

Registered No:
4540211

SINGLEPOINT PAYMENT SERVICES LIMITED

ANNUAL REPORT AND ACCOUNTS

FOR THE YEAR ENDED

31 MARCH 2005



SINGLEPOINT PAYMENT SERVICES LIMITED

REPORT OF THE DIRECTORS

The Directors submit their annual report and the audited financial statements for the year ended 31 March 2005. The prior period is for the six months ended 31 March 2004..

Principal activity and review of business

The principal activity of the Company continues to be the provision of financial services to Singlepoint (4U) Limited.

The present level of activity is expected to be maintained for the foreseeable future, although this service will now be provided to Vodafone Limited after Singlepoint (4U) Limited's transfer of trade on 31 March 2005.

Results and dividends

The profit and loss account is set out on page 6 of the financial statements. For the year ended 31 March 2005, there was a profit on ordinary activities after taxation of £6,293,851 (six month period ended 31 March 2004 - £3,726,916).

The Directors do not recommend the payment of a dividend (2004 - £nil).

Directors

The Directors of the Company throughout the year and since year end are set out below:

Mr E Langston
Mr N J Read
Mr W T Morrow

Changes in Directors during the year and since year end were as follows:

	Date of appointment	Date of resignation
Mr C Wright		5 November 2004
Mr G J Darby		1 April 2004
Mr N Brocklehurst		1 August 2004
Mrs H Keays		31 August 2004
Mr J R Townsend		13 January 2005
Mr P Chesworth	1 August 2004	
Mr T Phillips		1 April 2005
Mr E Tournon	10 January 2005	

SINGLEPOINT PAYMENT SERVICES LIMITED

REPORT OF THE DIRECTORS (CONTINUED)

Directors' interests in the shares of Vodafone Group Plc

The shareholding and share options in Vodafone Group Plc of Mr E Langston, Mr N J Read, Mr W T Morrow, Mr P Chesworth and Mr E Tournon are disclosed in the Annual Report and Accounts of Vodafone UK Limited. Mr T Phillips did not have any interests in the ordinary shares of Vodafone Group Plc at 31 March 2005.

None of the Directors held beneficial interests in the shares of Singlepoint Payment Services Limited or in the shares of any other group company in the current or preceding financial period, except as noted in the Annual Report and Accounts noted above.

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 year 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 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.

Auditors

A resolution proposing the appointment of Deloitte & Touche LLP as auditors to the Company will be put to the Annual General Meeting.

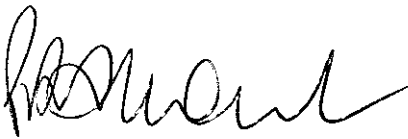
SINGLEPOINT PAYMENT SERVICES LIMITED

REPORT OF THE DIRECTORS (CONTINUED)

Registered office

The registered office of the Company is at Vodafone House, The Connection, Newbury, Berkshire, RG14 2FN, England.

By Order of the Board.

A handwritten signature in black ink, appearing to read 'P R S Howie', written in a cursive style.

P R S Howie
Secretary

23 November 2005

INDEPENDENT AUDITORS' REPORT

to the members of

SINGLEPOINT PAYMENT SERVICES LIMITED

We have audited the financial statements of Singlepoint Payment Services Limited for the year ended 31 March 2005 which comprise the profit and loss account, the balance sheet, and the related notes 1 to 14. 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 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 period 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.

INDEPENDENT AUDITORS' REPORT

to the members of

SINGLEPOINT PAYMENT SERVICES LIMITED

Basis of audit opinion (continued)

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

Opinion

In our opinion the financial statements give a true and fair view of the state of the Company's affairs as at 31 March 2005 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

A handwritten signature in black ink, appearing to read "Deloitte & Touche LLP", is written over a horizontal line.

