

Registered number: 3015818

Computershare Limited

Annual report and financial statements
for the year ended 30 June 2005



Computershare Limited

Annual report and financial statements for the year ended 30 June 2005

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Computershare Limited

Directors' report for the year ended 30 June 2005

The Directors present their annual report on the affairs of the company, together with the financial statements and auditors report, for the year ended 30 June 2005.

Principal activities

From 1 July 2004 the principal activities of the company is to hold all of the investments for the EMEA region, and record costs and revenue in relation to its investment in NRC Russia. Prior to 1 July 2004, the principal activities of Computershare Limited also included centralising all UK property and support functions. All property and other costs will now be processed through Computershare Investor Services plc (CIS), following the transfer of trade and assets to CIS.

Business review

The company did not trade in the year following the transfer of trade and assets to Computershare Investor Services plc on 1 July 2004.

Future developments

The directors do not intend for the company to trade within the foreseeable future.

The directors have taken advantage under Section 229 (3)(b) of the Companies Act 1985 not to prepare consolidated accounts for the company and its subsidiary undertakings, on the basis that the information necessary to do so cannot be obtained without disproportionate expense or undue delay.

Results and dividends

The accounts for the year ended 30 June 2005 are set out on pages 5 to 22. The company's profit for the year, after taxation, was £182,000 (2004: £97,735,000).

During the year no dividends were paid (2004: £nil).

Directors

The directors who served during the year are listed below:

D Corney (resigned 31 January 2006)

R Chapman (resigned 5th October 2005)

L Botha

C J Morris (appointed 8th November 2005)

W S Crosby (appointed 8th November 2005)

The directors have had no interests in the shares of the company or the ultimate parent company, Computershare Limited (Australia), during the year.

Computershare Limited

Directors' report for the year ended 30 June 2005 (continued)

Statement of directors' responsibilities

The following statement sets out the responsibilities of the directors in relation to the financial statements of the Company.

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 for the period. In preparing those financial statements, the directors are required to:

- ♦ Select suitable accounting policies and then apply them consistently;
- ♦ Make judgements and estimates that are reasonable and prudent;
- ♦ State whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- ♦ Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements 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.

The directors consider that they have pursued the actions necessary to meet their responsibilities as set out in this statement.

Disabled employees

Applications for employment by disabled persons are always fully considered, bearing in mind the aptitudes of the applicant concerned. In the event of members of staff becoming disabled every effort is made to ensure that their employment with the company continues and that appropriate training is arranged. It is the policy of the company that the training, career development and promotion of disabled persons should, as far as possible, be identical with that of other employees.

Employee consultation

The company places considerable value on the involvement of its employees and has continued to keep them informed on matters affecting them as employees and on the various factors affecting the performance of the group. This is achieved through formal and informal meetings. Employee representatives are consulted regularly on a wide range of matters affecting their current and future interests.

Auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their reappointment will be proposed at the Annual General Meeting.

By order of the Board,



L Botha

Director

2 August 2006

Computershare Limited

Independent auditors' report to the members of Computershare Limited

We have audited the financial statements which comprise the profit and loss account, the balance sheet and related notes, which have been prepared under the accounting policies set out in the statement of accounting policies.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and accounting standards are set out in the statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards issued by the Auditing Practices Board. This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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, 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 is not disclosed.

Basis of audit opinion

We conducted our audit in accordance with 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 judgments made by the directors in the preparation of the financial statements and of whether the accounting policies are appropriate to the circumstances of the company, 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.

Computershare Limited

Independent auditors' report to the members of Computershare Limited

Opinion

Qualified opinion arising from non-consolidation of subsidiaries

As stated in note 8 the directors have used the exemption under Section 229(3)(b) of the Companies Act 1985 not to prepare consolidated financial statements for the company and its subsidiary undertakings ("the Group") on the basis that the information necessary to do so cannot be obtained without disproportionate expense or undue delay. Financial Reporting Standard 2 "Accounting for Subsidiary Undertakings" does not permit the use of this exemption to justify excluding from consolidation subsidiary undertakings that were individually or collectively material in the context of the Group during the period for which the financial statements were prepared. In our opinion consolidated financial statements for the Group should have been prepared in accordance with the requirements of Financial Reporting Standard 2.

