

02 MAR 29 PM 8:11

March 19, 2002

Office of International Corporate Finance  
Securities and Exchange Commission  
Stop 3-9  
450 Fifth Street, N.W.  
Washington, D.C. 20549



02028130

*australia ltd*  
Re: ERG Limited (the "Issuer") -  
File Number 82-2372

SUPPL

To Whom it May Concern:

On behalf of the Issuer, we enclose filings for ERG Media Release (lodged with the Australian Stock Exchange).

The information is being submitted to the Securities and Exchange Commission with respect to the Issuer's obligations pursuant to Rule 12g3-2(b), and with the understanding that, in accordance with the terms of paragraph (b)(4) of Rule 12g3-2(b), such information and documents will not be deemed "filed" with the Commission, or otherwise subject to the liabilities of Section 18 of the Exchange Act.

Kindly acknowledge receipt of the enclosed by stamping and returning the enclosed copy of this letter in the pre-addressed, stamped envelope provided for your convenience.

Sincerely yours,

*MR*  
Mark R. Saunders

PROCESSED

APR 10 2002

THOMSON  
FINANCIAL P

Enclosure

*llw 3/29*





11 March2002



## **ERG's Transit Presence Strengthened**

Runar Hannevold, Managing Director of SL outlined a number of the benefits, which will be derived from the system. "The new system will provide us with information which will enable us to review travel patterns to ensure that we are providing the best service we can to our passengers. Our existing ticketing system is ready for replacement and the introduction of contactless smart cards will help to ensure the correct tickets are issued and improve profitability. Furthermore we believe the system will be a very important cornerstone to establish a seamless Travel Card system throughout Oslo and Akershus."

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Peter Fogarty, ERG's Chief Executive, commented that the announcement represented a significant achievement by ERG. "These contract wins continue ERG's outstanding success rate in the European market and reinforce our dominant position. We look forward to delivering state-of-the-art smart card systems to our customers."

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### **BACKGROUND INFORMATION**

#### **ERG Group**

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**ASX**

AUSTRALIAN STOCK EXCHANGE

Australian Stock Exchange Limited  
ABN 98 008 624 891  
Exchange Centre  
Level 4, 20 Bridge Street  
Sydney NSW 2000

PO Box H224  
Australia Square  
NSW 1215

Telephone 61 2 9227 0334  
Facsimile 61 2 9227 0339  
Internet <http://www.asx.com.au>  
DX 10427 Stock Exchange Sydney

**FACSIMILE**

**Department: COMPANY ANNOUNCEMENTS OFFICE**

**DATE: 11/03/2002**

**TIME: 14:23:21**

**TO: ERG LIMITED**

**FAX NO: 08-9273-1208**

**FROM: AUSTRALIAN STOCK EXCHANGE LIMITED  
COMPANY ANNOUNCEMENTS OFFICE**

**PAGES: 1**

**SUBJECT: CONFIRMATION OF RECEIPT AND RELEASE OF ANNOUNCEMENT**

**MESSAGE:**

**We confirm the receipt and release to the market of an announcement regarding:**

**Slide Presentation on ERG's Half Year Results**



**HALF YEAR RESULTS**

**31 DECEMBER 2001**



**ERG**

**GROUP**

**Outlook** — Outlook  
Strategy  
Prospects

**Projects** — Review of Major Projects

**Accounts** — Review of P&L and  
Balance Sheet



**ERG**  
GROUP

	DEC 2001	DEC 2000
Total Revenue	136.4	184.2
One off Write-downs	(155.4)	--
EBIT	(183.6)	22.6
EBITDA	(134.4)	31.3
Earnings per Share	(31.1)	2.5c
Gross R&D	17.4	42.3
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NTA Per Share	19c	42c
Total Assets	662.2	736.0
Operating Cash Flow	(36.5)	40.0



**ERG**  
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**Summary**

(\$m)	Supply & Install	Operating/ Infrastructure	Corporate & Support
Revenue	71.1	43	25.0
EBITDA *	2.9	(13.9)	(9.1)
EBT *	1.0	(17.1)	(27)
Assets	179	279	204

\* before one off write-downs



**ERG**  
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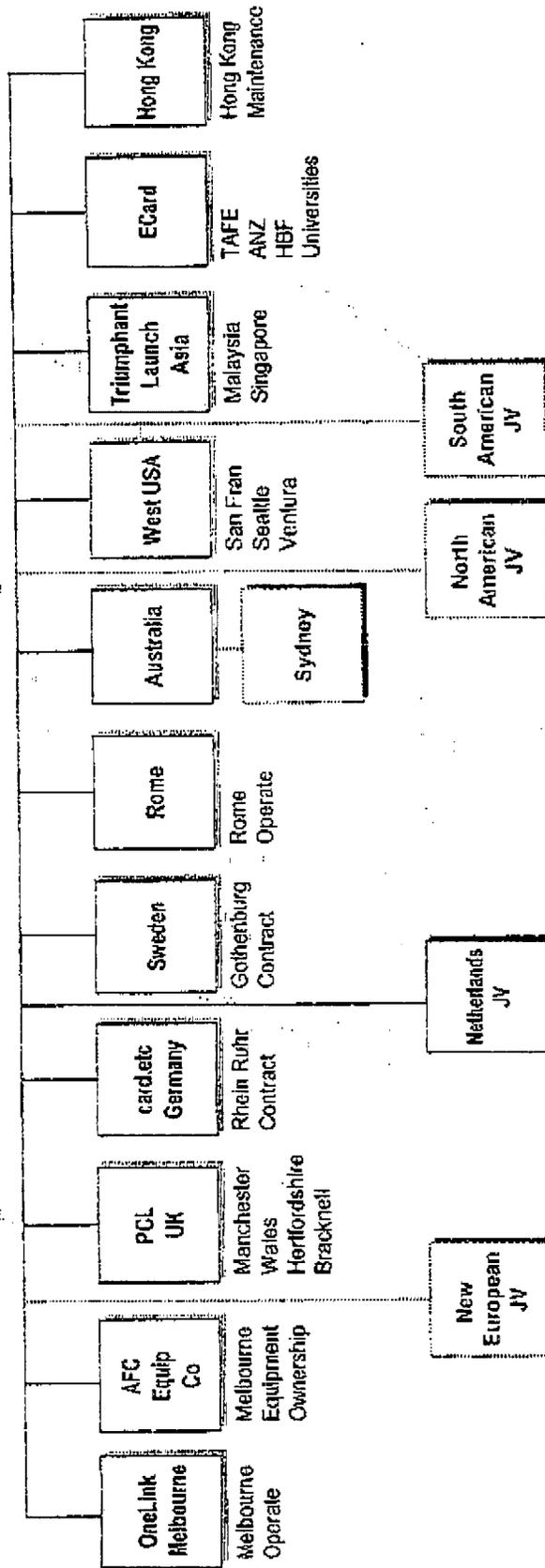
**Operating Results by Segment**



**ERG**

GROUP

**Operations included in the Infrastructure Segment**



This structure is not representative of ownership.



