

The available-for-sale investments at the end of the year represent investments in German government fixed rate Euro bonds with a maturity date in April 2011.

NOTES TO THE FINANCIAL STATEMENTS

4 INVESTMENTS IN SUBSIDIARIES - COMPANY

	2011 €'000	2010 €'000
At beginning of year	**54,163**	38,723
Advances during year	**1**	572
Disposals, repayments during year	**(38,885)**	-
Revaluation	**679**	14,730
Capital contribution in respect of equity-settled transactions relating to TVC Holdings plc shares	**35**	138
At end of year	**15,993**	54,163

The disposals, repayments during the year relate to the cessation of the Company's interests in Trinity Venture Funds 1 and 2 following the dissolution of the Funds as outlined in note 2.

In accordance with IFRS 2, the fair value amount of share-based compensation that has been charged in the income statement of Trinity Venture Capital Limited is treated as a non-refundable contribution to subsidiaries and added to the investment in subsidiaries in the Company's statement of financial position.

The Company had the following subsidiaries at 31 March 2011:

NAME	ISSUED AND FULLY PAID SHARE CAPITAL	HELD BY COMPANY	HELD BY SUBSIDIARY	PRINCIPAL ACTIVITY
Trinity Venture Capital Limited	9,248 ordinary shares of €0.126974	100%		Provision of management services
	1,539 B ordinary shares of €0.126974	100%		
Picco Limited	1 share of €1		100%	Dormant
Listnal Limited	1 share of €1		100%	Dormant
Trinity Venture Capital Nominees Limited	2 shares of €1		100%	Nominee company
Gimbet Limited	10,000 A ordinary shares of €0.01		100%	Dormant
	10,000 ordinary shares of €0.01		-	

Each of the above subsidiary undertakings is incorporated and registered in the Republic of Ireland and is included in the consolidated financial statements of the Group.

NOTES TO THE FINANCIAL STATEMENTS

5 PROPERTY, PLANT AND EQUIPMENT - GROUP

	LEASEHOLD IMPROVEMENTS €'000	COMPUTER EQUIPMENT €'000	OFFICE EQUIPMENT €'000	TOTAL €'000
Year to 31 March 2011				
Cost				
At 1 April 2010	201	349	63	613
Additions	131	7	1	139
Disposals	(201)	-	-	(201)
At 31 March 2011	**131**	**356**	**64**	**551**
Accumulated depreciation				
At 1 April 2010	201	344	60	605
Charge for the year	10	5	2	17
Disposals	(201)	-	-	(201)
At 31 March 2011	**10**	**349**	**62**	**421**
Net book value at 31 March 2011	**121**	**7**	**2**	**130**

	LEASEHOLD IMPROVEMENTS €'000	COMPUTER EQUIPMENT €'000	OFFICE EQUIPMENT €'000	TOTAL €'000
Year to 31 March 2010				
Cost				
At 1 April 2009	201	346	63	610
Additions	-	3	-	3
At 31 March 2010	**201**	**349**	**63**	**613**
Accumulated depreciation				
At 1 April 2009	198	313	57	568
Charge for the year	3	31	3	37
At 31 March 2010	**201**	**344**	**60**	**605**
Net book value at 31 March 2010	**-**	**5**	**3**	**8**

NOTES TO THE FINANCIAL STATEMENTS

6 OTHER RECEIVABLES

	GROUP 2011 €'000	GROUP 2010 €'000	COMPANY 2011 €'000	COMPANY 2010 €'000
Prepayments	**55**	49	**42**	36
Other receivables	**820**	620	**706**	413
VAT recoverable	**21**	408	**14**	168
Deferred consideration receivable	**65**	2,538	**65**	2,073
	961	3,615	**827**	2,690

Deferred consideration receivable relates to that portion of the proceeds from investments that have been sold which is held in escrow for an agreed period of time.

7 CASH AND CASH EQUIVALENTS

	GROUP 2011 €'000	GROUP 2010 €'000	COMPANY 2011 €'000	COMPANY 2010 €'000
Cash at bank	**187**	153	**160**	18
Short term bank deposits	**37,342**	18,365	**26,316**	4,470
	37,529	18,518	**26,476**	4,488

Cash and cash equivalents consist of cash at bank and short term bank deposits with a maturity of three months or less.

8 TRADE AND OTHER PAYABLES

	GROUP 2011 €'000	GROUP 2010 €'000	COMPANY 2011 €'000	COMPANY 2010 €'000
Accounts payable	**8**	103	**2**	37
Amounts owed to subsidiary	**-**	-	**5,150**	1,168
Accruals	**1,032**	655	**547**	157
Other payables	**37**	44	**-**	-
VAT, PAYE and social welfare	**54**	59	**-**	-
	1,131	861	**5,699**	1,362

The amounts owed to subsidiary are non interest bearing and are repayable on demand.

NOTES TO THE FINANCIAL STATEMENTS

9 SHARE CAPITAL

	2011 €'000	2010 €'000
Authorised:		
10,000,000,000 ordinary shares of €0.01	**100,000**	100,000
Allotted, called up and fully paid:		
101,112,579 ordinary shares of €0.01	**1,011**	1,011

10 NON-CONTROLLING INTEREST

	2011 €'000	2010 €'000
At beginning of year	**9,308**	6,923
Share of (loss)/profit for the year	**(2,830)**	2,665
Net distributions for the year	**(6,478)**	(280)
At end of year	**-**	9,308

The non-controlling interest related to the 3 external limited partners in the Funds. As outlined in note 2, the Funds were dissolved with effect from 30 September 2010 and, accordingly, there is no non-controlling interest at 31 March 2011.

The non-controlling interest's share of loss for the year mainly relates to the loss of €2.8 million realised by the Group on the distribution to the external limited partners of their interest in Norkom Group plc shares as outlined in note 13. In March 2011, the external limited partners received total cash proceeds of €9.2 million following the acquisition of Norkom by BAE Systems (Holdings) Limited for a value of €2.10 per share.

