

REPORT & FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2002

REPORT OF THE DIRECTORS

The directors present their reports together with the financial statements for the year ended 30 September 2002.

Principal activity and business review

The company did not trade during the year. The directors do not recommend the payment of a dividend.

Directors and directors' interests

The directors who held office during the year were:

D J Hall, N A MacDonald, P S Bland.

D J Hall and N A MacDonald were directors of the parent company, Firth Rixson plc. Their interests in the shares of Firth Rixson plc are disclosed in the financial statements of that company.

At 30 September 2002, P S Bland had the following interests in the shares of Firth Rixson plc:

	30 September 2002			30 September 2001		
	Ordinary shares	Ordinary share options	Note	Ordinary shares	Ordinary share options	Note
P S Bland	57,873	-		44,890	-	
	-	-	(a)	-	5,680	(a)
	-	-	(b)	-	4,653	(b)

- (a) These options were granted on 11 January 1999 and were exercisable in accordance with the rules of the Firth Rixson plc SAYE Scheme during the period of 6 months from 1 March 2002 at an option price of 57.2p per share. These options have lapsed during the year.
- (b) These options were granted on 3 March 1999 at a subscription price of 0.01p per share, and were exercisable in accordance with the rules of the Firth Rixson plc Executive Share Option Scheme from 3 March 2002 at an option price of 0.01p per share.

The options were subject to certain performance criteria and had conditions attached which permitted the granting of shares on a specified matching basis. On the basis of the performance criteria and matching conditions set out in the financial statements of Firth Rixson plc, the shares purchased to support the options granted in March 1999 will not vest.

Auditors

In the opinion of the directors the company is a dormant company within the definition contained in Section 250 of the Companies Act 1985.

By order of the Board



J C Bergen
Secretary



Sheffield

30 January 2003

FIRTH BROWN LIMITED

BALANCE SHEET AS AT 30 SEPTEMBER 2002

	Notes	2002 £	2001 £
Debtors			
Amount due from ultimate holding company	2	<u>(15,670,150)</u>	<u>(15,670,150)</u>
Capital and reserves			
Called up share capital	3	12,512,625	12,512,625
Share premium account		387,313	387,313
Profit and loss account		<u>(28,570,088)</u>	<u>(28,570,088)</u>
		<u>(15,670,150)</u>	<u>(15,670,150)</u>

For the year ended 30 September 2002 the company was entitled to exemption under section 249AA(1) of the Companies Act 1985.

No members have required the company to obtain an audit of its accounts for the year in question in accordance with section 249B(2).

The directors acknowledge their responsibility for:

- Ensuring the company keeps accounting records which comply with section 221;
- Preparing accounts which give a true and fair view of the state of affairs of the company as at the end of its financial year, and of its profit and loss for the financial year in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

The financial statements on this page were approved by the board of directors on 30 January 2003 and were signed on its behalf by:



P S Bland
Director

NOTES TO THE FINANCIAL STATEMENTS AS AT 30 SEPTEMBER 2002

- Accounting policies**
The financial statements have been prepared on the historical cost basis of accounting. As the company did not trade during the year, there are no transactions on profit and loss account.
- Ultimate holding company**
The company's ultimate holding company is Firth Rixson plc, registered in England and Wales. Copies of the ultimate holding company's consolidated financial statements may be obtained from Firth Rixson House, 25 Carbrook Hall Road, Sheffield S9 2EJ.
- Called up share capital (2002 and 2001)**

	Authorised £	Allotted, called up And fully paid £
Deferred shares of £1 each	12,500,000	12,500,000
Deferred shares of 1p each	12,500	12,500
Ordinary shares of 1p each	<u>125</u>	<u>125</u>
	<u>12,512,625</u>	<u>12,512,625</u>