**ERG**  
GROUP

**Balance Sheet Highlights**

Cash on Hand	118	32
Total Assets	662	711
Borrowings*	68	24
Total Liabilities	479	438
Total Shareholders' Equity	183	273

31 Dec 01

30 June 01

\* Excludes Convertible Notes

Waiver of Banking Covenant breaches obtained

No breach of Convertible Note Deed

New project specific Banking Facilities being negotiated



**ERG**

GROUP

**Banking Facilities**



**ERG**  
GROUP

### Analysis of ONE OFF Write-downs

#### Current Assets

Receivables	6,000
Inventories	15,500
Other	990
	<u>22,490</u>

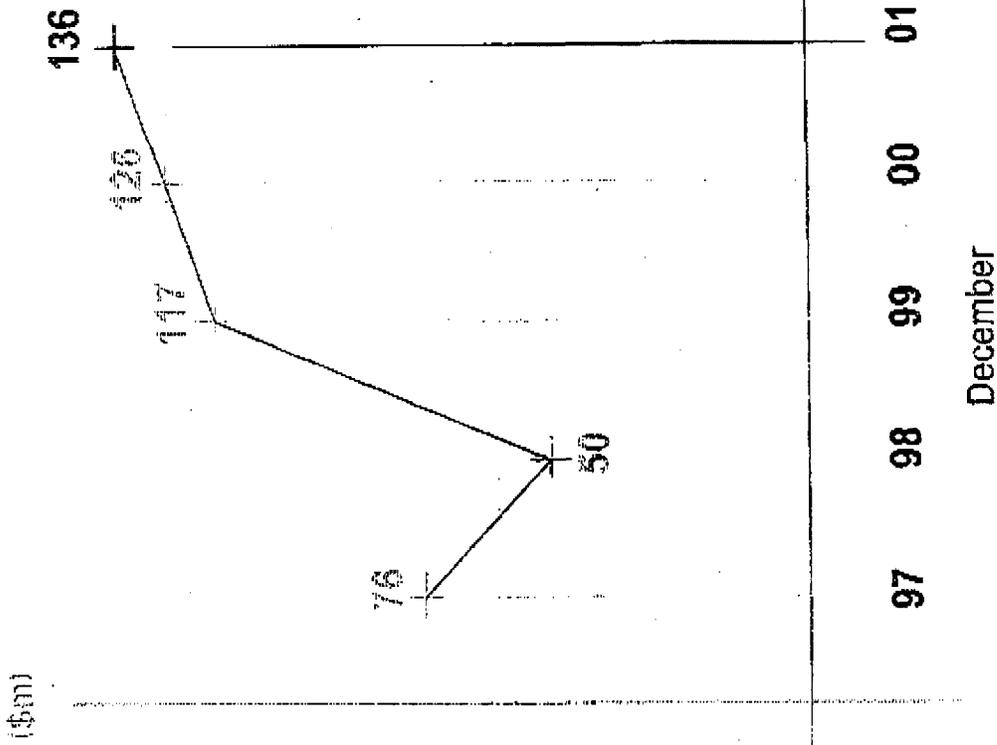
#### Non-Current Assets

Investments	72,866
Inventories	12,907
Other Financial Assets	481
Property, Plant & Equipment	36,716
Intangibles	1,085
Other	2,641

#### Current Liabilities

Provisions	6,198
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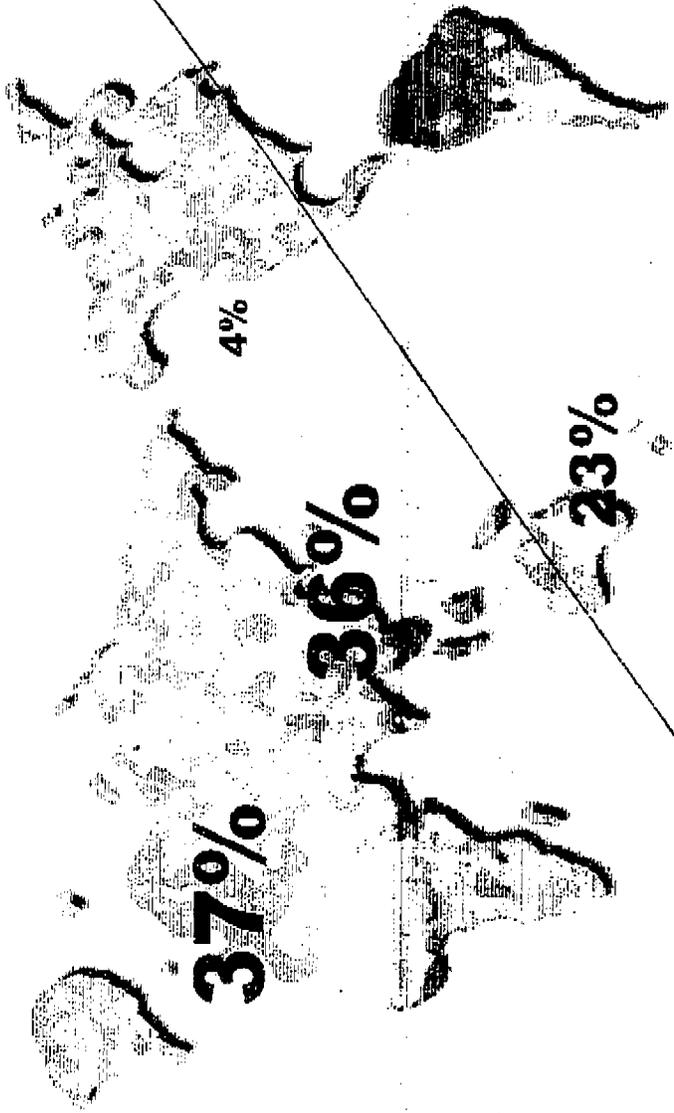
Balance Sheet Accounts Adjusted: **155,384**



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**Revenue**

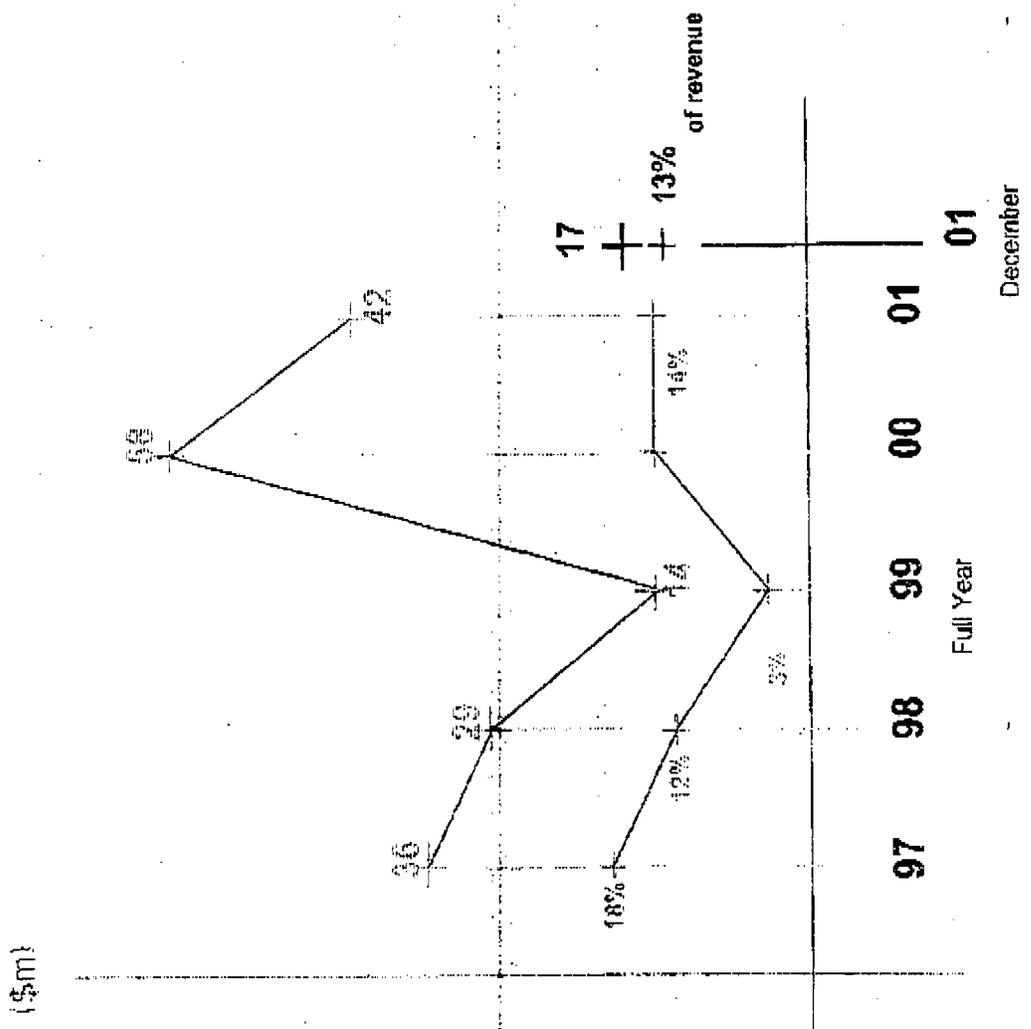
Normalised for Telecoms Sale



# Revenue Spread



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GROUP



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# Research & Development

Capitalised to Projects 16.4  
Expensed as incurred 1.0  
R&D for the 6 months ended 31.12.01 17.4

