

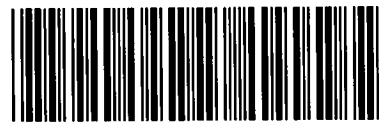
Registered number: 03199675

COMPUTERSHARE TECHNOLOGY SERVICES (UK) LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2016

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COMPUTERSHARE TECHNOLOGY SERVICES (UK) LIMITED

COMPANY INFORMATION

Directors	J T Hood N Sarkar L K Botha
Company secretary	J Dolbear L K Botha
Registered number	03199675
Registered office	The Pavilions Bridgwater Road Bristol BS13 8AE
Independent auditors	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors 2 Glass Wharf Bristol BS2 0FR

COMPUTERSHARE TECHNOLOGY SERVICES (UK) LIMITED

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COMPUTERSHARE TECHNOLOGY SERVICES (UK) LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 30 JUNE 2016

Introduction

The Directors present their Strategic Report on Computershare Technology Services (UK) Limited ("the Company") for the year ended 30 June 2016.

Business review

Revenue is earned from maintenance fees, infrastructure charges and software development for affiliated Computershare companies.

The results for the Company show a profit on ordinary activities before taxation of £4,573 thousand (2015 - £9,781 thousand) for the year ended 30 June 2016, and turnover of £25,810 thousand (2015 - £27,941 thousand).

Principal risks and uncertainties

Business risks are monitored and managed as part of a group wide risk management process. The risks faced by the company are mitigated by the fact that its principal trading relationships, receivables and payables are with fellow group companies.

Further details on principal risks are disclosed in the 2016 Computershare Limited (Australia) group annual report. A summary of the risk management policy is available on the corporate governance information section of the group company's website at www.computershare.com.

Key performance indicators

To aid management of the business, the Directors utilise a number of key performance indicators (KPIs), the most significant KPI being headcount. Average headcount increased from 194 in 2015 to 218 in 2016.

This report was approved by the board and signed on its behalf.



J T Hood
Director

Date: 16 December 2016

COMPUTERSHARE TECHNOLOGY SERVICES (UK) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 2016

The Directors present their report and the audited financial statements for the year ended 30 June 2016.

Directors' responsibilities statement

The Directors are responsible for preparing the Strategic Report, the Directors' Report and the audited financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare audited financial statements for each financial year. Under that law the Directors have elected to prepare the audited financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework'. Under Company law the Directors must not approve the audited financial statements unless they are satisfied that they 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 these audited financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the audited 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 adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the audited financial statements comply with the Companies Act 2006. 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.

Principal activities

The principal activity of the Company is the provision of IT services to support Computershare's operational businesses in the UK and elsewhere.

Results and dividends

The profit for the financial year amounted to £3,318 thousand (2015 - £8,098 thousand).

Dividends of £2,000 thousand were paid in the financial year (2015 - £12,000 thousand).

Directors

The Directors who served during the year were:

J T Hood
N Sarkar
L K Botha

Future developments

The focus of the business is in managing its cost base, in line with activity, whilst continuing to support the Computershare Group's operational activities from an IT perspective.

COMPUTERSHARE TECHNOLOGY SERVICES (UK) LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2016

Qualifying third party indemnity provisions

As permitted by the Articles of Association, the Directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force. The Company also purchased insurance in respect of itself and its directors.

Post balance sheet events

There have been no significant events affecting the Company since the year end.

Disclosure of information to auditors

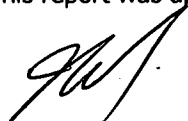
Each of the persons who are Directors at the time when this Directors' Report is approved has confirmed that:

- so far as that Director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- that Director has taken all the steps that ought to have been taken as a Director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Independent auditors

Under section 487(2) of the Companies Act 2006, PricewaterhouseCoopers LLP will be deemed to have been reappointed as auditors 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

This report was approved by the board and signed on its behalf.



J T Hood
Director

Date: 16 December 2016

The Pavilions
Bridgwater Road
Bristol
BS13 8AE

COMPUTERSHARE TECHNOLOGY SERVICES (UK) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF COMPUTERSHARE TECHNOLOGY SERVICES (UK) LIMITED

Report on the financial statements

Our opinion

In our opinion Computershare Technology Services (UK) Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 30 June 2016 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

What we have audited

The financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), comprise:

- the Balance Sheet as at 30 June 2016;
- the Statement of Comprehensive Income for the year then ended;
- the Statement of Changes in Equity for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS101 "Reduced Disclosure Framework", and applicable law (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion, the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

COMPUTERSHARE TECHNOLOGY SERVICES (UK) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF COMPUTERSHARE TECHNOLOGY SERVICES (UK) LIMITED

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Directors' Responsibilities Statement set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, 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.