Deloitte & Touche LLP
Chartered Accountants and Registered Auditors
London

13 November 2005

SINGLEPOINT PAYMENT SERVICES LIMITED

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 MARCH 2005

	Notes	31 March 2005 £	6 months ended 31 March 2004 £
Turnover	1,2	11,888,664	7,193,804
Operating profit	2	8,853,948	5,324,451
Net interest receivable/(payable)	5	51,569	(285)
Profit on ordinary activities before taxation		<u>8,905,517</u>	<u>5,324,166</u>
Tax on profit on ordinary activities	6	(2,611,666)	(1,597,250)
Profit on ordinary activities after taxation and retained profit for the year	10	<u><u>6,293,851</u></u>	<u><u>3,726,916</u></u>

All activities relate to continuing operations.

There are no recognised gains or losses in the current year and preceding financial period, other than the profit for the year, and accordingly no Statement of Total Recognised Gains and Losses is required. There have been no movements in shareholders' funds other than the retained profit for the year, and therefore no reconciliation of movement in shareholders' funds is presented.


SINGLEPOINT PAYMENT SERVICES LIMITED

BALANCE SHEET

AT 31 MARCH 2005

	Notes	31 March 2005 £	31 March 2004 £
Current assets			
Debtors: amounts falling due within one year	7	15,996,728	9,135,250
Cash at bank and in hand		101,087	108,326
		<u>16,097,815</u>	<u>9,243,576</u>
Creditors: amounts falling due within one year	8	(3,084,253)	(2,523,865)
NET CURRENT ASSETS		<u>13,013,562</u>	<u>6,719,711</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		13,013,562	6,719,711
NET ASSETS		<u>13,013,562</u>	<u>6,719,711</u>
CAPITAL AND RESERVES			
Called up share capital	9	2	2
Profit and loss account	10	13,013,560	6,719,709
TOTAL EQUITY SHAREHOLDERS' FUNDS		<u>13,013,562</u>	<u>6,719,711</u>

The financial statements on pages 6 to 13 were approved by the Board of Directors on 23 November 2005, and were signed on its behalf by:



E Tournon

Director

SINGLEPOINT PAYMENT SERVICES LIMITED

NOTES ON THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2005

1 Accounting policies

The financial statements have been prepared in accordance with applicable United Kingdom law and accounting standards. The particular accounting policies, all of which have been applied consistently during the current and prior period, are described below.

Turnover

Turnover, which excludes value added tax and trade discounts, represents the invoiced value of services supplied. The company operates in its principal area of activity, that of the supply of financial services within the UK.

Pensions

The Company contributed to a group defined contribution pension scheme. Pension costs are accounted for on the basis of contributions payable during the period.

Cash flow statement

In accordance with the provisions of Financial Reporting Standard 1 (Revised), a cash flow statement has not been prepared since the Company is a wholly owned subsidiary of Vodafone Group Plc, a company incorporated in Great Britain, which prepares consolidated accounts that include a consolidated cash flow statement.

Accounting convention

The financial statements have been prepared under the historical cost convention.

SINGLEPOINT PAYMENT SERVICES LIMITED
NOTES ON THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2005

2 Operating profit	31 March 2005 £	6 months ended 31 March 2004 £
Turnover	11,888,664	7,193,804
Gross profit	<u>11,888,664</u>	<u>7,193,804</u>
Administrative expenses	(3,034,716)	(1,869,353)
Total administrative expenses	<u>(3,034,716)</u>	<u>(1,869,353)</u>
Operating profit	<u><u>8,853,948</u></u>	<u><u>5,324,451</u></u>

Operating profit has been arrived at after charging:

	31 March 2005 £	6 months ended 31 March 2004 £
Auditors' remuneration:		
Audit work	<u><u>-</u></u>	<u><u>600</u></u>

Other operating expenses for the current year were recharged by a group undertaking in the form of a management charge of £173,508 (2004 - £nil). The auditors' remuneration is included in this management charge in the current year, and in the previous period was borne by the immediate parent entity Singlepoint (4U) Limited.

SINGLEPOINT PAYMENT SERVICES LIMITED
NOTES ON THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2005

3 Employees

There are no employees or Directors directly employed by the Company during the year or the prior period. Employment costs of £779,640 (6 months ended 31 March 2004: £451,148) were recharged by another group undertaking.