Current and prior period R&D  
included in depreciation and amortisation 6.1



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**Research & Development**



ERG  
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# Reconciliation of Cash

(\$mil)

Cash at Hand 30 June 2001	21
Cash Inflow	299
Customer Receipts	141
Proceeds from Rights Issue	86*
Proceeds from Borrowings	45
Proceeds from Sale of Shares	23
Other	4
Cash Outflows	(213)
Payments to Suppliers / Employees	161
R&D	17
Interest	13
Other	22
Cash at Hand 31 December 2001	107

\* Remaining \$14 million received 4 January

Reduction of Staff Costs

Removal of Contractors/Temporary Staff

Natural Attrition

Voluntary Redundancy

> \$20 million annual saving targeted

Major MASS Research and Development nearing Completion (R&D cost dropping)

Savings November 2001 – February 2002

\$1 million/month (\$12 million/year)

No of Contractors reduced from 108 to 57



ERG  
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Expense Management



**ERG**  
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### Capital Structure

	Pre-Praton	Post-Praton
Ordinary Shares on Issue	861,337,685	936,879,165

Unlisted Convertible Notes	18.5m	@	\$13.50
No of Share Equivalents	55.6m	@	\$4.50
Maturity Date			October 2005

Unlisted Convertible Notes	13.8m*	@	\$1.65
No of Share Equivalents	41.4m	@	\$0.55
Maturity Date			October 2002

\* 5.8m held by Motorola.

Payments received

90%

Won \$15 million Maintenance Contract

Go Live

Current negotiations to

Outsource Systems Operations

**Singapore**



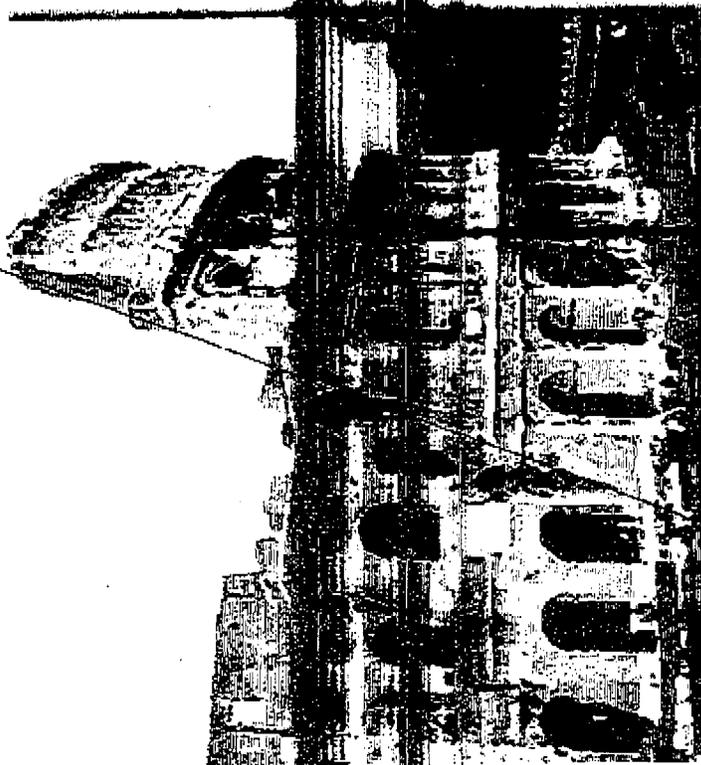
**ERG**  
GROUP

Project Delivered

8 year Operating Contract

Extension and renegotiation

Lazio to follow



**Rome**

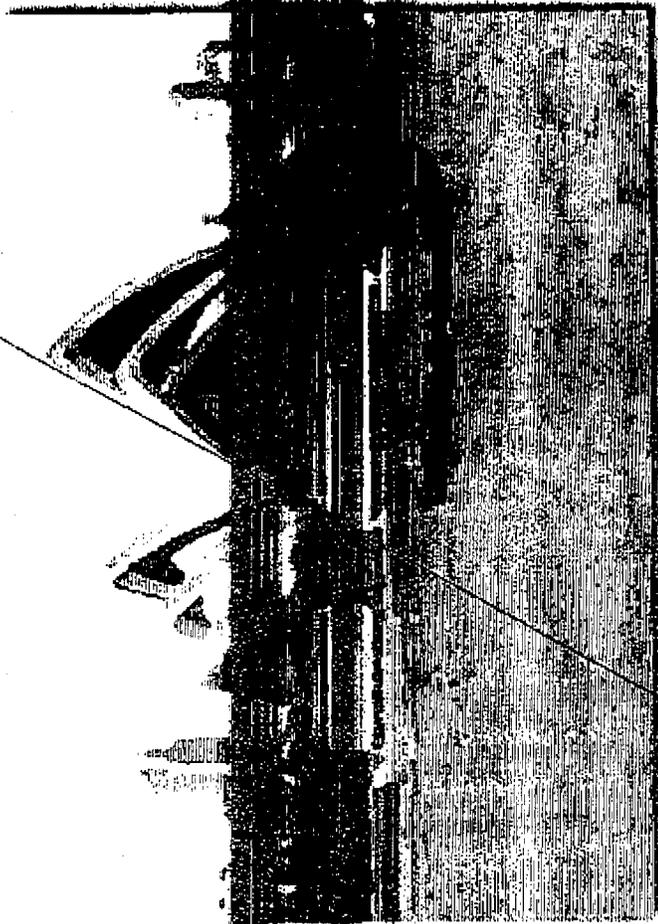


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\_\_\_\_\_ Preferred Proponent Status