What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence; forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.



Katharine Finn (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

Bristol

16 December 2016

COMPUTERSHARE TECHNOLOGY SERVICES (UK) LIMITED

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2016

	Note	2016 £000	2015 £000
Turnover	4	25,810	27,941
Cost of sales		(16,151)	(14,608)
Gross profit		9,659	13,333
Administrative expenses		(6,509)	(4,967)
Operating profit	5	3,150	8,366
Interest receivable and similar income	7	1,517	1,494
Interest payable and similar charges	8	(94)	(79)
Profit on ordinary activities before taxation		4,573	9,781
Tax on profit on ordinary activities	9	(1,255)	(1,683)
Profit for the financial year		3,318	8,098

There were no other comprehensive income for 2016 (2015:£NIL).

The notes on pages 10 to 25 form part of these financial statements.

COMPUTERSHARE TECHNOLOGY SERVICES (UK) LIMITED
REGISTERED NUMBER: 03199675

BALANCE SHEET
AS AT 30 JUNE 2016

	Note	£000	2016 £000	2015 £000
Fixed assets				
Intangible assets	11		355	593
Tangible assets	12		2,978	2,803
			<u>3,333</u>	<u>3,396</u>
Current assets				
Debtors: amounts falling due after more than one year	13	155	-	
Debtors: amounts falling due within one year	13	64,335	63,659	
Cash at bank and in hand		4,591	87	
		<u>69,081</u>	<u>63,746</u>	
Creditors: amounts falling due within one year	14	(8,262)	(4,956)	
Net current assets			<u>60,819</u>	<u>58,790</u>
Total assets less current liabilities			<u>64,152</u>	<u>62,186</u>
Creditors: amounts falling due after more than one year	15		(702)	(204)
			<u>63,450</u>	<u>61,982</u>
Net assets			<u><u>63,450</u></u>	<u><u>61,982</u></u>
Capital and reserves				
Share premium account			34,345	34,345
Capital redemption reserve			18,268	18,268
Other reserves			1,635	1,485
Profit and loss account			9,202	7,884
Total equity			<u><u>63,450</u></u>	<u><u>61,982</u></u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

J T Hood
Director

Date: 16 December 2016 

The notes on pages 10 to 25 form part of these financial statements.

COMPUTERSHARE TECHNOLOGY SERVICES (UK) LIMITED

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2016

	Share premium account £000	Capital redemption reserve £000	Other reserves £000	Profit and loss account £000	Total equity £000
At 1 July 2015	34,345	18,268	1,485	7,884	61,982
Profit for the financial year	-	-	-	3,318	3,318
Total comprehensive income for the year	-	-	-	3,318	3,318
Dividends: Equity capital	-	-	-	(2,000)	(2,000)
Capital contribution in respect of share-based payment charge	-	-	150	-	150
At 30 June 2016	34,345	18,268	1,635	9,202	63,450

COMPUTERSHARE TECHNOLOGY SERVICES (UK) LIMITED

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2015

	Share premium account £000	Capital redemption reserve £000	Other reserves £000	Profit and loss account £000	Total equity £000
At 1 July 2014	34,345	18,268	1,358	11,786	65,757
Profit for the financial year	-	-	-	8,098	8,098
Total comprehensive income for the year	-	-	-	8,098	8,098
Dividends: Equity capital	-	-	-	(12,000)	(12,000)
Capital contribution in respect of share-based payment charge	-	-	127	-	127
At 30 June 2015	34,345	18,268	1,485	7,884	61,982

The notes on pages 10 to 25 form part of these financial statements.

COMPUTERSHARE TECHNOLOGY SERVICES (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2016

1. General information

Computershare Technology Services (UK) Limited ("the Company") is a private limited Company incorporated and domiciled in England and Wales.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared on a going concern basis, under the historical cost convention and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and the Companies Act 2006.

Information on the impact of first-time adoption of FRS 101 is given in note 24.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

First time application of FRS 100 and FRS 101

In the current year the Company has adopted FRS 100 and FRS 101. In previous years the financial statements were prepared in accordance with applicable UK accounting standards.