Except for the omission of consolidated accounts for the Group, in our opinion the financial statements give a true and fair view of the state of the company's affairs at 30 June 2005 and of the profit of the company for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



PricewaterhouseCoopers LLP

Chartered Accountants and Registered Auditors

Bristol

3 August

2006

Computershare Limited

Profit and loss account for the year ended 30 June 2005

	Note	2005 £'000	2004 £'000
Turnover		-	483
Cost of sales		-	-
Gross profit		-	483
Administration expenses		(15)	(4,293)
Operating loss		(15)	(3,810)
Income from shares in group undertakings		-	1,630
Income from participating interests		-	26
Profit on disposal of subsidiary	2	-	95,640
Profit on disposal of tangible assets	2	-	2,328
(Loss)/profit on ordinary activities before interest and tax		(15)	95,814
Interest receivable and similar income	1	189	194
Interest payable and similar charges	1	-	(1,542)
Profit on ordinary activities before taxation	3	174	94,466
Tax on profit on ordinary activities	5	8	3,269
Profit on ordinary activities after taxation		182	97,735
Dividends paid		-	-
Retained profit for the financial year	15	182	97,735

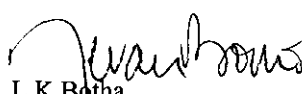
All items dealt with in arriving at operating loss above relate to continuing operations. The accompanying notes are an integral part of this profit and loss account. There is no difference between the profit on ordinary activities before taxation and the retained profit for the year stated above and their historical cost equivalents. There are no recognised gains and losses other than those included in the profit and loss account above.

Computershare Limited

Balance sheet as at 30 June 2005

	Note	2005 £'000	2004 £'000
Fixed assets			
Tangible assets	6	-	2,512
Intangible assets	7	-	2,791
Investments	8	13,978	13,978
		13,978	19,281
Current assets			
Debtors: Amounts falling due within one year	9	17,990	25,873
Amounts falling due after one year	10	162,823	162,823
Cash at bank and in hand		-	82
		180,813	188,778
Creditors: Amounts falling due within one year	11	(34,263)	(47,313)
Net current assets		146,550	141,465
Total assets less current liabilities		160,528	160,746
Provisions for liabilities and charges	12	-	(400)
Net assets		160,528	160,346
Capital and reserves			
Called-up share capital	13	63,071	63,071
Capital reserve	14	532	532
Profit and loss account	14	96,925	96,743
Total shareholders' funds	15	160,528	160,346

The accounts on pages 5 to 22 were approved by the board of directors on *2 August* 2006 and signed on its behalf by:


L K Botha
Director

Computershare Limited

Accounting policies

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and the preceding year.

Basis of accounting

The financial statements have been prepared under the historical cost convention, and in accordance with applicable UK accounting standards.

Turnover

Turnover represents amounts receivable for rental income and services provided in the normal course of business, net of VAT and other sales related taxes.

Tangible fixed assets

Tangible fixed assets are stated at cost net of depreciation and any provision for impairment. Depreciation is provided on all tangible fixed assets other than freehold land, at rates calculated to write off the cost or valuation, less estimated residual value, of each asset on a straight-line basis over its expected useful life, as follows:

Freehold buildings	40 years
Leasehold land and buildings	term of lease
Furniture, vehicles, plant and machinery	5-10 years
Computers and communication equipment	3 years

Residual value is calculated on prices prevailing at the date of acquisition.

Impairments in the value of fixed assets are charged to the profit and loss account.

Investments

Investments are shown at cost, less any provision for impairment.

Goodwill

Goodwill arising on acquisition of subsidiary undertakings and businesses, representing any excess of the fair value of the consideration given over the fair value of the identifiable net assets acquired, is capitalised and amortised on a straight-line basis over the estimated useful life of each acquisition, a period not exceeding 20 years. The fair value of consideration includes fees and similar incremental external costs incurred directly in making the acquisition. Provision is made for any impairment.

Taxation

Provision is made for deferred taxation using the liability method on all material timing differences. Deferred tax assets are recognised where their recovery is more likely than not. Deferred tax assets and liabilities have not been discounted.

Pension costs

The company operated a group personal pension scheme. The plan was a defined contribution scheme. The amount charged to the profit and loss account in respect of pension costs is the contributions payable in the year.

Computershare Limited

Accounting policies (continued)

Foreign currency

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction or, if hedged, at the forward contract rate. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date or, if appropriate, at the forward contract rate.

The gains and losses from conversion of the short term assets and liabilities, whether realised or unrealised, are included in operating profit before tax as they arise.

Leases

Rentals under operating leases are charged on a straight-line basis over the lease term, even if the payments are not made on such a basis. Benefits received and receivable such as an incentive to sign an operating lease are similarly spread on a straight-line basis over the lease term, except where the period to the review date on which the rent is first expected to be adjusted to the prevailing market rate is shorter than the full lease term, in which case the shorter period is used.