\_\_\_\_\_ Cubic vs NSW Government legal action continuing

\_\_\_\_\_ ERG contract negotiations well advanced



**Sydney**



**ERG**  
GROUP

# Proton Acquisition

— Closing March 2002

— Integration under way

**VISA**



**Proton  
World**

**banksys**

**Interpay**

500 Banking Customers

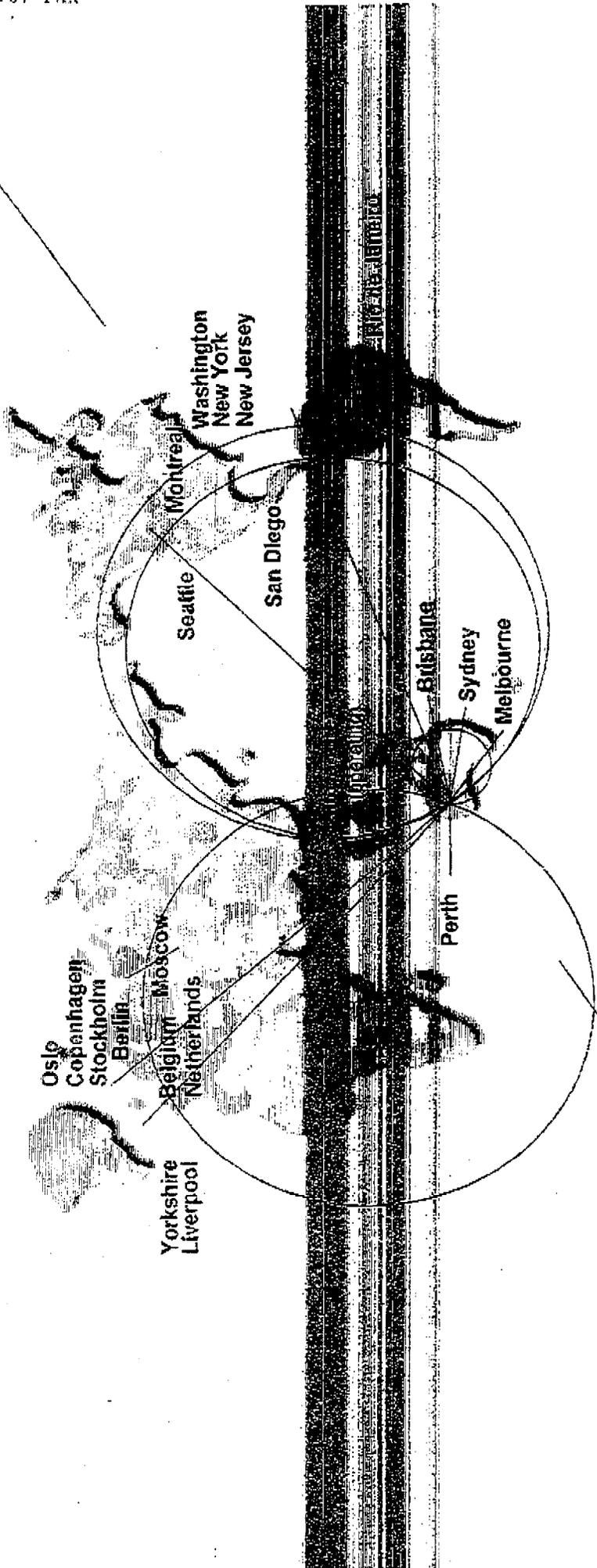
New major contracts being negotiated



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GROUP

— Amex, Visa, Banksys, Interpay  
become ERG Shareholders

# Prospects



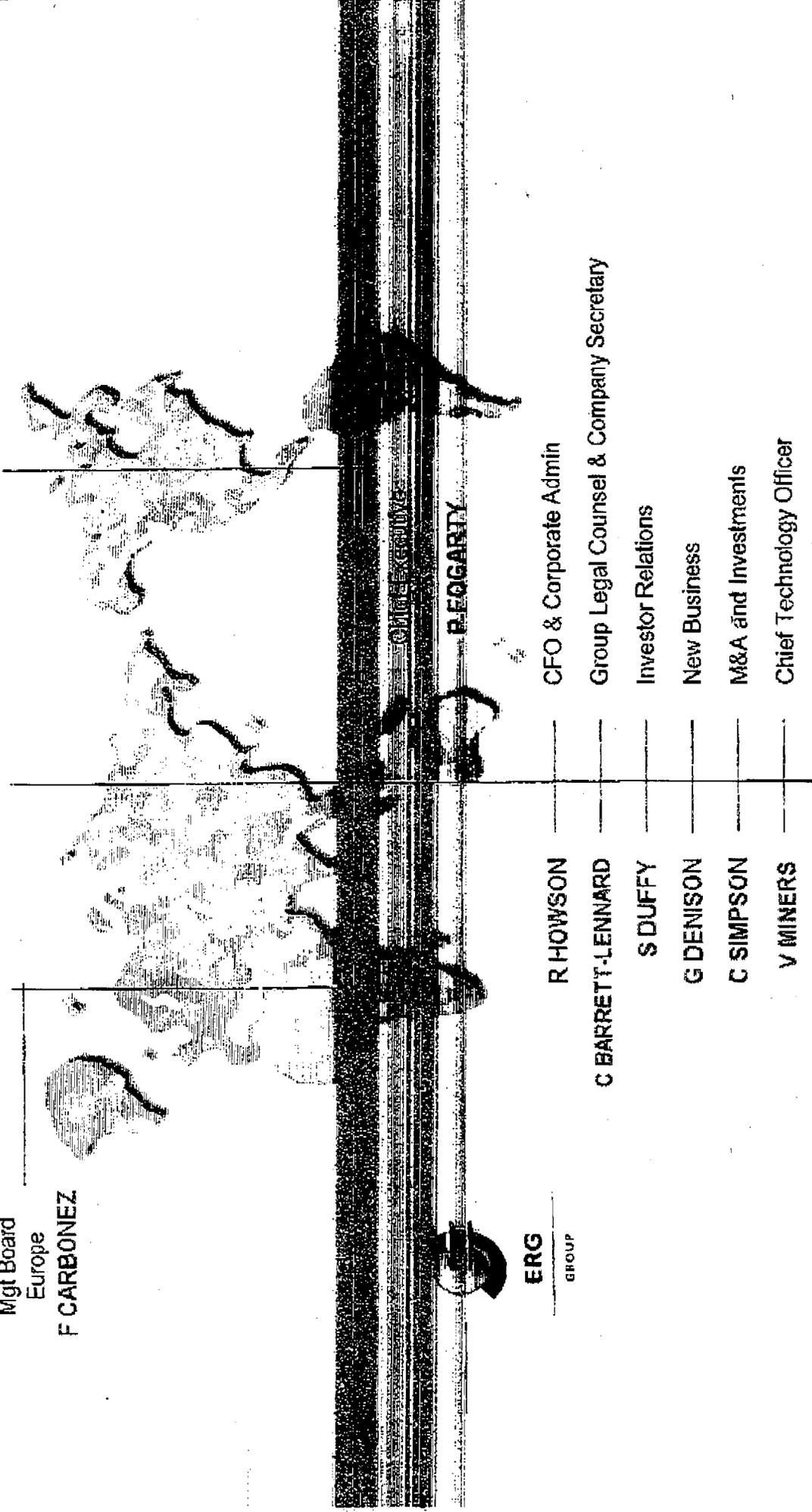
**ERG**  
GROUP

MD Americas  
TBA

MD Asia Pacific  
R NOBLE

MD Europe  
A LINKENS

Mgt Board  
Europe  
F CARBONEZ



# Organisational Structure

Close Proton Acquisition

Multi-application,  
Strategic Partner Negotiations

Continued Transit System Tenders + Awards

~~Settlement of Melbourne Gleim~~

Sign off Sydney Contract

**Upcoming Key Events**

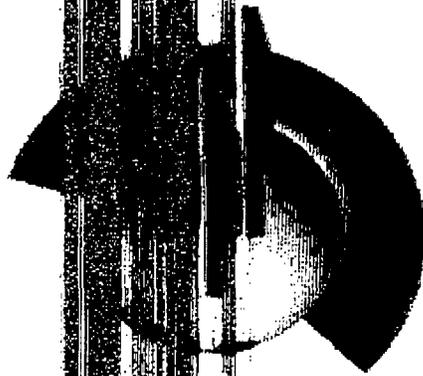


**ERG**  
GROUP

**THANK YOU FOR YOUR ATTENTION!**

**HALF YEAR RESULTS**

**31 DECEMBER 2001**



**ERG**

**GROUP**

02 MAR 29 11 8:00

# MESSAGE CONFIRMATION

03/11/2002 08:35  
ID=GREENBERG, TRAURIG

2002 MAR 11 11:00 AM

DATE	S,R-TIME	DISTANT STATION ID	MODE	PAGES	RESULT
03/11	00'50"	GREENBERG/TRAURI	TX	003	OK 0000



03/11/2002 08:34 GREENBERG, TRAURIG → 072#99921#692692#6882449  
 11/03 '02 MON 14:03 FAX

NO.983 0001  
 001

The contents of this fax are confidential and may only be used or disclosed by the addressee.

