Company Registration No. 2263092 (England and Wales)

ELECTORAL REFORM SERVICES LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2005



COMPANY INFORMATION

Directors

David Martin-Jenkins - Chairman

Owen Thomas - Chief Executive

Jennifer Bradley

Michael Burdett (Appointed 1 March 2006)

Philip Burkill

Christopher Graham

Simon Hearn Russell Lord Sian Roberts Michael Stone

Jonathan Wadsworth

Secretary

Jennifer Bradley

Company number

2263092

Registered office

The Election Centre

33 Clarendon Road

London N8 0NW

Auditors

Citroen Wells

Devonshire House
1 Devonshire Street

London W1W 5DR

Bankers

Coutts & Co

440 The Strand

London WC2R 0QS

Bank of Scotland

1st Floor, West End Business Centre

St. James Gate

14 - 16 Cockspur Street

London SW1Y 5BL

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DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2005

The directors present their report and financial statements for the year ended 31 December 2005.

Principal activities and review of the business

The principal activities of the company during the year were the provision of ballot, election administration and market research services.

The results for the year and the financial position at the year end were considered satisfactory.

Results and dividends

The results for the year are set out on page 5.

The directors recommend payment of an ordinary dividend amounting to £922,594.

Market value of land and buildings

In the opinion of the directors the market value of land and buildings exceeds the current net book value.

Directors

The following directors have held office since 1 January 2005:

David Martin-Jenkins - Chairman

Owen Thomas - Chief Executive

Jennifer Bradley

Philip Burkill

Christopher Graham

Simon Hearn

Russell Lord

Sian Roberts

Michael Stone

Jonathan Wadsworth

Directors' interests

None of the directors had any interest in the shares of the company, or any other company in the group, during the year.

Charitable donations	2005 £	2004 £
During the year the company made the following payments: Charitable donations	200,000	185,000

Auditors

Citroen Wells were appointed auditors to the company during the year and in accordance with section 385 of the Companies Act 1985, a resolution proposing that they be re-appointed will be put to the Annual General Meeting.

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2005

Directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those 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 company will continue in business.

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

Statement of disclosure to auditors

(a) so far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware, and

(b) they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

By order of the board

Jennifer Bradley

Secretary

22mg Harel 2006

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF ELECTORAL REFORM SERVICES LIMITED

We have audited the financial statements of Electoral Reform Services Limited for the year ended 31 December 2005 set out on pages 5 to 17. These financial statements have been prepared in accordance with the accounting policies set out therein.

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

Respective responsibilities of the directors and auditors

As described in the Statement of Directors' Responsibilities on page 2 the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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

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

Basis of audit opinion

We conducted our audit in accordance with 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 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.

INDEPENDENT AUDITORS' REPORT (CONTINUED) TO THE SHAREHOLDERS OF ELECTORAL REFORM SERVICES LIMITED

Opinion

In our opinion the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2005 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Citroen Wells

22 March 2006

Chartered Accountants
Registered Auditor

Devonshire House 1 Devonshire Street London W1W 5DR

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2005

	Notes	2005 £	2004 £
Turnover	2	16,296,006	14,814,237
Cost of sales		(8,781,595)	(7,714,103)
Gross profit		7,514,411	7,100,134
Administrative expenses		(4,877,321)	(4,746,704)
Other operating income		48,565	98,370
Operating profit	3	2,685,655	2,451,800
Other interest receivable and similar	4	237,608	156,629
income Interest payable and similar charges	5	(4,003)	(454)
Profit on ordinary activities before taxation		2,919,260	2,607,975
Tax on profit on ordinary activities	6	(874,071)	(730,742)
Profit on ordinary activities after taxation		2,045,189	1,877,233
Dividends	7	(922,594)	(846,116)
Retained profit for the year	15	1,122,595	1,031,117