NOTES TO THE FINANCIAL STATEMENTS

11 SEGMENTAL ANALYSIS

Segmental information is presented in respect of the Group's investment portfolio based on whether the investee company is quoted or unquoted. Quoted investments are further categorised as between Norkom Group plc and UTV Media plc. The Group has only one reportable geographical segment as its investments are all located in the Island of Ireland. The segmental information presented is consistent with the Group's internal analysis of its investment portfolio.

	NORKOM GROUP PLC €'000	UTV MEDIA PLC €'000	UNQUOTED INVESTMENTS €'000	TOTAL €'000
Year to 31 March 2011				
Gross portfolio return				
Realised profits over opening value on the disposal of investments	10,889	-	603	11,492
Realised loss over opening value on investments distributed to non-controlling interest (note 10)	(2,802)	-	(10)	(2,812)
Net unrealised profits/(losses) on the revaluation of investments	-	1,284	(177)	1,107
Portfolio income	112	609	591	1,312
	8,199	1,893	1,007	11,099
Net (investment)/divestment				
Realisation proceeds (including income from loan instruments)	41,574	-	1,093	42,667
	41,574	-	1,093	42,667
Statement of financial position				
Value of investment portfolio at end of year	-	24,777	9,215	33,992

	NORKOM GROUP PLC €'000	UTV MEDIA PLC €'000	UNQUOTED INVESTMENTS €'000	TOTAL €'000
Year to 31 March 2010				
Gross portfolio return				
Net realised profits over opening value on the disposal of investments	-	-	851	851
Net unrealised profits/(losses) on the revaluation of investments	23,619	12,380	(7,284)	28,715
Portfolio income	190	408	259	857
	23,809	12,788	(6,174)	30,423
Net (investment)/divestment				
Realisation proceeds (including income from loan instruments)	-	-	866	866
New investment	-	-	(443)	(443)
	-	-	423	423
Statement of financial position				
Value of investment portfolio at end of year	37,471	23,493	11,447	72,411

NOTES TO THE FINANCIAL STATEMENTS

12 REALISED PROFITS OVER OPENING VALUE ON THE DISPOSAL OF INVESTMENTS

	EQUITY €'000	LOANS AND RECEIVABLES €'000	TOTAL €'000
Year to 31 March 2011			
Net proceeds	42,225	14	**42,239**
Valuation of disposed investments at beginning of year	(30,747)	-	**(30,747)**
Total realised profits over opening value	11,478	14	**11,492**

	EQUITY €'000	LOANS AND RECEIVABLES €'000	TOTAL €'000
Year to 31 March 2010			
Net proceeds	697	169	**866**
Valuation of disposed investments at beginning of year	(15)	-	**(15)**
Total realised profits over opening value	682	169	**851**

13 REALISED LOSS OVER OPENING VALUE ON INVESTMENTS DISTRIBUTED TO NON-CONTROLLING INTEREST

	2011 €'000	2010 €'000
Valuation of investments at 30 September 2010	**5,967**	-
Valuation of investments at beginning of year	**(8,779)**	-
Total realised loss over opening value	**(2,812)**	-

The loss above of €2.812 million represents the Group's loss realised on the distribution of the non-controlling interest's shares in the Funds' investee companies following the dissolution of the Funds and mainly arose in relation to Norkom Group plc. At the beginning of the year, the Funds held 4.4 million shares in Norkom attributable to the non-controlling interest, which were valued at €6.8 million. At 30 September 2010, these shares had a value of €4.0 million and were distributed by the Funds to the external limited partners recording a loss of €2.802 million. In accordance with accounting standards, the loss of €2.802 million for the period to 30 September 2010, attributable to the non-controlling interest, is reflected in the Group's income statement for the year.

NOTES TO THE FINANCIAL STATEMENTS

14 NET UNREALISED PROFITS ON THE REVALUATION OF INVESTMENTS

	EQUITY €'000	LOANS AND RECEIVABLES €'000	TOTAL €'000
Year to 31 March 2011			
Movement in fair value	786	-	**786**
Effect of foreign exchange movements	321	-	**321**
Total net unrealised profits on the revaluation of investments	1,107	-	**1,107**

	EQUITY €'000	LOANS AND RECEIVABLES €'000	TOTAL €'000
Year to 31 March 2010			
Movement in fair value	28,144	-	**28,144**
Effect of foreign exchange movements	571	-	**571**
Total net unrealised profits on the revaluation of investments	28,715	-	**28,715**

Details of the Group's policy on managing the risks associated with the investments are set out in note 23 to the financial statements.

15 FEES RECEIVABLE

	2011 €'000	2010 €'000
Fees receivable	**275**	456

Fees receivable include fees arising from the ongoing management of the portfolio together with fees arising from making investments.

NOTES TO THE FINANCIAL STATEMENTS

16 OPERATING EXPENSES, NET

	2011 €'000	2010 €'000
Depreciation of property, plant and equipment	**17**	37
Operating lease rentals	**199**	211
Auditor's remuneration - Group		
Audit of the Group financial statements	**47**	57
Other assurance services	**20**	22
Tax advisory services	**28**	69
	95	148
Auditor's remuneration - Company		
Audit of the Parent Company financial statements	**18**	18
Group audit costs borne by Parent Company	**16**	13
Other assurance services	**16**	18
Tax advisory services	**11**	38
	61	87
VAT recoverable in respect of previous years	**-**	(479)

Details of directors' remuneration and interests in share options are set out on pages 22 to 23 and in note 27 to the financial statements.

17 EMPLOYEE COSTS

The aggregate employee costs of the Group are analysed as follows:

	2011 €'000	2010 €'000
Wages and salaries	**1,330**	1,312
Social welfare costs	**94**	103
Pension costs	**22**	29
Share-based payments (note 18)	**106**	420
	1,552	1,864

The average weekly number of employees, including executive directors, during the year was as follows:

	2011 No.	2010 No.
Management and administration	**9**	10

NOTES TO THE FINANCIAL STATEMENTS

18 SHARE-BASED COMPENSATION

Share option plan

The Company operates an equity-settled share option plan under which it grants share options to certain employees and executive directors. In July 2007, 5,877,170 share options were granted. There were no share options granted since that date.