**TO** Mark Saunders  
**AT** Greenberg Traurig  
**FAX** 0015 1 212 801 6400  
**REF** CMP-0014-01  
**FROM** Clare Barrett-Lennard **DATE** 11 March 2002  
**FAX** +61 8 9273 1208 **PHONE** +61 8 9273 1209 **PAGES** 3  
**RE** Australian Stock Exchange Filing



**ERG**  
 GROUP

Dear Sir

I enclose the following documents lodged with the Australian Stock Exchange today:

- Media Release headed "ERG's Transit Presence Strengthened".

Yours faithfully

ERG GROUP | ERG GROUP | ERG GROUP | ERG GROUP





11 March 2002



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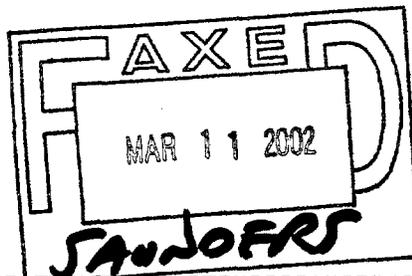
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03/11/2002 08:37  
ID=GREENBERG, TRAURIG

2002 MAR 11 11:03:39

DATE	S,R-TIME	DISTANT STATION ID	MODE	PAGES	RESULT
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03/11/2002 08:36 GREENBERG, TRAURIG → 072#99921#692692#6882449  
11/03 '02 MON 14:05 FAX

NO.984 001  
001

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**FROM** Clare Barrett-Lennard **DATE** 11 March 2002  
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**RE** Australian Stock Exchange Filing



**ERG**  
GROUP

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- Media Release headed "ERG's Transit Presence Strengthened".

Yours faithfully

A handwritten signature in black ink, appearing to read "Clare Barrett-Lennard".

Clare Barrett-Lennard

ERG GROUP | ERG GROUP | ERG GROUP | ERG GROUP





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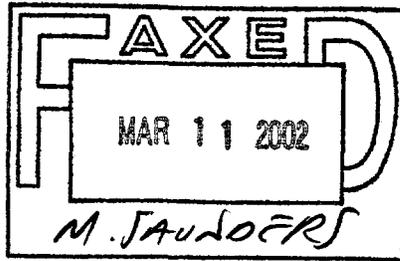
02 MAR 20 11:08:11

# MESSAGE CONFIRMATION

03/11/2002 08:43  
ID=GREENBERG, TRAURIG



DATE	S,R-TIME	DISTANT STATION ID	MODE	PAGES	RESULT
03/11	04'38"	GREENBERG/TRAURI	TX	029	OK 0000



03/11/2002 08:38 GREENBERG, TRAURIG → 072#99921#692692#6882449  
11-03-02 MON 13:32 FAX

NO.985 0001  
0001

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**FAX** +61 8 9273 1208 **PHONE** +61 8 9273 1209 **PAGES** 27  
**RE** **Australian Stock Exchange Filing**



Dear Sir

I enclose the following documents lodged with the Australian Stock Exchange today:

- Slide presentation on ERG's Half-Year Results by Mr Peter Fogarty, Chief Executive Officer, to a meeting of analysts today.

The presentation will be available on our website at the following address:

[http://www.erggroup.com/invst\\_relations/presentations/index.htm](http://www.erggroup.com/invst_relations/presentations/index.htm)

Yours faithfully

ERG GROUP | ERG GROUP | ERG GROUP | ERG GROUP





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**ERG**

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**ERG**

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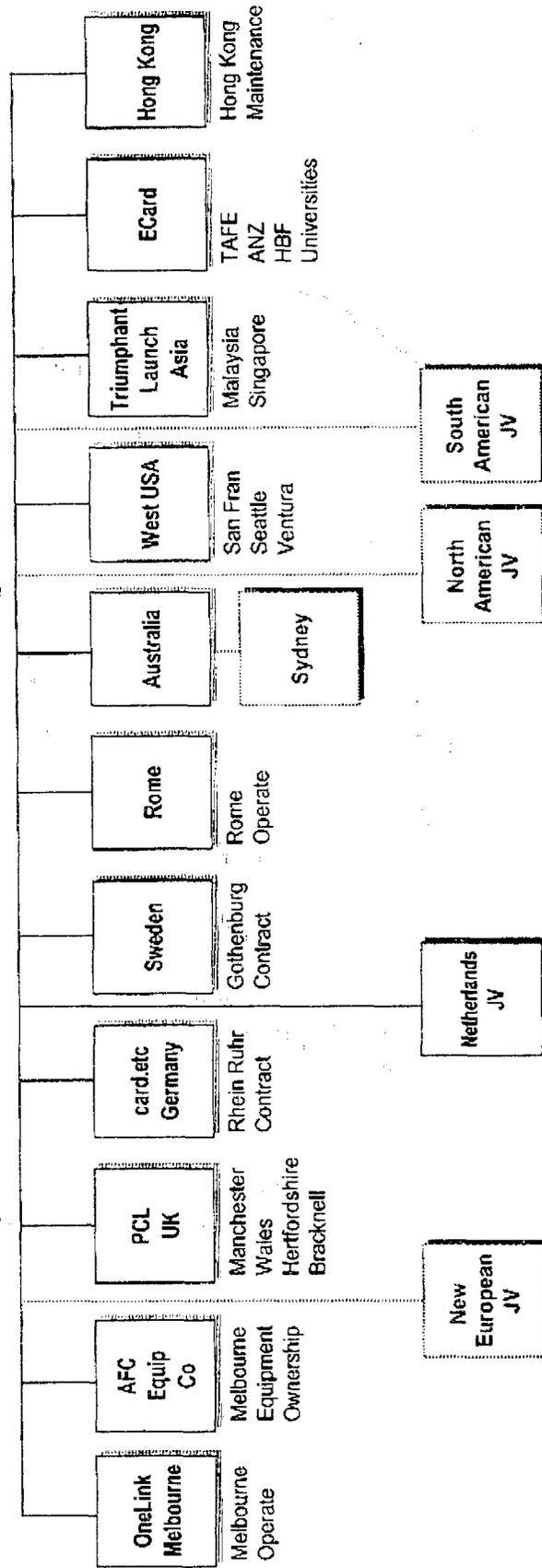
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**ERG**  
GROUP

