

**ANGLO AMERICAN 2005 LIMITED**  
**(formerly ANGLO LOMA HOLDING**  
**LIMITED)**

**Report and Financial Statements**

**31 December 2005**



# **ANGLO AMERICAN 2005 LIMITED**

## **REPORT AND FINANCIAL STATEMENTS 2005**

### **CONTENTS**

### **Page**

<b>Officers and professional advisers</b>	<b>1</b>
<b>Directors' report</b>	<b>2</b>
<b>Statement of directors' responsibilities</b>	<b>3</b>
<b>Auditors' report</b>	<b>4</b>
<b>Profit and loss account</b>	<b>5</b>
<b>Balance sheet</b>	<b>6</b>
<b>Notes to the accounts</b>	<b>7-9</b>

# **ANGLO AMERICAN 2005 LIMITED**

## **REPORT AND FINANCIAL STATEMENTS 2005**

### **OFFICERS AND PROFESSIONAL ADVISERS**

#### **DIRECTORS**

A W Hodges – appointed 26 May 2006

N Jordan

G A Wilkinson

#### **JOINT SECRETARIES**

G A Wilkinson

A W Hodges – appointed 26 May 2006

#### **REGISTERED OFFICE**

20 Carlton House Terrace

London SW1Y 5AN

#### **BANKERS**

Barclays Bank PLC

1 Churchill Place

Canary Wharf

London E14 5 HP

#### **AUDITORS**

Deloitte & Touche LLP

Chartered Accountants

Hill House

1 Little New Street

London EC4A 3TR

# **ANGLO AMERICAN 2005 LIMITED**

## **DIRECTORS' REPORT**

The directors present their annual report and the audited financial statements for the period from date of incorporation on 7 September 2005 to 31 December 2005.

## **PRINCIPAL ACTIVITY AND BUSINESS REVIEW**

The Company was incorporated on 7 September 2005 and the Company is a non-trading company. It is not foreseen that the Company will be trading in the near future.

## **RESULTS AND DIVIDENDS**

The profit for the period after tax was £5,579,214. The directors do not recommend payment of a dividend for the period.

## **COMPANY NAME**

The Company name was changed from "Anglo Loma Holding Limited" to "Anglo American 2005 Limited" on 1 November 2005.

## **FINANCIAL INSTRUMENTS**

The directors considered the risks attached to the Company's financial instruments which principally comprise of loans to other group companies. The directors have taken a prudent approach in their consideration of the various risks attached to the financial instruments of the Company. The Company's exposure to price risk, credit risk, liquidity risk and cash flow risk is not material for the assessment of assets, liabilities and the financial statements.

The director's policy on hedging is to hedge all financial risks where it is feasible and cost effective to do so. The Company had no hedged transactions during the period.

## **DIRECTORS AND THEIR INTERESTS**

The following served as directors throughout the period and to the present time:

N Jordan  
G A Wilkinson

Mr A W Hodges was appointed a director on 26 May 2006.

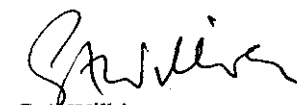
None of the directors had any disclosable interests in the share capital of the Company.

The interests of the directors who held office during the period in other group companies are disclosed in the annual financial statements of Anglo American Finance (UK) Limited.

## **AUDITORS**

In accordance with Section 386 of the Companies Act 1985, Deloitte and Touche LLP are deemed to remain in office as auditors under the terms of an Elective Resolution dated 7 September 2005.

Approved by the Board of Directors  
and signed on behalf of the Board



G A Wilkinson  
Secretary

20 October 2006

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the financial statements. The United Kingdom company law requires the directors to prepare such 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 that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- 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 to 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 ANGLO AMERICAN 2005 LIMITED**

We have audited the financial statements of Anglo American 2005 Limited (formerly known as Anglo Loma Holding Limited) for the period from 7 September 2005 to 31 December 2005 which comprise the profit and loss account, the balance sheet and the related notes 1 to 8. 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 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 law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view, in accordance with the relevant financial reporting framework, 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 other transactions 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 or material inconsistencies with the financial statements.

### **Basis of audit opinion**

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

### **Opinion**

In our opinion:

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



**Deloitte & Touche LLP**

Chartered Accountants and Registered Auditors  
London

20 October 2006

# ANGLO AMERICAN 2005 LIMITED

## PROFIT AND LOSS ACCOUNT

Period from 7 September to 31 December 2005

	Note	7 Sept to 31 Dec 2005 £
Interest received		<u>5,579,214</u>
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>	2	5,579,214
Tax charge on profit on ordinary activities		<u>-</u>
<b>PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION AND RETAINED PROFIT FOR THE FINANCIAL PERIOD</b>		<u><u>5,579,214</u></u>

All amounts derive from continuing operations.

There are no recognised gains and losses for the period other than the profit shown above and therefore no separate statement of total recognised gains and losses has been presented.