The fair value of services received in return for share options granted is measured by reference to the fair value of share options granted. The fair value of the options granted in July 2007 was estimated as of the date of the grant based on the Black-Scholes option-pricing model and using the following assumptions:

Weighted average share price (€)	1.50
Weighted average exercise price (€)	1.875
Expected life	5 years
Expected volatility	21%
Expected dividend yield	0%
Risk-free rate	4.776%
Fair value per option (€)	0.29

As the Company's shares had only been listed since July 2007, the Company determined expected volatility by considering the share price volatility, over a five-year period, of a group of comparable US and UK listed companies. The risk-free interest rate assumption was based upon observed interest rates appropriate for the term of the share options.

The total fair value of the options granted in July 2007 was estimated to be €1,719,000. These options became exercisable after a three-year service period which ended in July 2010. 758,344 options were forfeited during the prior year and 758,345 options lapsed during the current year. No options were exercised during the current or prior year. The Company recognised an expense of €106,000 relating to share options during the year ended 31 March 2011 (2010: €388,000).

Cash-settled share-based payment

In 2006 and 2007, B ordinary shares in Trinity Venture Capital Limited ("TVCL") were issued to certain of the Group's key executives. The B ordinary shares entitled the holders to a portion of the fair value of the net assets of TVCL over a specified threshold. The B ordinary shares did not entitle the holders to vote and they were subject to a three to four year vesting period which commenced on 1 January 2006.

In accordance with IFRS 2, the Group recorded these transactions as cash-settled share-based payments and measured the liability at fair value at the settlement date. On 5 July 2007, the liability for the vested B ordinary shares was settled through the issue of ordinary shares in the Company in exchange for the vested B ordinary shares at that date. The liability at that date in relation to partially vested B ordinary shares was settled by an issue of equity as part of the replacement of the old cash-settled scheme with a new equity-settled arrangement based on the shares of the Company as described below.

Equity-settled share-based payment

On 5 July 2007, ordinary shares in the Company were issued in exchange for the unvested portion of B ordinary shares in TVCL. The shares in the Company were subject to a two to three year vesting period which ended on 31 December 2009.

In accordance with IFRS 2, the Company recorded this transaction as an equity-settled share-based payment. The fair value of the shares issued was measured at 5 July 2007 and was expensed over the vesting periods, with a corresponding entry in equity. In the year ended 31 March 2011, the amount charged to the income statement was €nil (2010: €32,000).

NOTES TO THE FINANCIAL STATEMENTS

19 FINANCIAL INCOME AND EXPENSE

Recognised in profit or loss

	2011 €'000	2010 €'000
Finance income		
Interest income on bank deposits	304	339
Interest income on available-for-sale investments	39	325
	343	664
Finance expense		
Interest payable	(2)	(1)
Net finance income	341	663

Recognised directly in other comprehensive income

	2011 €'000	2010 €'000
Net change in fair value of available-for-sale investments recognised in other reserves	14	(237)

20 EXCHANGE MOVEMENTS

	2011 €'000	2010 €'000
Exchange movements on monetary items denominated in currencies different from the functional currency of the Company, other than investments	231	(29)

NOTES TO THE FINANCIAL STATEMENTS

21 INCOME TAX

	2011 €'000	2010 €'000
Current tax		
Corporation tax on profit for the year	**7**	194

Reconciliation of effective tax rate

The tax charge for the year is different to the standard rate of corporation tax in the Republic of Ireland, currently 12.5% (2010: 12.5%), and the differences are explained below:

	2011 €'000	2010 €'000
Profit before tax	**8,796**	28,326
Taxation based on Irish corporation tax rate	**1,100**	3,541
Effects of:		
Expenses not deductible for tax purposes	**113**	540
Income and gains not taxable	**(1,556)**	(3,554)
Capital allowances in excess of depreciation	**(3)**	-
Non-controlling interest's share of losses/(profits) of the Funds not allowable/(taxable)	**353**	(333)
Income tax expense	**7**	194

The directors have assessed the impact of deferred taxation to be immaterial to the financial statements.

22 EARNINGS PER SHARE

	2011	2010
Earnings per share (cent)		
Basic & diluted	**11**	25
Earnings (€'000)		
Profit for the year - basic & diluted	**11,619**	25,467
Number of shares (Number)		
Weighted average number of shares in issue - basic & diluted	**101,112,579**	101,112,579

Basic earnings per share is calculated by dividing the profit for the year attributable to ordinary shareholders by the weighted average number of ordinary shares during the year.

Diluted earnings per share is calculated by dividing the profit for the year attributable to ordinary shareholders by the weighted average number of ordinary shares adjusted for the effect of all potentially dilutive shares and instruments, including share options. The exercise price of all share options exceeded the average price of ordinary shares during the year. Accordingly, the share options do not have a dilutive effect and are therefore excluded from the diluted earnings per share calculation.

NOTES TO THE FINANCIAL STATEMENTS

23 FINANCIAL RISK

The Group is exposed to a variety of financial and market risks including investment portfolio valuation risk, foreign currency risk, interest rate risk, liquidity risk and credit risk. Details of the Group's financial risk management policies and its sensitivities to these risks are set out below.

Investment portfolio valuation risk

The Group's exposure to valuation risk mainly comprises movements in the value of its investment portfolio. The value of quoted investments is directly related to the relevant market and so is subject to price risk. The valuation of unquoted investments depends upon a combination of market factors and the performance of the underlying asset. Unquoted equity investments, by their nature, involve uncertainty as to the ultimate value likely to be realised on the disposal of those investments as a ready market may not exist for them. The Group does not hedge the price risk inherent in the portfolio but manages asset performance risk on an asset-specific basis through board representation and by ensuring full and timely access to relevant financial and other information.

Loans and receivables included in the investment portfolios of both the Group and the Company are managed as part of the overall management of each individual equity investment.