**Banking Facilities**

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**ERG**  
 GROUP
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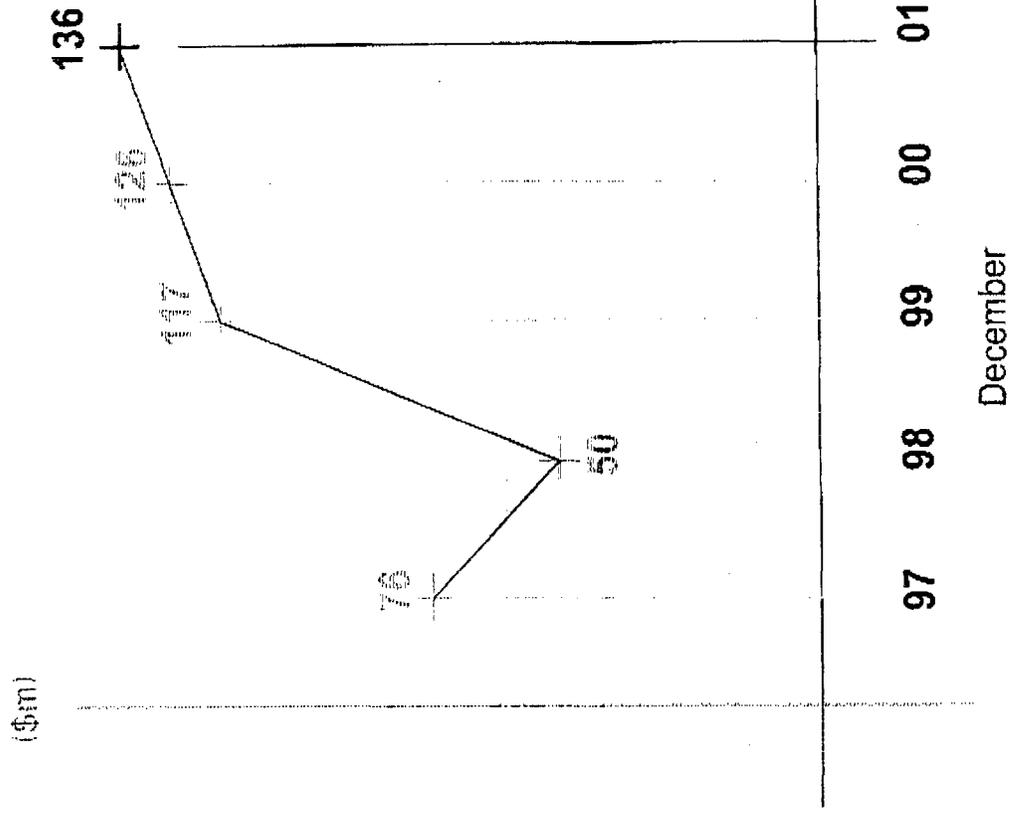
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Provisions	6,198
------------	-------

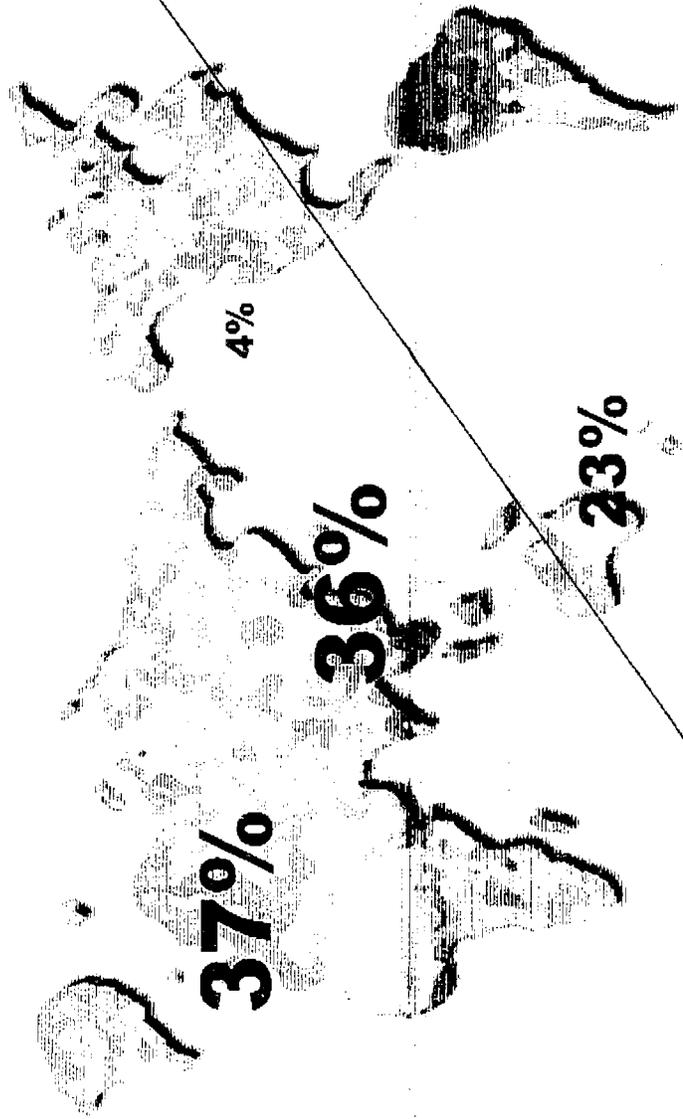
**Balance Sheet Accounts Adjusted:**
**155,384**



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**Revenue**

Normalised for Telecoms Sale

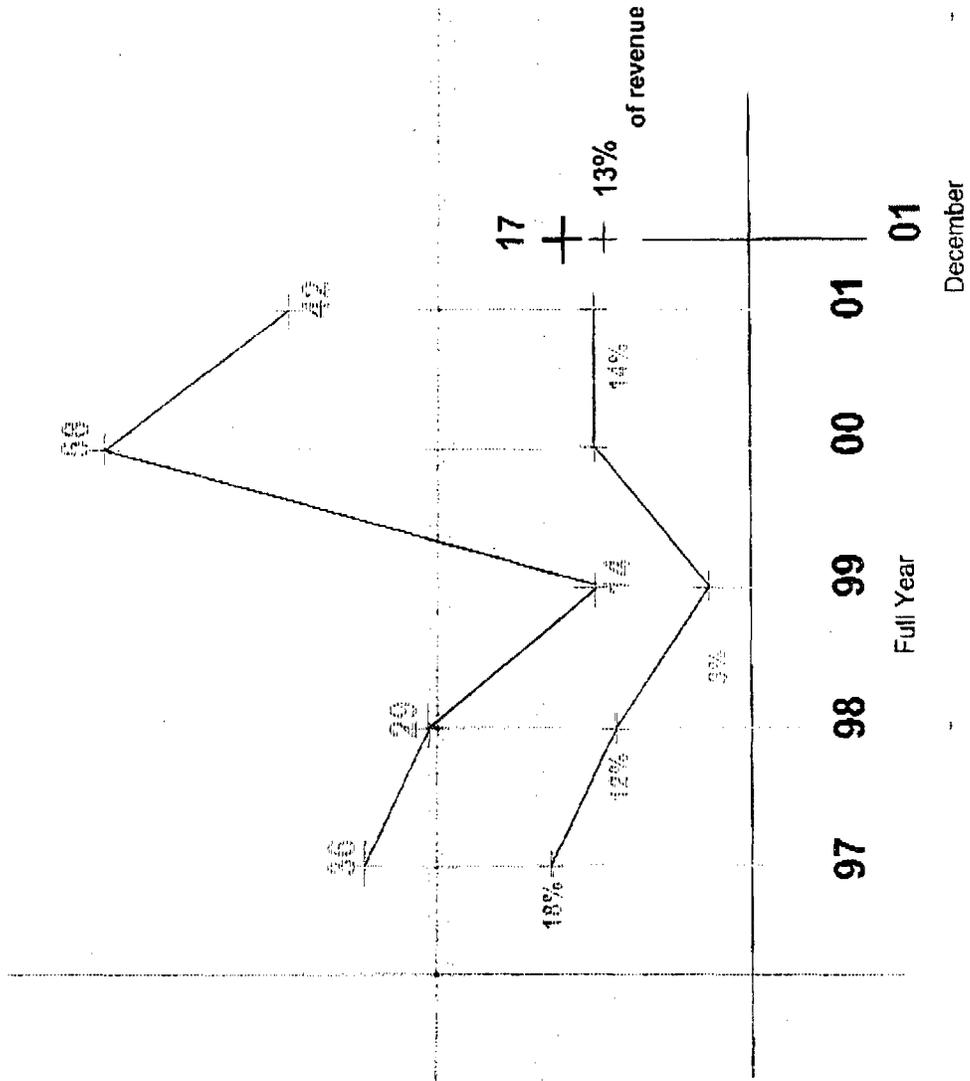


# Revenue Spread



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(\$m)



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# Research & Development

Capitalised to Projects 16.4

Expensed as incurred 1.0

R&D for the 6 months ended 31.12.01 17.4

Current and prior period R&D

6.1

included in depreciation and amortisation



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Research & Development



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## Reconciliation of Cash

(\$m)

