

COMPASS INTERNATIONAL HOLDINGS LIMITED

(Registered Number 3165891)

REPORT AND FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2005



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COMPASS INTERNATIONAL HOLDINGS LIMITED

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Officers and Professional Advisors

Directors

D J Brassington
T C Mason

Secretary

A V Derham

Registered office

Compass House, Guildford Street, Chertsey, Surrey, KT16 9BQ

Auditors

Deloitte & Touche LLP
Chartered Accountants
London

COMPASS INTERNATIONAL HOLDINGS LIMITED

DIRECTORS' REPORT

The Directors present their Annual Report and audited financial statements for the year ended 30 September 2005.

PRINCIPAL ACTIVITIES AND REVIEW OF THE YEAR

The principal activity of the Company is providing finance to other members of the Compass Group.

TRADING RESULTS

The profit on ordinary activities before taxation for the year was £nil (2004: £nil).

DIVIDENDS

The Directors do not recommend the payment of a dividend for the year on the Ordinary shares (2004: £nil).

DIRECTORS

The Directors of the Company during the year were as follows

D J Brassington

R M Morley (resigned 30 September 2005)

T Mason (appointed 27 September 2005)

None of the Directors had a direct interest in the issued share capital of the Company.

DIRECTORS' INTERESTS

None of the Directors had a direct interest in the issued share capital of the Company.

The beneficial interests of the Directors in the issued share capital of Compass Group PLC were as follows:

	At 30 September 2005 Number	At 30 September 2004 (or date of appointment if later) Number
D J Brassington	13,465	13,465
T C Mason	26,077	41,077

The following Directors held share options under the Compass Group PLC Executive Share Option Plan and Savings-Related Share Option scheme:

	At 30 September 2005 Number	At 30 September 2004 (or date of appointment if later) Number	Granted during year Number	Lapsed during year Number
D J Brassington	244,871	243,478	44,221	42,828
T C Mason	193,025	192,225	37,500	36,700

COMPASS INTERNATIONAL HOLDINGS LIMITED

DIRECTORS' REPORT (CONTINUED)

DIRECTORS' INTERESTS (CONTINUED)

The following Directors may become entitled to shares awarded under the Compass Group PLC Long-term Bonus Plan as follows:


	At 30 September 2005 Number	At 30 September 2004 Number	Awarded during the year Number	Released during the year Number
D J Brassington	10,276	-	10,276	-
T C Mason	42,274	42,274	-	-

The Director has received a proportion of his annual performance-related bonus in the form of shares. These shares are eligible for matching on a one-to-one basis and will normally be transferred to the Director at the end of the three year deferred period, provided that he is still employed by the Company.

ELECTIVE RESOLUTIONS

The Company has passed Elective resolutions to dispense with the laying of the Annual Report and Accounts before the Company in General Meeting, the appointment of auditors annually and the holding of Annual General Meetings, pursuant to Sections 252, 386 and 366A respectively of the Companies Act 1985.

By Order of the Board



Director

14 July 2006
Registered office
Compass House
Guildford Street
Chertsey, Surrey
KT16 9BQ

COMPASS INTERNATIONAL HOLDINGS LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

United Kingdom company law requires the directors to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the company as at the end of the financial period and of the profit or loss of the company 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; and
- 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 the system of internal control, for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF COMPASS INTERNATIONAL HOLDINGS LIMITED

We have audited the financial statements of Compass International Holdings Limited for the year ended 30 September 2005 which comprise the profit and loss account, the balance sheet, and the related notes 1 to 9. 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 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, 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 30 September 2005 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Deloitte & Touche LLP

Deloitte & Touche LLP

*Chartered Accountants and
Registered Auditors
London*

18 July 2006

COMPASS INTERNATIONAL HOLDINGS LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 30 SEPTEMBER 2005**

	Year ended 30 September	
	2005	2004
	£'000	£'000
PROFIT ON ORDINARY ACTIVITIES		
BEFORE TAXATION (Note 2)	-	-
Tax charge on profit on ordinary activities (Note 3)	(8,250)	(3,306)
LOSS ON ORDINARY ACTIVITIES AFTER TAXATION,		
TRANSFERRED FROM RESERVES (Note 8)	<u>(8,250)</u>	<u>(3,306)</u>

The Company had no recognised gains or losses other than those reflected in the profit and loss account, hence no statement of recognised gains and losses is produced.


The Company's results were derived wholly from continuing operations.

