

**REG NO: 808245**

**NEWTON INVESTMENT MANAGEMENT  
NOMINEES LIMITED**

**(FORMERLY NEWTON CORPORATE  
NOMINEES LIMITED)**

**FINANACIAL STATEMENTS**

**31 DECEMBER 1999**



**NEWTON INVESTMENT MANAGEMENT NOMINEES LIMITED**  
**(FORMERLY NEWTON CORPORATE NOMINEES LIMITED)**

**DIRECTORS' REPORT**

The directors present their annual report and financial statements of the company for the year ended 31 December 1999.

By an Elective Resolution dated 21 May 1991, the company dispensed with the laying of report and accounts before the company in general meeting, in accordance with the provisions of section 252 of the Companies Act 1985 (as amended).

Pursuant to section 253 of that Act, **Notice is hereby given** THAT any member of the company may by notice in writing deposited at the registered office of the company before 31 October 2000 require that a general meeting be held for the purpose of laying the report and accounts before the company.

**PRINCIPAL ACTIVITY**

The company's business is that of nominee company. The company did not trade during the year. Accordingly, no profit and loss account has been prepared.

The company was a dormant company during the year within the meaning of section 250 of the Companies Act 1995. The company has also taken advantage of subsection (1) of that section, and accordingly the directors do not submit audited financial statements.

On 23 March 2000, the company changed its name to Newton Investment Management Nominees Limited

The directors do not foresee any significant change in the business.

**ACCOUNTING REFERENCE DATE**

During the previous period the company changed its accounting reference date to 31 December to coincide with the accounting reference date of the ultimate parent company. The financial statements are, therefore, prepared for a period of 12 months, the comparative figures are for a period of 15 months.

**DIRECTORS AND DIRECTORS' INTERESTS**

The directors in office during the year and to the date of this report were as follows:

C R Harris  
M J Park  
A J Powell

**NEWTON INVESTMENT MANAGEMENT NOMINEES LIMITED**  
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**DIRECTORS' REPORT - continued**

**DIRECTORS AND DIRECTORS' INTERESTS - continued**

The disclosable interests of the directors in office at 31 December 1999 in the shares of group companies were as follows:

<u>Director</u>	<u>Newton Management Limited</u> Class B Ordinary Shares of 10p each				<u>Neptune LLC</u>		
	<u>Shares</u>		<u>Share Options</u>		<u>Loan Notes</u>		
	<u>1999</u>	<u>1998</u>	<u>1999</u>	<u>1998</u>	<u>1998</u>	<u>Redeemed During The Year</u>	<u>1999</u>
					£	£	£
M J Park	-	-	20,758	20,758	-		-
A J W Powell	32,688	32,688	49,815	49,815	1,205,000	635,000	570,000

The options in Newton Management Limited will be exercisable in two tranches, up to 50% in January 2002 and the balance in January 2003. The exercisable price will be £13.18 per share plus a factor based on revenues.

The rate of interest on the Loan Notes is 0.02% per annum above the London Inter-Bank Offered Rate. LIBOR is defined as the National Westminster Bank rate for sterling deposits.

<u>Director</u>	<u>Mellon Financial Corporation</u> Ordinary Shares of US\$0.50 each			
	<u>Share Options</u>			<u>Weighted</u>
	<u>1998</u>	<u>Granted During The Year</u>	<u>1999</u>	<u>Average Exercise Price</u>
M J Park	-	150	150	\$33.63
A J W Powell	-	150	150	\$33.63

The options can be exercised after a year of ownership if the share price exceeds \$45 for 10 consecutive days. They may be exercised seven years after the grant regardless of the price of the shares. The options expire at the end of ten years from the date of grant.

C R Harris is a director of the ultimate UK holding company in the accounts of which his disclosable interests are shown.

The company's Register of Shareholdings and Options contains full details of directors' shareholdings and options to subscribe.

**YEAR 2000**

The directors confirm that the company did not suffer any significant disruption to its operations deriving from the use, in some computer systems, of only two digits to identify the year.

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**DIRECTORS' REPORT - continued**

**AUDITORS**

The company having satisfied the provisions of section 252, Companies Act 1985, relating to dormant companies, is exempt from the obligation to appoint auditors as otherwise required by section 384 of that Act.

By order of the Board



C L FULLER  
Secretary

20 April 2010

71 Queen Victoria Street  
LONDON  
EC4V 4DR

**NEWTON INVESTMENT MANAGEMENT NOMINEES LIMITED**  
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**BALANCE SHEET**  
**AT 31 DECEMBER 1999**

	<u>31 December</u> <u>1999</u> £	<u>31 December</u> <u>1998</u> £
CURRENT ASSETS		
Debtors:		
Amount due from group company	<u>25</u>	<u>25</u>
CAPITAL AND RESERVES		
Called up share capital	100	100
Profit and loss account	<u>(75)</u> <u>25</u>	<u>(75)</u> <u>25</u>

The company was dormant within the meaning of section 252, Companies Act 1985, throughout the financial year ended 31 December 1999.

The financial statements on pages 4 and 5 were approved by the board of directors on 20 April 2000 and were signed on its behalf by:



C R HARRIS  
Director

**NEWTON INVESTMENT MANAGEMENT NOMINEES LIMITED**  
**(FORMERLY NEWTON CORPORATE NOMINEES LIMITED)**

**NOTES TO THE FINANCIAL STATEMENTS**  
**for the year ended 31 December 1999**

**1 ACTIVITIES**

The company did not trade during the year and accordingly no profit and loss account has been prepared. The emoluments paid to directors in respect of their services to the company were nil.

**2 INVESTMENTS**

The company acts solely as a nominee in respect of all securities registered in its name. It has no beneficial interest in these securities and, accordingly, they are not shown as assets in the balance sheet.

**3 ULTIMATE CONTROLLING COMPANY**

The directors regard Mellon Financial Corporation, a company incorporated and registered in the United States of America, as the ultimate parent company and ultimate controlling party. Copies of the consolidated financial statements of the ultimate parent company can be obtained from:

The Secretary of the Corporation  
One Mellon Bank Center, Room 4826  
Pittsburgh  
PA 15258-0001  
USA

The directors regard Newton Management Limited, a company incorporated in Great Britain and registered in England and Wales, as the ultimate UK parent company. Copies of the consolidated financial statements of the ultimate UK parent company can be obtained from:

The Secretary  
Newton Management Limited  
71 Queen Victoria Street  
LONDON EC4V 4DR