Cash at Hand 30 June 2001	21
<b>Cash Inflow</b>	<b>299</b>
Customer Receipts	141
Proceeds from Rights Issue	86*
Proceeds from Borrowings	45
Proceeds from Sale of Shares	23
Other	4
<b>Cash Outflows</b>	<b>(213)</b>
Payments to Suppliers / Employees	161
R&D	17
Interest	13
Other	22
Cash at Hand 31 December 2001	107

\* Remaining \$14 million received 4 January

\_\_\_\_\_ Returning Cash from major Infrastructure Projects

\_\_\_\_\_ Expense Management

\_\_\_\_\_ Limiting ERG Balance Sheet Exposure

Milestone Payments

Banking Partners for Projects

Self-funding Projects



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**Cash Management**

Reduction of Staff Costs

Removal of Contractors/Temporary Staff

Natural Attrition

Voluntary Redundancy

> \$20 million annual saving targeted

Major MASS Research and Development nearing Completion (R&D cost dropping)

Savings November 2001 - February 2002

\$1 million/month (\$12 million/year)

No of Contractors reduced from 108 to 57



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Expense Management



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# Capital Structure

Ordinary Shares on Issue	Pre-Proton	Post-Proton
861,337,685	936,879,165	

Listed Convertible Notes	18.5m	@	\$13.50
--------------------------	-------	---	---------

No of Share Equivalents	55.6m	@	\$4.50
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Maturity Date	October 2005
---------------	--------------

Unlisted Convertible Notes	13.8m*	@	\$1.65
----------------------------	--------	---	--------

No of Share Equivalents	41.4m	@	\$0.55
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Maturity Date	October 2002
---------------	--------------

\* 5.8m held by Motorola.



All Development Work

complete

User Acceptance Testing

Under way

Rollout

Second half

Invested

\$26 million



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**Manchester**

Payments received

90%

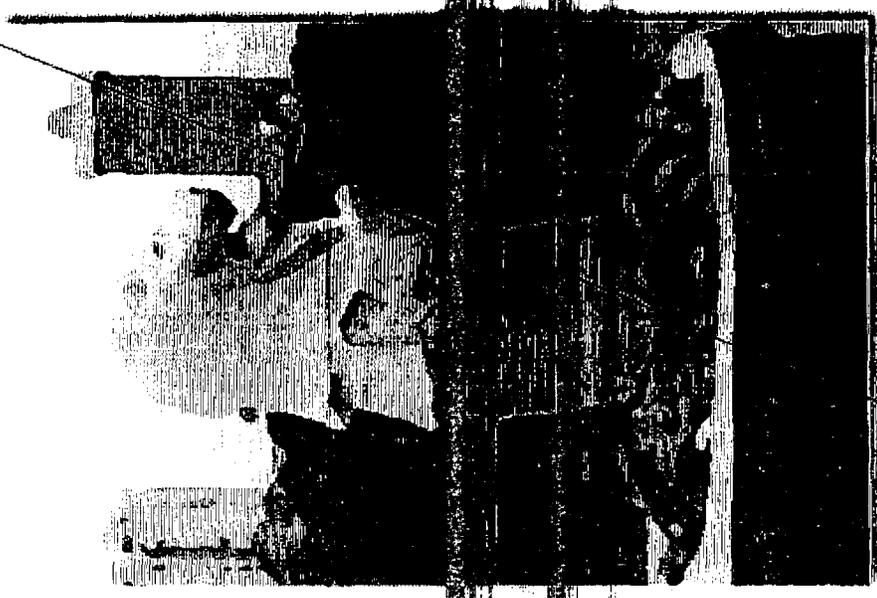
Won \$15 million Maintenance Contract

Go Live

Current negotiations to

Outsource Systems Operations

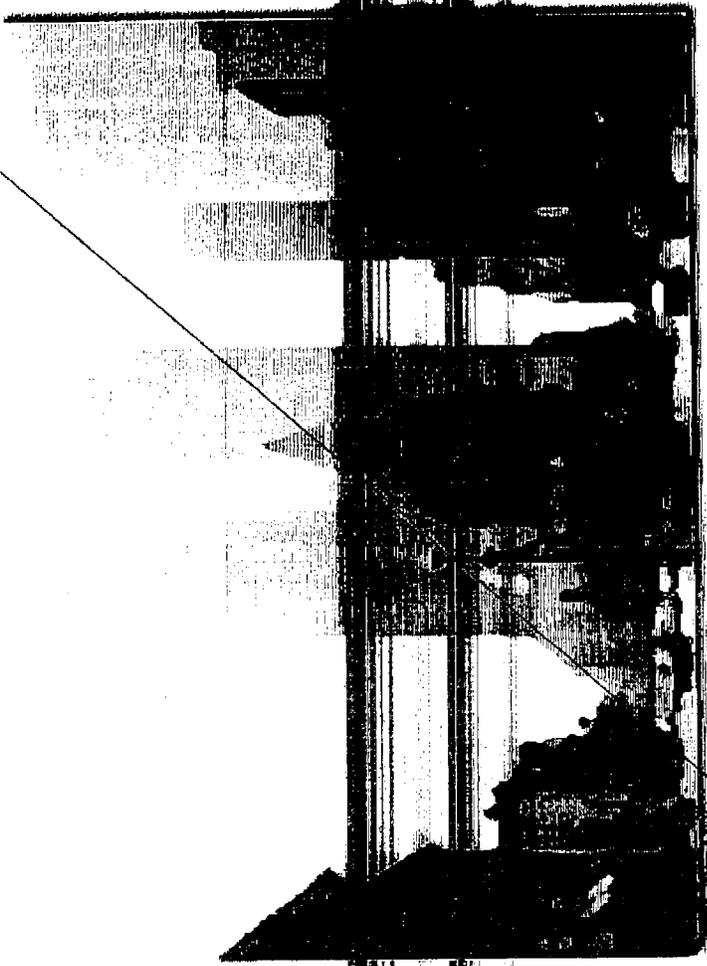
31 March 2003



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**Singapore**

# San Francisco



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Currently in Phase I of a six month Public Pilot Program