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

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

BALANCE SHEET AS AT 31 DECEMBER 2005

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		20	005	20	004
	Notes	£	£	£	£
Fixed assets					
Tangible assets	8		1,645,857		1,667,836
Investments	9		6		6
			1,645,863		1,667,842
Current assets					
Stocks	10	30,313		13,493	
Debtors	11	2,400,830		1,913,118	
Cash at bank and in hand		5,986,410		4,754,158	
		8,417,553		6,680,769	
Creditors: amounts falling due within one year	12	(3,697,242)		(3,105,032)	
Net current assets			4,720,311		3,575,737
Total assets less current liabilities			6,366,174		5,243,579
Capital and reserves					
Called up share capital	14		9		9
Profit and loss account	15		6,366,165		5,243,570
Shareholders' funds - equity interests	16		6,366,174		5,243,579
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The financial statements were approved by the Board on 22 co 6

David Martin-Jenkins

Director

Owen Thomas Director

Jennifer Bradley

Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2005

	£	2005 £	£	2004 £
Net cash inflow from operating activities		2,754,675		3,588,899
Returns on investments and servicing of finance				
Interest received	218,970		156,629	
Interest paid	(4,003)		(454)	
Net cash inflow for returns on investments and servicing of finance		214,967		156,175
Taxation		(727,720)		(905,228)
Capital expenditure				
Payments to acquire tangible assets	(186,054)		(443,504)	
Receipts from sales of tangible assets	22,500		2,171	
Net cash outflow for capital expenditure		(163,554)		(441,333)
Equity dividends paid		(846,116)		(721,759)
Net cash inflow before management of liquid resources and financing		1,232,252		1,676,754
Management of liquid resources Bank deposits	(1,513,000)		(3,200,000)	
	····	(1,513,000)		(3,200,000)
Decrease in cash in the year (excluding bank deposits)		(280,748)		(1,523,246)

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2005

1	Reconciliation of operating profit to net of activities	2005	2004		
				£	£
	Operating profit			2,685,655	2,451,800
	Operating profit Depreciation of tangible assets			185,264	270,821
	Amortisation of intangible assets			-	21,233
	Loss/(profit) on disposal of tangible assets			269	(1,759)
	(Increase)/decrease in stocks			(16,820)	250,729
	(Increase)/decrease in debtors			(469,074)	908,289
	Increase/(decrease) in creditors within one	year		369,381	(312,214)
	Net cash inflow from operating activities	3		2,754,675	3,588,899
2	Analysis of net funds	1 January 2005	Cash flow	Other non- cash changes	31 December 2005
		£	£	£	£
	Net cash:				
	Cash at bank and in hand	1,554,158	(280,748)	-	1,273,410
	Liquid resources:				
	Bank deposits	3,200,000	1,513,000		4,713,000
			4 222 252		5,986,410
	Net funds	4,754,156	1,232,252	-	=====
3	Reconciliation of net cash flow to mover	ment in net funds		2005	2004
				£	£
	Decrease in cash in the year			(280,748)	(1,523,246)
	Cash outflow from increase in liquid resource	ces		1,513,000 ————	3,200,000
	Movement in net funds in the year			1,232,252	1,676,754
	Opening net funds			4,754,158 	3,077,404
	Closing net funds			5,986,410	4,754,158

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2005

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention and in accordance with United Kingdom Accounting Standards.

In preparing the financial statements for the current year, the company has adopted UITF Abstract 40 'Revenue Recognition and Service Contracts'. Consequently, these financial statements have been prepared using revised accounting policies for revenue recognition. The effects of these changes in accounting policy are set out in note 10.

1.2 Turnover and open contracts

Turnover represents amounts due under contracts for goods and services and is recognised as earned when, and to the extent that, the company obtains the right to consideration in exchange for its performance under these contracts. It is derived entirely from the company's principal activity and is stated exclusive of VAT.

Revenue is recognised as contract activity progresses so that for incomplete contracts it reflects the partial performance of the contractual obligations. For such contracts the amount of revenue reflects the accrual of the right to consideration by reference to the value of work performed. Revenue not billed to customers is included in debtors and amounts received on account in excess of the relevant amount of revenue are included in creditors.

1.3 Tangible fixed assets and depreciation

Tangible fixed assets other than freehold land and buildings are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Property improvements

10% on cost

Plant and equipment

10% to 33.33% on cost

Computer equipment

33.33% on cost

Fixtures and fittings

10% on cost

No depreciation is provided on the company's freehold building. Given the length of life of the building and that it is maintained to a high standard, it is the opinion of the directors that the residual value would be sufficiently high to make any depreciation charge immaterial.