4 Directors

None of the Directors were paid emoluments for their services as Directors of Singlepoint Payment Services Limited during the year (6 months ended 31 March 2004 - £nil). It is not considered practical to allocate their remuneration between the Group companies of which they are Directors.

5 Net interest receivable/(payable)

	31 March 2005 £	6 months ended 31 March 2004 £
Other interest payable	-	(285)
Other interest receivable	51,569	-
	<u>51,569</u>	<u>(285)</u>

SINGLEPOINT PAYMENT SERVICES LIMITED

NOTES ON THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2005

6 Tax on profit on ordinary activities

	31 March 2005 £	6 months ended 31 March 2004 £
UK corporation tax at 30% (2004 - 30%)	2,671,655	1,597,250
Prior year adjustment for over provision	(59,989)	-
Total current tax	<u>2,611,666</u>	<u>1,597,250</u>

The standard rate of tax for the period, based on the UK standard rate of corporation tax, is 30%. The actual tax charge for the current period differs from the tax charge at the standard rate for the reason set out in the following reconciliation:

	31 March 2005 £	6 months ended 31 March 2004 £
Profit on ordinary activities before tax	<u>8,905,517</u>	<u>5,324,166</u>
Tax on profit on ordinary activities before tax at standard rate of 30% (2004: 30%)	2,671,655	1,597,250
Factors affecting tax charge for the year:		
Adjustments to tax charge in respect of previous periods	(59,989)	-
Current tax charge for the year	<u>2,611,666</u>	<u>1,597,250</u>

7 Debtors

	31 March 2005 £	31 March 2004 £
Amounts due from parent undertaking	15,996,728	7,611,489
Corporation tax receivable	-	1,222,636
Prepayments and accrued income	-	301,125
	<u>15,996,728</u>	<u>9,135,250</u>

SINGLEPOINT PAYMENT SERVICES LIMITED

NOTES ON THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2005

8 Creditors: amounts falling due within one year

	31 March 2005 £	31 March 2004 £
Amounts due to group undertakings	173,508	923,424
Taxation and social security costs	2,671,655	1,600,441
Accruals and deferred income	239,090	-
	<u>3,084,253</u>	<u>2,523,865</u>

9 Called up share capital

	31 March 2005 £	31 March 2004 £
Authorised: 10,000 (2004: 10,000) ordinary shares of £1 each	<u>10,000</u>	<u>10,000</u>
Allotted and fully paid: 2 (2004: 2) ordinary shares of £1 each	<u>2</u>	<u>2</u>

10 Reserves

Profit and loss account

At 31 March 2004 6,719,709

Profit for the period 6,293,851

At 31 March 2005 13,013,560

11 Pensions

All pension costs are paid by the immediate parent company Singlepoint (4U) Limited and cross charged to Singlepoint Payment Services Limited. Contributions made in the year ended 31 March 2005 to a defined contribution pension scheme were £437 (6 months ended 31 March 2004 - £253).

SINGLEPOINT PAYMENT SERVICES LIMITED
NOTES ON THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2005

12 Contingent liabilities

The Company is party to a mutual guarantee in respect of the Vodafone Group Plc cashpool.

13 Related party transactions

The Company has taken advantage of the exemption granted by paragraph 3(c) of FRS 8, Related Party Disclosures, not to disclose transactions with Vodafone Group Plc group companies or interests of the Group who are related parties.

14 Ultimate parent company and controlling entity

The immediate parent company of Singlepoint Payment Services Limited is Singlepoint (4U) Limited, a company incorporated in Great Britain. The ultimate parent company and controlling entity of Singlepoint Payment Services Limited, and the smallest and largest group which prepares consolidated financial statements and of which the Company forms a part, is Vodafone Group Plc, a company incorporated in Great Britain.

A copy of the financial statements of Vodafone Group Plc and Vodafone UK Limited for the year ended 31 March 2005 may be obtained from The Company Secretary, Vodafone Group Plc, Vodafone House, The Connection, Newbury, Berkshire, RG14 2FN, England.