Sensitivity analysis for investment portfolio

An increase of 10% in the fair value of investments at the reporting date would have increased profit by the amounts shown below. This analysis assumes that all other variables, in particular foreign exchange rates, remain constant. The analysis is performed on the same basis for 2010.

	GROUP PROFIT OR LOSS		COMPANY PROFIT OR LOSS	
	2011 €'000	2010 €'000	**2011 €'000**	2010 €'000
Quoted investments	**2,478**	6,096	**2,478**	2,385
Unquoted investments	**922**	1,145	**922**	50
Total	**3,400**	7,241	**3,400**	2,435

A decrease of 10% in the fair value of the investments at the reporting date would have had an equal but opposite effect to the amounts shown above, on the basis that all other variables remain constant.

Investment concentration risk

At 31 March 2011, the Group had one quoted investment which had a valuation of €24.8 million and four unquoted investments with a valuation of €9.2 million, further details of which are contained in note 11. The Group's portfolio is subject to regular reviews by management in order to monitor exposure to any one sector and to monitor the exposure to larger investments. All of the Group's investments are located in Ireland. However, it is considered that this does not give rise to concentration of risk due to the international focus of the majority of the investee companies.

NOTES TO THE FINANCIAL STATEMENTS

23 FINANCIAL RISK *(continued)*

Foreign currency risk

The Group is exposed to foreign currency risk on some of its investments which are denominated in a foreign currency. In addition, deferred consideration receivable is denominated in US Dollars. The Group reviews its foreign currency exposure on a regular basis and does not currently hedge its foreign currency exposure.

The net exposure in the statement of financial position (the "net asset exposure") comprises the foreign currency exposure on all monetary assets and liabilities but also non-monetary investment assets carried at fair value through profit or loss. The exposure to foreign currency risk at the reporting date was as follows:

	GROUP		COMPANY	
	GBP £'000	USD $'000	GBP £'000	USD $'000
31 March 2011				
Net asset exposure	**21,895**	**4,755**	**21,895**	**4,755**
31 March 2010				
Net asset exposure	20,959	9,129	20,904	2,795

The following significant exchange rates applied during the year:

	AVERAGE RATE		REPORTING DATE SPOT RATE	
	2011	2010	31 MARCH 2011	31 MARCH 2010
€1 = GBP	**0.8496**	0.8237	**0.8837**	0.8898
€1 = USD	**1.3223**	1.4145	**1.4207**	1.3479

Sensitivity analysis

A 10% strengthening of the Euro against the following currencies at the reporting date would have decreased profit by the amounts shown below based on the net asset exposure as defined above. This analysis assumes that all other variables remain constant. The analysis is performed on the same basis for 2010.

	GROUP PROFIT OR LOSS		COMPANY PROFIT OR LOSS	
	2011 €'000	2010 €'000	2011 €'000	2010 €'000
GBP	**(2,478)**	(2,355)	**(2,478)**	(2,349)
USD	**(335)**	(677)	**(335)**	(207)

A 10% weakening of the Euro against the above currencies at the reporting date would have had an equal but opposite effect to the amounts shown above, on the basis that all other variables remain constant.

NOTES TO THE FINANCIAL STATEMENTS

23 FINANCIAL RISK *(continued)*

Interest rate risk

The Group's exposure to market risk for changes in interest rates arises from its short term deposit accounts and its bank deposits with a maturity of greater than three months. The Group regularly reviews the deposit interest rates available from a number of financial institutions for a range of maturity dates. Available cash and cash equivalents are placed on deposit for varying periods, depending on the Group's cash requirements and market conditions. Details of short term deposits are contained in note 7 to the financial statements.

Cash flow sensitivity for short term deposits

An increase of 30 basis points in interest rates at the reporting date, based on the short term deposits held at that date, would have increased profit by €112,000 (2010: €55,000) for the Group and by €79,000 (2010: €13,000) for the Company. A decrease of 30 basis points in interest rates at the reporting date would have had an equal but opposite effect to the amounts shown above, on the basis that all other variables remain constant.

Cash flow sensitivity for bank deposits > 3 months

An increase of 30 basis points in interest rates at the reporting date, based on the bank deposits with a maturity of over three months held at that date, would have increased profit by €60,000 (2010: €nil) for the Group and the Company. A decrease of 30 basis points in interest rates at the reporting date would have had an equal but opposite effect to the amounts shown above, on the basis that all other variables remain constant.

Interest rate risk and other financial risks in respect of the loans and receivables included in the investment portfolios of both the Group and the Company are managed as part of the overall management of each individual equity investment. Details of risk on the Group's loans and receivables to investee companies are set out on page 55.

Liquidity risk

The Group invests from its own resources using its core funding and cash generated from its investing activities. The funding policy of the Group is to ensure that it has adequate funding in place ahead of planned investment. The Board regularly reviews the Group's liquidity and financial resources. At 31 March 2011, the Group's cash and liquid resources comprised cash and cash equivalents, bank deposits with a maturity of greater than three months and available-for-sale investments, which in total amounted to €72.0 million (2010: €28.5 million).

All of the financial liabilities of both the Group and the Company at the reporting date had contractual maturities of less than twelve months.

Credit risk

The Group is subject to credit risk on its loans, receivables, cash deposits and available-for-sale investments.

TVC's financial assets include unsecured investments in unquoted companies. Credit risk and other financial risks in respect of the loans and receivables included in the investment portfolios of both the Group and the Company are managed on an asset-specific basis by key executives as part of the overall management of each individual equity investment. Details of risk on the Group's loans and receivables to investee companies are set out on page 55. The directors consider the maximum credit risk to be the carrying value of loans

NOTES TO THE FINANCIAL STATEMENTS

23 FINANCIAL RISK *(continued)*

Credit risk *(continued)*

and receivables. The trading performance of individual portfolio companies is reviewed on a regular basis and provides an early indication of increased credit or other financial risk.

