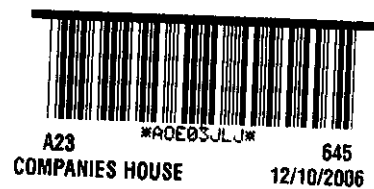


Registered Number 32491

**GUARDIAN HEALTH LIMITED**  
**Financial Statements**  
**for the year ended 31 December 2005**



Registered Office: 5 Old Broad Street, London EC2N 1AD

# GUARDIAN HEALTH LIMITED

## BALANCE SHEET

as at 31 December 2005

	Note	2005 £'000	2004 £'000
<b>Current assets</b>			
Amounts due from parent undertaking		<u>22,577</u>	<u>22,577</u>
<b>Capital and reserves</b>			
Called-up share capital	2	18,000	18,000
Profit and loss account	3	4,577	4,577
<b>Equity shareholders' funds</b>	3	<u>22,577</u>	<u>22,577</u>

The financial statements on pages 1 to 3 were approved by the directors and signed on 9 October 2006.

For the year ended 31 December 2005 the Company was entitled to the exemption under section 249AA(1) of the Companies Act 1985.

Members have not required the Company to obtain an audit in accordance with section 249(B)(2) of the Companies Act 1985.

The directors acknowledge their responsibility for:

- (i) ensuring the Company keeps accounting records which comply with section 221; and
- (ii) preparing accounts which give a true and fair view of the state of affairs of the Company as at the end of the financial year, and of its profit or loss for the financial year, in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the Company.

  
J. P. Small

Director

9 October 2006

# GUARDIAN HEALTH LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

### STATEMENT OF ACCOUNTING POLICY

The principal accounting policies are set out below.

#### I Basis of accounting

The financial statements have been prepared under the historical cost convention, and in accordance with applicable UK accounting standards. Financial Reporting Standard 21 (Events after balance sheet date) and the presentational requirements of Financial Reporting Standard 25 (Financial Instruments: Disclosure and Presentation) have been adopted with no impact on the current or prior year.

### NOTES TO THE FINANCIAL STATEMENTS

#### 1 DIRECTORS' EMOLUMENTS

The directors are employed and paid by companies in the AXA group and their directorships are held as part of that employment. No director has received any emoluments or other benefits from the Company or from any other company in the AXA group in respect of services to the Company.

#### 2 CALLED-UP SHARE CAPITAL

	2005		2004	
	Authorised £'000	Paid-up £'000	Authorised £'000	Paid-up £'000
<b>Authorised:</b>				
4,000,000 (2004: 4,000,000)				
Ordinary shares of £5 each	20,000	-	20,000	-
<b>Issued:</b>				
3,600,000 (2004: 3,600,000)				
Ordinary shares of £5 each	-	18,000	-	18,000
	<u>20,000</u>	<u>18,000</u>	<u>20,000</u>	<u>18,000</u>

## GUARDIAN HEALTH LIMITED

### NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

#### 3 SHAREHOLDERS' FUNDS

	<b>Called-up share capital £'000</b>	<b>Profit and loss account £'000</b>	<b>Total £'000</b>
At 1 January and 31 December 2005	<u>18,000</u>	<u>4,577</u>	<u>22,577</u>

#### 4 CASH FLOW STATEMENT

Under Financial Reporting Standard 1 (Cash Flow Statements (revised 1996)), the Company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a subsidiary undertaking of a parent undertaking which produces a consolidated cash flow statement. The cash flow of the Company is consolidated in the AXA group financial statements, which can be obtained from 23, avenue Matignon, 75008 Paris, France.

#### 5 RELATED PARTIES

As the Company is a wholly-owned subsidiary, it has taken advantage of the exemption granted under Financial Reporting Standard 8 (Related Party Disclosures) whereby subsidiary undertakings do not have to disclose transactions with group companies qualifying as related parties provided that consolidated financial statements are publicly available.

#### 6 ULTIMATE HOLDING COMPANY

In the opinion of the directors, the Company's ultimate parent and controlling company is AXA, a company incorporated in France. The parent undertaking of the largest group which includes the Company and for which group financial statements are prepared is AXA. Copies of the AXA group financial statements can be obtained from 23, avenue Matignon, 75008 Paris, France.

The parent undertaking of the smallest group which includes the Company and for which group financial statements are prepared is Guardian Royal Exchange plc, a company registered in England. Copies of the group financial statements of Guardian Royal Exchange group financial statements can be obtained from 5 Old Broad Street, London EC2N 1AD.