1.4 Leasing

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

1.5 Investments

Fixed asset investments are stated at cost less provision for diminution in value.

1.6 Stocks

Stocks are valued at the lower of cost and net realisable value.

1.7 Pensions

The company operates a defined contribution scheme for the benefit of one employee. Contributions payable are charged to the profit and loss account in the year they are payable.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2005

1 Accounting policies

(continued)

1.8 Deferred taxation

Deferred taxation is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance had not been discounted.

1.9 Group accounts

The financial statements present information about the company as an individual undertaking and not about its group. The company and its subsidiary undertakings comprise a medium-sized group. The company has therefore taken advantage of the exemptions provided by section 248 of the Companies Act 1985 not to prepare group accounts.

2 Turnover

	Geographical market	Turnover		
		2005	2004	
		£	£	
	United Kingdom	16,296,006	14,814,237	
3	Operating profit	2005	2004 £	
		£	L	
	Operating profit is stated after charging:	_	21,233	
	Amortisation of intangible assets Depreciation of tangible assets	185,264	270,821	
	Loss on disposal of tangible assets	269	, -	
	Operating lease rentals			
	- Plant and machinery	8,722	27,409	
	Auditors' remuneration	7,700	9,700	
	and after crediting:		(4.750)	
	Profit on disposal of tangible assets	-	(1,759) ======	
4	Investment income	2005	2004	
•		£	£	
	Bank interest	237,608	156,629	
5	Interest payable	2005	2004	
	· ·	£	£	
	Other interest	4,003	454	
	Outo, and out			

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2005

6	Taxation	2005 £	2004 £
	Domestic current year tax		
	U.K. corporation tax	874,071	730,720
	Adjustment for prior years		22
	Current tax charge	874,071	730,742
			
	Factors affecting the tax charge for the year		
	Profit on ordinary activities before taxation	2,919,260	2,607,975 ————
	Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 30.00% (2004: 30.00%)	875,778	782,393
	Effects of:	0.400	0.454
	Non deductible expenses	2,433	2,154
	Depreciation add back	55,579	81,246
	Capital allowances	(59,800)	(72,315) 22
	Adjustments to previous periods	-	(528)
	Chargeable disposals	81	(62,230)
	Land remediation relief		
		(1,707)	(51,651)
	Current tax charge	874,071	730,742
			=======================================
7	Dividends	2005	2004
		£	£
	Proposed dividend on ordinary 'A' shares	922,594	846,116

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2005

8	Tangible fixed assets	Freehold property	Property improve- ments	Plant and equipment	Total
		£	£	£	£
	Cost At 1 January 2005 Additions Disposals	1,280,456 11,172	250,505 - -	2,081,542 174,882 (91,654)	3,612,503 186,054 (91,654)
•	At 31 December 2005	1,291,628	250,505	2,164,770	3,706,903
	Depreciation At 1 January 2005 On disposals Charge for the year	- - -	215,142 - 13,088	1,729,525 (68,885) 172,176	1,944,667 (68,885) 185,264
	At 31 December 2005	-	228,230	1,832,816	2,061,046
	Net book value At 31 December 2005	1,291,628	22,275	331,954	1,645,857
	At 31 December 2004	1,280,456	35,363	352,017	1,667,836

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2005

9 Fixed asset investments

	Shares in subsidiary undertakings £
Cost At 1 January 2005 & at 31 December 2005	6
Net book value At 31 December 2005	6
At 31 December 2004	6

Holdings of more than 20%

The company holds more than 20% of the share capital of the following companies:

Company	Country of registration or	Shares held	i
Jonipul,	incorporation	Class	%
Subsidiary undertakings			
Electoral Services Limited	England	Ordinary	100.00
Electoral Reform (Market Research) Limited	England	Ordinary	100.00
The Election Centre Limited	England	Ordinary	100.00

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial year were as follows:

		Capital and reserves 2005	Profit for the year 2005
	Principal activity	£	£
Electoral Services Limited Electoral Reform (Market Research) Limited	Dormant	-	-
	Dormant	-	-
The Election Centre Limited	Dormant	-	-
			<u></u>

