

Company Number: 151729

NEGRETTI & ZAMBRA LIMITED

Report and Balance Sheet

31 December 2000



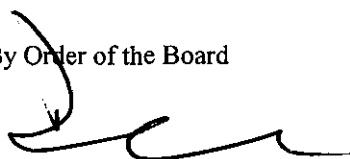
NEGRETTI & ZAMBRA LIMITED

NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting of the members of Negretti & Zambra Limited will be held at Farris House, Cowgrove, Wimborne, Dorset at 9.15 am on 11 July 2001 to transact the following business:

1. To receive and approve the report of the directors and the balance sheet for the year ended 31 December 2000.
2. To transact the other business of an Annual General Meeting.

By Order of the Board

A handwritten signature in black ink, appearing to be 'D H Clark', written over the text 'By Order of the Board'.

D H Clark
Secretary

Note: A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not also be a member.

NEGRETTI & ZAMBRA LIMITED

DIRECTORS' REPORT

The directors present their annual report and the balance sheet for the year ended 31 December 2000.

PRINCIPAL ACTIVITY

The company no longer trades.

REVIEW OF THE BUSINESS

The company did not trade during the year to 31 December 2000 and made neither profit nor loss.

DIVIDENDS

The directors do not recommend the payment of a dividend (1999 - £ Nil)

DIRECTORS AND THEIR INTERESTS

The following were directors of the company during the year:

D H Clark
P E Green

The directors held no interest in the shares of the company at 1 January 2000 and 31 December 2000.

The interests in the shares of the holding company Meggitt PLC were as follows:

Meggitt PLC Ordinary 5 pence shares

	Ordinary share options (i)		Ordinary share options (ii)		Ordinary share options (iii)		Ordinary share options (iv)		Ordinary shares fully paid	
	31.12.00	1.1.00	31.12.00	1.1.00	31.12.00	1.1.00	31.12.00	1.1.00	31.12.00	1.1.00
D H Clark	5,166	5,166	20,581	20,581	86,585	66,585	11,478	7,494	23,529	23,199
P E Green	-	-	19,595	19,595	267,116	267,116	11,478	7,494	42,531	32,895

- (i) Options granted under the terms of the Meggitt PLC 1984 Share Option Scheme.
- (ii) Options granted under the terms of the Meggitt 1996 No 1 Executive Share Option Scheme.
- (iii) Options granted under the terms of the Meggitt 1996 No 2 Executive Share Option Scheme.
- (iv) Options granted under the terms of the Meggitt PLC Savings Related Share Option Schemes.

In addition, directors' interests in share schemes, the shares for which are held in the Meggitt Employees Share Ownership Trust, were as follows:

<u>Equity Participation Scheme</u>	<u>Date of Allocation</u>	<u>Ordinary Shares</u>	
		31.12.00 No.	1.1.00 No.
P E Green	27.3.97	-	20,710
	20.4.98	23,800	23,800
	17.3.00	29,268	-

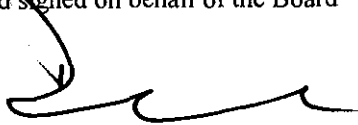
Further details of the Meggitt PLC Share Schemes are given in the accounts of that company.

DIRECTORS' REPORT (continued)

AUDITORS

Members have not required the company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985.

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

A handwritten signature in black ink, appearing to be 'D H Clark', written over a horizontal line.

D H Clark
Secretary

NEGRETTI & ZAMBRA LIMITED**BALANCE SHEET****31 December 2000**

	Note	2000 £	1999 £
CURRENT ASSETS			
Debtors - amounts owed by parent company		9,000	9,000
		<hr/>	<hr/>
NET CURRENT ASSETS		9,000	9,000
		<hr/>	<hr/>
CAPITAL AND RESERVES			
Called up share capital	4	9,000	9,000
		<hr/>	<hr/>
TOTAL EQUITY SHAREHOLDERS' FUNDS		9,000	9,000
		<hr/>	<hr/>

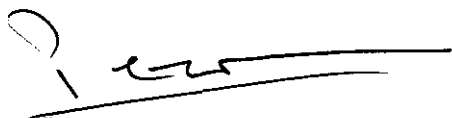
For the year ended 31 December 2000 the company was entitled to exemption under section 249AA(1) of the Companies Act 1985.

Members have not required the company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985.

The directors acknowledge their responsibility for ensuring that the company keeps accounting records which comply with section 221, and preparing accounts which give a true and fair view of the state of the affairs of the company as at the end of the financial year, and of its profit or loss for the financial year, in accordance with the requirements of section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

The balance sheet was approved by the Board of Directors on 3 April 2001.

Signed on behalf of the Board of Directors



P E Green
Director

NOTES TO THE BALANCE SHEET
Year ended 31 December 2000

1. ACCOUNTING POLICY

The balance sheet has been prepared in accordance with applicable accounting standards and under the historical cost convention.

2. PROFIT AND LOSS ACCOUNT

The company did not trade during the current or preceding financial year and consequently made neither profit nor loss. There are no recognised gains and losses for the current financial year and preceding financial year. Accordingly no statement of gains and losses has been produced.

3. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

The company paid no directors' emoluments during the financial year. All of the directors are employees of Meggitt PLC and are remunerated by that company for their services to the group as a whole. It is not practicable to apportion their remuneration between the individual companies of which they are directors.

The company had no employees during the year.

Neither of the directors exercised options in the shares of the ultimate holding company, Meggitt PLC, during the year (1999 - one).

4. CALLED UP SHARE CAPITAL

	2000 £	1999 £
Authorised, called up, allotted and fully paid 9,000 ordinary shares of £1	9,000	9,000
	<hr/>	<hr/>

5. CASH FLOW STATEMENT

As a wholly owned subsidiary of a UK registered company, Negretti & Zambra Limited has taken advantage of the exemption from the requirement to produce a cash flow statement. A consolidated cash flow statement is included in the Meggitt PLC group accounts.

6. ULTIMATE PARENT COMPANY

The ultimate parent company and controlling party is Meggitt PLC, a company registered in England and Wales. Copies of the group financial statements of Meggitt PLC are available from Meggitt PLC, Farris House, Cowgrove, Wimborne, Dorset, BH21 4EL.

The company has taken advantage of the exemption contained in Financial Reporting Standard No 8 from the requirement to disclose related party transactions within the group.