Cash deposits and available-for-sale investments give rise to credit risk on the amounts due from counterparties. The maximum credit risk exposure is represented by the carrying value at the reporting date. The Group's policy for investing surplus cash is to limit the risk of principal loss and to ensure the ultimate recovery of invested funds by limiting market and credit risk. The Group limits its exposure to credit risk on cash deposits and other liquid investments by only investing in liquid securities which are held with counterparties which typically have long term credit ratings of A+ from Standard & Poor's or equivalent credit ratings from other established rating agencies or are institutions included within the scope of the Irish Government Bank Guarantee Scheme. At the year end, all cash deposits had a maturity of less than twelve months and were held with one financial institution. The available-for-sale investments are fixed rate Euro bonds issued by the German Government.

The Group has determined that the credit risk on other receivables is, in general, considered low.

The maximum exposure to credit risk at the reporting date was:

	CARRYING AMOUNT - GROUP		CARRYING AMOUNT - COMPANY	
	2011 €'000	**2010 €'000**	**2011 €'000**	**2010 €'000**
Available-for-sale investments	**14,483**	9,999	**14,483**	9,999
Other receivables	**906**	3,566	**785**	2,654
Financial assets - bank deposits > 3 months	**20,000**	-	**20,000**	-
Cash and cash equivalents	**37,529**	18,518	**26,476**	4,488
Total	**72,918**	32,083	**61,744**	17,141

Capital management

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain the future development of the business. The capital structure of the Group and Company consists of shareholders' equity comprising issued share capital, reserves and retained earnings.

The Group is at a development stage and may require additional investment which could be financed from the raising of equity finance, debt and/or the reinvestment of profits. It is not expected that dividends will be paid to shareholders in the foreseeable future.

The Company has implemented a share option plan details of which are contained in note 18.

One of the Company's subsidiaries, Trinity Venture Capital Limited, is regulated by the Irish Financial Regulator and is subject to minimum capital adequacy requirements. Neither the Company nor any of its other subsidiaries are subject to externally imposed capital requirements.

NOTES TO THE FINANCIAL STATEMENTS

24 FAIR VALUES

The table below sets out fair value measurements using the IFRS 7 fair value hierarchy. Financial instruments recognised at fair value are analysed between those whose fair value is based on:

- Quoted prices in active markets for identical assets or liabilities (Level 1);
- Those involving inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices) (Level 2); and
- Those with inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

	31 MARCH 2011				31 MARCH 2010			
	LEVEL 1 €'000	LEVEL 2 €'000	LEVEL 3 €'000	TOTAL €'000	LEVEL 1 €'000	LEVEL 2 €'000	LEVEL 3 €'000	TOTAL €'000
Group								
Financial assets at fair value through profit or loss								
Quoted equity investments	**24,777**	**-**	**-**	**24,777**	60,964	-	-	60,964
Unquoted equity investments	**-**	**-**	**8,715**	**8,715**	-	-	10,947	10,947
Loans and receivables	**-**	**-**	**500**	**500**	-	-	500	500
Available-for-sale financial assets								
Quoted government bonds	**14,483**	**-**	**-**	**14,483**	9,999	-	-	9,999
Total	**39,260**	**-**	**9,215**	**48,475**	70,963	-	11,447	82,410

	31 MARCH 2011				31 MARCH 2010			
	LEVEL 1 €'000	LEVEL 2 €'000	LEVEL 3 €'000	TOTAL €'000	LEVEL 1 €'000	LEVEL 2 €'000	LEVEL 3 €'000	TOTAL €'000
Company								
Financial assets at fair value through profit or loss								
Quoted equity investments	**24,777**	**-**	**-**	**24,777**	23,855	-	-	23,855
Unquoted equity investments	**-**	**-**	**8,715**	**8,715**	-	-	-	-
Loans and receivables	**-**	**-**	**500**	**500**	-	-	500	500
Available-for-sale financial assets								
Quoted government bonds	**14,483**	**-**	**-**	**14,483**	9,999	-	-	9,999
Total	**39,260**	**-**	**9,215**	**48,475**	33,854	-	500	34,354

During the year ended 31 March 2011, there were no transfers between Level 1 and Level 2 fair value measurements and no transfers into or out of Level 3 fair value measurements.

The following table shows a reconciliation of all movements in the fair value of financial instruments categorised within Level 3 during the year.

NOTES TO THE FINANCIAL STATEMENTS

24 FAIR VALUES *(continued)*

	YEAR ENDED 31 MARCH 2011			YEAR ENDED 31 MARCH 2010		
	UNQUOTED EQUITY INVESTMENTS €'000	LOANS AND RECEIVABLES €'000	TOTAL €'000	UNQUOTED EQUITY INVESTMENTS €'000	LOANS AND RECEIVABLES €'000	TOTAL €'000
Group						
Opening balance	**10,947**	**500**	**11,447**	17,803	500	18,303
Total net profits /(losses) for year in profit or loss	**416**	**-**	**416**	(6,433)	-	(6,433)
Purchases	**-**	**-**	**-**	443	-	443
Sales	**(664)**	**-**	**(664)**	(866)	-	(866)
Distributions to non-controlling interest	**(1,984)**	**-**	**(1,984)**	-	-	-
Closing balance	**8,715**	**500**	**9,215**	10,947	500	11,447
Net unrealised losses for the year included in profit or loss for investments held at the end of the year	**(177)**	**-**	**(177)**	(7,284)	-	(7,284)
Net realised profits for the year included in profit or loss	**593**	**-**	**593**	851	-	851
Total net profits/(losses) for the year in profit or loss	**416**	**-**	**416**	(6,433)	-	(6,433)

	YEAR ENDED 31 MARCH 2011			YEAR ENDED 31 MARCH 2010		
	UNQUOTED EQUITY INVESTMENTS €'000	LOANS AND RECEIVABLES €'000	TOTAL €'000	UNQUOTED EQUITY INVESTMENTS €'000	LOANS AND RECEIVABLES €'000	TOTAL €'000
Company						
Opening balance	**-**	**500**	**500**	-	500	500
Total net profits for year in profit or loss	**62**	**-**	**62**	-	-	-
Purchases	**8,849**	**-**	**8,849**	-	-	-
Sales	**(196)**	**-**	**(196)**	-	-	-
Closing balance	**8,715**	**500**	**9,215**	-	500	500
Net unrealised losses for the year included in profit or loss for investments held at the end of the year	**(134)**	**-**	**(134)**	-	-	-
Realised profits for the year included in profit or loss	**196**	**-**	**196**	-	-	-
Total net profits for the year in profit or loss	**62**	**-**	**62**	-	-	-

The valuation methods used in estimating the fair value of financial instruments are summarised below.