This change in the basis of preparation has not materially altered the recognition and measurement requirements previously applied in accordance with UK GAAP. Consequently the principal accounting policies are unchanged from the prior year. The change in basis of preparation has enabled the Company to take advantage of all of the available disclosure exemptions permitted by FRS 101 in the financial statements, the most significant of which are summarised below. There have been no other material amendments to the disclosure requirements previously applied in accordance with UK GAAP.

COMPUTERSHARE TECHNOLOGY SERVICES (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2016

2. Accounting policies (continued)

2.2 Financial reporting standard 101 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of paragraphs 45(b) and 46-52 of IFRS 2 Share based payment
- the requirements of paragraphs 62, B64(d), B64(e), B64(g), B64(h), B64(j) to B64(m), B64(n)(ii), B64(o)(ii), B64(p), B64(q)(ii), B66 and B67 of IFRS 3 Business Combinations
- the requirements of paragraph 33(c) of IFRS 5 Non Current Assets Held For Sale and Discontinued Operations
- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
 - paragraph 79(a)(iv) of IAS 1;
 - paragraph 73(e) of IAS 16 Property, Plant and Equipment;
 - paragraph 118(e) of IAS 38 Intangible Assets;
 - paragraphs 76 and 79(d) of IAS 40 Investment Property; and
 - paragraph 50 of IAS 41 Agriculture
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- the requirements of paragraph 17 of IAS 24 Related Party Disclosures
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member
- the requirements of paragraphs 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets.

The following principal accounting policies have been applied:

2.3 Going concern

The financial statements of the Company have been prepared on a going concern basis, which the Directors believe to be appropriate. Based on the performance and expected outlook of the business, the Directors are satisfied that the Company has adequate resources to continue to trade for the foreseeable future.

2.4 Turnover

Turnover represents amount received and receivable for goods and services provided in the normal course of business, net of trade discount, value added tax and other sales related taxes.

Turnover comprises revenue from the supply of IT services and computer infrastructure to Computershare group companies and a number of external customers.

Revenue derived or costs incurred in respect of projects which span reporting periods, where they can be reliably measured, are recognised in the profit and loss account by reference to the stage of completion of the project as at the balance sheet date.

COMPUTERSHARE TECHNOLOGY SERVICES (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2016

2. Accounting policies (continued)

2.5 Intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

The estimated useful lives range as follows:

Software	-	2 - 3 years
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2.6 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Fixtures and fittings	- 4 to 10 years
Computer equipment	- 3 to 5 years

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of Comprehensive Income.

2.7 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.8 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.9 Financial instruments

The Company recognises financial instruments when it becomes a party to the contractual arrangements of the instrument. Financial instruments are de-recognised when they are discharged or when the contractual terms expire. The Company's accounting policies in respect of financial instruments transactions are explained below:

Financial assets

The Company classifies all of its financial assets as loans and receivables.

Loans and receivables

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2016

2. Accounting policies (continued)

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (e.g. trade receivables), but also incorporate other types of contractual monetary asset. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

Impairment provisions are recognised when there is objective evidence (such as significant financial difficulties on the part of the counterparty or default or significant delay in payment) that the Company will be unable to collect all of the amounts due under the terms receivable, the amount of such a provision being the difference between the net carrying amount and the present value of the future expected cash flows associated with the impaired receivable. For trade receivables, which are reported net, such provisions are recorded in a separate allowance account with the loss being recognised within administrative expenses in the Profit and Loss Account. On confirmation that the trade receivable will not be collected, the gross carrying value of the asset is written off against the associated provision.

Financial liabilities

The Company classifies its financial liabilities into one of the categories discussed below, depending on the purpose for which the liability was acquired.

At amortised cost

Financial liabilities at amortised cost including bank borrowings are initially recognised at fair value net of any transaction costs directly attributable to the issue of the instrument. Such interest bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried into the Balance Sheet.

2.10 Creditors

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2016

2. Accounting policies (continued)

2.11 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Profit and Loss Account.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Profit and Loss Account within 'finance income or costs'. All other foreign exchange gains and losses are presented in the Profit and Loss Account within 'other operating income'.

2.12 Finance costs

Finance costs are charged to the Profit and Loss Account over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.13 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting. Dividends on shares recognised as liabilities are recognised as expenses and classified within interest payable.

2.14 Share based payments

Where cash settled share options are awarded to employees and directors, the fair value of the options at the date of grant is charged to the Profit and Loss Account over the vesting period. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each Balance Sheet date so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the options granted. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

The fair value of the award also takes into account non-vesting conditions. These are either factors beyond the control of either party (such as a target based on an index) or factors which are within the control of one or other of the parties (such as the Company keeping the scheme open or the employee maintaining any contributions required by the scheme).

