

# **SHARELINK NOMINEES LIMITED**

## **REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 December 2001**

**Registered Number: 2325911**



**SHARELINK NOMINEES LIMITED**

**REPORT AND FINANCIAL STATEMENTS**

*For the year ended 31 December 2001*

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## **SHARELINK NOMINEES LIMITED**

### **DIRECTORS' REPORT**

The directors present their report and the audited financial statements for the year ended 31 December 2001.

### **PRINCIPAL ACTIVITY AND BUSINESS REVIEW**

The principal activity of the company is that of a nominee holder of marketable securities on behalf of clients of Charles Schwab Europe. As the company has not traded during the year, no profit and loss account has been prepared. The company is not expecting to change in the near future.

### **DIRECTORS**

During the year under review and to the date of signing, members of the board of directors have been as follows:

M W Lambert (Resigned 16 August 2001)  
J H Preece (Resigned 13 July 2001)  
R S Dusté (American - Resigned 16 August 2001)  
J R Martinetto (American)  
T Whittaker  
C Walling (American - Appointed 16 August 2001)

### **DIRECTORS' INTERESTS**

No director had a beneficial interest in the share capital of the company during the year ended 31 December 2001.

There are no directors' interests requiring disclosure under the Companies Act 1985.

### **DIRECTORS' RESPONSIBILITIES**

United Kingdom 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;
- \* state whether applicable accounting standards have been followed;
- \* make judgements and estimates that are reasonable and prudent; and
- \* prepare the financial statements on a going concern basis unless it is appropriate 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 to enable them to ensure that the accounts comply with the Companies Act 1985. They are also responsible for the system of internal control, safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### **ELECTIVE RESOLUTIONS**

In accordance with Section 379A of the Companies Act 1985, the company, at an Extraordinary General Meeting held on 21 June 1993, passed elective resolutions to dispense with the requirements to lay financial statements and reports before General Meeting and to hold Annual General Meetings.

**SHARELINK NOMINEES LIMITED**

**DIRECTORS' REPORT (continued)**

**AUDITORS**

Pursuant to Section 386 of the Companies Act 1985, the company passed an elective resolution on 16 December 1997 to dispense with the obligation to appoint auditors annually.

**APPROVED BY THE BOARD OF DIRECTORS  
AND SIGNED ON BEHALF OF THE BOARD**



C Walling  
Director  
Milton Keynes

Date ..... 28 March 2002

## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SHARELINK NOMINEES LIMITED**

We have audited the financial statements of Sharelink Nominees Limited for the year ended 31 December 2001 which comprise the balance sheet and the related notes 1 to 4. These financial statements have been prepared under the accounting policies set out therein.

### **RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS**

As described in the statement of directors' responsibilities, the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and auditing standards.

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 if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, 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 for the above year and consider the implications for our report if we become aware of any apparent misstatements.

### **BASIS OF AUDIT OPINION**

We conducted our audit in accordance with United Kingdom auditing standards 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.

### **OPINION**

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 December 2001 and of its result for the year then ended, and have been properly prepared in accordance with the Companies Act 1985.

*Deloitte & Touche*

#### **DELOITTE & TOUCHE**

Chartered Accountants and Registered Auditors  
Stonecutter Court  
1 Stonecutter Street  
LONDON EC4A 4TR

Date: *28 March 2002*

**SHARELINK NOMINEES LIMITED**

**BALANCE SHEET**

**At 31 December 2001**

	Note	2001 £	2000 £
CURRENT ASSETS			
Amount owed by parent undertaking - CSE		2	2
<b>NET ASSETS</b>		<u><u>2</u></u>	<u><u>2</u></u>
 CAPITAL AND RESERVES			
Called up share capital	3	2	2
<b>EQUITY SHAREHOLDERS' FUNDS</b>		<u><u>2</u></u>	<u><u>2</u></u>

The financial statements on pages 5 and 6 were approved and signed on 22 March 2002



T Whittaker  
Director

## SHARELINK NOMINEES LIMITED

### NOTES TO THE FINANCIAL STATEMENTS

*For the year ended 31 December 2001*

#### 1 ACCOUNTING POLICIES

The financial statements have been prepared in accordance with applicable accounting standards in the United Kingdom. A summary of the main accounting policies, which have been applied consistently, is set out below:

##### ***Basis of Accounting***

The financial statements have been prepared on the historical cost basis of accounting.

##### ***Trading***

The company has not traded during the year or the previous period. The expenses of the company, including audit fees, have been borne by Charles Schwab Europe, the immediate parent company.

##### ***Related Party Transactions***

Transactions with entities that are part of the Charles Schwab Corporation are exempt from disclosure under FRS 8, as this information is included in the consolidated financial statements of Charles Schwab Holdings (UK), the UK parent company. Relevant information on the company's controlling party is included in note 4.

#### 2 STAFF COSTS

There were no employees of the company during the year ended 31 December 2001 and the year ended 31 December 2000.

The directors received no emoluments in respect of their services during the year.

#### 3 SHARE CAPITAL

	2001	2000
	£	£
Authorised:		
Ordinary shares of £1 each	<u>100</u>	<u>100</u>
Allotted, called up, and fully paid:		
Ordinary shares of £1 each	<u>2</u>	<u>2</u>

#### 4 PARENT UNDERTAKING AND CONTROLLING PARTY

The parent undertaking of the smallest group of which the company is a member and for which group financial statements are prepared is Charles Schwab Europe. The principal place of business of Charles Schwab Europe is Cannon House, 24 The Priory Queensway, Birmingham, B4 6BS. Group financial statements are available from Companies House at Crown Way, Maindy, Cardiff, CF4 3UZ.

The ultimate parent undertaking and controlling party is The Charles Schwab Corporation, a company incorporated in the United States of America. Group financial statements are available from the Charles Schwab Corporation, 101 Montgomery Street, San Francisco, CA 94101, United States of America.