NOTES TO THE FINANCIAL STATEMENTS

24 FAIR VALUES *(continued)*

Investment portfolio

Fair value represents the amount for which an asset could be exchanged between knowledgeable, willing parties in an arm's length transaction. The fair value of investments is determined using the International Private Equity and Venture Capital Valuation Guidelines.

In estimating fair value, the Group seeks to use a methodology that is appropriate in light of the nature, facts and circumstances of the investment and its materiality in the context of the total portfolio. Methodologies are applied consistently from period to period, except where a change would result in a better estimation of fair value. Given the uncertainties inherent in estimating fair value, a degree of caution is applied in exercising judgements and making the necessary estimates.

Quoted investments

Quoted investments are valued at the closing bid price at the reporting date. In accordance with IFRS, no discount is applied for liquidity of the stock or any dealing restrictions.

Unquoted investments

Unquoted investments are valued using one of the following methodologies:

- price of recent investment; or
- revenue multiple.

The process is to derive an enterprise value using one of the above methodologies and then to:

- adjust the enterprise value for the net cash/debt of the investee company;
- deduct from the adjusted enterprise value all financial instruments ranking ahead of the Group; and
- apportion the remaining value over the other financial instruments including those held by the Group.

Other factors that may be taken into account include the expected effect of ratchets, options and liquidation preferences and offers received as part of a sale process.

The valuations of the Group's unquoted investments at 31 March 2011 were determined having regard to the above methodologies. Therefore, the valuation of such investments involves exercising judgement as it requires management to make assumptions with regard to valuation inputs many of which are not supported by observable current market transactions.

Available-for-sale investments

The available-for-sale investments represent investments in German government fixed rate Euro bonds. The fair value of the investments is based on the closing bid price.

Financial assets - bank deposits > 3 months, cash and cash equivalents and other receivables/payables

Financial assets - bank deposits > 3 months, cash and cash equivalents and other receivables/payables have a remaining term of less than twelve months and the carrying amounts are considered to approximate their fair value.

NOTES TO THE FINANCIAL STATEMENTS

25 COMMITMENTS

Operating lease commitments

At the reporting date, the Group had outstanding commitments for future minimum rental payments under non-cancellable operating leases which fall due as follows:

	2011 €'000	2010 €'000
Within one year	**167**	153
Between one and five years	**178**	-
	345	153

The Group has licensed the use of part of its Dublin offices to BHR Limited and Consilient Health Limited which are related parties. Details of the total occupancy costs paid by BHR Limited and Consilient Health Limited to the Group during the year are outlined in note 27. At the reporting date, the total future minimum licence payments expected to be received by the Group amounted to €55,000.

Other commitments

At 31 March 2011, the Company had commitments to invest up to a total of €nil in Fund 2 (2010: €10.3 million).

26 SUBSEQUENT EVENTS

No significant events have taken place since the reporting date that would result in an adjustment of the financial statements or inclusion of a note thereto.

27 RELATED PARTIES

The Group has various related parties stemming from relationships with its investee companies, its subsidiaries, its key management personnel and other related parties.

Investees

The Group and the Company hold non-controlling investments in the equity of quoted and unquoted companies. This normally allows the Group and the Company to participate in the financial and operating policies of those companies. It is presumed that it is possible to exert significant influence when the equity holding is greater than 20%. These investments are not equity accounted for (as permitted by IAS 28) but are related parties. The total amounts included in the financial statements for these investments are provided in notes 1 and 11. Details of fees receivable from investee companies are outlined in note 15.

Subsidiaries

Transactions between the Company and its subsidiaries, which are related parties of the Company, are eliminated on consolidation. Information on the Company's subsidiaries is set out in note 4 to the financial statements. Details of related party transactions between the Company and its subsidiaries are outlined below.

NOTES TO THE FINANCIAL STATEMENTS

27 RELATED PARTIES *(continued)*

Fund 2

Prior to the dissolution of Fund 2 on 30 September 2010 as outlined in note 2, the Company made investments through Fund 2 by providing funding in the form of loans pursuant to the Fund 2 limited partnerships agreements. The amounts advanced during the year, in respect of the Company's share of Fund 2 investments and management fees, was €1.0 million (2010: €2.6 million). The amount repaid by Fund 2 to the Company during the year was €2.9 million (2010: €3.8 million). In addition, on the dissolution of Fund 2, the Company's share of the net assets of the Fund, with a total value of €25.3 million, was distributed by Fund 2 to the Company.

Fund 1

On the dissolution of Fund 1, the Company's share of the net assets of the Fund with a total value of €1.2 million was distributed by Fund 1 to the Company.

Trinity Venture Capital Limited ("TVCL")

The transactions between the Company and TVCL during the year are summarised below.

	2011 €'000	2010 €'000
Net amounts advanced to the Company by TVCL	**3,194**	1,766
Payroll, administration and occupancy costs payable by the Company	**350**	439
Management charge payable by the Company	**85**	88
Management charge payable by TVCL to the Company	**(70)**	(69)

Details of the amounts owed to subsidiaries at the end of the year are contained in note 8.

Key management personnel

The Group's key management personnel comprise the executive and non-executive members of the Company's Board of Directors, who manage the business and affairs of the Group.

Remuneration

The remuneration of key management personnel during the year was:

	2011 €'000	2010 €'000
Basic salaries, fees, bonuses and benefits-in-kind [1]	**1,077**	770
Pension costs	**8**	14
Share-based payments (note 18)	**92**	386
Total	**1,177**	1,170

(1) Includes €354,000 (2010: €241,000) relating to management fees payable to BHR Limited in respect of the services of TVC's Executive Chairman (see below).