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to Profit and Loss Account over the remaining vesting period.

COMPUTERSHARE TECHNOLOGY SERVICES (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2016

2. Accounting policies (continued)

2.15 Leased assets: the Company as lessee

Assets obtained under hire purchase contract and finance leases are capitalised as tangible fixed assets. Assets acquired by finance lease are depreciated over the shorter of the lease term and their useful lives. Assets acquired by hire purchase are depreciated over their useful lives. Finance leases are those where substantially all of the benefits and risks of ownership are assumed by the company. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

2.16 Pensions

Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payments obligations.

The contributions are recognised as an expense in the Profit and Loss Account when they fall due. Amounts not paid are shown in accruals as a liability in the Balance Sheet. The assets of the plan are held separately from the Company in independently administered funds.

2.17 Annual leave provision

A liability is recognised to the extent of any unused holiday pay entitlement which is provided for at the Balance Sheet date and carried forward to future periods. This is measured at the undiscounted salary cost of the unused annual leave entitlement.

2.18 Interest income

Interest income is recognised in the Profit and Loss Account using the effective interest method.

2.19 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Profit and Loss Account, except that a change attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Balance Sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

COMPUTERSHARE TECHNOLOGY SERVICES (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2016

3. Judgments in applying accounting policies and key sources of estimation uncertainty

The Company makes estimates and assumptions that affect the reported amount of assets and liabilities within the next financial year. The Company also has to make judgements in applying its accounting policies which affect the amounts recognised in the financial statements. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Directors do not believe there are any critical accounting judgements.

4. Turnover

Analysis of turnover by country of destination:

	2016 £000	2015 £000
United Kingdom	21,499	23,902
Rest of Europe	1,856	1,376
Rest of the world	2,455	2,663
	<u>25,810</u>	<u>27,941</u>

5. Operating profit

The operating profit is stated after charging:

	2016 £000	2015 £000
Depreciation of tangible fixed assets	2,088	2,226
Amortisation of intangible assets, including goodwill	(343)	-
Exchange differences	287	185
Share based payments	82	326
Defined contribution pension cost	594	568
Audit fees	13	13

During the year, no Director received any emoluments (2015 - £NIL).

All those directors who are remunerated are done so by Computershare Investor Services plc, and hence their emoluments, including entitlements under share based long term incentive plans, are disclosed within the financial statements of that company. The highest paid director information is also disclosed there.

COMPUTERSHARE TECHNOLOGY SERVICES (UK) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2016**

6. Employees

Staff costs were as follows:

	2016	2015
	£000	£000
Wages and salaries	8,845	8,135
Social security costs	834	772
Share based payment charge	82	326
Cost of defined contribution scheme	594	568
	<u>10,355</u>	<u>9,801</u>

The average monthly number of employees, including the Directors, during the year was as follows:

	2016	2015
	No.	No.
IT consultants	195	171
Administration	23	23
	<u>218</u>	<u>194</u>

All those directors who are remunerated are done so by Computershare Investor Services plc, and hence their emoluments, including entitlements under share based long term incentive plans, are disclosed within the financial statements of that company. The highest paid director information is also disclosed there.

7. Interest receivable and similar income

	2016	2015
	£000	£000
Interest receivable from group companies	1,514	1,489
Other interest receivable	3	5
	<u>1,517</u>	<u>1,494</u>

8. Interest payable and similar charges

	2016	2015
	£000	£000
Loans from group undertakings	2	-
Finance leases and hire purchase contracts	92	79
	<u>94</u>	<u>79</u>

COMPUTERSHARE TECHNOLOGY SERVICES (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2016

9. Tax on profit on ordinary activities

	2016 £000	2015 £000
Corporation tax		
Current tax on profits on ordinary activities for the financial year	971	2,034
Adjustments in respect of previous periods	97	(241)
	<u>1,068</u>	<u>1,793</u>
Double taxation relief	-	(3)
	<u>1,068</u>	<u>1,790</u>
Foreign tax		
Foreign tax on income for the year	-	3
	<u>-</u>	<u>3</u>
Total current tax	<u>1,068</u>	<u>1,793</u>
Deferred tax		
Origination and reversal of timing differences	(79)	(16)
Changes to tax rates	67	1
Adjustments in respect of previous periods	199	(95)
Total deferred tax	<u>187</u>	<u>(110)</u>
Tax on profit on ordinary activities	<u>1,255</u>	<u>1,683</u>