Employee Entitlements

Provision has been made in the financial statements for benefits accruing to employees in relation to annual leave. All on-costs, including PAYE and benefits in kind are included in the determination of provisions.

Cash flow statement

A cash flow statement is prepared by the ultimate parent company, Computershare Limited (Australia). As such the company has taken advantage of the exemption within Financial Reporting Standard 1 (Revised) and has not prepared a cash flow statement.

Computershare Limited

Notes to the financial statements for the year ended 30 June 2005

1 Interest receivable and interest payable

Interest receivable and similar income

	2005 £'000	2004 £'000
Interest receivable on intercompany balances	189	194

Interest payable and similar charges

	2005 £'000	2004 £'000
Interest payable on intercompany balances	-	1,542

2 Exceptional Items

Profit on disposal of subsidiary

Year ended 30 June 2004:

On 27 February 2004 the shares in Computershare Investments (UK) (No.2) Limited were sold to ACN 081 035 752 Pty Ltd, a subsidiary of the ultimate parent Computershare Limited (Australia), for £162,823,238. The profit on disposal amounted £95,640,220. The tax effect on this transaction was £nil.

Profit on disposal of tangible assets

Year ended 30 June 2004:

On 4 November 2003 Computershare Limited disposed of The Pavilions, its main premises in Bristol, for £21,141,229, giving rise to a profit on disposal of £2,328,000. The profit is non taxable on the basis that indexation cost and enhancement expenditure exceeds net proceeds.

These premises are now leased back from the landlords on a 10 year fixed term operating lease.

The trade and assets of Computershare Limited, the UK holding company, were transferred to Computershare Investor Services PLC on 1 July 2004. During 2005, the operating lease contracts for land and buildings (previously paid by Computershare Limited) were paid by Computershare Investor Services PLC.

Computershare Limited

3 Operating profit

Operating profit is stated after charging:

	2005 £'000	2004 £'000
Depreciation and amounts written off tangible fixed assets		
- owned	-	556
Operating lease rentals		
- plant and machinery	-	12
- other	-	1,701
Auditors' remuneration		
- audit fees	5	48
- non audit fees	-	7
Amortisation of goodwill	-	207

Computershare Limited

4 Staff costs and directors emoluments

The average monthly number of employees (including executive directors) was:

	2005	2004
	Number	Number
Total employees	-	83

Their aggregate remuneration comprised:

	2005	2004
	£'000	£'000
Wages and salaries	-	3,226
Social security costs	-	375
Other pension costs (see note 17)	-	183
	-	3,784

Directors' remuneration, interests and transactions:

	2005	2004
	£'000	£'000
Directors' aggregate emoluments	439	474
Company contributions to money purchase pension schemes	48	15

2 directors were members of a money purchase pension scheme during the year (2004: 2).

Computershare Limited

4 Staff costs and directors emoluments (continued)

Highest paid director

	2005 £'000	2004 £'000
Aggregate emoluments and benefits	180	261
Company contributions to money purchase pension schemes	23	-

All directors' emoluments were borne by Computershare Investor Service PLC in the year to June 2005.

5 Tax on profit on ordinary activities

a) Analysis of credit in the year

	2005 £'000	2004 £'000
Current tax		
UK corporation tax group relief receivable	-	1,637
Adjustments in respect of previous periods	(60)	91
UK corporation tax on profit for the period	52	-
Total current tax	8	1,728
Deferred tax		
Current year	-	1,541
Total deferred tax	-	1,541
Tax credit on profit on ordinary activities	8	3,269

5 Tax on profit on ordinary activities (continued)

b) Factors affecting tax credit for the year

The rate of current tax credit on profit on ordinary activities varied from the standard rate of corporation tax in the UK due to the following factors:

	2005 £'000	2004 £'000
Profit before taxation	174	94,466
Tax at 30% (2004: 30%)	52	28,340
Adjustment to tax charge in respect of previous periods	(60)	(91)
Income not assessable for tax purposes	-	(29,880)
Expenses not deductible for tax purposes	-	138
Capital allowances in excess of depreciation and other timing differences	-	(235)
Current tax credit	(8)	(1,728)

Computershare Limited

6 Tangible fixed assets

	Leasehold land & buildings £'000	Computer & Communication Equipment £'000	Fixtures, vehicles, plant and machinery £'000	Total £'000
Cost				
At 1 July 2004	2,354	21	1,243	3,618
Transfers to other Group companies	(2,354)	(21)	(1,243)	(3,618)
At 30 June 2005	-	-	-	-
Depreciation				
At 1 July 2004	657	18	431	1,106
Transfers to other Group companies	(657)	(18)	(431)	(1,106)
At 30 June 2005	-	-	-	-
Net book value				
At 30 June 2005	-	-	-	-
At 30 June 2004	1,697	3	812	2,512

During the period all tangible assets held in Computershare Limited were transferred to Computershare Investor Services PLC.

