

Registered number
758145

Cookson Financial Limited

Report and Accounts

31 December 2005



Cookson Financial Limited

Directors' Report

The Directors present their report and accounts for the year ended 31 December 2005.

Principal activities and review of the business

The principal activity of the Company is that of a holding company for Vesuvius Group Limited, the parent company for certain overseas operating companies of the Vesuvius group.

Results and dividends

The profit for the financial year amounted to £2,647,562 (2004: £2,636,567). The Directors declared dividends on non-equity shares of £2,575,500 and paid dividends of £2,575,500 (2004: £2,575,500). The Directors do not recommend the payment of an ordinary dividend (2004: £nil). The retained profit for the financial year after dividends was £72,062 (2004: £61,067).

Directors

During the year, no Director had any beneficial interest in the shares of the Company. The Directors who served during the year and their interest in the ordinary shares of Cookson Group plc, the ultimate holding company, are stated below.

	Options to purchase 1p ordinary shares				Options to purchase 10p ordinary shares			
				Restated				
	At 1			At 26	At 27			At 31
	January			May	May			December
	2005	Granted	Lapsed	2005	2005	Exercised	Lapsed	2005
BR Elliston	1,443,746	608,775	-	2,052,521	205,245	-	2,856	202,389
RMH Malthouse	1,615,953	709,459	-	2,325,412	232,537	3,780	2,730	226,027

	Interests in 1p ordinary shares		Interests in 10p ordinary shares	
	At 1 January 2005	At 26 May 2005	Restated post consolidation	
			At 27 May 2005	At 31 December 2005
BR Elliston	63,810	166,912	16,690	10,310
RMH Malthouse	153,524	253,524	25,352	29,132

At the Cookson Group plc Annual General Meeting held on 26 May 2005, shareholders approved a share consolidation. The share consolidation took effect following the close of business on 26 May 2005, with shareholders receiving one new ordinary share of 10p each for every 10 existing ordinary shares of 1p each held at the close of business on 26 May 2005. Trading in the new ordinary shares of 10p commenced on 27 May 2005.

Cookson Financial Limited

Directors' Report (continued)

Directors' responsibilities

The Directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards.

The financial statements are required by law to give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these 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 UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; 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 that disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that its financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Auditors

The Company has passed elective resolutions in accordance with section 379A of the Companies Act and is therefore exempt from the obligation to hold an Annual General Meeting and to reappoint the auditors annually.

This report was approved by the board on 12 June 2006

Rachel S. Fell

Miss RS Fell
Company Secretary

Independent auditors' report to the members of Cookson Financial Limited

We have audited the financial statements on pages 4 to 9.

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 auditor's 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

The directors are responsible for preparing the directors' report and, as described on page 2, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

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 to you 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.

Basis of audit opinion

We conducted our audit in accordance with 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.

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 December 2005 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG Audit Plc

KPMG Audit Plc
Chartered Accountants
London
Registered Auditor

12 June 2006

Cookson Financial Limited

Profit and Loss Account For the year ended 31 December 2005

	Notes	<u>2005</u>	<u>2004</u>
		£	£
Income from investments	3	2,600,000	2,600,000
Interest receivable and similar income	4	47,562	36,567
Profit on ordinary activities before taxation		<u>2,647,562</u>	<u>2,636,567</u>
Tax on profit on ordinary activities	5	-	-
Profit for the financial year		<u>2,647,562</u>	<u>2,636,567</u>
Dividends:			
Declared preference dividends on non-equity shares	6	(2,575,500)	(2,575,500)
Retained profit for the financial year	9	<u>72,062</u>	<u>61,067</u>

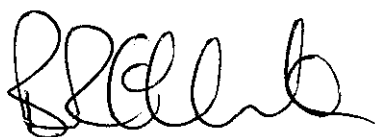
The Company has no gains or losses for the two financial years other than those disclosed above.

All activities relate to continuing operations.

Cookson Financial Limited

Balance Sheet As at 31 December 2005

	Notes	2005		2004	
		£	£	£	£
Fixed Assets					
Investments	7		30,315,031		30,315,031
			<u>30,315,031</u>		<u>30,315,031</u>
Current assets					
Cash at bank and in hand		<u>517,470</u>		<u>445,408</u>	
Net current assets			517,470		445,408
Net assets			<u>30,832,501</u>		<u>30,760,439</u>
Capital and Reserves					
Called up share capital	8		30,532,500		30,532,500
Profit and loss account	9		<u>300,001</u>		<u>227,939</u>
Shareholders' funds			<u>30,832,501</u>		<u>30,760,439</u>
of which:					
Equity	10		532,501		460,439
Non-equity	11		<u>30,300,000</u>		<u>30,300,000</u>
			<u>30,832,501</u>		<u>30,760,439</u>



BR Elliston
Director

Approved by the board on 12 June 2006

Cookson Financial Limited

Notes to the Accounts

For the year ended 31 December 2005

1 Accounting policies

Accounting convention

The accounts have been prepared under the historical cost convention and in accordance with applicable accounting standards.