COMPUTERSHARE TECHNOLOGY SERVICES (UK) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2016**

9. Tax on profit on ordinary activities (continued)

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2015 -lower than) the standard rate of corporation tax in the UK of 20% (2015 -20.75%). The differences are explained below:

	2016 £000	2015 £000
Profit on ordinary activities before taxation	<u>4,573</u>	<u>9,781</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2015 -20.75%)	915	2,030
Effects of:		
Expenses not deductible for tax purposes	22	19
Tax rate changes	67	1
Adjustments in respect of previous periods	296	(336)
Non-taxable income	<u>(45)</u>	<u>(31)</u>
Total tax charge for the year	<u><u>1,255</u></u>	<u><u>1,683</u></u>

Factors that may affect future tax charges

The main UK corporation tax rate is 20% throughout the year ended 30 June 2016, but it will be reduced to 19% from 1 April 2017 and 18% from 1 April 2020 following Royal Assent on 18 November 2015. A further reduction in the corporation tax rate to 17% from 1 April 2020 was given Royal Assent on 15 September 2016. Deferred tax is therefore provided at 18%.

10. Dividends

	2016 £000	2015 £000
Ordinary		
Dividends of £200 thousand (2015 - £1,200 thousand) per £1 Ordinary share	<u>2,000</u>	<u>12,000</u>
	<u><u>2,000</u></u>	<u><u>12,000</u></u>

COMPUTERSHARE TECHNOLOGY SERVICES (UK) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2016**

11. Intangible assets

	Software £000
Cost	
At 1 July 2015	5,217
Additions - external	105
At 30 June 2016	<u>5,322</u>
Amortisation	
At 1 July 2015	4,624
Charge for the year	343
At 30 June 2016	<u>4,967</u>
Net book value	
At 30 June 2016	<u>355</u>
At 30 June 2015	<u>593</u>

12. Tangible assets

	Fixtures and fittings £000	Computer equipment £000	Total £000
Cost or valuation			
At 1 July 2015	8,962	12,616	21,578
Additions	-	1,920	1,920
At 30 June 2016	<u>8,962</u>	<u>14,536</u>	<u>23,498</u>
Depreciation			
At 1 July 2015	8,962	9,813	18,775
Charge owned for the period	-	1,745	1,745
At 30 June 2016	<u>8,962</u>	<u>11,558</u>	<u>20,520</u>
Net book value			
At 30 June 2016	<u>-</u>	<u>2,978</u>	<u>2,978</u>
At 30 June 2015	<u>-</u>	<u>2,803</u>	<u>2,803</u>

COMPUTERSHARE TECHNOLOGY SERVICES (UK) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2016**

12. Tangible assets (continued)

The net book value of assets held under finance leases or hire purchase contracts, included above, are as follows:

	2016 £000	2015 £000
Computer equipment	1,155	468
	<u>1,155</u>	<u>468</u>

13. Debtors

	2016 £000	2015 £000
Amount falling due after more than one year		
Prepayments and accrued income	155	-
	<u>155</u>	<u>-</u>

	2016 £000	2015 £000
Amount falling due within one year		
Amounts owed by group undertakings	61,852	61,657
Other debtors	46	45
Prepayments and accrued income	1,831	1,164
Deferred taxation	606	793
	<u>64,335</u>	<u>63,659</u>

Amounts owed by group undertakings are unsecured and repayable on demand.

COMPUTERSHARE TECHNOLOGY SERVICES (UK) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2016**

14. Creditors: Amounts falling due within one year

	2016	2015
	£000	£000
Amounts owed to group undertakings	6,387	1,476
Corporation tax	460	2,032
Obligations under finance lease and hire purchase contracts	522	358
Other creditors	67	-
Accruals and deferred income	826	1,090
	<u>8,262</u>	<u>4,956</u>

Amount owed to group undertakings are unsecured and repayable on demand.

15. Creditors: Amounts falling due after more than one year

	2016	2015
	£000	£000
Net obligations under finance leases	702	204
	<u>702</u>	<u>204</u>

16. Hire purchase & finance leases

Obligations under finance leases and hire purchase contracts are payable as follows:

	2016	2015
	£000	£000
Within one year	578	476
Between 1-5 years	741	173
	<u>1,319</u>	<u>649</u>

COMPUTERSHARE TECHNOLOGY SERVICES (UK) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2016**

17. Financial instruments

	2016	2015
	£000	£000
Financial assets		
Financial assets measured at amortised cost	66,489	61,788
	<u>66,489</u>	<u>61,788</u>
Financial liabilities		
Financial liabilities measured at amortised cost	(6,977)	(1,834)
	<u>(6,977)</u>	<u>(1,834)</u>

Financial assets measured at amortised cost comprise of amount due from group undertakings, cash at bank or in hand and other receivables.