Computershare Limited

7 Intangible fixed assets

Goodwill

	£'000
Cost	
At 1 July 2004	4,134
Transfer to other Group Companies	(4,134)
At 30 June 2005	-
Amortisation	
At 1 July 2004	1,343
Charge for the year	-
Transfer to other Group Companies	(1,343)
At 30 June 2005	-
Net book value	-
At 30 June 2005	-
At 30 June 2004	2,791

Computershare Limited transferred its trade and assets to Computershare Investor Services PLC on 1st July 2004. This included goodwill with a net book value of £2,791,000 that related to the RBS share registry purchased by Computershare Limited.

8 Fixed asset investments

	2005 £'000
Cost	
At 1 July 2004	13,978
At 30 June 2005	13,978

Computershare Limited

8 Fixed asset investments (continued)

Computershare Limited has investments in the following subsidiary and associate undertakings. To avoid a statement of excessive length, details of investments which are not significant are omitted. The share capital held by Computershare Limited the entity, and the effective holding based on control, (as determined by voting rights held by Computershare Limited and its subsidiaries), are disclosed below.

	Country of incorporation	Principal activity	Share capital Held by Entity	2005 Effective Holding	2004 Effective Holding
Computershare Investor Services PLC	England and Wales	Share registry	£2,999,999 ordinary	85.05%	85.05%
Computershare Technology Services (UK) Limited	England and Wales	Software development	£3 ordinary plus	80%	80%
Georgeson Shareholder Analytics (UK) Limited (formerly Computershare Analytics (UK) Limited)	England and Wales	Equity market research	£12,500 ordinary	100%	100%
Computershare Trustees Limited	England and Wales	Trustee and administration services	£2 ordinary	100%	100%
Computershare (South Africa) (Pty) Ltd (formerly Computershare Services (South Africa) (Pty) Ltd	South Africa	Holding company	15,774,151 ordinary	62.16%	84.02%
Computershare Investments (UK) Limited	England and Wales	Holding company	£1 ordinary	100%	100%
Computershare Pepper AG	Germany	Development and maintenance of share registers and related systems	195,400 ordinary	100%	100%
The National Registry Company	Russia	Share Registry	16,000 Common shares	44%	44%
Computershare Investments (UK) (No.3) Limited	England and Wales	Holding company	238,095 D Ordinary shares	79.5%	79.5%
Computershare GmbH (formerly Deutsche Borse Computershare)	Germany	Share Registry	No direct control	100%	100%

Computershare Limited

8 Fixed asset investments (continued)

The profit for the year and the aggregate amount of the capital and reserves of the material group and associated undertakings are as follows. These are for the year ended 30 June 2005, with the exception of Computershare Pepper AG, Computershare GmbH and The National Registry Company Russia who prepare accounts to 31 December 2004 due to historical reasons prior to acquisition. These accounting reference dates will be realigned with the rest of the group in the near future.

	Profit/(loss) after tax for the year £'000	Aggregate capital and reserves £'000	Inter company balances (Computershare Limited group) £'000
Computershare Investor Services PLC	4,615	53,395	1,806
Computershare Technology Services (UK) Limited	2,721	62,507	3
Georgeson Shareholder Analytics (UK) Limited (formerly Computershare Analytics (UK) Limited)	(264)	378	-
Computershare Trustees Limited	-	19	-
Computershare (South Africa) (Pty) Ltd Group (formerly Computershare Services (South Africa) (Pty) Limited	(1,190)	3,102	-
Computershare Investments (UK) Limited	(139)	(193)	14,165
Pepper Technologies AG	606	2,367	-
The National Registry Company	1,353	4,473	-
Computershare Investments (UK) (No.3) Limited	263	1,477	-
Computershare GmbH	(644)	2,000	-

Intercompany balances are as a result of operations and funding arrangements. Dividends received from Group undertakings and participating interests are disclosed on the face of the Profit and Loss account. Dividends received by Group companies have been disclosed in the relevant statutory accounts to which they relate, which can be obtained from Computershare Limited (UK), The Pavilions, Bridgwater Road, Bristol, BS13 8AE. There has been no write down in the period of the investments in the undertakings listed above nor a write down in the amounts due from these undertakings.