**ANGLO AMERICAN 2005 LIMITED**

**BALANCE SHEET**  
**31 December 2005**

	Note	2005 £
<b>CURRENT ASSETS</b>		
Debtors intragroup		1,404,088,902
<b>NET CURRENT ASSETS</b>		<u>1,404,088,902</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>1,404,088,902</u>
<b>CAPITAL AND RESERVES</b>		
Called up share capital	5	14,001
Share premium account		1,398,495,687
Profit and loss account	6	<u>5,579,214</u>
<b>EQUITY SHAREHOLDERS' FUNDS</b>	6	<u>1,404,088,902</u>

These financial statements were approved by the Board of Directors on 20 October 2006.

Signed on behalf of the Board of Directors

  
N. Jordan  
Director



**NOTES TO THE ACCOUNTS**  
**Period ended 31 December 2005**

**1. ACCOUNTING POLICIES**

**Basis of preparation**

The financial statements are prepared in accordance with applicable United Kingdom generally accepted accounting principles (UK GAAP) and in accordance with UK company law. The financial information has been prepared on a historical cost basis.

The particular accounting policies are described below, and have been applied consistently.

**Taxation**

Current tax, 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 tax is provided in full on timing differences which 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 taxation 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.

**Cash flows**

As the Company is a wholly owned subsidiary, the cash flows of the Company are included in the consolidated cash flow statement of its parent undertaking. Consequently the Company is exempt under the provisions of Financial Reporting Standard 1 (Revised) – “Cash flow statements”, from publishing a separate cash flow statement.

**2. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION**

The audit fee in 2005 has been borne by Anglo American Services (UK) Ltd.

**3. DIRECTORS AND EMPLOYEES**

The Company had no employees during the period. The directors receive no remuneration or emoluments from the Company.

**NOTES TO THE ACCOUNTS**  
**Period ended 31 December 2005**

**4. TAX CHARGE ON PROFIT ON ORDINARY ACTIVITIES**

**(a) Analysis of charge in year**

	2005 £
<b>Current tax:</b>	
Total current tax	-
<b>Tax charge on profit on ordinary activities</b>	<u>-</u>

**(b) Factors affecting tax charge for year**

The current tax assessed for the year differs from the standard rate of corporation tax in the UK. The differences are explained below:

	2005 £
Profit on ordinary activities before tax	5,579,214
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 30% (2004: 30%)	(1,673,764)
Effects of:	
Group relief for nil consideration	1,673,764
	<u>-</u>

**5. CALLED UP SHARE CAPITAL**

	2005 £
<b>Authorised:</b>	
10,000,000,000 ordinary shares of US\$1 each	5,811,300,000
10,000,000,000 ordinary shares of £1 each	10,000,000,000
1,000 Class B ordinary shares of £1 each	1,000
<b>Called up, allotted and fully paid:</b>	
13,000 ordinary shares of £1 each	13,000
2 ordinary shares of US\$1 each	1
1,000 Class B ordinary shares of £1 each	1,000
	<u>14,001</u>

The holders of the B shares are entitled to payment of a dividend out of the profits available for distribution and resolved to be distributed, provided that the holders of the Company's £1 Ordinary Shares and US\$1 Ordinary Shares consent in writing to the payment of such dividend on the B shares.

The holders of the B shares do not have any right to a return of capital on a winding up of the Company or to receive notice of, attend, speak or vote at any general meeting of the Company.

The holders of the US\$1 Ordinary shares and £1 Ordinary shares have equal rights.

**NOTES TO THE ACCOUNTS**  
**Period ended 31 December 2005**

**6. RECONCILIATION OF MOVEMENTS IN EQUITY SHAREHOLDERS' FUNDS**

	Ordinary shares	Share Premium Account	Profit and loss account	Total
	£	£	£	£
Shares issued on incorporation	1	-	-	1
Shares issued during the period	14,000	1,398,495,687	-	1,398,509,687
Retained profit for the period	-	-	5,579,214	5,579,214
	<hr/>	<hr/>	<hr/>	<hr/>
At 31 December 2005	14,001	1,398,495,687	5,579,214	1,404,088,902
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**7. RELATED PARTY TRANSACTIONS**

At 31 December 2005, as identified in note 8, Anglo American plc is the Company's ultimate parent company. The Company has taken advantage of the exemption granted by paragraph 3(c) of Financial Reporting Standard 8 not to disclose related party transactions with Anglo American group companies.

**8. ULTIMATE PARENT COMPANY**

The immediate parent company is Anglo American Luxembourg SARL, a company incorporated and registered in Luxembourg.

The ultimate parent company and controlling entity is Anglo American plc, a company registered in England and Wales. Anglo American plc is the parent undertaking of the largest and smallest group which includes the Company and for which group accounts are prepared. The financial statements of both the immediate and ultimate parent companies may be obtained from the Company Secretary, 20 Carlton House Terrace, London SW1Y 5AN.