Financial Liabilities measured at amortised cost comprise of amount due to group undertakings and finance lease liability.

18. Deferred taxation

	2016	2015
	£000	£000
At beginning of year	793	683
Charged to the profit or loss	(187)	110
At end of year	<u>606</u>	<u>793</u>

The deferred tax asset is made up as follows:

	2016	2015
	£000	£000
Accelerated capital allowances	534	722
Short-term timing differences	72	71
	<u>606</u>	<u>793</u>

19. Called up share capital

	2016	2015
	£000	£000
Shares classified as equity		
Allotted, called up and fully paid		
10 (2015 - 10) Ordinary shares of £1 each	<u>-</u>	<u>-</u>

COMPUTERSHARE TECHNOLOGY SERVICES (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2016

20. Share based payments

During the year and the preceding year the Company's employees benefited from two types of share-based payment arrangement.

Share Incentive

Under the terms of the Share Incentive Plan, employees may elect to purchase shares in the ultimate parent over a period of two years via monthly deductions from their gross salary. The purchased shares are matched like-for-like by requesting the employing company to purchase matching shares for allocation to the employee concerned. The matching shares vest fully after two years. The employee is entitled to the economic benefit of dividends on the matching shares from the date of allocation and there are no conditions attaching to the matching shares apart from continued employment with the company. The fair value of matching shares is the market value of those shares on the date of allocation to the employee.

Deferred incentive awards

The ultimate parent company provides deferred incentive awards for key management personnel on a discretionary basis. The market value of shares issued to employees for no cash consideration is recognised as a personnel expense over the vesting period with a corresponding increase in the capital contribution reserve. There have been no changes to the terms and conditions of deferred incentive awards since the dates of grant. The fair value of such awards is the market value of the shares on the date of grant.

The profit and loss account charge for each element of the company's share-based payments was as follows:

	2016 £000	2015 £000
Share incentive plan	(68)	154
Deferred incentive awards	150	172
	<u>82</u>	<u>326</u>

Share incentive plan

The number of shares outstanding at the end of the year was 72 thousand (2015 - 71 thousand). The weighted average market price of the ultimate parent's shares on the dates on which the awards were granted during the year was AUD10.70 (2015 - AUD12.44).

Deferred incentive plan

The number of shares outstanding at the end of the year was 52 thousand (2015 - 77 thousand). The weighted average market price of the ultimate parent's shares on the dates on which the awards were granted during the year was AUD10.60 (2015 - AUD12.10).

COMPUTERSHARE TECHNOLOGY SERVICES (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2016

21. Pension commitments

The Company operates a group personal pension scheme for employees and in addition makes pension contributions to personal pension plans established by individuals. The scheme is a defined contribution scheme and contributions are charged to profit and loss account as and when they are incurred. All staff are eligible to join the scheme. The Company makes contributions to the scheme of between 1% and 10% of salary in respect of employees. The pension costs for the year were £594 thousand (2015 - £568 thousand). There were no outstanding commitments at the year end (2015 - £NIL).

22. Ultimate parent undertaking and controlling party

Computershare Technology Services (UK) Limited is a 90% subsidiary of Computershare Limited, a company incorporated in England and Wales. The ultimate parent undertaking and 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 Technology Services (UK) Limited.

The smallest and largest group in which Computershare Technology Services (UK) Limited is a member and for which group financial statements are drawn up is the Computershare Limited (Australia) group. The consolidated financial statements of this group can be obtained from Computershare Limited, 452 Johnston Street, Abbotsford, Victoria 3067, Australia. These may also be found at Computershare's web site www.computershare.com.

23. Presentation within the statement of comprehensive income

In the prior year comparative figures presented, there has been a change in the classification of some expenses in the statement of comprehensive income between cost of sales and administrative expenses for presentational purposes. These changes have had no effect on the Company's net profits or balance sheet position.

24. First time adoption of FRS 101

Under FRS101, computer software previously classified as tangible fixed assets meet the recognition criteria of intangible assets and therefore have been reclassified as such on the balance sheet. Other than this adjustment, the policies applied under the entity's previous accounting framework are not materially different to FRS 101 and have not impacted on equity or profit or loss.