Covers BART, Light Rail Buses and Ferries

Operating payments commenced

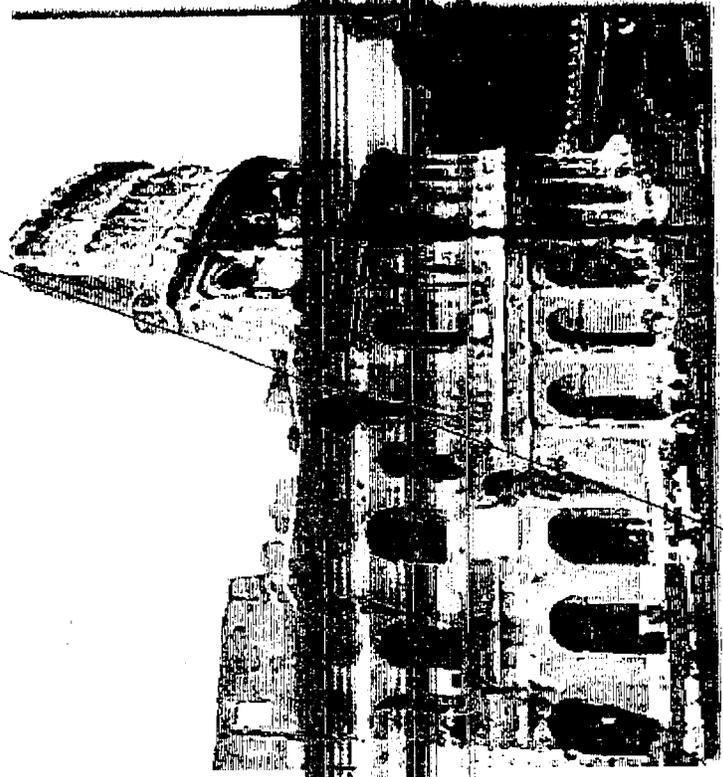
Negotiating Phase II

Project Delivered

8 year Operating Contract

Extension and renegotiation

Lazio to follow



Rome

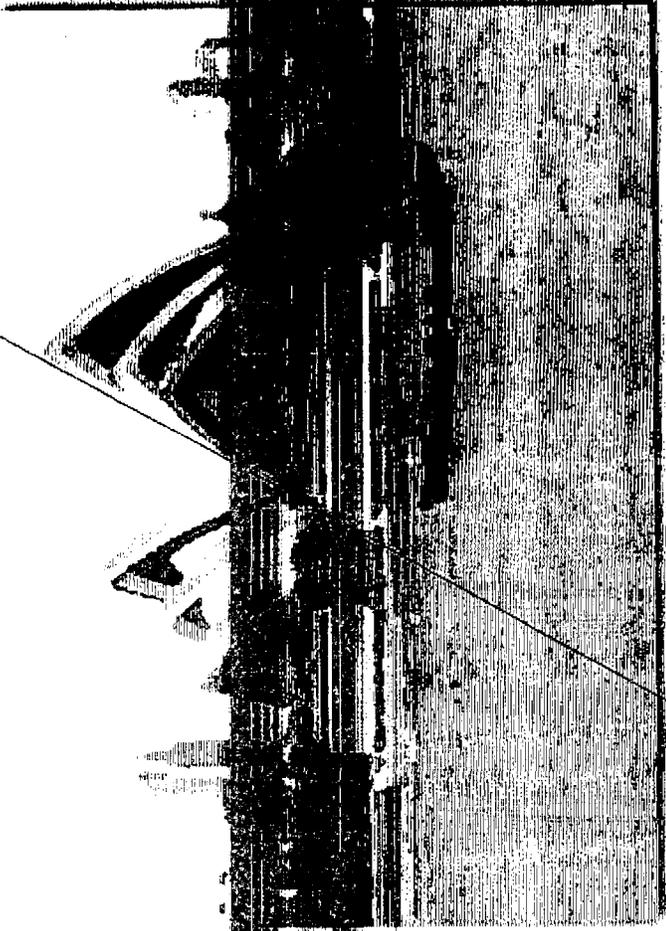


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\_\_\_\_\_ Preferred Proponent Status

\_\_\_\_\_ Cubic vs NSW Government legal action continuing

\_\_\_\_\_ ERG contract negotiations well advanced



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**Sydney**

# Proton Acquisition

— Closing March 2002

— Integration under way

Mitsubishi **Intercontinental Marketing**  
Brussels Office



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— Amex, Visa, Banksys, Interpay  
become ERG Shareholders

**VISA**



**Proton  
World**

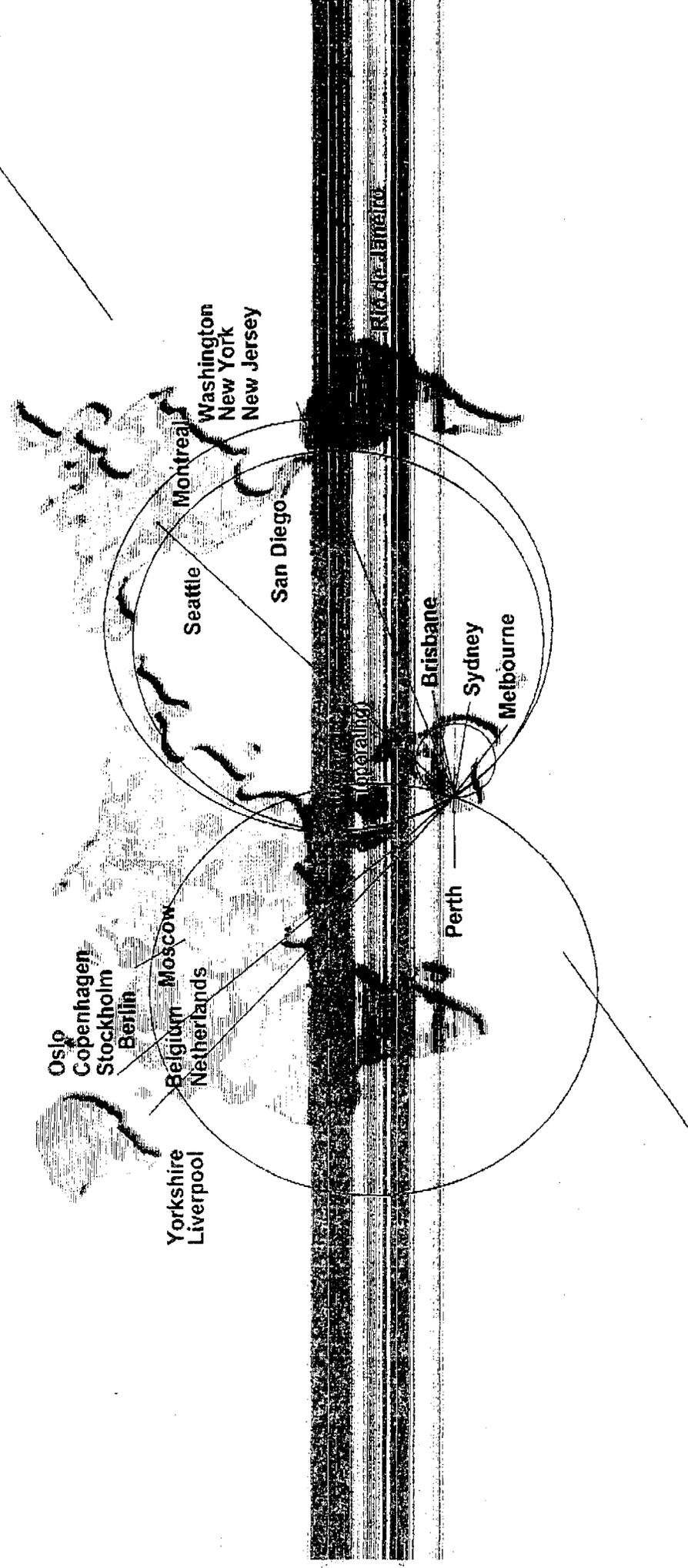
**banksys**

**Interpay**

500 Banking Customers

— New major contracts being negotiated

# Prospects



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MD Americas  
TBA

MD Asia Pacific  
R NOBLE

MD Europe  
A LINKENS

Mgt Board  
Europe  
F CARBONEZ



Chief Executive

R EOGARTY



- R HOWSON — CFO & Corporate Admin
- C BARRETT-LENNARD — Group Legal Counsel & Company Secretary
- S DUFFY — Investor Relations
- G DENISON — New Business
- C SIMPSON — M&A and Investments
- V MINERS — Chief Technology Officer

# Organisational Structure

Close Proton Acquisition

Multi-application,  
Strategic Partner Negotiations

Continued Transit System Tenders + Awards

Settlement of Melbourne Claim

Sign off Sydney Contract

**Upcoming Key Events**

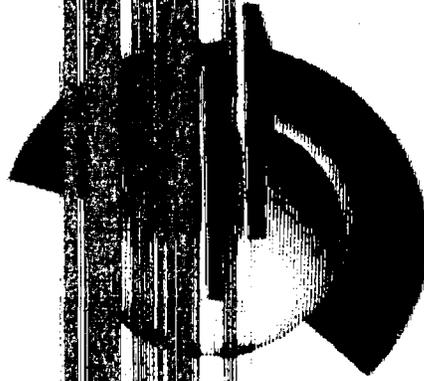


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**THANK YOU FOR YOUR ATTENTION!**

**HALF YEAR RESULTS**

**31 DECEMBER 2001**



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