COMPASS INTERNATIONAL HOLDINGS LIMITED

BALANCE SHEET - AS AT 30 SEPTEMBER 2005

	2005 £'000	2004 £'000
CURRENT ASSETS		
Debtors - amounts falling due within one year (Note 4)	1,178,689	1,181,966
CREDITORS - Amounts falling due within one year (Note 5)	(756,340)	(751,367)
NET CURRENT ASSETS	<u>422,349</u>	<u>430,599</u>
NET ASSETS	<u>422,349</u>	<u>430,599</u>
CAPITAL AND RESERVES		
Called up share capital (Note 6)	53,976	53,976
Profit & loss reserve (Note 7)	<u>368,373</u>	<u>376,623</u>
EQUITY SHAREHOLDERS' FUNDS (Note 7)	<u>422,349</u>	<u>430,599</u>

These financial statements were approved by the Board on 14 July 2006
and signed on its behalf by



Director

COMPASS INTERNATIONAL HOLDINGS LIMITED

NOTES TO THE ACCOUNTS - 30 SEPTEMBER 2005

1 ACCOUNTING POLICIES

The following accounting policies have been applied consistently in both the current and preceding year, in dealing with items which are considered material in relation to the Company's accounts.

(a) Basis of preparation

The accounts have been prepared in accordance with applicable United Kingdom laws and accounting standards and under the historical cost convention, modified to include the revaluation of fixed asset investments.

Under Financial Reporting Standard 1 (Revised), the Company is exempt from the requirement to prepare a cash flow statement on the grounds that its ultimate parent company includes the Company's cash flows in its own published consolidated accounts.

(b) Taxation

Current taxation, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred taxation is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in tax computations in periods different from those in which they are included in financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

COMPASS INTERNATIONAL HOLDINGS LIMITED

NOTES TO THE ACCOUNTS - 30 SEPTEMBER 2005 (CONTINUED)

2 PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

The average number of personnel employed by the company during the year was Nil (2004: Nil).

The Directors did not receive any emoluments in respect of their services to the Company during the year (2004: £nil).

Auditors' remuneration in the current and prior year is borne by, and disclosed in the accounts of, Compass Group Holdings PLC.

3 TAX CHARGE ON PROFIT ON ORDINARY ACTIVITIES

	Year ended 30 September	
	2005	2004
	£'000	£'000
Corporation tax charge at a rate of 30% (2004: 30%) based on results for the year	6,586	3,306
Prior year adjustment	1,664	-
	<u>8,250</u>	<u>3,306</u>

The standard rate of current tax for the year, based on the United Kingdom standard rate of corporation tax, is 30%. The current rate of corporation tax for the year is above 30% for the reasons set out in the following reconciliation:

	Year ended 30 September	
	2005	2004
	£'000	£'000
Profit on ordinary activities before tax	-	-
Tax charge on profit on ordinary activities at the United Kingdom statutory rate of 30% (2004: 30%)	-	-
Increase arising from:		
Transfer pricing adjustments	6,586	3,306
Prior year adjustment	1,664	-
Current tax charge for the year	<u>8,250</u>	<u>3,306</u>

4 DEBTORS - AMOUNTS DUE WITHIN ONE YEAR

	2005	2004
	£'000	£'000
Amounts owed by fellow subsidiary undertakings	<u>1,178,689</u>	<u>1,181,966</u>

5 CREDITORS - AMOUNTS DUE WITHIN ONE YEAR

	2005	2004
	£'000	£'000
Amounts owed to ultimate holding company	741,260	739,567
Amounts owed to fellow subsidiary undertakings	8,494	8,494
Corporation tax payable	6,586	3,306
	<u>756,340</u>	<u>751,367</u>

COMPASS INTERNATIONAL HOLDINGS LIMITED

NOTES TO THE ACCOUNTS - 30 SEPTEMBER 2005 (CONTINUED)

6 CALLED UP SHARE CAPITAL

	2005 £'000	2004 £'000
Authorised		
248,000,000 ordinary shares of 25p each	<u>62,000</u>	<u>62,000</u>
Issued, allotted and fully paid		
215,903,300 ordinary shares of 25p each	<u>53,976</u>	<u>53,976</u>

7 RECONCILIATION OF MOVEMENTS IN RESERVES AND EQUITY SHAREHOLDERS' FUNDS

	Share capital £'000	Profit and loss reserve £'000	Total equity shareholders' funds £'000
At 30 September 2004	53,976	376,623	430,599
Loss for the year	-	(8,250)	(8,250)
At 30 September 2005	<u>53,976</u>	<u>368,373</u>	<u>422,349</u>

8 RELATED PARTY TRANSACTIONS

As the Company was a wholly owned subsidiary of Compass Group PLC at 30 September 2005 the Company has taken advantage of the exemption contained in Financial Reporting Standard No 8 and has therefore not disclosed transactions or balances with entities which form part of the Group, headed by Compass Group PLC.

The Directors confirm that there were no related party transactions other than those disclosed in these accounts.

9 ULTIMATE PARENT AND CONTROLLING COMPANY AND PARENT UNDERTAKINGS OF SMALLEST AND LARGEST GROUP OF WHICH THE COMPANY IS A MEMBER

The Directors consider the ultimate holding and controlling company to be Compass Group PLC, a company incorporated in Great Britain and registered in England and Wales.

The accounts of Compass Group PLC, which heads both the largest and smallest group in which the results of the Company are consolidated, are available to the public from the following address: Compass House, Guildford Street, Chertsey, Surrey, KT16 9BQ.

The immediate holding and controlling company is also Compass Group PLC.