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2005

10	Stocks	2005 £	2004 £
	Raw materials and consumables	30,313	13,493
	Following the introduction of UITF Abstract 40, 'Revenue Recognic accrued as earned under contracts which were open as at 31 debtors at the net sales value of work done at the year end date. led to an increase in gross profit of £180,000 and an increase in been accounted for in the year ended 31 December 2005. The been restated as the amounts involved are not considered to be not considered to be not considered.	December 2005 have bee This change in method of profit before tax of £143,0 comparative figures for 20	n included in valuation has 00 which has
11	Debtors	2005 £	2004 £
	Trade debtors Amounts due under open contracts Other debtors Prepayments and accrued income	1,675,626 669,566 2,326 53,312	1,451,297 401,537 2,276 58,008
		2,400,830	1,913,118 =====
12	Creditors: amounts falling due within one year	2005 £	2004 £
	Payments received on account Corporation tax Other taxes and social security costs Accruals and deferred income Proposed dividend	90,793 504,071 573,870 1,605,914 922,594 	88,199 357,720 535,070 1,277,927 846,116 3,105,032
13	Pension costs		
	Defined contribution		
		2005 £	2004 £
	Contributions payable by the company for the year	1,990	1,930

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2005

14	Share capital	2005	2004
• •		£	£
	Authorised		
	5 'A' Ordinary shares of £1 each	5	5
	4 'B' Ordinary shares of £1 each	4	4
	91 Ordinary shares of £1 each	91	91
		100	100
			
	Allotted, called up and fully paid		
	5 'A' Ordinary shares of £1 each	5	5
	4 'B' Ordinary shares of £1 each	4	4
			
		9	9
			======

The company's share capital is divided into 5 'A' Ordinary shares and 4 'B' Ordinary shares. Only the 'A' Ordinary shares are entitled to dividends and to any proceeds on the winding up of the Company. The shares have equal voting rights and rank pari passu in all other respects.

15 Statement of movements on profit and loss account

13			Profit and loss account £
	Balance at 1 January 2005		5,243,570
	Retained profit for the year		1,122,595
	Balance at 31 December 2005		6,366,165
16	Reconciliation of movements in shareholders' funds	2005 £	2004 £
	Profit for the financial year	2,045,189	1,877,233
	Profit for the financial year Dividends	2,045,189 (922,594)	1,877,233 (846,116)
	•		
	Dividends	(922,594)	(846,116)
	Dividends Net addition to shareholders' funds	(922,594) 	1,031,11

17 Contingent liabilities

The company has guaranteed facilities, which stood at £250,000 at the year end, provided to Electoral Reform International Services Limited, which is a subsidiary of the parent company, Electoral Reform Society Limited.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2005

18 Financial commitments

At 31 December 2005 the company was committed to making the following payments under non-cancellable operating leases in the year to 31 December 2006:

		Other 2005 £	2004 £
	Operating leases which expire: Within one year Between two and five years	1,406 3,441	1,560 6,252
	,	4,847	7,812
19	Capital commitments	2005 £	2004 £
	At 31 December 2005 the company had capital commitments as follows:		
	Contracted for but not provided in the financial statements	-	21,704
20	Directors' emoluments	2005 £	2004 £
	Emoluments for qualifying services	911,240	832,145
	Emoluments disclosed above include the following amount paid to the highest paid director:		
	Emoluments for qualifying services (inclusive of performance related bonuses)	222,635	203,143

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2005

21 Employees

Number of employees

The average monthly number of employees (including directors) during the vear was:

year was.	2005 Number	2004 Number
Production	27	24
General administration and management	37	42
Ballot administration and counting	39	42
Market research	7	10
Markot roosal or		
	110	118
	=	====
Employment costs	2005	2004
	£	£
Wages and salaries	3,557,918	3,286,557
Social security costs	379,221	328,694
Other pension costs	1,990	1,930
	3,939,129	3,617,181
	=======================================	=====

22 Control

The company is under the control of the Electoral Reform Society Limited ('ERS'), a company limited by guarantee and registered in England. ERS owns 56% of the company's issued share capital, comprising the 'A' ordinary shares in the company.

The 'B' shares are owned by the Trustees of The Staff Representative Association of Electoral Reform Services Limited.