Co-investment

Certain key management personnel have co-invested in certain investee companies alongside the Group. These co-investments are made on terms which are in all material respects the same as the terms on which the Group invests.

NOTES TO THE FINANCIAL STATEMENTS

27 RELATED PARTIES *(continued)*

The co-investments made by key management personnel and related parties are detailed below.

	2011 €'000	2010 €'000
Co-investment during the year	-	14

The amount owed to key management personnel at the end of the year in respect of realised co-investments was €nil (2010: €nil).

BHR Limited

BHR Limited is a company controlled by TVC's Executive Chairman, Shane Reihill, and is considered a related party.

Certain management personnel of the Group were employees of BHR Limited during the year. Management fees payable by the Group to BHR Limited in respect of the provision of their services amounted to €407,000, excluding VAT, (2010: €308,000).

BHR Limited paid occupancy costs amounting to €60,000, excluding VAT, during the year (2010: €67,000) in respect of its use of offices and shared use of general facilities at the Group's offices at Clonskeagh, Dublin 14, Ireland.

The amount owed by BHR Limited at the end of the year was €19,000 (2010: €27,000).

Other

Consilient Health Limited is a company in which TVC's Executive Chairman, Shane Reihill, holds a significant indirect shareholding and is considered a related party. Consilient Health Limited paid occupancy costs in respect of its use of offices and shared use of general facilities at the Group's offices at Clonskeagh, Dublin 14, Ireland. These costs amounted to €36,000, excluding VAT, during the year (2010: €34,000). The amount owed by Consilient Health Limited at the end of the year was €23,000 (2010: €15,000).

During the year, the Group paid an amount of €35,000, excluding VAT, to Arthur Cox, Solicitors, in respect of professional services provided to the Group (2010: €55,000). Pádraig Ó Ríordáin, a non-executive director of TVC, is also Managing Partner of Arthur Cox, which is considered a related party. There was no amount owed to Arthur Cox at 31 March 2011 (2010: €nil).

Related party transactions during the year were made on terms equivalent to those that prevail in arms length transactions.

28 DATE OF APPROVAL

These financial statements were approved by the Board of Directors on 16 May 2011.

DIRECTORS AND OTHER INFORMATION

Directors
Shane Reihill *(Executive Chairman)*
John Tracey *(Chief Executive Officer)*
Rory Quirke
John B McGuckian
Gavin O'Reilly
Pádraig Ó Ríordáin

Company Secretary
John Fagan

Registered office
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Clonskeagh
Dublin 14
Ireland

Nominated adviser, ESM adviser and broker
Davy
49 Dawson Street
Dublin 2
Ireland

Registrars
Capita Registrars (Ireland) Limited
Unit 5, Manor Street Business Park
Dublin 7
Ireland

Banker
AIB Bank
7/12 Dame Street
Dublin 2
Ireland

Solicitor
Arthur Cox
Earlsfort Centre
Earlsfort Terrace
Dublin 2
Ireland

Auditor
KPMG
Chartered Accountants
1 Stokes Place
St. Stephen's Green
Dublin 2
Ireland

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of TVC Holdings plc will be held at The Merrion Hotel, Upper Merrion Street, Dublin 2, Ireland on 7 July 2011 at 11:30am for the following purposes:

1. To receive and consider the financial statements for the year ended 31 March 2011 and the reports of the Directors and Auditor thereon.

2. By separate resolutions to re-elect as directors the following who retire in accordance with the Articles of Association and, being eligible, offer themselves for re-election:

   (A) Gavin O'Reilly

   (B) Shane Reihill

3. To authorise the Directors to fix the remuneration of the Auditor for the year ending 31 March 2012.

As special business to consider and, if thought fit, pass the following resolutions:

AS AN ORDINARY RESOLUTION:

4. "That for the purpose of Section 20 of the Companies (Amendment) Act 1983, the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 20 of the Companies (Amendment) Act 1983) up to a maximum aggregate nominal amount which is equal to one-third of the total issued share capital of the Company as at 7 July 2011 and issue any shares purchased by the Company pursuant to the provisions of Part XI of the 1990 Act and held as treasury shares and to issue any shares pursuant to the exercise of options referred to in Article 8(c)(iii) and this authority shall expire on close of business on 6 July 2016 unless previously renewed, varied or revoked by the Company in general meeting."

AS SPECIAL RESOLUTIONS:

5. "That the Directors are hereby empowered pursuant to Section 24(1) of the Companies (Amendment) Act, 1983, to allot equity securities (as defined by Section 23 of that Act) for cash pursuant to the authority conferred by the ordinary resolution of the Company passed as Resolution 4 at this meeting (as set out in the notice of this meeting) as if sub-section (1) of the said Section 23 did not apply to any such allotment, provided that, in the case of any allotment (other than an allotment arising from the exercise of share options granted pursuant to the authority set out in Article 8(c)(iii) or pursuant to the authority in Resolution 4 to issue shares pursuant to the options referred to in Article 8(c)(iii) after the expiry date referred to in Article 8(c)(iii) to which Section 23 shall not apply) this power shall be limited to:

   (i) the allotment of equity securities in connection with any rights issue in favour of ordinary shareholders (other than those holders with registered addresses outside the State to whom an offer would, in the opinion of the Directors, be impractical or unlawful in any jurisdiction) and/or any persons having a right to subscribe for or convert securities into ordinary shares in the capital of the Company (including without limitation any holders of options under any of the Company's share option schemes for the time being) where the equity securities respectively attributable to the interests of such ordinary shareholders or such persons are proportionate (as nearly as may be) to the respective number of ordinary shares held by them or for which they are entitled to subscribe or convert into subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with any regulatory requirements, legal or practical problems in respect of overseas shareholders, fractional entitlements or otherwise; and

   (ii) the allotment of equity securities (other than pursuant to any such issue as referred to in paragraph (i) above) up to a maximum aggregate nominal amount equal to 10% of the issued share capital of the Company as at the close of business on 7 July 2011;

   and such power (unless otherwise provided in the resolution of the Directors) shall continue for as long as the Directors are authorised to allot relevant securities in accordance with Section 20 of the Companies (Amendment) Act, 1983."