The Company is exempt by virtue of s228 of the Companies Act 1985 from the requirement to prepare consolidated financial statements since the Company is itself a wholly owned subsidiary of Cookson Group plc. These financial statements present information about the Company as an individual undertaking and not about its group.

The Company is exempt from the requirement of FRS 1 (Revised) to prepare a cash flow statement as its cash flows are included within the consolidated cash flow statement of Cookson Group plc.

During the year the Company adopted the following new financial reporting standards issued by the Account Standards Board:

FRS 21 *Events after the balance sheet date*

FRS 25 *Financial instruments: disclosure and presentation*

FRS 28 *Corresponding amounts*

Taxation

The charge for taxation is based on the result for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date which could give rise to an obligation in the future.

Investments

Investments in subsidiary undertakings ('subsidiaries') and associated undertakings ('associates') are stated at costs, less any provisions for diminution in value that are expected to be permanent.

Related party transactions

As the Company is a wholly owned subsidiary of Cookson Group plc, the Company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the Cookson Group plc group.

2 Operating profit

Other than the Directors the Company had no employees during the year. The Directors received no remuneration in respect of their services to the Company during the year. The auditor's remuneration is borne by the parent company.

3 Income from investments

	2005	2004
	£	£
Dividends received from subsidiary undertaking	<u>2,600,000</u>	<u>2,600,000</u>

Cookson Financial Limited

Notes to the Accounts (continued) For the year ended 31 December 2005

4 Interest receivable and similar income

	2005 £	2004 £
Bank interest received	<u>47,562</u>	<u>36,567</u>

5 Taxation

	2005 £	2004 £
Analysis of charge in period		
UK corporation tax at 30% (2004: 30%)	-	-
Prior year tax (credit) / charge	<u>-</u>	<u>-</u>
Tax on profit on ordinary activities	<u>-</u>	<u>-</u>

Factors affecting the tax charge for the current period

Current tax reconciliation

Profit on ordinary activities before tax	<u>2,647,562</u>	<u>2,636,567</u>
Current tax charge at 30% (2004: 30%)	794,269	790,970
<i>Effects of:</i>		
Dividend income not taxable	(780,000)	(780,000)
Loss relief from group companies for no payment	(14,269)	(10,970)
Prior year tax credit	<u>-</u>	<u>-</u>
Total current tax (see above)	<u>-</u>	<u>-</u>

No tax charge arises on the results for the year due to the availability of tax losses.

6 Non-equity dividends

	2005 £	2004 £
Declared for current year	<u>2,575,500</u>	<u>2,575,500</u>

Cookson Financial Limited

Notes to the Accounts (continued) For the year ended 31 December 2005

7 Investments

	Investments in subsidiary undertakings £
Cost	
At 1 January 2005 and 31 December 2005	<u>30,315,031</u>
The Company holds a 100% investment in Vesuvius Group Limited	

8 Share capital

	2005 £	2004 £
Authorised:		
250,000 Ordinary shares of £1 each	250,000	250,000
32,000,000 8.5% non-convertible irredeemable cumulative preference shares of £1 each	<u>32,000,000</u>	<u>32,000,000</u>
	<u>32,250,000</u>	<u>32,250,000</u>
Allotted, called up and fully paid:		
232,500 ordinary shares of £1 each	232,500	232,500
30,300,000 8.5% non-convertible irredeemable cumulative preference shares of £1 each	<u>30,300,000</u>	<u>30,300,000</u>
	<u>30,532,500</u>	<u>30,532,500</u>

Preference shareholders have no voting rights and are due to have their investment fully reimbursed upon winding-up plus any arrears in respect of the fixed cumulative preferential dividend thereon.

9 Profit and loss account

	2005 £	2004 £
At 1 January	227,939	166,872
Retained profit for the financial year	<u>72,062</u>	<u>61,067</u>
At 31 December	<u>300,001</u>	<u>227,939</u>

Cookson Financial Limited

Notes to the Accounts (continued)

For the year ended 31 December 2005

10 Reconciliation of movement in equity shareholders' funds

	2005	2004
	£	£
At 1 January	460,439	399,372
Profit for the financial year	2,647,562	2,636,567
Preference dividends on non-equity shares arising in the year	<u>(2,575,500)</u>	<u>(2,575,500)</u>
At 31 December	<u>532,501</u>	<u>460,439</u>

11 Reconciliation of movement in non-equity shareholders' funds

	2005	2004
	£	£
At 1 January and 31 December	<u>30,300,000</u>	<u>30,300,000</u>

12 Ultimate holding company

The Company's ultimate holding company is Cookson Group plc, which is registered in England and Wales.

The largest group in which the results of the Company are consolidated is that headed by Cookson Group plc. The accounts of Cookson Group plc are available to the public and may be obtained from 165 Fleet Street, London, EC4A 2AE.

No other group accounts include the results of the Company.