The directors have taken advantage of the exemption under Section 229(3)(b) of the Companies Act 1985 not to prepare consolidated accounts for the company and its subsidiary undertakings, on the basis that the information necessary to do so cannot be obtained without disproportionate expense or undue delay.

Computershare Limited

9 Debtors: Amounts falling due within one year

	2005 £'000	2004 £'000
Amounts owed from associates	-	599
Amounts owed by Computershare Limited UK group undertakings	16,510	17,239
Amounts owed by parent group undertakings	1,480	4,819
UK Corporation tax receivable	-	1,657
Deferred tax asset (note 12)	-	511
Other debtors	-	189
Prepayments and accrued income	-	859
	17,990	25,873

10 Debtors: Amounts falling due after more than one year

	2005 £'000	2004 £'000
Amounts owed by parent group undertakings	162,823	162,823

Computershare Limited

11 Creditors: Amounts falling due within one year

	2005 £'000	2004 £'000
Trade creditors	-	1
Amounts owed to Computershare Limited UK group undertakings	-	14,240
Amounts owed to parent group undertakings	-	31
UK Corporation tax payable	221	-
Taxation and social security	-	131
Bank loans and overdrafts	34,042	32,319
Other creditors	-	38
Accruals and deferred income	-	553
	34,263	47,313

At the year end, Computershare Investor Service PLC guaranteed the overdraft of Computershare Limited (UK) subject to the net cash position of Computershare Investor Service PLC and Computershare Limited (UK) being less than £2,000,000 overdrawn. As at 30 June 2005, the overdraft was £34,042,000 (2004: £32,319,000) and the net cash position of Computershare Investor Service PLC and Computershare Limited (UK) was £6,136,000 (2004: £992,000).

12 Provisions for liabilities and charges

	Deferred Taxation £'000	Dilapidation provision £'000
As at 1 July 2004	(511)	400
Transfer to other group companies	511	(400)
As at 30 June 2005	-	-

In 2004 the deferred tax asset was included within debtors (note 9). Computershare Limited transferred its trade and assets to Computershare Investor Services plc on 1 July 2004. This included the provisions above.

Computershare Limited

13 Called-up share capital

	2005 £'000	2004 £'000
Authorised		
100,000,000 (2004: 100,000,000) ordinary shares of £1 each	100,000	100,000
Allotted, called-up and fully-paid		
63,070,587 (2004: 63,070,587) ordinary shares of £1 each	63,071	63,071

14 Reserves

	Capital Reserve account £'000	Profit and loss account £'000	Total £,000
As at 1 July 2004	532	96,743	97,275
Profit for the financial year	-	182	182
As at 30 June 2005	532	96,925	97,457

15 Reconciliation of movements in total shareholders' funds

	2005 £'000	2004 £'000
Profit for the year	182	97,735
Opening shareholders funds	160,346	62,611
Closing shareholders funds	160,528	160,346

Computershare Limited

16 Financial commitments

Operating leases

Annual commitments under non-cancellable operating leases which expire as follows:

	2005		2004	
	Land and buildings £'000	Other £'000	Land and buildings £'000	Plant and machinery £'000
Expiry date				
- within one year	-	-	52	9
- between two and five years	-	-	513	-
- after more than five years	-	-	1,643	-
	-	-	2,208	9

During the period all operating leases, including land and buildings, held by Computershare Limited were transferred to Computershare Investor Services PLC.

17 Pension arrangements

The group operates a group personal pension scheme for all employees and in addition makes pension contributions to personal pension plans established by individuals. The group scheme is a defined contribution scheme and contributions are charged to the profit and loss account. All staff are eligible to join the group scheme. The company made contributions to the scheme of between 7% and 10% of salary in respect of employees.

The pension costs for the year were £nil (2004: £182,748).

The amount owing at the year end in respect of such contributions amounted to £nil (2004: £1,442).

18 Related parties

The company has taken advantage of the exemption available in Financial Reporting Standard 8 (Related Parties) not to disclose transactions with other group companies where 90% or more of voting rights are held within the group.

Computershare Limited

19 Ultimate holding company and controlling party

The ultimate controlling party is Computershare Limited (“Computershare Limited (Australia)”), a company incorporated in Australia under ACN 005485825, which ultimately holds 100% of the share capital in Computershare Limited.

The smallest and largest group in which Computershare Limited is a member and for which group accounts are drawn up is the Computershare Limited (Australia) group. The consolidated accounts of this group can be obtained from Computershare Limited, 18–62 Trenerry Crescent, Abbotsford, Victoria 3067, Australia. These may also be found at Computershare’s web site www.computershare.com.