

**WITTON ESTATES MANAGEMENT SERVICES LTD  
DIRECTORS' REPORT AND FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2001**



**WITTON ESTATES MANAGEMENT SERVICES LTD**  
**DIRECTORS' REPORT**

The directors present their annual report and the financial statements for the year ended 31 December 2001.

**Review of the Business**

The Company did not trade during the Year. No dividend is proposed.

**Directors and Directors' Interests**

The directors of the Company during the year were as follows:

|              |                            |
|--------------|----------------------------|
| Mr T J Slack | (Chairman )                |
| Mr L P Frith | (Managing Director)        |
| Mr B K Jones | (Resigned 31 January 2001) |

The interests of persons (including the interests of their families) who were directors at the end of the year in shares of the Company's ultimate holding company, IMI plc are shown below. None of the directors (or their families) had any interest in the share capital of the Company or any other subsidiary of IMI plc.

**IMI plc Ordinary Shares**  
**As at 31 December 2001      As at 1 January 2001**

|           |       |       |
|-----------|-------|-------|
| L P Frith | 2,658 | 2,658 |
|-----------|-------|-------|

Mr T J Slack is a director of the ultimate holding company IMI plc, and details of his shareholding in that company are disclosed in that company's financial statements.

**Directors' Share Options**

Options granted to and exercised by directors are shown below:

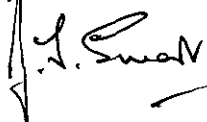
|           | <b>Options granted<br/>during the year</b> | <b>Options exercised<br/>during the year</b> |
|-----------|--------------------------------------------|----------------------------------------------|
| L P Frith | 9,000                                      | -                                            |

Options shown above are in respect of IMI plc Ordinary Shares and include options under the IMI SAYE Scheme and the IMI Executive Share Option (1985) Scheme and the IMI Executive Share Option (1995) Scheme.

**Auditors and Annual General Meetings**

The Company is exempt from the requirement to appoint auditors and, by elective resolutions passed pursuant to the Companies Act 1985, the Company has dispensed with the holding of Annual General Meetings and the laying of accounts before general meetings.

By Order of the Board



**J T SMART**  
**Secretary**

P O Box 216  
Witton  
Birmingham  
B6 7BA

1 March 2002

## WITTON ESTATES MANAGEMENT SERVICES LTD

## BALANCE SHEET AS AT 31 DECEMBER 2001

|                                                          | £ | 2001<br>£               | £ | 2000<br>£               |
|----------------------------------------------------------|---|-------------------------|---|-------------------------|
| <b>CREDITORS : Amounts Falling Due Within One Year</b>   |   |                         |   |                         |
| Amounts owed to group undertakings                       |   | <u>(246,787)</u>        |   | <u>(246,787)</u>        |
| <b>NET CURRENT LIABILITIES</b>                           |   | <u>(246,787)</u>        |   | <u>(246,787)</u>        |
| <b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>             |   | <u><u>(246,787)</u></u> |   | <u><u>(246,787)</u></u> |
| <b>FINANCED BY :</b>                                     |   |                         |   |                         |
| <b>CAPITAL AND RESERVES</b>                              |   |                         |   |                         |
| <b>SHARE CAPITAL :</b>                                   |   |                         |   |                         |
| Authorised, issued, allotted, called up and fully paid – |   |                         |   |                         |
| 1,000 Ordinary Shares of £1 each                         |   | 1,000                   |   | 1,000                   |
| <b>PROFIT AND LOSS ACCOUNT</b>                           |   | <u>(247,787)</u>        |   | <u>(247,787)</u>        |
|                                                          |   | <u>(246,787)</u>        |   | <u>(246,787)</u>        |
| <b>EQUITY SHAREHOLDERS FUNDS</b>                         |   | <u><u>(246,787)</u></u> |   | <u><u>(246,787)</u></u> |

Throughout the financial year ended on the above date the company was dormant within the meaning of Section 250 of the Companies Act 1985.

Approved by the Board of Directors on 1 March 2002 and signed on its behalf by :-



**T J Slack**  
Director



**L P Frith**  
Director

## WITTON ESTATES MANAGEMENT SERVICES LTD

## 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 :-

**a) Basis of Accounting**

The financial statements have been prepared in accordance with applicable Accounting Standards and the Companies Act 1985 and under the historical cost accounting convention.

**b) Cash Flow Statement**

The Company is exempt from the requirements of Financial Reporting Standard No. 1 to prepare a Cash Flow Statement as it is a wholly owned subsidiary undertaking of IMI plc and its cash flows are included within the Consolidated Cash Flow Statement of that company.

**2. Profit and Loss Account**

During the financial year and the preceding financial year the Company did not trade and received no income and incurred no expenditure. Consequently, during these years the Company made neither a profit nor a loss.

**3. Directors' emoluments**

In common with previous years, neither the chairman nor any of the other directors received any emoluments during the year.

**4. Ultimate Parent Undertaking**

The ultimate parent undertaking, and controlling party, is IMI plc which is incorporated in Great Britain. A copy of the Group financial statements of that company can be obtained from :

The Company Secretary  
IMI plc  
PO Box 216  
Witton  
Birmingham  
B6 7BA