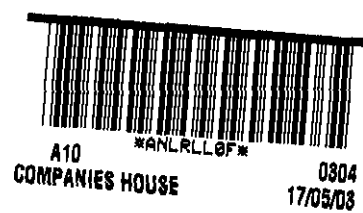


**CARILLION HI-TECH LIMITED**  
**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2002**

(Registered in England, Number 159414)



**CARILLION HI-TECH LIMITED****DIRECTORS' REPORT**

The directors present their annual report together with the financial statements for the year ended 31 December 2002.

**Principal activities & business review**

The company has not traded or made profits or losses during the year ended 31 December 2002.

**Directors and directors' interests**

The directors serving during the year were :

L J Mills  
Carillion Nominees Limited

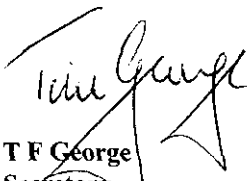
None of the directors had any interest in the share capital of the company.

The directors who held office at the end of the financial year and their families, other than those whose interests are disclosed in the financial statements of the ultimate holding company had the following interests in, and options to subscribe for, ordinary shares of 50p each in Carillion plc:

|           | At 31/12/02      |                            | At 01/01/02      |                            |
|-----------|------------------|----------------------------|------------------|----------------------------|
|           | Shares<br>Number | Share<br>Options<br>Number | Shares<br>Number | Share<br>Options<br>Number |
| L J Mills | 21,740           | 154,909                    | 21,740           | 154,909                    |

No director had any beneficial interest in the share or loan capital of any subsidiary of Carillion plc.

This report was approved by the Board on 12 March 2003 and signed on its behalf by:

  
T F George  
Secretary

Birch Street  
Wolverhampton  
WV1 4HY

**CARILLION HI-TECH LIMITED****BALANCE SHEET****AT 31 DECEMBER 2002**

|                                    | Note | 2002          | 2001          |
|------------------------------------|------|---------------|---------------|
|                                    |      | £             | £             |
| <b>Current assets</b>              |      |               |               |
| Debtors:                           |      |               |               |
| Amounts owed by Group undertakings |      | <u>23,555</u> | <u>23,555</u> |
| <b>Capital and reserves</b>        |      |               |               |
| Called up share capital            | 3    | <u>23,555</u> | <u>23,555</u> |

Pursuant to the Companies Act 1985 (Audit Exemptions) (Amendment) Regulations 2000 (SI2000 no. 1430);

- a) the company was entitled to exemption from audit under subsection 1 of section 249AA of the Companies Act 1985 ("the Act") for the financial year ending 31 December 2002.
- b) members have not required the company to obtain an audit of its accounts for the financial year ended 31 December 2002 in accordance with subsection 2 of section 249B of the Act; and
- c) the directors acknowledge their responsibilities for:
  - i) ensuring the company keeps accounting records which comply with section 221 of the Act; and
  - ii) preparing accounts 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 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 Act relating to accounts, so far as applicable to the company;

These financial statements were approved by the board of directors on 12 March 2003 and signed on its behalf by:

  
**L. J. Mills**  
 Director

**CARILLION HI-TECH LIMITED****NOTES TO THE FINANCIAL STATEMENTS****FOR THE YEAR ENDED 31 DECEMBER 2002****Notes**

(forming part of the financial statements)

**1. Principal accounting policies**

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

***Basis of accounting***

These financial statements are prepared under the historical cost convention and in accordance with applicable UK accounting standards.

***Profit and loss account***

The company has not prepared under profit and loss account as it has not traded during the year and consequently has made neither a profit nor a loss.

***Cash flow statement***

Under Financial Reporting Standard 1 (revised 1996) the company is exempt from the requirement to prepare a cash flow statement on the grounds that Carillion plc, the company's ultimate parent company, includes the company's cash flows in its own published consolidated cash flow statement.

**2. Directors' remuneration**

The directors have neither received nor waived any remuneration during the year (2001: £NIL).

**3. Share capital**

|                                                       | <b>2002</b>   | <b>2001</b>   |
|-------------------------------------------------------|---------------|---------------|
|                                                       | <b>£</b>      | <b>£</b>      |
| <b><i>Allotted, called-up and fully paid</i></b>      |               |               |
| 16,000 ordinary shares of £1 each                     | 16,000        | 16,000        |
| 4,555 7% (now 4.9% plus related tax credit)           |               |               |
| Pre-preference shares of £1 each                      | 4,555         | 4,555         |
| 3,000 7.5% (now 5.25% plus related tax credit)        |               |               |
| Cumulative participating preference shares of £1 each | <u>3,000</u>  | <u>3,000</u>  |
|                                                       | <u>23,555</u> | <u>23,555</u> |
| <br><b><i>Authorised</i></b>                          |               |               |
| 17,000 ordinary shares of £1 each                     | 17,000        | 17,000        |
| 5,000 7% (now 4.9% plus related tax credit)           |               |               |
| Pre-preference shares of £1 each                      | 5,000         | 5,000         |
| 3,000 7.5% (now 5.25% plus related tax credit)        |               |               |
| Cumulative participating preference shares of £1 each | 3,000         | 3,000         |
| 15,000 unclassified shares of £1 each                 | <u>15,000</u> | <u>15,000</u> |
|                                                       | <u>40,000</u> | <u>40,000</u> |

4. **Group companies**

The company's immediate controlling company is Carillion Construction Limited, its immediate parent company, whilst the company's ultimate controlling company is Carillion plc, its ultimate parent company, both of which are incorporated in Great Britain and registered in England and Wales.

Copies of the group financial statements of Carillion plc are available from Birch Street, Wolverhampton, WV1 4HY.