6 (A). "That the Company and/or any subsidiary (as defined by Section 155 of the Companies Act, 1963) of the Company is hereby generally authorised to make market purchases (as defined by Section 212 of the Companies Act, 1990) of shares of any class in the Company ("**shares**") on such terms and conditions and in such manner as the Directors may determine from time to time but subject to the provisions of the Companies Act, 1990 and to the following restrictions and provisions:

   (a) The maximum number of ordinary shares (as defined in the Articles of Association of the Company) authorised to be acquired pursuant to this resolution shall not exceed 20,222,515 ordinary shares of €0.01 each (representing twenty (20) per cent. of the issued share capital);

   (b) The minimum price which may be paid for any share shall be an amount equal to the nominal value thereof;

   (c) The maximum price which may be paid for any share (a "**relevant share**") shall be an amount equal to 105% of the average of the five amounts resulting from determining whichever of the following (i), (ii) or (iii) specified below in relation to the shares of the same class as the relevant share shall be appropriate for each of the five business days immediately preceding the day on which the relevant share is purchased, as determined from the information published in the Irish Stock Exchange Daily Official List reporting the business done on each of those five business days:

(i) if there shall be more than one dealing reported for the day, the average of the prices at which such dealings took place; or

(ii) if there shall be only one dealing reported for the day, the price at which such dealing took place; or

(iii) if there shall not be any dealing reported for the day, the average of the high and low market guide prices for that day;

and if there shall be only a high (but not a low) or a low (but not a high) market guide price reported, or if there shall not be any market guide price reported, for any particular day then that day shall not count as one of the said five business days for the purposes of determining the maximum price. If the means of providing the foregoing information as to dealings and prices by reference to which the maximum price is to be determined is altered or is replaced by some other means, then a maximum price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on the Irish Stock Exchange or its equivalent;

(d) The authority hereby granted shall expire at the close of business on the date of the next AGM of the Company or 7 October 2012, whichever is the earlier, unless previously varied, revoked or renewed by special resolution in accordance with the provisions of Section 215 of the Companies Act, 1990. The Company or any such subsidiary may, before such expiry, enter into a contract for the purchase of shares which would or might be executed wholly or partly after such expiry and may complete any such contract as if the authority conferred hereby had not expired."

6 (B). "That, subject to the passing of Resolution 6(A), for the purposes of Section 209 of the Companies Act, 1990, the reissue price range at which any treasury shares (as defined by the said Section 209) for the time being held by the Company may be reissued off-market shall be as follows:

(a) The maximum price at which a treasury share may be reissued off-market shall be an amount equal to 120 per cent. of the "appropriate price"; and

(b) The minimum price at which a treasury share may be re-issued off-market shall be the nominal value of the share where such a share is required to satisfy an obligation under an employee share scheme (as defined in the Listing Rules of The Irish Stock Exchange Limited) operated by the Company or, in all other cases, an amount equal to 95 per cent. of the appropriate price.

For the purposes of this resolution the expression "**appropriate price**" shall mean the average of the five amounts resulting from determining whichever of the following (i), (ii) or (iii) specified below in relation to shares of the class of which such treasury share is to be reissued shall be appropriate in respect of each of the five business days immediately preceding the day on which the treasury share is reissued, as determined from information published in the Irish Stock Exchange Daily Official List reporting the business done in each of those five business days:

(i) if there shall be more than one dealing reported for the day, the average of the prices at which such dealings took place; or

(ii) if there shall be only one dealing reported for the day, the price at which such dealing took place; or

(iii) if there shall not be any dealing reported for the day, the average of the high or low market guide prices for the day;

and if there shall be only a high (but not a low) or a low (but not a high) market guide price reported, or if there shall not be any market guide price reported, for any particular day then that day shall not count as one of the said five business days for the purposes of determining the appropriate price. If the means of providing the foregoing information as to dealings and prices by reference to which the appropriate price is to be determined is altered or is replaced by some other means, then the appropriate price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on the Irish Stock Exchange or its equivalent.

The authority hereby conferred shall expire at the close of business on the day of the next AGM of the Company or 7 October 2012, whichever is the earlier, unless previously varied or renewed in accordance with the provisions of Section 209 of the Companies Act, 1990."

J Fagan
Company Secretary
Block 2A Richview Office Park, Clonskeagh, Dublin 14, Ireland

16 May 2011

Notes:

1. *Any member entitled to attend and vote at the meeting is entitled to appoint a proxy (who need not be a member of the Company) to attend, speak and vote in his/her place. Completion of a form of proxy will not affect the right of a member to attend, speak and vote at the meeting in person.*

2. *To be valid, forms of proxy duly signed together with the power of attorney or such other authority (if any) under which they are signed (or a certified copy of such power or authority) must be lodged with the Company's registrar, Capita Registrars (Ireland) Limited, Unit 5 Manor Street Business Park, Manor Street, Dublin 7, Ireland by not later than 11:30am on Tuesday, 5 July 2011.*

3. *The Company, pursuant to Regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996 (as amended) (the "CREST Regulations"), specifies that only those shareholders registered in the register of members of the Company as at 6.00pm on Tuesday, 5 July 2011 (or in the case of an adjournment as at 48 hours before the time of the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at the time. Changes to entries in the register after that time will be disregarded in determining the right of any person to attend and/or vote at the meeting.*

4. *CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Meeting and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST Proxy Instruction must be properly authenticated in accordance with CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by Capita Registrars (Ireland) Limited (ID 7RA08) by 11.30am on 5 July 2011. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which Capita Registrars (Ireland) Limited is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. CREST members and, where applicable, their CREST sponsors or voting service providers should note that CRESTCo does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the CREST Regulations.*

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TVC Holdings plc

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